Date: 08.12.2020
Place: Hyderabad

To
The Manger – Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Ref: Silly Monks Entertainment Limited (SYMBOL: SILLYMONKS)

In Compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we are submitting herewith the Notice of 07th Annual General Meeting of the Company, which is being sent to the shareholders of the Company.

This is for your information and for the public at large.

Kindly take the same on your record.

Yours truly,
For Silly Monks Entertainment Limited

Silly Monks Entertainment Limited Hyderabad

Sushma Barla
Company Secretary & Compliance Officer

Encl. as above

Silly Monks Entertainment Limited
CIN: L92120TG2013PLC090132
Registered Office: 4th Floor, Ektha Towers, Plot No. 2&3, Whitefields, Kondapur, Hyderabad – 500084, Telangana, India
Website – www.sillymonks.com Email – investor@sillymonks.com

NOTICE

Notice is hereby given that the **07thAnnual General Meeting** of the Members of **Silly Monks Entertainment Limited** will be held on Wednesday, the 30th December 2020 at 03:00 P.M. at the registered office of the Company situated at 4th floor, Ektha Towers, Plot No. 2&3, Whitefields, Kondapur, Hyderabad – 500084, Telangana, India to transact the following business:

A. ORDINARY BUSINESS:

1. Adoption of Financial Statements & Reports

To consider and adopt (a) the audited financial statements of the Company for the financial year ended 31st March, 2020 and the reports of the Auditors and Board of Directors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2020 and the report of Auditors thereon and in this regard, pass the following resolutions, with or without modification(s), as **Ordinary Resolutions:**

a) "RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March, 2020 and the reports of the Auditors and Board of Directors thereon laid before this meeting, be and are hereby considered and adopted**."**

b) "RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended 31st March, 2020 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted**."**

2. To confirm the interim dividend of Rs.1/- per equity share of Rs.10/- each of the Company and consider the same as final dividend for the financial year ended on March 31, 2020.

3. To Appoint a director in place of Mrs. Swathi Reddy (DIN: 00297360), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Mr. Chepur Ratnakar Rao (DIN: 08744674) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination &

Remuneration Committee and approval of the Board of Directors for appointment of **Mr. Chepur Ratnakar Rao (DIN: 08744674)**, who was appointed as an Additional Director (Independent) of the Company by the Board of Directors pursuant to Section 161(1) of the Act, at their meeting held on 22nd day of May, 2020 and who holds office only up to the date of the ensuing Annual General Meeting, who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and the Company hereby approves the appointment of Mr. Chepur Ratnakar Rao, as Non-Executive Independent Director for a term of 5 (Five) consecutive years with effect from 30th December, 2020, whose office shall not be liable to retire by rotation."

5. **To consider the re-appointment of Mr. Tekulapalli Sanjay Reddy (DIN: 00297272) as the Managing Director of the Company and if thought fit, pass the following resolution as a Special Resolution, with or without modification(s):**

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and section 117, 196, 197 & 203, read with Schedule V and other applicable provisions, of the Companies Act, 2013 **("The Act")** along with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or re-enactments thereof, approval of the members of the Company, be and is hereby accorded, to re-appoint **Mr. Tekulapalli Sanjay Reddy (DIN: 00297272)** as Managing Director of the Company, for a period of 3 (Three) years with effect from April 01, 2020 to March 31, 2023, on such terms and conditions including remuneration as recommended and approved by the Nomination & Remuneration Committee and Board of directors in their respective meetings held on March 23, 2020, and as set out in the explanatory statement (annexed to this notice) notwithstanding that the remuneration may exceed the limits as prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits, with authority to the Board of Directors/Nomination & Remuneration Committee to alter and vary the terms and conditions of the said appointment in such a manner as may be agreed to between the Directors and Mr. Tekulapalli Sanjay Reddy**."**

"RESOLVED FURTHER THAT even in the absence of or inadequacy of profits in any Financial Year, subject to overall ceiling specified in the Explanatory Statement and subject to the provisions of Schedule V of the Act, Mr. Tekulapalli Sanjay Reddy, be paid the same remuneration (as mentioned in the explanatory statement) as the minimum remuneration for the entire tenure of his appointment**."**

6. **To consider the re-appointment of Mr. Anil Kumar Pallala (DIN: 02416775) as the Whole Time Director of the Company and if thought fit, pass the following resolution as a Special Resolution, with or without modification(s):**

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and section 196, 197 & 203, read with Schedule V and other applicable provisions, of the Companies Act, 2013 **("The Act")** along with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or re-enactments thereof, approval of the members of the Company, be and is hereby accorded, to re-appoint **Anil Kumar Pallala (DIN: 02416775)** as the Whole Time Director of the Company, for a period of 3 (Three) years with effect from April 01, 2020 to March 31, 2023, on such terms and conditions including remuneration as recommended and approved by

the Nomination & Remuneration Committee and Board of directors in their respective meetings held on March 23, 2020, and as set out in the explanatory statement (annexed to this notice) notwithstanding that the remuneration may exceed the limits as prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits, with authority to the Board of Directors/Nomination & Remuneration Committee to alter and vary the terms and conditions of the said appointment in such a manner as may be agreed to between the Directors and **Mr. Anil Kumar Pallala."**

"RESOLVED FURTHER THAT even in the absence of or inadequacy of profits in any Financial Year, subject to overall ceiling specified in the Explanatory Statement and subject to the provisions of Schedule V of the Act, Mr. Anil Kumar Pallala, be paid the same remuneration (as mentioned in the explanatory statement) as the minimum remuneration for the entire tenure of his appointment**."**

Registered Office:
CIN: L92120TG2013PLC090132
4th Floor, Ektha Towers, Plot No. 2&3, Whitefields,
Kondapur, Hyderabad – 500084, Telangana, India.

