



August 22, 2025

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex
Bandra (E), Mumbai-400 051.
NSE Symbol: SHEMAROO

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.
Scrip Code : 538685

Dear Sir/Madam,

Re: SHEMAROO ENTERTAINMENT LIMITED - ISIN: INE363M01019

Sub: Annual General Meeting, Notice of Book Closure and e-voting as per Section 91 & 108 of the Companies Act, 2013 and Regulation 42 & 44 of SEBI (LODR) Regulations, 2015

The 20th Annual General Meeting (AGM) of the Company is scheduled to be held on Friday, September 19, 2025 at 04:00 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 12, 2025 to Friday, September 19, 2025 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended March 31, 2025.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the e-Voting for the resolutions to be transacted at the AGM will be as follows:

Cut-Off date for remote e-voting	Friday, September 12, 2025
Remote E-Voting Period:	
Start Date & Time:	Monday, September 15, 2025 [09:00 AM (IST)]
End Date & Time:	Thursday, September 18, 2025 [05:00 PM (IST)]

In this connection, the Company has engaged the services of National Securities Depositories Ltd. as the Authorized Agency to provide e-Voting facilities to its members in respect of the business to be transacted at the AGM.



Further, the Company has appointed M/s. Dilip Bharadiya & Associates, Company Secretaries in Practice (Membership no. FCS 7956 and Certificate of Practice no. 6740), to act as the Scrutinizer, to scrutinize the entire e-voting, in a fair and transparent method.

Yours faithfully,

For Shemaroo Entertainment Limited

Hiren Gada
WTD & CEO
DIN: 01108194

Encl: as above

SHEMAROO ENTERTAINMENT LIMITED

Shemaroo House, Plot No. 18, Marol Co - Op. Industrial Estate, Off Andheri Kurla Road, Andheri (E), Mumbai - 400 059.
Tel.: +91 - 22 4031 9911 | Fax: +91 - 22 2851 9770 | Email: shemaroo@shemaroo.com
shemarooent.com | CIN: L67190MH2005PLC158288



SHEMAROO ENTERTAINMENT LIMITED

CIN: L67190MH2005PLC158288

Registered Office: Shemaroo House, Plot No. 18, Marol Co-op Indl. Estate, Off Andheri Kurla Road, Andheri (E), Mumbai – 400059, **Tel:** +91 22 4031 9911;

Email: compliance.officer@shemaroo.com, **Website:** www.shemarooent.com

Notice

Notice is hereby given that the 20th (Twentieth) Annual General Meeting (AGM) of the members of Shemaroo Entertainment Limited will be held on **Friday, September 19, 2025 at 04.00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2025 together with the Reports of the Directors and the Auditor’s thereon.
2. To appoint a Director in place of Mr. Jai Maroo (DIN: 00169399), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To ratify remuneration payable to M/s. Joshi Apte & Associates, Cost Accountants, appointed by the Board of Directors of the Company for the financial year 2025-26 pursuant to Section 148 of the Companies Act, 2013 by passing with or without modification(s), the following resolution as an **Ordinary Resolution**;

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the members of the Company hereby ratifies the remuneration of Rs. 1,00,000/- (Rupees One Lakh Only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. Joshi Apte & Associates, Cost Accountants (Firm Registration Number – 000240), who, based on the recommendation(s) of the Audit Committee, have been appointed by the Board of Directors of the Company (‘the Board’), as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending March 31, 2026.

RESOLVED FURTHER THAT the Board and/or any person authorised by the Board, be and is hereby authorised severally to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be

necessary, expedient or desirable for the purpose of giving effect to this resolution.”

4. Appointment of Secretarial Auditors

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI Listing Regulations”) read with applicable provisions of the Companies Act, 2013, each as amended, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company (‘the Board’), M/s. Dilip Bharadiya & Associates (Membership no. FCS 7956 and Certificate of Practice no. 6740), be and is hereby appointed as Secretarial Auditors of the Company for five consecutive financial years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 25th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, for the period beginning from the Financial Year 2025-26 to the Financial Year 2029-30, at such remuneration as may be mutually agreed upon between the Board, based on the recommendation(s) of the Audit Committee, and the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT the Board and/or any person authorised by the Board, be and is hereby authorised, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/or otherwise considered by them to be in the best interest of the Company.”

