



Date: June 24, 2022

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: Submission of Notice of Postal Ballot.

Ref: Silly Monks Entertainment Limited (SYMBOL: SILLYMONKS)

In line with the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we enclose herewith the Notice of Postal Ballot dated May 24, 2022, seeking approval of Members of the Company for the following resolution:

Sl. No.	Type of Resolution	Description of Resolution
1.	Special Resolution	Re-appointment of Mr. Prasada Rao Kalluri (DIN: 07780628) as an Independent Director of the Company.

Date of Events Relevant to the Postal Ballot are as below:

Sl. No.	Particulars	Dates
1.	Date of Completion of dispatch of Notice (by electronic means) to members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories as on Friday, June 17, 2022	Friday, June 24, 2022
2.	Date of Commencement of e-Voting	Saturday, June 25, 2022
3.	Date of ending of e-voting ("Last Date")	Sunday, July 24, 2022
4.	Results of Postal Ballot	On or before Tuesday, July 26, 2022

Postal Ballot Notice, along with the Explanatory Statement, is uploaded on the website of the Company at www.sillymonks.com and on the website of Central Depository Services (India) Limited at <https://www.evotingindia.com>. This is for your information and records.

Thanking You,

Yours Faithfully,

For Silly Monks Entertainment Limited

BARLA
SUSHMA
Digitally signed by
BARLA SUSHMA
Date: 2022.06.24
20:04:52 +05'30'

Sushma Barla

Company Secretary & Compliance Officer

Silly Monks Entertainment Limited, CIN: L92120TG2013PLC090132
Tele No.040-23004518, investor@sillymonks.com, www.sillymonks.com,
Survey No.91,3rd Floor, Technical Block, Sundarayya Vignana Kendram,
Gachibowli, Hyderabad-500032, Telangana, India.





SILLY MONKS ENTERTAINMENT LIMITED

CIN: L92120TG2013PLC090132

Registered Office: Survey No. 91, 3rd Floor, Technical Block, Sundarayya Vignana Kendram (SVK), Gachibowli, Hyderabad, Telangana-500032, India. **Tele No.:** 040 - 2300 4518/80081 21236

Email: investor@sillymonks.com, **Website:** www.sillymonks.com

POSTAL BALLOT NOTICE

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

Dear Member,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and other applicable provisions, for seeking approval of the Members of Silly Monks Entertainment Limited (the "Company") by way of a special resolution for the business set out hereunder through Postal Ballot by remote e-voting ("Postal Ballot/ E-Voting").

On account of the ongoing COVID-19 pandemic and in terms of the requirements specified in the MCA Circulars, the Company is sending this Notice only in electronic form, to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, a physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

Special Resolution:

Re-appointment of Mr. Prasada Rao Kalluri (DIN: 07780628) as an Independent Director 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 Sections 149, 152 of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and Securities, and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and of Board of Directors of the Company, Mr. Prasada Rao Kalluri (DIN: 07780628), be and is hereby reappointed as an Independent Director of the Company, not to retire by rotation, to hold office for a second term of five (5) years commencing from July 24, 2022, up to July 23, 2027.

RESOLVED FURTHER THAT the Board of directors or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters, things, and sign/execute and file all such papers, documents, and forms as may be necessary and incidental to give effect to the aforesaid resolution."

**For and on behalf of the Board
M/s. Silly Monks Entertainment Limited**

**SD/-
Sushma Barla
Company Secretary & Compliance Officer
M. No.: A51275**

**Place: Hyderabad
Date: 24.05.2022**

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (Hereinafter referred to as the "**Rules**") setting out all material facts in respect of the business specified in this notice and the reasons thereto is annexed hereto.
2. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on May 24, 2022, has appointed Mr. Jineshwar Kumar Sankhala (Membership No. ACS. 21697) of M/s. P.S. Rao & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.
3. In terms of the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, and 10/2021 dated 23rd June 2021, and Circular No. 20/2021 dated 8th December, 2021 (the "MCA Circulars"), conveyed the decision of MCA to allow companies to transact items through the postal ballot in accordance with framework provided in the aforesaid circulars.
4. In compliance with the aforesaid MCA circulars the Postal ballot Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants or with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited (RTA) and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Friday, 17th June 2022.
5. Members may note that this Notice also will be available on the Company's website, www.sillymonks.com. The Notice can be accessed from the website of the Stock Exchange i.e. NSE Limited at www.nseindia.com the Postal ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote E-Voting facility). All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a member on the Cut-off date shall treat this notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
6. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.