By order of the Board of Directors
For Silly Monks Entertainment Limited

Sd/-
Mrs. Sushma Barla
Company Secretary & Compliance Officer
Membership No. A51275

Place: Hyderabad
Date: 27.11.2020

NOTES FOR MEMBERS:

1. Proxy/Authorized Representative:

i) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing proxy (Proxy Form), in order to be effective must be deposited at the registered office of the Company, not less than 48 (Forty-Eight) hours before the commencement of the AGM. Proxy Form is enclosed with the Notice.

Members are requested to note that a person can act as proxy on behalf of the Members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 (Twenty Four) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 (three) days of notice in writing is to be given to the Company.

2. Members / proxies / authorized representatives are requested to bring duly filled admission / attendance slips and Annual Reports. Members are requested to come to the venue of the meeting well in advance for registration. No registration will be entertained after fifteen minutes from the scheduled time of the commencement of the meeting. The Proxy Form and the Attendance slip are enclosed with this notice.

i) Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote in their behalf at the Meeting.

ii) In case of joint holders attending the AGM, only such joint holders who is higher in the order of names will be entitled to vote.

iii) Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/Company.

3. Cut Off Date:

i) This Notice is being sent to all the Members whose names appears as on Friday, November 27th 2020, in the Register of Members/in the Register of beneficial owners as received from **M/s. Bigshare Services Private Limited**, the Registrar and Transfer Agent ("RTA") of the Company.

ii) A person whose name is recorded in the Register of Members/in the Register of beneficial owners maintained by the depositories as on Wednesday, **23rd December, 2020**, (the **"Cut Off Date"**) only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date.

4. Treatment of Unclaimed Dividend & Shares:

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The provisions with regard to transfer of dividend and shares to IEPF is not applicable to the Company as, 7 (Seven) years has not been completed since the first declaration of dividend by the Company.

It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount.

Members may address all the correspondences relating to dividend, unclaimed shares, change of address, share transfer, transmission, nomination etc. to the Company/ RTA at the below mentioned addresses:

a) Registered office of the Company: M/s. Silly Monks Entertainment Limited, 4th Floor, Ektha Towers, Plot No. 2&3, Whitefields, Kondapur, Hyderabad – 500084, Telangana, India, Ph.: +91 80081 21236, Email: investor@sillymonks.com.

b) **Registrar & Transfer Agents: M/s. Bigshare Services Pvt. Ltd.,** 306, Right Wing, Amrutha Ville, Opp. Yasodha Hospital, Somajiguda, Raj Bhavan Road, Hyderabad - 500082, Tel.: 040 4014 4967, Email Id.: bsshyd@bigshareonline.com

5. Disclosures with respect to demat suspense account/ unclaimed suspense account:

Since no shares of the Company have been transferred to Demat Suspense Account/ Unclaimed suspense Account in accordance with Regulation 39 of the SEBI (LODR) Regulations, 2015 read with Schedule VI thereto, disclosures w.r.t. the same are not applicable to the Company.

6. Communication to Members:

(i) The Notice of the AGM along with the Attendance Slip and Proxy Form, and a copy of Annual Report is being sent by electronic mode to all Members whose email addresses are registered with the Company / Depository Participant(s) and also to the Auditors and Directors of the Company. For the Members who have not registered their email addresses, physical copies of the annual report along with the aforesaid documents are being sent by the permitted mode.

(ii) The annual report and notice of AGM will also be available on the website of the Company at **'www.sillymonks.com'** under the Investor Relations section and at the website of CDSL at **'www.cdslindia.com'**. Hard copies of the full annual reports will be sent to those shareholders who will request the same.

(iii) All the documents referred to in the accompanying notice, explanatory statement and Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested are open for inspection at the registered office of the Company on all working days except Saturdays and Sunday, between 11.00 AM to 1.00 PM up to the date of AGM and also at the venue of the AGM.

(iv) In case you have any query related to the enclosed annual accounts you are requested to send the same to the Company Secretary at the Registered office of the Company or on email Id investor@sillymonks.com, at least 10 (ten) days before the date of AGM so as to enable the management to collect the relevant information and redress the queries.

(v) In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) / Annual Report(s) etc. to their Members through electronic mode, your Company hereby requests all its Members to register their email ID with the RTA (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.

7. Voting by Members:

The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

(i) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("Remote E-voting") in the manner provided below during the e-voting period as mentioned below in Para 7.1.

(ii) At the venue of AGM, voting shall be done through ballot papers ("Ballot Paper") and the Members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper. Ballot Papers will be made available at the venue of the AGM.

(iii) A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts vote through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

7.1 Voting Through Electronic Means

Details of E-Voting:

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 07th Annual General Meeting.

The Company has engaged the services of Central Depository Services India Limited (CDSL) to provide the E-voting facility.

The e-voting period will commence on Sunday, 27th December 2020 (09:00 a.m.) and will end on Tuesday, 29th December 2020 (05:00 p.m.). During this period, members of the company, holding shares either in Physical form or in Dematerialized form, as on **Cut-Off Date** i.e. **23rd December 2020**, may cast their vote electronically. The Remote E-Voting shall not be allowed beyond 5:00 PM. on 29th December 2020 and the e-voting module shall be disabled by CDSL for voting thereafter.

The Company has appointed Mr. Jineshwar Kumar Sankhala, Practicing Company Secretary to act as Scrutinizer to conduct and scrutinize the electronic voting process and poll at the Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.