5. Re-appointment of Mr. Raman Maroo as Managing Director of the Company

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Rules made thereunder and Schedule V of the said Act, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), if any, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Raman Maroo (DIN 00169152), who will attain age of 75 years in December 2025, as Managing Director of the Company, for the period of 3 (three) years with effect from January 01, 2026, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof and/or Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Raman Maroo, subject to the limits as specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board and/or any person authorised by the Board, be and is hereby authorised, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/or otherwise considered by them to be in the best interest of the Company.”

6. **Re-appointment of Mr. Atul Maru as Joint Managing Director of the Company**

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Rules made thereunder and Schedule V of the said Act, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), if any, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Atul Maru (DIN 00169264) as Joint Managing Director of the Company, for the period of 3 (three) years with effect from January 01, 2026, on the terms and conditions including remuneration as set

out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof and/or Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Atul Maru, subject to the limits as specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board and/or any person authorised by the Board, be and is hereby authorised, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/or otherwise considered by them to be in the best interest of the Company.”

7. **Re-appointment of Mr. Hiren Gada as Whole Time Director & CEO of the Company**

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Rules made thereunder and Schedule V of the said Act, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), if any, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Hiren Gada (DIN 01108194) as Whole Time Director, designated as Chief Executive Officer (‘CEO’) of the Company, for a period of 3 (three) years with effect from January 01, 2026, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof and/or Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Hiren Gada, subject to the limits as specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board and/or any person authorised by the Board, be and is hereby

authorised, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/or otherwise considered by them to be in the best interest of the Company.”

By Order of the Board of Directors

Registered Office:

Shemaroo House,
Plot No. 18, Marol Co-op. Industrial
Estate, Marol Naka,
Off. Andheri Kurla Road, Andheri (E),
Mumbai – 400 059

Sd/-
Hiren Gada
WTD & CEO
DIN: 01108194

Mumbai,
July 24, 2025

NOTES:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular no. 19/2021 dated December 8, 2021, and Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022 and the latest being General Circular No.09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”) has permitted to conduct general meeting through video conferencing (VC) or other audio visual means (OAVM) without physical attendance of the Members to the AGM venue. Accordingly, the AGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 19 below and is also available on the website of the Company at www.shemarooent.com.
2. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. Corporate / Institutional Members intending to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution authorizing its representatives to attend and vote on their behalf at the meeting, at compliance.officer@shemaroo.com with a copy marked to evoting@nsdl.co.in.
4. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013.
7. The Register of Members and Share Transfer Books of the Company will be closed from 12th day of September, 2025 to 19th day of September, 2025 (both days inclusive) for the purpose of Annual General Meeting.
8. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for electronically for inspection by the members during the AGM at www.shemarooent.com/investors/.
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, residential status etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrar and Transfer Agents, M/s. MUFG Intime India Private Limited (Formerly known as M/s. Link Intime India Private Limited) (herein after referred as ‘MUFG Intime India Private Limited’) to provide efficient and better services.
10. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts.
11. The Ministry of Corporate Affairs has notified Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, provisions relating to transfer of unclaimed amounts to the IEPF. IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years or more to an IEPF Demat Account. Hence, the Company urges all the shareholders to claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company are available on the website of the Company www.shemarooent.com and on Ministry of Corporate Affairs’ website.

