

SMEL/SECT/04/2022-23

Date: 28th December, 2022

To,
The Secretary,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai- 400 051

Scrip Code: **SILLYMONKS**

Dear Sir/Madam,

Sub: Notice of Postal Ballot and E-voting.

In continuation of our letter no. SMEL/SECT/03/2022-23 dated 24th December, 2022 This is to inform you that the Company is conducting a Postal Ballot seeking approval of the shareholders for the following matters:

| Sl. No. | Agenda | Type of Resolution |
|---------|--|---------------------|
| 1. | To regularise the appointment of Mr. Paruvu Rammohan as the Director of the Company. | Ordinary Resolution |
| 2. | To re-appoint Mr. Tekulapalli Sanjay Reddy as the Managing Director of the Company. | Special Resolution |
| 3. | To re-appoint Mr. Anil Kumar Pallala as a Whole Time Director of the Company. | Special Resolution |

The Notice of the Postal Ballot is being sent to all the Members whose names appear in the Register of Members/List of Beneficial Owners as on the Cut-off date.

The calendar of key events for the Postal Ballot activity is as under:

| Sl. No. | Event | Date |
|---------|---|---|
| 1. | Cut-off date for determination of shareholders eligible to vote | Friday, 23 rd December, 2022 |
| 2. | Start of Voting period | Thursday, 29 th December, 2022 |
| 3. | End of Voting period | Saturday, 28 th January, 2023 |
| 4. | Submission of scrutinizer's Report | Tuesday, 31 st January, 2023 |
| 5. | Announcement of Postal Ballot results | Tuesday, 31 st January, 2023 |

This intimation is being filed pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and a copy of the Postal Ballot Notice is enclosed herewith.

This is for your information and dissemination.

Thank You.
For **SILLY MONKS ENTERTAINMENT LIMITED**

Naina Singh
Company Secretary & Compliance Officer
ICSI M. No: A68201

Encl: As above.





SILLY MONKS ENTERTAINMENT LIMITED

CIN: L92120TG2013PLC090132

Registered Office: Survey No.91,3rd Floor, Technical Block, Sundarayya Vignana Kendram,
Gachibowli, Hyderabad-500032, Telangana, India.

Tele No.: 040-23004518, **Web:** www.sillymonks.com .

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

| VOTING STARTS ON | VOTING ENDS ON |
|--|--|
| Thursday, 29 th December, 2022 at 9.00 a.m. (IST) | Saturday, 28 th January, 2023 at 5.00 p.m.(IST) |

Dear Member(s),

NOTICE is hereby given to the members of Silly Monks Entertainment Limited (“the Company”) pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (‘Act’) (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (‘Rules’), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (‘SS-2’), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022, in view of the COVID-19 pandemic (collectively the ‘MCA Circulars’), that the Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot and Electronic 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.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to its Members. The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, 29th December, 2022 and ends at 5.00 p.m. (IST) on Saturday, 28th January, 2023. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.sillymonks.com.

The explanatory statement setting out material facts pursuant to Section 102, 110 and other applicable provisions of the Companies Act and Securities and Exchange Board of India (Issue of Capital and Disclosures Requirement) Regulations, 2018, as amended from time to time (“SEBI (ICDR) Regulations”) is annexed herewith.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on Saturday, 24th December, 2022, has appointed Mr. Jineshwar Kumar Sankhala (Membership No. FCS. 21697) of M/s. P.S. Rao & Associates, Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting and the results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on Tuesday, the 31st January, 2023. The Resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members have assented to the Resolution. The Scrutinizer’s decision on the validity of e-voting shall be final. The results will be published on the website of the Company i.e. www.sillymonks.com and will be communicated to the National Stock Exchange www.nseindia.com, where the Company's shares are listed. The results will also be posted on the Website of CDSL www.evotingindia.com.

SPECIAL BUSINESS:

Item No. 1: To regularise the appointment of Mr. Paruvu Rammohan as the Director of the Company.

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

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force] and Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Paruvu Rammohan (DIN-01284563), who was appointed as an Additional Director of the Company, categorized as Non-executive and Independent category, by the Board of Directors on the recommendation of the Nomination and Remuneration Committee with effect from 11th November, 2022 in terms of Section 161 of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to appoint him on the Board of the Company as Director under Independent category to hold office for a period of 5 (five) years with effect from 11th November, 2022 and that he is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do/execute all such acts, deeds, matters and things as may be necessary, proper, expedient to give effect to the foregoing resolution.”

Item No. 2: To re-appoint Mr. Tekulapalli Sanjay Reddy as the Managing Director of the Company.

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and 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 the Managing Director of the Company, for a period of 3 (Three) years with effect from April 01, 2023 to March 31, 2026, 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 Saturday, the 24th December, 2022, 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.”

Item No. 3: To re-appoint Mr. Anil Kumar Pallala as a Whole Time Director of the Company.

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and 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 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, 2023 to March 31, 2026, 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 Saturday, the 24th December, 2022, 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.”