A. The instructions for shareholders voting electronically are as under:

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders.

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **Or** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

	• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant Company i.e.., Silly Monks Entertainment Limited on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & entering the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy of notice of 07th Annual General Meeting by courier (for members whose e-mail ids are not registered with the Company/Depositories):
Please follow all the steps from S.No. (i) to S.No. (xvii) to cast vote.

C. General Instructions:

(i) The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on, **23rd December 2020**.

(ii) Members can opt for only one mode of voting, i.e., either by venue voting or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through venue voting will be treated as invalid.

7.2 Voting Through Ballot Paper:

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of the AGM on the date of the AGM. Voting at the venue of AGM shall be done through Ballot Papers and Members attending the AGM shall be able to exercise their voting rights at the meeting through Ballot Papers. After the agenda item has been discussed, the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Ballot Papers. The Ballot Paper/s will be issued to the Shareholders / Proxy holders/ Authorized Representatives present at the AGM. The Shareholders may exercise their right of vote by tick marking as (√) against **"FOR"** or **"AGAINST"** as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

Please note that the Members who have cast their vote by Remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

(i) The Scrutinizer, after scrutinising the votes cast at the meeting through poll and through remote e-voting will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.sillymonks.com and on the website of www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

(ii) The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within two days of the AGM.

8. Scrutinizer:

(i) Mr. Jineshwar Kumar Sankhala, Company Secretary in Practice (COP No. **18365**) having consented to act as a scrutinizer has been appointed as "Scrutinizer" for scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.

(ii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of **"Ballot Paper"** for all those Members who are present at the AGM but have not cast their votes by availing the Remote E-voting facility.

(iii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot Papers and thereafter unblock the votes casted through e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within a period not later than **2 (Two) days** from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

9. Declaration of Results:

The Result of voting (Remote E-voting and the voting at the AGM) on the resolutions shall be declared not later than **2 (Two) days** from the date of AGM by the Chairman or any person authorized by him for this purpose. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.sillymonks.com and on the website of www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

10. Nomination:

Members holding shares in the physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof, are requested to submit the request in prescribed Form SH-13 to the RTA. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.

11. Dematerialization:

Pursuant to SEBI (LODR) (Fourth Amendment) Regulations, 2018 issued on June 8, 2018 and effective from December 05, 2018, SEBI has mandated that transfer of securities in a listed company will be processed only if the securities are held in dematerialized form. It is hereby confirmed that, total paid up equity shares of the Company are in de-materialized form.

12. Explanatory Statement and Additional Information:

(i) The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.

(ii) Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India ("ICSI") pertaining to the Directors proposed to be appointed/re-appointed as mentioned in the Notice is provided in **"Annexure A"** to this Notice. Director(s) have furnished the requisite consents/ declarations for their appointment / re-appointment.

(iii) The 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 the depository participants with whom they are maintaining their demat accounts.

(iv)To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any members as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified

13. Other Information:

(i) Route Map for the AGM is also enclosed with the Notice for easy location of the Venue, Copy of the AGM Notice along with the route map will also be available on the website of the Company at **www.sillymonks.com** in the Investor Relations section.

(ii) As per Section 118(1) of the Companies Act, 2013 read with the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, "No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting".

(iii) Shareholders are requested to immediately notify any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) and to the Registrar and

Share Transfer Agent of the Company viz. **Bigshare Services Pvt. Ltd.,** 306, Right Wing, Amrutha Ville, Opp. Yasodha Hospital, Somajiguda, Raj Bhavan Road, Hyderabad - 500082, having email Id **bsshyd@bigshareonline.com** to receive the soft copy of the annual report and all other communication and notice of the meetings etc., of the Company.

(iv) The annual report for the financial year 2019-20 is being sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The members will be entitled to physical copy of the annual report for the financial year 2019-20, free of cost, upon sending a request to the Company Secretary at the registered office of the Company situated at 4th Floor, Ektha Towers, Plot No. 2&3, Whitefields, Kondapur, Hyderabad – 500084, Telangana, India. For any Communication, the shareholders may also send request to the Company's E-Mail Id: **investor@sillymonks.com**.

(v) Pursuant to the requirement of SEBI (Listing Obligations and Disclosures Requirement) Regulation), 2015 the Company declares that, the equity shares of the Company are listed on the National Stock Exchange of India Limited (NSE – Main Board).

By order of the Board of Directors
For Silly Monks Entertainment Limited

SD/-
Mrs. Sushma Barla
Company Secretary & Compliance Officer

Place: Hyderabad
Date: 27.11.2020

Annexure to the Notice

Additional Information

Brief profile of the directors seeking appointment/re-appointment/change in the remuneration at the ensuing Annual General Meeting pursuant to Regulation 36 (3) of SEBI (LODR) Regulations, 2015

Name of the Director	Swathi Reddy
DIN	00297360
Date of Birth	09.02.1971 (49 Years)
Date of first appointment on the Board	20th day of September, 2013
Qualification, Experience & Expertise	Mrs. Swathi Reddy holds a degree in Bachelor of Commerce and Master of Business Administration (MBA) from the Osmania University of Hyderabad, Telangana. She has more than two decades of work experience in the marketing sector. Currently, she is working with power generation industry as Vice President – Corporate Communication.
Directorships in other Companies	M/s. Dream Boat Entertainment Pte Limited - Wholly Owned Subsidiary of the Company incorporated outside India
No. & % of Shares held in the Company	245960 equity shares i.e.,2.41%
Memberships/ Chairmanships of committees of other Public Companies(includes only Audit Committee and Stakeholders Relationship Committee)	-
Relation between Directors inter-se	Wife of Mr. T Sanjay Reddy - Managing Director.