12. In terms of the section 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, ('the Rules'), the unpaid/unclaimed dividends for 7 consecutive years are also liable to be transferred to the Demat Account of the IEPF authority. In view of this, Members/Claimants are requested to claim their unpaid/unclaimed dividends from FY 2017 - 18 till date, on or before October 16, 2025. For detailed information please refer to the Company's website www.shemarooent.com.
13. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 as available on www.iepf.gov.in.
14. In accordance with MCA and SEBI Circulars No. SEBI/HO/CFD/CFD-POD-2/P/CIR/2024/133 dated October 3, 2024, the Notice of the Financial Statements (including Report of Board of Directors, Auditors Report or other document required to be attached therewith) including the Notice of AGM, are being sent ONLY through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/ Depositories/Depository Participants and a letter will be sent by the Company providing the web-link, including the exact path where complete details of the Annual Report including the Notice of the AGM is available, to those shareholder(s) who have not registered their e-mail address with the Company/Registrar and Transfer Agent/ Depositories/Depository Participants.
15. The Company shall send physical copy of the Annual Report for FY2024-25 to those Members who request for the same at compliance.officer@shemaroo.com or raises request with the RTA i.e. MUFG Intime India Private Limited by using URL: https://web.in.mpms.mufg.com/helpdesk/Service_Request.html mentioning their Folio No./DP ID and Client ID.
16. The Members may also note that the Notice convening the 20th AGM along with the Annual Report for FY2024-25 is also available on the website of the Company at www.shemarooent.com and websites of the Stock Exchanges where the securities of the Company are listed, i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of NSDL at www.evoting.nsdl.com.
17. Members who have not registered their e-mail addresses are requested to register the same with Depository Participant(s) / MUFG Intime or update their email addresses by writing to the Company at compliance.officer@shemaroo.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport, Aadhar) in support of the address of the Member.
18. Members are requested to address all correspondence to the Registrar and Share Transfer Agents at the following address:
- MUFG Intime India Private Limited
(Formerly known as Link Intime India Private Limited)
(Unit: Shemaroo Entertainment Limited)
C-101, 1st Floor, 247 Park, L B S Marg,
Vikhroli West, Mumbai-400083
Tel No: +91 22 49186000 Fax: +91 22 49186060
19. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**
- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 - Members are encouraged to join the Meeting through Laptops for better experience.
 - Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at compliance.officer@shemaroo.com. The same will be replied by the company suitably.
- PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:**
20. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at compliance.officer@shemaroo.com. **Questions / queries received by the Company till 5.00 p.m. IST on Tuesday, September 09, 2025 shall only be considered and responded during the AGM.**

21. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending an email at compliance.officer@shemaroo.com anytime between **Tuesday, September 09, 2025, 09.00 a.m. to 5.00 p.m. IST on Saturday, September 13, 2025** Speakers can also send their questions in advance to the Company at compliance.officer@shemaroo.com. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
22. Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

1. In compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote at 20th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depositories Limited (NSDL).
2. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Friday, September 12, 2025**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call at 022 – 4886 7000 and 022 – 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
3. Members may cast their votes on electronic voting system from any place (remote e-voting). **The voting period begins on Monday, September 15, 2025 at 09:00 A.M. and ends on Thursday, September 18, 2025 at 05:00 P.M IST (preceding the date of AGM).**
4. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. The e-voting module shall be disabled by NSDL for voting thereafter.
5. The Company has appointed M/s. Dilip Bharadiya & Associates, Company Secretaries in Practice (Membership no. FCS 7956 and Certificate of Practice no. 6740), to act as the Scrutinizer, to scrutinize the entire voting and remote e-voting, in a fair and transparent method.
6. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would unblock and count the votes cast through remote e-voting and during the AGM and make, not later than 48 hours of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
7. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.shemarooent.com and on the website of NSDL www.evoting.nsdl.com immediately after the results is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

INSTRUCTIONS FOR JOINING THE AGM THROUGH VC / OAVM:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactments thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.shemarooent.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, September 15, 2025 at 09:00 A.M. and ends on Thursday, September 18, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 12, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 12, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IdEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IdEAS’ section, this will prompt you to enter your existing User ID and Password.

Type of shareholders	Login Method
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After successful authentication, you will be able to see e-Voting services under Value added services. Click on **“Access to e-Voting”** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- How to retrieve your ‘initial password’?
 - If your email ID is registered in your demat account or with the company,

your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to compliance.officer@shemaroo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Rahul Rajbhar at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance.officer@shemaroo.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance.officer@shemaroo.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat

mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3

Ratification of Remuneration to Cost Auditors for FY 2025-26

The Board, on the recommendation of the Audit Committee on May 13, 2025, has approved appointment of M/s. Joshi Apte & Associates, Cost Accountants, at a remuneration of Rs. 1,00,000/- (Rupees One Lakh Only) plus applicable taxes and reimbursement of out-of-pocket expenses payable, to conduct the Cost Audit of the Company for the financial year 2025-26.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditor Rules), 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution for your approval.

Item No. 4

Appointment of Secretarial Auditors

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and other applicable provisions of the Companies Act, 2013, each as amended, the Company is required to appoint Secretarial Auditors for a period of 5 years commencing FY 2025-26, to conduct the Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations read with applicable SEBI Circulars.

For identification of Secretarial Auditor, the Management had initiated the process and had detailed interactions with certain eligible audit firms and assessed them against a defined eligibility and evaluation criteria.