7. For receiving copy of postal ballot notice electronically, members who have not yet registered their email addresses are requested to send an email to M/s. Bigshare Services Private Limited bsshyd@bigshareonline.com or to the Company at its e- mail i.e. investor@sillymonks.com by mentioning the Shareholder Name, Folio No. / DP ID and Client ID.
8. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide voting facility by electronic means (“e-voting”) to the Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide e-voting facility to its Members.
9. The remote e-Voting period commences on Saturday, the 25th June, 2022 (09:00 am) and ends on Sunday, 24th July, 2022 (5:00 pm). During this period, members of the Company holding shares as on the cut-off date may cast their vote electronically. The remote e-Voting module shall be disabled thereafter. Once the vote on the resolution is cast by a member, the same will not be allowed to be changed subsequently. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Friday, 17th June 2022.
10. A Member cannot exercise his vote by proxy on Postal Ballot.
11. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.
12. The Resolution, if passed by requisite majority, will be deemed to have been duly passed on the last date specified for the remote e-voting i.e. Sunday, 24th July, 2022 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a general meeting of Members convened on that behalf.
13. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1(one) in Telugu newspaper, each having wide circulation in the State of Telangana, where the registered office of the Company is situated.
14. The scrutinizer will submit his report to the Chairman/ any of the Director(s) of the Company after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before Tuesday, 26th July, 2022, at the registered office of the Company and the result along with Scrutinizer report will also be displayed on the website of the Company www.sillymonks.com besides being communicated to the Stock Exchange.
15. Any query/grievances relating to the postal ballot process may be addressed to Ms. Sushma Barla Company Secretary and Compliance Officer).

Contact details are:

E-mail : investor@sillymonks.com
Tele No. : 80081 21236 / 040-23004518
Address : Survey No. 91, 3rd Floor, Technical Block,
Sundarayya Vignana Kendram (SVK),
Gachibowli, Hyderabad, Telangana-500032

VOTING THROUGH ELECTRONIC MEANS:

Instructions relating to E-voting:

- (i) The voting period will commence on **25th June 2022 (Saturday) at 09 a.m. (09.00 hours IST)** and will end on the **24th July 2022 (Sunday) at 5.00 p.m. (17:00 hours IST)**. During this period members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.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 i.e.

	<p>CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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</p> <p>3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting,</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
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 22 55 33
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non- individual shareholders in Demat mode.

(i) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. <ul style="list-style-type: none"> ● 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.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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 & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43 or toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurx, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**For and on behalf of the Board
M/s. Silly Monks Entertainment Limited**

**SD/-
Sushma Barla
Company Secretary & Compliance Officer
M. No.: A51275**

**Place: Hyderabad
Date: 24.05.2022**

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

ITEM NO. 1

Re-appointment of Mr. Prasada Rao Kalluri as an Independent Director on the Board of Silly Monks Entertainment Limited (“SillyMonks”/ “Company”).

Mr. Prasada Rao Kalluri has joined the Board of Directors (the “Board”) of the Company on March 31, 2017, as an additional director of the company. Thereafter, the members at their Extraordinary General Meeting held on May 15, 2017, approved the appointment of Mr. Prasada Rao Kalluri as an Independent Director under the Companies Act, 2013 (“the Act”) for a term of 5 years from May 15, 2017, up to May 14, 2022. Mr. Prasada Rao Kalluri’s term as an Independent Director has got expired on May 14, 2022.

In terms of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and shall be eligible for re-appointment for another five years on passing a Special Resolution by the Company and disclosure of such appointment in the Board’s Report.

Considering the overall tenure of Mr. Prasada Rao Kalluri with SillyMonks, it is proposed to re-appoint him as an Independent Director for a second term of five (5) years from 24th July 2022

About Mr. Prasada Rao Kalluri

Mr. Prasada Rao Kalluri has completed his Bachelor of Science and also Master of Business Administration (MBA) from Acharya Nagarjuna University. He is also an associate member of the Institute of Company Secretaries of India. He has Eight years of working experience in the field of secretarial and compliance. Currently, he is working as a Company Secretary in M/s. Kernex Microsystems India Limited. He is a Non-Executive and Independent Director on the Board of Genesis IBRC India Limited (Listed Company).

A brief profile of Mr. Prasada Rao Kalluri along with other details as required under Listing Regulations, Companies Act, 2013 and Secretarial Standard forms part of this Notice as to an Annexure.

At SillyMonks he was also the Member of the Audit Committee, Nomination & Remuneration Committee, and Stakeholder Relationship Committee.