Name of the Director	Tekulapalli Sanjay Reddy
DIN	00297272
Date of first appointment on the Board	20th day of September, 2013
Date of Birth	29.06.1968 (52 Years)
Qualification, Experience & Expertise	Mr. Tekulapalli Sanjay Reddy is a Commerce graduate with a management degree in Marketing and Finance from Pune University. 30 years of rich experience in sales, distribution, programming and general management in Media, Internet and Entertainment industries. He is the founder and promoter of the Company.
Directorships in other Companies	M/s. Dream Boat Entertainment Pte Limited – Wholly Owned Subsidiary of the Company incorporated outside India
No. & % of Shares held in the Company	3255120 equity shares i.e., 31.88%
Relation between Directors inter-se	Husband of Smt. Swathi Reddy, Non-Executive Director.

Name of the Director	Chepur Ratnakar Rao
DIN	08744674
Date of first appointment on the Board	He was appointed as an Additional Director by the Board of Directors of the Company at their Meeting held on 27th May 2020.
Date of Birth	28.06.1952 (68 Years)
Qualification, Experience & Expertise	Mr. Chepur Ratnakar Rao has done his Post Graduation in Management Education Program from IIM Ahmedabad and Graduation in Bachelor of Arts from Osmania University. Over 25 years he was with leading Indian and International Advertising Agency Networks (RK Swamy/BBDO and DDB Worldwide) – India, Middle East, North Africa, and European markets. He has 5 years of retail marketing management experience with leading retail chains in the Middle East, UAE (Landmark Retail Group) and Kuwait (Alghanim Group).
Directorships in other Companies	-
No. & % of Shares held in the Company	-
Relation between Directors inter-se	-

Name of the Director	Anil Kumar Pallala
DIN	02416775
Date of Birth	18.01.1982 (38 Years)
Date of first appointment on the Board	01st day of September 2014
Qualification, Experience & Expertise	Mr. Anil Kumar Pallala is an Audio Engineer. He was the Founder, Ex-Director of Whacked Out Media Private Limited. He was part of 92.7 Big FM launch as a promo/music producer in the year 2006. He has 17 years of experience in the Entertainment industry out of which he is in the new media business for the last 10 years.
Directorships in other Companies	Inani Media Private Limited
No. & % of Shares held in the Company	660000 equity shares i.e.,6.46%
Relation between Directors inter-se	NA

Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013 & Regulation 36 of SEBI (LODR) Regulations, 2015

Item No. 3: Appointment of Mr. Chepur Ratnakar Rao (DIN: 08744674) as an Independent Director

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Chepur Ratnakar Rao be appointed as an Independent Director of the Company.

The appointment of Mr. Chepur Ratnakar Rao shall be effective upon approval by the members in the Meeting.

Mr. Chepur Ratnakar Rao is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Chepur Ratnakar Rao that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1) (b) of the Listing Regulations.

In the opinion of the Board, Mr. Chepur Ratnakar Rao fulfills the conditions for his appointment as an Independent Director as specified in the Act. Mr. Chepur Ratnakar Rao is independent of the management and possesses appropriate skills, experience and knowledge.

Brief resume of Mr. Chepur Ratnakar Rao (Mr. Rao):
Mr. Rao has done his Post Graduation in Management Education Program from IIM Ahmedabad and Graduation in Bachelor of Arts from Osmania University. Over 25 years he was with leading Indian and International Advertising Agency Networks (RK Swamy/BBDO and DDB Worldwide) – India, Middle East, North Africa and European markets. He has 5 years retail marketing management experience with leading retail chains in the Middle East, UAE (Landmark Retail Group) and Kuwait (Alghanim Group).

He has been associated with marketing communication activities of major international brands including Sony, Almarai Dairy, Clorox Corporation, Henkel Germany, General Motors Corporation and Landmark Retail Group. He was associated with the advertising of many leading Indian corporations including Hyderabad Allwyn (watches & furniture), ECIL (ECtv etc), BHEL, AP Dairy (Vijaya brand), Hyderabad Industries, Coromandel Fertilisers, Vizag Steel, Margadarsi Group etc. Continental Coffee, Furniture World Group, Birla Shakti Cement, Apollo Hospitals, Care Hospitals, Ratnadeep Retail etc. are the recent associations.
He was a practitioner faculty at Institute of Management Technology (Ghaziabad's Hyderabad campus) and Served as a **Member** of **The Academic Council, Osmania University (Department of Communication and Journalism)** and as the **President** of **The Advertising Club Hyderabad** for **4 terms** at different stages.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Chepur Ratnakar Rao is appointed as an Independent Director of the Company.

Mr. Chepur Ratnakar Rao was appointed as the Chairman & Additional Director (Independent) by the Board in their meeting held on 27th May 2020. Mr. Chepur Ratnakar Rao is a member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Board of Directors of the Company.

Mr. Rao doesn't hold any shares in the Company. The Board consider that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Chepur Ratnakar Rao as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Dr. Rama Koti Reddy Kondamadugula as an Independent Director, for the approval by the shareholders of the Company by passing special resolution.

Copy of draft letter of appointment of Mr. Chepur Ratnakar Rao (DIN 08744674) setting out the terms and conditions of appointment is available for inspection by the members at the corporate office of the Company.

Except Mr. Chepur Ratnakar Rao, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3. This Explanatory Statement may also be regarded as a disclosure under Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend the Special Resolution for your approval.