Further, Regulation 24A of the SEBI Listing Regulations requires every listed entity to undertake secretarial audit by a secretarial auditor who shall be a peer reviewed company secretary and shall annex a secretarial audit report with the annual report of the listed entity.

Under the Listing Regulations, every listed entity shall basis recommendation of the Board of Directors appoint / re-appoint an individual as a secretarial auditor for not more than one term of five consecutive years or a secretarial audit firm as secretarial auditor for not more than two terms of five consecutive years, subject to shareholders' approval at the Annual General Meeting. Further, the secretarial auditor should not have incurred any of the disqualifications as specified by the Securities and Exchange Board of India ("SEBI").

Basis the recommendation of the Audit Committee, the Board of Directors of the Company at its Meeting held on 13th May, 2025, has approved the appointment of M/s. Dilip Bharadiya & Associates (Membership no. FCS 7956 and Certificate of Practice no. 6740), as Secretarial Auditor of the Company to hold the office for first term of 5 (five) consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, subject to approval of the Members of the Company at this Annual General Meeting.

Profile:

Dilip Bharadiya & Associates, the proposed Auditors have been in practice since July 2005 and have gained enormous experience in providing various report and certificates required under various statutes as laid down by the Constitution of India. Their core expertise is though in providing consultancy services on Companies Act. In the course of providing such services they have also provided

certificates and audit reports as required by the SEBI Regulations and Stock Exchange compliances for listed and unlisted public companies. The proposed Auditors have provided their consent letter to act as the Secretarial Auditors of the Company. They have also confirmed that their firm:-

- is a Peer Reviewed Firm;
- has not incurred any of the disqualifications as specified by the SEBI and
- will not provide any services other than in compliance with Regulation 24A1(B) of the SEBI Listing Regulations.

Based on the recommendation of the Audit Committee, the Board of Directors approved and recommended the aforesaid proposal for approval of Members taking into account the Firm's eligibility, experience, independent assessment and expertise of the partners in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

Remuneration:

The remuneration to be paid to Secretarial Auditors shall be mutually agreed between the Board, based on recommendation(s) of the Audit Committee, and the Secretarial Auditors, from time to time.

The said remuneration shall be decided considering changes in scope of audit and to meet inflationary costs of providing the audit service.

Basis of Recommendation:

The Audit Committee and the Board of Directors has recommended the appointment of M/s. Dilip Bharadiya & Associates as Secretarial Auditor of the Company to the Members of the Company for their approval. The recommendation is based on various factors like fulfilment of eligibility criteria, capability, knowledge, expertise, industry experience, audit methodology, time and efforts required to be put in by them and reputation of the Firm.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 5

Re-appointment of Mr. Raman Maroo as Managing Director of the Company

Mr. Raman Maroo (DIN: 00169152) has been re-appointed as Managing Director of the Company by the members at the AGM of the Company held on September 29, 2020 for a period of five consecutive years commencing from January 01, 2021 and current term as Managing Director is due to expire on December 31, 2025.

Further in accordance with the provisions of Section 196 and Schedule V of the Companies Act, 2013 (the 'Act'), a person who has attained the age above of 70 years can be appointed as managing director only by passing a special resolution, with adequate justification for his appointment.

Mr. Raman Maroo has been instrumental in the Group's expansion and transformation of Shemaroo into an established filmed entertainment content house. He has valuable relationships with various key players within the Indian Entertainment Industry, including film producers, television broadcasters, amongst others. Mr. Raman Maroo will attain the age of 75 years in December 2025.

It is considered that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Raman Maroo as Managing Director due to his extensive experience regardless of his age. Further, in accordance with proviso 3(a) of Section 196 of the Companies Act, 2013, the Company is required to seek consent of the members by way of special resolution for continuation of his holding the office of Managing Director even after attaining the age of 75 years during the currency of his proposed tenure.

Based on the outcome of performance evaluation, recommendation of Nomination and Remuneration Committee and Audit Committee, the Board of Directors has re-appointed Mr. Raman Maroo as Managing Director for a further period of three years, with effect from January 01, 2026 on the terms and conditions as specified below, subject to the approval of the Members through special resolution.

Broad particulars of the Terms and Conditions of Appointment & Remuneration payable to Mr. Raman Maroo are as under:

A. Tenure of Appointment:

The Appointment of Managing Director is for the period of three years with effect from January 01, 2026.

