



Ref No.: SEL / PB / Nov-2018 / 01

November 26, 2018

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-400 023.
Scrip Code : 538685

Dear Sir / Madam,

Re: SHEMAROO ENTERTAINMENT LIMITED - ISIN: INE363M01019

Sub: Postal Ballot Notice and Form

In continuation to our letter dated October 30, 2018 relating to outcome of Board Meeting, please find enclosed, Postal Ballot Notice and Form, being sent to the members pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for seeking their approval in regards to Amendments to Main Objects Clause of the Memorandum of Association of the Company.

The same is also disseminated on the website of the Company i.e. www.shemarooent.com

This is for your information and records.

Thanking you,

Yours faithfully,
For Shemaroo Entertainment Limited

Dipesh Gosar
Company Secretary & Compliance Officer
ICSI Membership No.: - A23755



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

Regd. Office: Shemaroo House, Plot No. 18, Marol Co-op Indl. Estate, Off Andheri Kurla Road, Andheri (E), Mumbai –400059,

Tel: +91 22 4031 9911; Facsimile: +91 22 28519770;

Email: investors_services@shemaroo.com | **website:** www.shemarooent.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendment(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws and regulations, that the resolutions appended below are proposed to be passed as Special Resolutions by means of Postal Ballot / Electronic Voting (e-voting).

The explanatory statement pertaining to the said resolutions setting out the facts concerning each item and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a Postal Ballot Form (the “Form”) for your consideration.

The Board of Directors of the Company have appointed CS Manish L. Ghia, Partner of M/s. Manish Ghia & Associates, Mumbai, Company Secretaries, (Certificate of Practice No. 3531) as the Scrutinizer for scrutinizing the postal ballot and e-voting process in a fair and transparent manner and National Securities Depository Limited (“NSDL”) as agency in respect of providing the facility of e-voting for the postal ballot.

Members desiring to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed business reply envelope. Postage of such envelope(s) will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed business reply envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 05:00 P.M. IST on Monday, December 31, 2018, to be eligible for being considered as valid, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facility arranged by the Company are requested to read the instructions in the Notes under the section ‘Voting through electronic means’. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman, or such other person as may be authorised by him, after the completion of the scrutiny of the postal ballots (including e-voting). The results of the postal ballot shall be declared on or before Wednesday, January 02, 2019 (05:00 P.M. IST) and displayed on the Notice Board of the Company at its Registered Office besides being communicated to the Stock Exchanges on which the Equity Shares of the Company are listed. The results will also be displayed on the website of the Company i.e. www.shemarooent.com and e-voting website i.e. www.evoting.nsdl.com for the information of the Members.

The last date for the receipt of duly completed Postal Ballot Forms or e-voting i.e. Monday, December 31, 2018, shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

SPECIAL BUSINESS:

Amendments to Main Objects Clause of the Memorandum of Association of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:-**

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and subject to the necessary registrations, approvals, consents, permissions and sanctions, if any, by the Registrar of Companies, Mumbai, Maharashtra, and / or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority(ies), which the Board of Directors (hereinafter referred to as “the Board”, which includes any of duly constituted Committee of Directors/Executive Committee) is authorised to accept, as it may deem fit, the consent of the members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Memorandum of Association of the Company:-

Following new Clause 5 be inserted after Clause 4 under Part A of the Objects Clause (Clause III):