Item 4 & 5: To Consider and approve the re-appointment of Mr. Tekulapalli Sanjay Reddy, Managing Director and Mr. Anil Kumar Pallala as Whole Time Director of the Company.

The members of the Company had appointed Mr. Tekulapalli Sanjay Reddy as Chairman & Managing Director and Mr. Anil Kumar Pallala as whole Time Director of the Company by means of passing a special resolution at their Extraordinary Meeting of the Company held on 15th May 2017 for a period of three years from with effect from 01st April 2017, in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013. Subsequently, approval of the members was also sought by way of special resolutions passed at the 05th Annual General Meeting held on 29th September, 2018 to increase in the remuneration to Mr. Tekulapalli Sanjay Reddy and Mr. Anil Kumar Pallala.

The present tenure of Mr. Tekulapalli Sanjay Reddy and Mr. Anil Kumar Pallala have got expired on 31st March, 2020. Keeping in view their vast experience, roles and responsibilities, leadership capabilities, entrepreneurship skills, and their contribution in the performance of the Company, the Board of Directors of the Company at their meeting held on 23rd March, 2020 have, on the recommendation of the Nomination and Remuneration Committee, and subject to the approval of the shareholders by way of a special resolution re-appointed Mr. Tekulapalli Sanjay Reddy as Managing Director and Mr. Anil Kumar Pallala, as Whole Time Director for a further period of 3 (Three) years with effect from 1st April, 2020 on the remuneration and terms and conditions set out below:-

i) Mr. Tekulapalli Sanjay Reddy – Managing Director:

Mr. Tekulapalli Sanjay Reddy is a Commerce graduate with a management degree in Marketing and Finance from Pune University. He is one of the Founding Promoter of our Company and has 30 years of rich experience in sales, distribution, programming and general management in Media, Internet and Entertainment industries. In over two decades of career, has been associated with some of the largest media firms in India; including Zee Network (South), SUN TV Network, Walt Disney, Sony Entertainment, ESPN-STAR Sports, CNBC, Times of India etc. Last assignment was with Zee Entertainment Enterprise Ltd as Business Head – South (Zee Telugu, Zee Kannada & Zee Tamil). During the tenure with Zee Network has the credit of achieving the fastest break even in the history of Indian

Media in the capacity of Business head Zee Telugu. As the MD of SillyMonks Entertainment Ltd he is into TV/Film Prod, Digital content creation, Distribution & Management, Social Media, Lifestyle Products, Merchandise & Music.

Remuneration:
At Present, the remuneration payable to the Managing Director for the aforesaid years, falls under the purview of Section II of Part II of Schedule V of the Companies Act, 2013 (i.e., Remuneration payable by companies having no profit or inadequate profit).

The Nomination and Remuneration Committee recommended that as per Schedule V of the Companies Act, 2013, the effective paid up capital of the Company falls under the limits between 5 crores and above but less than 100 crores and as per limits specified in Schedule V, the Company can pay maximum of Rs. 84,00,000/- (Rupees Eighty Four Lakhs only) per annum as remuneration to Mr. Tekulapalli Sanjay Reddy, as Managing Director of the Company. The remuneration can be paid in excess of the above limits if the shareholders passes special resolution.

Details of remuneration payable to the Managing Director are given below:

i) **Basic Salary and Allowances:**
Basic Salary: Rs. 6,50,000/- per month up to a maximum of Rs. 8,65,150/- per month. The annual increments which will be effective 1st April each year, will be decided by the Board in-consultation with the Nomination and Remuneration Committee and will be merit-based and take into account the Company's performance as well.

Basic salary and allowances shall be paid on monthly basis as follows:

Particulars	Amount (Rs.)*	Amount (Rs.) - Max Limit
Basic Salary	3,25,000	4,32,575
HRA	1,30,000	1,73,030
Other Allowances & Reimbursements	1,95,000	2,59,545
Total	**6,50,000**	**8,65,150**

*Salary structure given is as on Monthly basis.

ii) **Other Benefits -** Expenses for travelling, boarding, lodging during business trips shall be reimbursed at actual cost and not considered as perquisites.

iii) **Mr. Anil Kumar Pallala – Whole Time Director:**
Mr. Anil Kumar Pallala, is an Audio Engineer, he has 17 years of experience in the Entertainment industry out of which he is in the new media business for the last 10 years.

He started his career as an audio engineer worked with various movies & indie musicians. In 2006 been part of 92.7 Big FM launch as a promo/music producer and Founded a new media company called Whacked Out Media Pvt Ltd (Mango) in 2009 and he was a promoter till 2013.

Remuneration:
At Present, the remuneration payable to the Whole Time Director for the aforesaid years, falls under the purview of Section II of Part II of Schedule V of the Companies Act, 2013 (i.e., Remuneration payable by companies having no profit or inadequate profit).

The Nomination and Remuneration Committee recommended that as per Schedule V of the Companies Act, 2013, the effective paid up capital of the Company falls under the limits between 5

crores and above but less than 100 crores and as per limits specified in Schedule V, the Company can pay maximum of Rs. 84,00,000/- (Rupees Eighty Four Lakhs only) per annum as remuneration to Mr. Anil Kumar Pallala, as Whole Time Director of the Company. The remuneration can be paid in excess of the above limits if the shareholders passes special resolution.

Details of remuneration payable to the Whole Time Director are given below:

i) **Basic Salary and Allowances:**

Basic Salary: Rs. 3,25,000/- per month up to a maximum of Rs. 4,32,575/- per month. The annual increments which will be effective 1st April each year, will be decided by the Board in-consultation with the Nomination and Remuneration Committee and will be merit-based and take into account the Company's performance as well.