B. Salary:

₹ 7,91,667/- per month (pm) in the scale of ₹ 6,00,000/- pm to ₹ 22,00,000/- pm.

The annual increments will be effective from 1st April each year and will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee, within the said maximum limit.

C. Perquisites:

- i. Rent-free residential accommodation (furnished / non – furnished) or house rent allowance in lieu thereof, house maintenance allowances together with reimbursement of expenses/allowances for utilisation of gas, electricity, water, furnishing, repairs and maintenance, leave travel concession for self and family including dependents, medical expenses, car facility, telephone facility, club fees, personal accident insurance and other

perquisites / allowances as may be decided by the Board from time to time in accordance with the rules of the Company and value of such perquisites shall not, exceed for each financial year, his annual salary.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- ii. The Company's contribution to provident fund, superannuation fund or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leaves, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of the over ceiling of remuneration.

D. Commission:

In addition to the salary, perquisites and allowances as set out above, Mr. Raman Maroo shall be entitled to receive remuneration based on net profits of the Company in a particular financial year, as may be determined by the Board of the Company, subject to the overall ceilings stipulated in Section 197 of the Act.

E. Minimum Remuneration:

If in any financial year, during the currency of his tenure, the Company has no profit or its profit are inadequate, then in such event, Remuneration paid by way of salary, perquisites, allowances and commission by the company will be treated as Minimum Remuneration payable as required under Schedule V of the Companies Act, 2013, or any modifications(s) thereto.

F. Reimbursements of Expenses:

Expenses incurred for travelling, entertainment and other incidental expenses incurred by him in connection with the business of the Company; and provision of cars for use on the Company's business and telephone expenses at residence for official duties shall be reimbursed at actual and not considered as perquisites.

The draft agreement stating terms and conditions for re-appointment as Managing Director will be available electronically for inspection by the members up to the date of the Annual General Meeting, on request send to at compliance.officer@shemaroo.com.

The required disclosures as per the Secretarial Standards (SS-2) and Regulation 36(3) of the Listing Regulations, is provided at 'Annexure A' of this Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for your approval.

Except Mr. Raman Maroo and his relatives, none of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 5 of the Notice.

Item No. 6

Re-appointment of Mr. Atul Maru as Joint Managing Director of the Company

Mr. Atul Maru (DIN: 00169264) has been re-appointed as Joint Managing Director of the Company by the members at the AGM of the Company held on September 29, 2020 for a period of five consecutive years commencing from January 01, 2021 and current term as Joint Managing Director would end on December 31, 2025.

Mr. Atul Maru has been actively involved in the operations of the Company and has spearheaded various initiatives including the home video division of our Company. It is considered that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Atul Maru as Joint Managing Director.

Based on the outcome of performance evaluation, recommendation of Nomination and Remuneration Committee and Audit Committee, the Board of Directors has re-appointed Mr. Atul Maru as Joint Managing Director for a further period of three years, with effect from January 01, 2026 on the terms and conditions as specified below, subject to the approval of the Members.

Broad particulars of the Terms and Conditions of Appointment & Remuneration payable to Mr. Atul Maru are as under:

A. Tenure of Appointment:

The Appointment of the Joint Managing Director is for the period of three years with effect from January 01, 2026.

B. Salary:

₹ 7,91,667/- per month (pm) in the scale of ₹ 6,00,000/- pm to ₹ 22,00,000/- pm.

The annual increments will be effective from 1st April each year and will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee, within the said maximum limit.

C. Perquisites:

- i. Rent-free residential accommodation (furnished / non - furnished) or house rent allowance in lieu thereof, house maintenance allowances together with reimbursement of expenses /allowances for utilisation of gas, electricity, water, furnishing, repairs and maintenance, leave travel concession for self and family including dependents, medical

expenses, car facility, telephone facility, club fees, personal accident insurance and other perquisites / allowances as may be decided by the Board from time to time in accordance with the rules of the Company and value of such perquisites shall not, exceed for each financial year, his annual salary.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- ii. The Company's contribution to provident fund, superannuation fund or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leaves, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of the over ceiling of remuneration.

D. Commission:

In addition to the salary, perquisites and allowances as set out above, Mr. Atul Maru shall be entitled to receive remuneration based on net profits of the Company in a particular financial year, as may be determined by the Board of the Company, subject to the overall ceilings stipulated in Section 197 of the Act.