5. To buy, manufacture, produce, assemble, acquire, import, maintain, repair, sell, export, dispose, improve, upon or otherwise trade or deal in wireless equipments, instruments and devices, radios, records players, loudspeakers, amplifiers, gramophones, televisions, speakers, transistors, recorders, stereos and stereo systems, cloud service instrument and parts, spares, accessories, implements, antenna equipment, apparatus and tools requirement thereof as also to manufacture, buy, sell, import, export and to create, host and maintain portals, digital platform, OTT platform, application, domains and web servers including payment portals, direct carrier billing services, to process orders, fulfill orders, payment of bills, retailing, retail related services and customer support related to e-commerce and m-commerce to buy, sell and transact from homes, business premises, in-person in various product segments, digital content and services, by providing and supporting both online and offline transactions through devices like in-store terminal screens, phones, tablets, PCs, laptops, smart TV etc., and to carry on business in India & abroad of manufacturing, preserving, reigning, packing, bottling, prepare, manipulate, treat, market, import, export, improve, produce, process, buy, sell, trading, re-packer, distributors including online & physical, take away and/or delivery based services, merchandise, caterers, hoteliers, deal in every kind of food products, prasad, food grains, drinks & beverages, Bollywood themed food business, whether as owners, co-owners, joint ventures, operators, franchisees, franchisors &/or any other business model and to produce, commission, decrypt, aggregate, turn around, encrypt, digital marketing, WAP marketing, social media marketing- 360 degree marketing on digital space and distribute various kinds of video/audio content services as advertisement and marketing solutions to brands, retailers, manufacturers, entrepreneurs, franchisors, franchisees, factory outlets to promote their products and services and to carry on the business relating to interior work, Bollywood / Films based Home Décor, Turnkey project and to provide construction project planning, engineering procurement contract, quality check, installation, providing Mechanical Electrical Plumbing solutions, providing network of innovative and high performing civil engineers and execution specialists, construction materials and to design, consult, develop, marketing, hosting online computer and mobile games, skill/ non-skill based games and other cellphone and Internet applications, where users can play among themselves or with any intelligent computer logic controlled program, holding tournaments, holding training and certification, and any other media that may be invented in future and any business as may be incidental or necessary for the achievement of Company’s object.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps to obtain consent(s) from requisite authority(ies) in respect of the aforesaid alteration(s) of the Object Clause of the Memorandum of Association of the Company and to agree to such modification, terms and conditions in the proposed new clause(s) as may be directed by the said authority(ies) and to modify the same accordingly.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary, be and is hereby authorised to take all such actions as maybe necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.”

By Order of the Board
For Shemaroo Entertainment Limited

Dipesh U. Gosar
Company Secretary & Compliance Officer
Membership No. A23755

Place: Mumbai
Date: October 30, 2018

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act relating to the Special Business to be transacted at Postal Ballot is annexed hereto.
2. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / List of Beneficial Owners received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, November 09, 2018. The Postal Ballot Notice is being sent to members in electronic form to the e-mail addresses registered with the Depository Participant (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by courier along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, November 09, 2018 will be considered eligible for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purpose only.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. Member(s) can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form(s) shall be treated as invalid.
6. In case a Member who wishes to vote through Physical Postal Ballot Form, it can be downloaded from the Company's website i.e. www.shemarooent.com or seek duplicate Postal Ballot Form from the Company.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Friday, November 09, 2018. Voting period commences on Sunday, December 02, 2018, 09:00 A.M. IST and ends on Monday, December 31, 2018 at 05.00 P.M. IST.
8. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorised representatives', with proof of their authorization.
9. Members are also requested to carefully read the instructions printed on the Postal Ballot Form before exercising their physical vote and return the duly completed form in the enclosed self-addressed postage pre-paid Business Reply Envelope, so as to reach the Scrutinizer at the Registered Office of the Company at Shemaroo House, Plot No. 18, Marol Co-op Indl. Estate, Off Andheri Kurla Road, Andheri (E), Mumbai – 400059, on or before 05:00 P.M. IST on Monday, December 31, 2018. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as if no reply is received from the member.
10. The Scrutinizer will submit his report to the Chairman / such other person authorized by him after the completion of scrutiny, and the result of the voting by postal ballot will be declared on or before Wednesday, January 02, 2019 (05:00 P.M. IST) at the Registered Office of the Company and shall also be displayed on the Company's website i.e. www.shemarooent.com and communicated to the Stock Exchanges where the shares of the Company are listed, Depository(ies) and Registrar and Share Transfer Agents on the said date.
11. Any queries/grievances pertaining to voting by postal ballot including the e-voting process can be addressed to Ms. Shweta Poojari, Associate Client Co-ordinator, Link Intime (India) Private Limited, Unit: Shemaroo Entertainment Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India by sending an e-mail at shweta.poojari@linkintime.co.in.
12. In accordance with the requirements of Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Companies Act 2013, read with the related Rules, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their vote electronically for the resolution proposed to be passed through postal ballot. The Company has engaged NDSL to provide e-voting facility to its

members. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail the facility at his/her/its discretion, subject to compliance with the instructions as mentioned hereunder:

The instructions for voting through electronic means are as under :

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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.
4. Your User ID details will be as per details given below :
 - 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***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. 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 enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i. 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’.
 - ii. If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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 on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 (scrutinizer@mgconsulting.in) to with a copy marked to evoting@nsdl.co.in and investors_services@shemaroo.com
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.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on.: 1800 222 990.