Basic salary and allowances shall be paid on monthly basis as follows:

Particulars	Amount (Rs.)*	Amount (Rs.) - Max Limit
Basic Salary	1,62,500	2,16,288
HRA	65,000	86,515
Other Allowances & Reimbursements	97,500	1,29,773
Total	**3,25,000**	**4,32,575**

*Salary structure given is as on Monthly basis.

ii) **Other Benefits -** Expenses for travelling, boarding, lodging during business trips shall be reimbursed at actual cost and not considered as perquisites.

The approval of the shareholders is sought by way of a special resolution to the re-appointment and payment of remuneration to Mr. Tekulapalli Sanjay Reddy as Managing Director and Mr. Anil Kumar Pallala as Whole Time Director, in accordance with the relevant provisions of the Act read with Schedule V thereto.

The Board commends the passing of Special Resolution at Item No.4 & 5 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Tekulapalli Sanjay Reddy, Managing Director, Mr. Anil Kumar Pallala, Whole Time Director and Mrs. Swathi Reddy (Wife of Mr. T Sanjay Reddy) are concerned or interested, financially or otherwise, in this Special Resolution except to the extent of their shareholding interest, if any, in the Company.

Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 with reference to the Special Resolution at Item No.4 & 5 of the Notice:

I. General Information:	
a) Nature of industry	Media and Entertainment (Service Sector)
b) Date or expected date of commencement of commercial production.	Business commenced in the year 2013, since the Company is into service sector, hence there is no date of commercial production
c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable

<table>
<tr><td>d) Financial performance based on given indicators.</td><td colspan="3"><table>
<tr><th>Particulars</th><th>2019-20</th><th>2018-19</th><th>2017-18</th></tr>
<tr><td>Revenue</td><td>22,21,62,956</td><td>11,03,62,039</td><td>8,40,07,972</td></tr>
<tr><td>Profit before Tax</td><td>1,87,02,667</td><td>95,62,520</td><td>1,17,74,817</td></tr>
<tr><td>Provision for Taxation</td><td>57,81,602</td><td>21,07,792</td><td>22,43,691</td></tr>
<tr><td>Profit/(Loss) after tax</td><td>1,17,52,372</td><td>74,62,412</td><td>94,06,499</td></tr>
</table></td></tr>
<tr><td>e) Foreign investments or collaborators, if any</td><td colspan="3">“Dream Boat Entertainment PTE Limited” is a Wholly Owned Subsidiary of Silly Monks situated in Hong Kong.</td></tr>
<tr><td>II. Information about the appointees:</td><td colspan="3"></td></tr>
<tr><td>a) Background details</td><td>Mr. T. Sanjay Reddy, aged about 52 years, He is the founder and promoter of the Company is a Media Professional, Producer, Actor and known for leading some of the top TV Channels of India in the regional space. He possesses Post Graduation Degree in Business Administration with double specialization in Marketing as well as Finance from University of Pune.</td><td colspan="2">Mr. Anil Kumar Pallala, aged about 38 years, is an Audio Engineer, he has 17 years of experience in the Entertainment industry out of which he is in the new media business for the last 10 years.

He started his career as an audio engineer worked with various movies & indie musicians. In 2006 been part of 92.7 Big FM launch as a promo/music producer and Founded a new media company called Whacked Out Media Pvt Ltd (Mango) in 2009 and he was a promoter till 2013.</td></tr>
<tr><td>b) Past remuneration</td><td>The remuneration drawn by Mr. T. Sanjay Reddy during past Two Years is as follows:<table>
<tr><th>Financial Year</th><th>Amount (Rs.)</th></tr>
<tr><td>2019-20</td><td>78,00,000</td></tr>
<tr><td>2018-19</td><td>64,60,000</td></tr>
</table></td><td colspan="2">The remuneration drawn by Mr. Anil Kumar Pallala during the past Two Years is as follows:<table>
<tr><th>Financial Year</th><th>Amount (Rs.)</th></tr>
<tr><td>2019-20</td><td>37,80,000</td></tr>
<tr><td>2018-19</td><td>31,70,000</td></tr>
</table></td></tr>
<tr><td>c) Recognition or awards</td><td>The Company has received various awards and recognition during his tenure as a Senior Executive of the Company. Company was the Winner of the Start-Up of the Year 2014 award by Silicon India & Best Start-Up Business Excellence Award 2017.</td><td colspan="2">The Company has received various awards and recognition during his tenure as a Director of the Company. Company was the Winner of the Start-Up of the Year 2014 award by Silicon India & Best Start-Up Business Excellence Award 2017.</td></tr>
<tr><td>d) Job profile and his suitability</td><td>Mr. T. Sanjay Reddy has been serving the Company since inception in the capacity of a Director. Later, he was appointed as the Chairman & Managing Director of the Company from 01st April 2017</td><td colspan="2">Mr. Anil Kumar Pallala has been serving the Company over a long period of time.
The director has contributed a lot for the continuous growth of the Company. He was appointed</td></tr>
</table>