E. Minimum Remuneration:

If in any financial year, during the currency of his tenure, the Company has no profit or its profit are inadequate, then in such event, Remuneration paid by way of salary, perquisites, allowances and commission by the company will be treated as Minimum Remuneration payable as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

F. Reimbursements of Expenses:

Expenses incurred for travelling, entertainment and other incidental expenses incurred by him in connection with the business of the Company; and provision of cars for use on the Company's business and telephone expenses at residence for official duties shall be reimbursed at actual and not considered as perquisites.

The draft agreement stating terms and conditions for re-appointment as Joint Managing Director will be available electronically for inspection by the members up to the date of the Annual General Meeting, on request send to at compliance.officer@shemaroo.com.

The required disclosures as per the Secretarial Standards (SS-2) and Regulation 36(3) of the Listing Regulations, is provided at 'Annexure A' of this Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for your approval.

Except Mr. Atul Maru and his relatives, none of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 6 of the Notice.

Item No. 7

Re-appointment of Mr. Hiren Gada as Whole Time Director & CEO of the Company

Mr. Hiren Gada (DIN: 01108194) has re-appointed as Whole Time Director of the Company by the members at the AGM of the Company held on September 29, 2020 for a period of 5 (five) years with effect from January 01, 2021. He also has designated as Chief Executive Officer (CEO) & Chief Financial Officer(CFO) of the Company with effect from March 20, 2018, further Mr. Hiren Gada has decided to relinquish his post as Chief Financial Officer (CFO) w.e.f. May 10, 2022 and continued with his position as Whole Time Director and Chief Executive Officer (CEO) of the Company.

Mr. Hiren Gada has been at the helm of driving the corporate & financial growth, digital direction, strategy, and the transformation of the company from a family-run business to a professional corporate firm. Mr. Gada manages the day-to-day functioning of the Company at all levels and has developed a core team to head all the strategic business verticals and has a hands-on approach to Manage the business. Further, in view of the significant progress made by the Company under the able leadership of Mr. Hiren Gada and in order to provide him with opportunities for further strengthening the position of the Company. Based on the outcome of performance evaluation, recommendation of Nomination and Remuneration Committee and Audit Committee, the Board of Directors has re-appointed Mr. Hiren Gada as Whole Time Director, designated as CEO for a further period of three years, with effect from January 01, 2026 on the terms and conditions as specified below, subject to the approval of the Members.

Broad particulars of the Terms and Conditions of Appointment & Remuneration payable to Mr. Hiren Gada are as under:

A. Tenure of Appointment:

The appointment of Whole Time Director & CEO is for period of three years with effect from January 01, 2026.

B. Salary:

₹ 18,33,333/- per month (pm) in the scale of ₹ 9,00,000/- pm to ₹ 30,00,000/-.

The annual increments will be effective from 1st April each year and will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee, within the said maximum limit.

C. Perquisites

- i. Rent-free residential accommodation (furnished / non-furnished) or house rent allowance in lieu thereof, house maintenance allowances together with reimbursement of expenses / allowances for utilisation of gas, electricity, water, furnishing, repairs and maintenance, leave travel concession for self and family including dependents, medical expenses, car facility, telephone facility, club fees, personal accident insurance and other perquisites / allowances as may be decided by the Board from time to time in accordance with the rules of the Company and value of such perquisites shall not, exceed for each financial year, his annual salary.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- ii. The Company's contribution to provident fund, superannuation fund or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leaves, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of the over ceiling of remuneration.

D. Commission:

In addition to the salary, perquisites and allowances as set out above, Mr. Hiren Gada shall be entitled to receive remuneration based on net profits of the Company in a particular financial year, as may be determined by the Board of the Company, subject to the overall ceilings stipulated in Section 197 of the Act.

E. Minimum Remuneration

If in any financial year, during the currency of his tenure, the Company has no profit or its profit are inadequate, then in such event, the Company may pay remuneration

by way of salary, perquisites, allowances and commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modifications(s) thereto.

F. Reimbursements of Expenses

Expenses incurred for travelling, entertainment and other incidental expenses incurred by him in connection with the business of the Company; and provision of cars for use on the Company's business and telephone expenses at residence for official duties shall be reimbursed at actual and not considered as perquisites.

The draft agreement stating terms and conditions for re-appointment as Whole Time director & CEO will be available electronically for inspection by the members up to the date of the Annual General Meeting on request send to at compliance.officer@shemaroo.com.