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

The Company wishes to grab the business opportunities available on existing and emerging platforms of Entertainment and Media Industry and to initiate its footsteps towards new revenue streams which are not specifically covered under the main objects of the Company. The Management believes that this expansion/diversification of business will help the Company to address scalability and sustainability, ultimately resulting in profitability, which shall prove beneficial to the stakeholders besides the Company itself.

In terms of Section 13 of the Act, the alteration / substitution of Memorandum of Association (MOA) requires approval of the members by means of Special Resolution. Further, in terms of the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the approval of members shall be taken through Postal Ballot for amending the Main Objects Clause of MOA of the Company. Hence the approval of the members is being sought through Postal Ballot.

The Board of Directors at its meeting held on October 30, 2018 has accorded its approval for amendment to MOA. The above amendment would be subject to the approval of the Registrar of Companies, Mumbai, Maharashtra and any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office on all working days (Monday to Friday) between 02.00 P.M. to 04.00 P.M. up to Monday, December 31, 2018 (i.e. last date for receiving Postal Ballot Forms by Scrutinizer). The proposed amended MOA of the Company is available on the website of the Company for perusal by the Shareholders.

Your Directors recommend the same for approval of the shareholders to be passed as a Special Resolutions as set out in the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the resolutions as set out in the Notice.

You are requested to communicate your assent or dissent for the aforesaid Special Resolution(s), in accordance with the instructions set out herein.

By Order of the Board
For **Shemaroo Entertainment Limited**

Dipesh U. Gosar
Company Secretary & Compliance Officer
Membership No. A23755

Place: Mumbai
Date: October 30, 2018



SHEMAROO ENTERTAINMENT LIMITED

CIN: L67190MH2005PLC158288

Reg. Office: Shemaroo House, Plot No. 18, Marol Co-op Indl. Estate, Off Andheri Kurla Road, Andheri (East), Mumbai – 400059

Tel: +91 22 4031 9911; **Fax:** +91 22 28519770; **Email:** investors_services@shemaroo.com, **Website:** www.shemarooent.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

Sr.No.

1. Name(s) of Shareholder(s) :
(including joint-holders, if any)
2. Registered address of the sole / :
first named Shareholder
3. Registered Folio No. / DP ID / :
Client ID No.
4. Number of Equity Share(s) held :

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for business stated in the Postal Ballot Notice of the Company dated October 30, 2018, by sending my/our Assent (For) or Dissent (Against) to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Sr. No.	Description	No. of Equity Share(s)	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Amendments to Main Objects Clause of the Memorandum of Association of the Company.			

Place:

Date:

Signature of the Member

ELECTRONIC VOTING PARTICULARS		
EVENT (E-Voting Event Number)	USER ID	PASSWORD/PIN
110214		

Last date of receipt of Postal Ballot forms by the Scrutinizer is December 31, 2018.

INSTRUCTIONS

1. Members can opt for only one mode for voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.
2. There will be only one Postal Ballot Form for every Folio/ DP ID / Client ID No. irrespective of the number of Joint Member(s).
3. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member(s) on Friday, November 09, 2018 (cut-off date).
4. Members desiring to cast their vote by Postal Ballot should complete and sign this Ballot Form and send it duly and properly sealed to the Scrutinizer in the self-addressed business reply envelope sent herewith. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this postal Ballot form only. Assent or dissent received in any other form or manner shall be considered as invalid.
5. This Form should be completed and signed by the member (as per the specimen signature registered with the Company / Depository Participant(s)). In case of Joint holding, this form should be completed and signed by the first named member and in his absence, by the next named Member.
6. Duly completed Postal Ballot form should reach the scrutinizer not later than 05:00 PM IST on Monday, December 31, 2018. All Postal Ballot forms received after this date will be strictly treated as if reply from such member(s) has not been received.
7. Shareholders who wish to seek a duplicate ballot form may approach Company by sending e-mail at investors_services@shemaroo.com or download from Company's Website www.shemarooent.com.
8. In case of shares held by Corporate/ Institutional members (i.e. other than individuals, HUF, NRI etc.) the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authority Letter preferably with attested specimen signatures of the duly authorised signatories.
9. Voting through physical Postal Ballot form or e-voting cannot be exercised by a proxy.
10. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
11. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form except giving their assent or dissent and putting their signature. If any other paper is sent along with the form the same will be destroyed by the Scrutinizer.
12. The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of returning duly filled-up Postal Ballot Form. E-voting is optional. The detailed procedure for e-voting is enumerated in note No. 12 of the Notice of the Postal Ballot dated October 30, 2018.