	to 31st March 2020. The present tenure of Mr. Tekulapalli Sanjay Reddy has got expired on 31st March, 2020. Keeping in view of his vast experience, roles and responsibilities, leadership, capabilities, entrepreneurship skills, and their contribution in the performance of the Company, the board has considered to re-appoint him as the Managing Director.	as the Whole Time Director of the Company from 01st April 2017 to 31st March 2020. In view of their Vital position, the board proposes to re-appoint him as the Whole Time Director of the Company.
e) Remuneration proposed	As mentioned in the item No.4 & 5 of the Notice.	As mentioned in the item No.4 & 5 of the Notice.
f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	In the present challenging business environment, the duties and responsibilities of Mr. Sanjay Reddy Tekulapalli, as Managing Director and Mr. Anil Kumar Pallala have grown manifold. There is a continuous need for formulation of competitive strategies and periodical review thereof for successful implementation and sustained overall development of the Company, which has necessitated their increased focus and higher involvement in Company's matters. In these tough times, it is imperative that the Company's growth strategy continues under the continued guidance and leadership of Mr. Sanjay Reddy Tekulapalli and Mr. Anil Kumar Pallala, whose rich experiential background, the Company remains reinforced to strive through the challenging times and bounce back on the growth chart. In view of the above, the proposed remuneration package is commensurate to prevailing levels in the industry and thereby is fit and justified for payment.	
g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. T Sanjay Reddy has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of a Managing Director. He holds 32,55,120 equity shares i.e., 31.88% of the Company. Mrs. Swathi Reddy, Director of the company is the wife of Mr. Sanjay Reddy	Mr. Anil Kumar Pallala has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of a Whole Time Director. He holds 6,60,000 equity shares i.e., 6.46% of the Company.
III. Other information:		
a) Reasons of loss or inadequate profits	Since the Company has started its operations during the year 2013, Company has completed 7 years of its operations; the profits of the Company are increasing gradually. The profits of the Company are inadequate, though the profits have increased from the previous financial year.	
b) Steps taken or proposed to be taken for improvement	The Company has initiated certain steps to improve the margins of the Company by expanding its operations broadly in Digital platform, Movie, web series & Short film productions, content aggregation and customization and deployment of content in audio and video formats	

	for mobile carriers, devices and music stores in Indian and global markets.
c) Expected increase in productivity and profits in measurable terms	The Company has taken numerous initiatives to improve its financial position, and will continue endeavour in this regard. The Company hopes to increase the revenue and profits by improving margins in coming years
IV. Disclosures:	
The remuneration package of the managerial persons are given in the item No.4 & 5 of the Notice.	

INFORMATION PURSUANT TO 1.2.5 OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) REGARDING DIRECTOR SEEKING APPOINTMENT:

Name of the Director	Tekulapalli Sanjay Reddy	Anil Kumar Pallala
Age	52 years	38 years
Qualifications	Commerce graduate with a management degree in Marketing and Finance from Pune University.	Audio Engineer
Experience	He has 30 years of rich experience in sales, distribution, programming and general management in Media, Internet and Entertainment industries.	He has 17 years of experience in the Entertainment industry out of which he is in the new media business for the last 10 years. He was part of 92.7 Big FM launch as a promo/music producer in the year 2006.
Terms and conditions of appointment or reappointment	i) Tenure of his appointment shall be three years with effect from 01st April, 2020. ii) The Managing Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Act. iii) The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made there under. iv) The separation from this engagement could be effected by either side giving three months' notice	i) Tenure of his appointment shall be three years with effect from 01st April, 2020. ii) The Whole Time Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Act. iii) The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made there under. iv) The separation from this engagement could be effected by either side giving three months' notice
Last drawn remuneration	Rs.78,00,000/- p.a.	Rs.37,80,000/- p.a.
Date of first appointment on the Board	20th day of September, 2013	01st day of September, 2014

No. of share held	32,55,120 Equity Shares	6,60,000 Equity Shares
Relationship with Directors, Managers & KMP	Husband of Smt. Swathi Reddy, Non-Executive Director. Save and Except the aforesaid. Mr. T. Sanjay Reddy is not related to any of the directors of the Company.	Mr. Anil Kumar Pallala is Not related to any of the directors of the Company.
Number of Board Meeting attended during FY	7	6
Other Directorship	- Dream Boat Entertainment Pte Limited	- Inani Media Private Limited
Chairman/ Member of the Committees of Boards of other companies	N.A.	N.A.

By order of the Board of Directors
For Silly Monks Entertainment Limited

Sd/-
Mrs. Sushma Barla
Company Secretary & Compliance Officer

Place: Hyderabad
Date: 27.11.2020

Silly Monks Entertainment Limited
CIN: L92120TG2013PLC090132
Registered Office: 4th Floor, Ektha Towers, Plot No. 2&3, Whitefields, Kondapur
Hyderabad – 500084, Telangana, India
Website – www.sillymonks.com Email – investor@sillymonks.com

ATTENDANCE SLIP FOR 07th ANNUAL GENERAL MEETING

(To be surrendered at the venue of the meeting)

I, certify that I, am a registered shareholder/proxy/representative for the registered shareholder(s) of Silly Monks Entertainment Limited.

I, hereby record my presence at the 07th Annual General Meeting of the shareholders of Silly Monks Entertainment Limited held on Wednesday, 30th day of December, 2020 at 03.00 P.M. at the registered office of the Company situated at 4th Floor, Ektha Towers, Plot No. 2&3, Whitefields, Kondapur, Hyderabad – 500084, Telangana, India.