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

Naina Singh
Company Secretary & Compliance Officer
ICSI M. No: A68201

Place: Hyderabad
Date: 24th December, 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 there to is annexed hereto.
2. In terms of the General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022 (the "MCA Circulars"), conveyed the decision of MCA to allow companies to transact items through postal ballot in accordance with framework provided in the aforesaid circulars upto 31.12.2022.
3. 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, the 23rd December, 2022.
4. 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 web site 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) www.evotingindia.com. 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.
5. 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.
6. 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 at 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.
7. 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.
8. The remote e-Voting period commences on Thursday, 29th December, 2022 at 9.00 a.m. (IST) and ends on Saturday, 28th January, 2023 at 5.00 p.m. (IST). 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, the 23rd December, 2022.

9. A Member cannot exercise his vote by proxy on Postal Ballot.
10. 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 Saturday, 28th January, 2023 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.
11. 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.
12. 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, 31st January, 2023, 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.
13. Any query/grievances relating to the postal ballot process may be addressed to Ms. Naina Singh (Company Secretary and Compliance Officer).

Contact details are:

| | |
|-----------------|--|
| E-mail | investor@sillymonks.com |
| Tele No. | 04023004518 |
| 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 **29th December, 2022 at 9.00 a.m. (IST) and ends on Saturday, 28th January, 2023 at 5.00 p.m. (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.
- (iii) In order to increase the efficiency of the voting process, pursuant to a 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.
- (iv) 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 for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| 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 e-voting is in progress as per the information provided by the company. On clicking the e-voting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from an 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, the user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <ol style="list-style-type: none"> 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. 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 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 eVoting 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, |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | 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 eVoting 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. |

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 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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cDSLindia.com or call at toll free no. 1800 22 55 33

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

ITEM NO. 1

To regularise the appointment of Mr. Paruvu Rammohan as the Director of the Company.

Mr. Paruvu Rammohan joined the Board of Directors (the "Board") of the Company on 11th November, 2022. On May 11th November, 2022, the Board of Directors on the recommendation of Nomination and Remuneration Committee appointed him as an Additional Director (Non-Executive and Independent) on the Board of the Company to hold office for a period of 5 years with effect from 11th November, 2022, subject to approval of the shareholders in the next General Meeting.

Mr. Paruvu Rammohan is a Management Graduate from IIM Ahmedabad and done BTech from JNTU College of Engineering, Hyderabad. Mr. Paruvu Rammohan is an independent writer-producer of feature films based out of Hyderabad. Two of his films, "Ashta Chamma" and "Uyyala Jampala" have won the state awards. Ram has worked with organisations like Suresh Productions, UIV, Viacom18, Zee5 platforms and also did a stint in private equity advisory services. Currently, he is the Director in 4 other Companies. He is also the member of the Audit Committee and a member of Nomination and Remuneration Committee in Silly Monks Entertainment Limited.

Brief details of Mr. Paruvu Rammohan, the nature of his expertise and vast experience, with other details relating to his directorship, are annexed to this Notice as **Annexure**. He was appointed as the Additional Director (Non-Executive and Independent) on the Board of the Company and subject to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17(1)(c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is required that approval of the shareholders for appointment of a person on the Board of Directors or as Manager is taken at the next General Meeting or within a time period of three months from the date of appointment (whichever is earlier).

The Company has received from Mr. Paruvu Rammohan, his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

The Nomination and Remuneration Committee (NRC) of the Board, on the basis of the report of performance evaluation, has recommended the appointment of Mr. Paruvu Rammohan, as Independent Director. Based on the recommendation of the NRC, and considering the reports of performance evaluation, Mr. Paruvu Rammohan's skills, vast experience and deep knowledge in the field of the entertainment industry and his contribution over the years, the Board believes that his continued association as an Independent Director on the Board of Directors of the Company would be of immense benefit to the Company.

In accordance with the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force] and Regulation 17(1)(c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of Members by way of Ordinary resolution is required for continuing the appointment of the person appointed on the Board of the Company. Accordingly, the approval of the Members of the Company is being sought by way of an Ordinary Resolution. In the opinion of the Board, Mr. Paruvu Rammohan 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.

Except for Mr. Paruvu Rammohan to whom the resolution relates and his relatives (to the extent of their shareholding interest in the Company), none of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution. This explanatory statement along with the additional information as per Regulation 36 of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), as annexed herewith may also be regarded as disclosure under the provisions of the Act and SEBI Listing Regulations.

ITEM NO. 2 & 3:

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 fixed the remunerations and 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 07th Annual General Meeting of the Company held on 30th December, 2020 for a period of three years with effect from 01st April, 2020 to 31st March, 2023, in accordance with the provisions of 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.

The present tenure of Mr. Tekulapalli Sanjay Reddy and Mr. Anil Kumar Pallala will be expired on 31st March, 2023 and it is recommended by the Nomination and Remuneration Committee for their re-appointment for next three Financial Years from 01st April, 2023 to 31st March, 2026.

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 Saturday, the 24th December, 2022 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, 2023 to 31st March, 2026 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 over 32 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.