He attends the Board and Committee meetings regularly with active participation (has over 80% attendance during his tenure with SillyMonks). He helps in bringing independent judgment during Board deliberations on accounting and financial controls, risk management, and corporate governance.

The Nomination and Remuneration Committee at its meeting held on May 24, 2022, on the basis of the above and his performance evaluation and taking into account the external business environment, his business knowledge, acumen, experience, and the substantial contribution made by him during his tenure, has recommended to the Board that the continued association of Mr. Prasada Rao Kalluri as an Independent Director would be beneficial to the Company.

Board’s Consideration & Recommendation

The Board of Directors at their meeting held on the same day considered and accepted the recommendations of NRC to appoint Mr. Prasada Rao Kalluri as Independent Director for another term of five years.

The Board considers that his rich experience in the fields of finance and securities market has been and

would be of immense benefit to the Company.

In the opinion of the Board, Mr. Prasada Rao Kalluri fulfills the conditions for re-appointment as an Independent Director as specified in the Companies Act, 2013 and Listing Regulations and is Independent of the management.

Considering the significant benefits, the Company is likely to gain from his experience, expertise, and advice to the business of the Company during his proposed tenure as an Independent Director, Board recommends that Members of the Company approve the proposed re-appointment of Mr. Prasada Rao Kalluri for a second term of five years effective from July 24th, 2022.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Mr. Prasada Rao Kalluri to be re-appointed as an Independent Director of the Company.

The Company has also received a consent letter(s) and declaration from Mr. Prasada Rao Kalluri confirming his eligibility for re-appointment as Independent Director for the second term in line with the requirements of the Companies Act, 2013 and Listing Regulations.

Mr. Prasada Rao Kalluri is not related to any other Director(s) of the Company.

The terms and conditions of the appointment of Mr. Prasada Rao Kalluri as an Independent Director, would be made available for inspection by the Members at the Company's website at www.sillymonks.com.

Except Mr. Prasada Rao Kalluri, none of the other Directors, Key Managerial Personnel, Promoters, or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The approval of the Members of the Company is being sought by way of a Special Resolution. In the opinion of the Board, Mr. Prasada Rao Kalluri fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company, he is not debarred from holding the office of director by virtue of any SEBI order and he is independent of the management.

Annexure

Additional information on Independent Directors being appointed/re-appointed as required under Regulation 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 issued by the Institute of Company Secretaries of India, is as under:

Name of the Director	Mr. Prasada Rao Kalluri
DIN	07780628
Date of Birth	20/07/1988
Date of Appointment (initial)	31/03/2017
Qualifications	Bachelor of Science, Master of Business Administration (MBA) from Acharya Nagarjuna University, and also an associate member of the Institute of Company Secretaries of India (ICSI)
Brief Resume and Expertise in specific functional areas and Experience	Mr. Prasada Rao Kalluri is a Company Secretary with more than 8 years of experience in the fields of Secretarial, Compliance, and Corporate Governance.
Listed entities in which the person also holds the directorship and the membership of committees of the board along with listed entities from which the person has resigned in the past three years.	Genesis IBRC India Limited – Independent Director & Chairman of Audit, Stakeholder Relationship, and Nomination and Remuneration Committees. And He has not resigned from any listed company in the past three years.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The NRC had identified amongst others, exposure to a leadership role(s) in expertise in Governance, Compliance, and Finance as the skills and capabilities for the role. He has significant experience in the areas of finance, compliance, and Corporate Governance. Considering the educational background and experience of over 8 years, Mr. Prasada Rao Kalluri meets the requirements as laid down by the NRC.
Terms and Conditions of re-appointment	Mr. Prasada Rao Kalluri will be appointed for a term of five (5) years with effect from July 24 th 2022 and is not liable to retire by rotation.
Number of shares held in the Company (self and as a beneficial owner)	Nil
Details of remuneration last drawn	He did not draw any remuneration during his tenure as an Independent Director and he was paid Sitting Fees as approved in accordance with the applicable provisions of law.
Disclosure of inter-se Relationship with other Directors or KMP of the Company.	There is no inter se relationship between Mr. Prasada Rao Kalluri, other members of the Board, and Key Managerial Personnel of the Company.
Number of meetings of the Board attended in F.Y 2021-22.	He had attended 6 out of 7 board meetings held during F.Y 2021-22.

**For and on behalf of the Board
M/s. Silly Monks Entertainment Limited**

**SD/-
Sushma Barla
Company Secretary & Compliance Officer
M. No.: A51275**

**Place: Hyderabad
Date: 24.05.2022**