Reg. Folio No.	DP ID*
No. of Shares	Client ID*

*Applicable if the shares held in electronic form
Name & Address of Member

_____
Signature of Shareholder/Proxy/Representative
(Please Specify)

Silly Monks Entertainment Limited
CIN: L92120TG2013PLC090132
Registered Office: 4th Floor, Ektha Towers, Plot No. 2&3, Whitefields, Kondapur, Hyderabad – 500084, Telangana, India
Website – www.sillymonks.com Email – investor@sillymonks.com

Form No. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	**L92120TG2013PLC090132**	
Name of the company	**Silly Monks Entertainment Limited**	
Registered office	**4th Floor, Ektha Towers, Plot No. 2&3, Whitefields, Kondapur, Hyderabad – 500084, Telangana, India.**	
Name of the member(s)		
Registered Address		
Email Id		
Folio No / Client ID		DP ID :

I /We, being the member(s) of_____ shares of the above-named company, hereby appoint

1.	Name			
	Address		Signature	
	E-mail Id			
	or failing him			
2.	Name			
	Address		Signature	
	E-mail Id			
	or failing him			

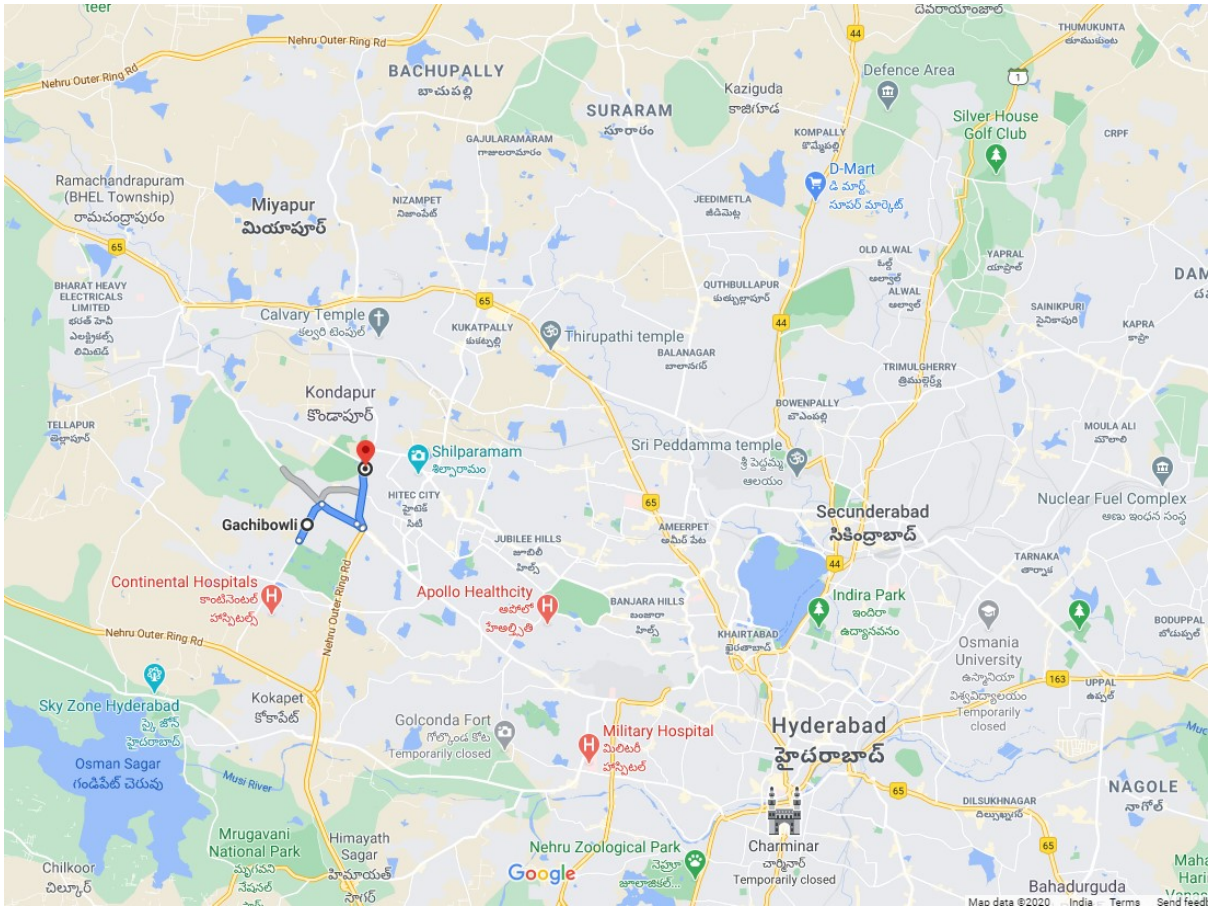
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company to be held on Wednesday, 30th day of December, 2020 at 03.00 P.M. at 4th Floor, Ektha Towers, Plot No. 2&3, Whitefields, Kondapur, Hyderabad – 500084, Telangana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
1.	**To consider and adopt:** the audited financial statements of the Company for the financial year ended 31st March, 2020 and the reports of the Auditors and Board of Directors thereon; **and** the audited consolidated financial statements of the Company for the financial year ended 31st March, 2020 and the report of Auditors thereon		
2.	To confirm the interim dividend of Rs.1/- per equity share of Rs.10/- each of the Company and consider the same as final dividend for the financial year ended on March 31, 2020.		
3.	To appoint a Director in place of Mrs. Swathi Reddy (DIN: 00297360), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Appointment of Mr. Chepur Ratnakar Rao (DIN: 08744674) as an Independent Director		
5.	To consider the re-appointment of Mr. Tekulapalli Sanjay Reddy (DIN: 00297272) as the Managing Director of the Company		
6.	To consider the re-appointment of Mr. Anil Kumar Pallala (DIN: 02416775) as the Whole Time Director of the Company		

Signed this ……. day of ……. 2020.
Signature of shareholder: _____Signature of Proxy holder(s): _____

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP OF THE VENUE OF 07TH ANNUAL GENERAL MEETING FROM GACHIBOWLI CIRCLE, HYDERABAD

Address: 4th Floor, Ektha Towers, Plot No. 2&3, Whitefields, Kondapur, Hyderabad – 500084, Telangana, India