The required disclosures as per the Secretarial Standards (SS-2) and Regulation 36(3) of the Listing Regulations, is provided at 'Annexure A' of this Notice for your approval.

The Board of Directors recommends the Special Resolution set out at Item No. 7 of the Notice for your approval.

Except Mr. Hiren Gada and his relatives, none of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 7 of the Notice.

By Order of the Board of Directors

Registered Office:
Shemaroo House,
Plot No. 18, Marol Co-op. Industrial
Estate, Marol Naka, Off.
Andheri Kurla Road, Andheri (E),
Mumbai - 400 059

Mumbai,
July 24, 2025

Sd/-
Hiren Gada
WTD & CEO
DIN: 01108194

Disclosures under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings SS-2 of ICSI:

Name of Director	Mr. Raman H Maroo	Mr. Atul Maru	Mr. Hiren Gada
DIN	00169152	00169264	01108194
Date of Birth	December 06, 1950	February 23, 1961	August 01, 1970
Nationality	Indian	Indian	Indian
Date of Appointment on Board	December 23, 2005	December 23, 2005	May 26, 2008
Qualifications	Higher Secondary Class studied from Mumbai	Higher Secondary Class studied from Mumbai	Master's degree in Management (Finance) from Welingkar Institute of Management, Mumbai University; Graduate Degree in Commerce from the University of Mumbai
Nature of expertise and experience	<p>Mr. Raman Maroo has been associated with the Group since 1974. He has been instrumental in the Group's expansion into television rights syndication as well as transformation of Shemaroo into a content house.</p> <p>He has led the Company's growth for many years. He has always remained the driving force in the Company, taking it into new directions.</p> <p>He has valuable relationships with various key players within the Indian entertainment industry, including film producers, television broadcasters, amongst others.</p> <p>Mr. Raman Maroo has approximately 51 years of business experience, out of which, he has been associated with the Media and Entertainment industry for approximately 42 years.</p>	<p>Mr. Atul Maru has managed the transition of the Company from VHS days to today's multi-platform Operations.</p> <p>He has been actively involved in the operations of the Company and has spearheaded various initiatives including the home video division for the Company.</p> <p>Mr. Atul Maru has around 45 years of experience in the Media and Entertainment industry.</p>	<p>Mr. Hiren Gada has been at the helm of driving the corporate & financial growth, digital direction, strategy, and the transformation of the Company from a family run business to a professional corporate firm.</p> <p>He is an industry thought leader and brings a fresh perspective to the M&E space in India.</p> <p>Mr. Hiren Gada has approximately 29 years of work experience, out of which, he has around 22 years of experience in the Media and Entertainment Industry.</p>
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	<ol style="list-style-type: none"> 1. Brother of Mr. Buddhichand Maroo (Promoter Group) 2. Brother of Mr. Atul Maru (Jt. Managing Director) 	<ol style="list-style-type: none"> 1. Brother of Mr. Buddhichand Maroo (Promoter Group) 2. Brother of Mr. Raman Maroo (Managing Director) 	Brother of Ms. Kranti Gada Arambhan (Promoter Group)
Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 5 of the Notice read with explanatory statement thereto.	As per the resolution at Item No. 6 of the Notice read with explanatory statement thereto.	As per the resolution at Item No. 7 of the Notice read with explanatory statement thereto.
Remuneration last drawn (commission and sitting fees)	7.92 Lakhs per month	7.92 Lakhs per month	18.33 Lakh per month
Remuneration proposed to be paid	As per the terms and conditions and in accordance with the provisions of Companies Act, 2013	As per the terms and conditions and in accordance with the provisions of Companies Act, 2013	As per the terms and conditions and in accordance with the provisions of Companies Act, 2013
No. of meetings of the Board attended for the period from April 2024 till March 2025	6 Meetings	4 Meetings	6 Meetings

Name of Director	Mr. Raman H Maroo	Mr. Atul Maru	Mr. Hiren Gada
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	-	-	The Film & Television Producers Guild of India Limited
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including Shemaroo Entertainment Limited	-	Shemaroo Entertainment Limited Stakeholders Relationship Committee - Member Corporate social Responsibility Committee - Member	Shemaroo Entertainment Limited Audit Committee - Member; Corporate Social Responsibility Committee - Member
No. of shares held in the Company	40,17,271 Equity Shares	40,17,271 Equity Shares	26,58,155 Equity Shares