II. Mr. Anil Kumar Pallala – Whole Time Director:

Mr. Anil Kumar Pallala, is an Audio Engineer, he has 19 years of experience in the Entertainment industry out of which he is in the new media business for the last 12 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.2 & 3 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.2 & 3 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 | | | |
| d) Financial performance based on given indicators. | (Rupees In Lakhs) | | | |
| | Particulars | 2021-22 | 2020-21 | 2019-20 |
| | Revenue | 1451.45 | 1305.01 | 2221.63 |
| | Profit before Tax | (88.45) | (522.05) | 187.03 |
| | Provision for Taxation | 0 | 0 | 57.82 |
| | Profit/(Loss) after tax | (66.02) | (413.95) | 117.52 |
| e) Foreign investments or collaborators, if any | <p>The Company has two Wholly owned Subsidiaries:</p> <p>i. Dream Boat Entertainment PTE Limited is a Wholly Owned Subsidiary of Silly Monks situated in Hong Kong.</p> <p>ii. Dreamboat Entertainment LLC is a Wholly Owned Subsidiary of Silly Monks situated in USA.</p> | | | |
| II. Information about the appointees: | | | | |
| a) Background details | Mr. T. Sanjay Reddy, aged about 54 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 | Mr. Anil Kumar Pallala, aged about 40 years, is an Audio Engineer, he has 19 years of experience in the Entertainment industry out of which he is in the new media business for the last 12 years. | He started his career as an audio engineer worked with various | |

| | | | | |
|---|--|---|-----------------------|---------------------|
| | University of Pune. | 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. | | |
| b) Past remuneration | The remuneration drawn by Mr. T. Sanjay Reddy during past Two Years is as follows: | The remuneration drawn by Mr. Anil Kumar Pallala during the past Two Years is as follows: | | |
| | Financial Year | Amount (Rs.) | Financial Year | Amount (Rs.) |
| | 2021-22 | 78,00,000 | 2021-22 | 39,00,000 |
| | 2020-21 | 78,00,000 | 2020-21 | 39,00,000 |
| c) Recognition or awards | 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. | 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. | | |
| d) Job profile and his suitability | 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 2020 to 31st March 2023. The present tenure of Mr. Tekulapalli Sanjay Reddy will be expired on 31st March, 2023. 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. | 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 as the Whole Time Director of the Company from 01 st April 2020 to 31 st March 2023. 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.2 & 3 of the Notice. | As mentioned in the item No.2 & 3 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 | 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 3,656,627 equity shares i.e., 35.81 % of | 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 | | |

| | | |
|--|---|--|
| personnel, if any | the Company. Mrs. Swathi Reddy, Director of the company is the wife of Mr. Sanjay Reddy | 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 9 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 endeavor 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.2 & 3 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 | 54 years | 40 years |
| Qualifications | He has 32 years of rich experience in sales, distribution, programming and general management in Media, Internet and Entertainment industries. | He has 19 years of experience in the Entertainment industry out of which he is in the new media business for the last 12 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 | <p>i. Tenure of his appointment shall be three years with effect from 01st April, 2023.</p> <p>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.</p> <p>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.</p> <p>iv. The separation from this engagement could be effected</p> | <p>i. Tenure of his appointment shall be three years with effect from 01st April, 2023.</p> <p>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.</p> <p>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.</p> <p>iv. The separation from this engagement could be effected by either side giving three months' notice</p> |

| | | |
|---|--|---|
| | by either side giving three months' notice | |
| Last drawn remuneration | Rs.78,00,000/- p.a. | Rs. 39,00,000/- p.a. |
| Date of first appointment on the Board | 20/09/2013 | 01/09/2014 |
| No. of share held | 3,656,627 | 660,000 |
| 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 2022-23 | 3 (Three) | 3 (Three) |
| Other Directorship | Nil | INANI MEDIA PRIVATE LIMITED |
| Chairman/ Member of the Committees of Boards of other companies | Nil | Nil |

Annexure

Brief profile of the directors seeking appointment/re-appointment/change in the remuneration 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. Paruvu Rammohan |
| Date of Birth | 21/05/1969 |
| Date of Appointment (initial) | 11/11/2022 |
| Qualifications | Mr. Paruvu Rammohan is a Management Graduate from IIM Ahmedabad and done BTech from JNTU College of Engineering, Hyderabad. |
| Brief Resume and Expertise in specific functional areas and Experience | <p>Mr. Paruvu Rammohan is an independent writer-producer of feature films based out of Hyderabad. Two of his films, "Ashta Chamma " and "Uyyala Jampala" have won the state awards.</p> <p>Mr. Paruvu Rammohan has worked with organisations like Suresh Productions, UIV, Viacom18, Zee5 platforms and also djd a stint in private equity advisory services.</p> |
| 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. | Nil |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | <p>The NRC had identified amongst others, exposure to leadership role(s) in expertise in Governance, Compliance and Finance as the skills and capabilities for the role.</p> <p>He has significant experience in the areas of Management and Entertainment Industry.</p> <p>Considering the educational background and experience, Mr. Paruvu Rammohan meets the requirements as laid down by the NRC.</p> |
| Number of shares held in the Company (self and as a beneficial owner) | Nil |
| Sitting fee to be payable | Sitting Fees and commission as may be approved by the Company 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. Paruvu Rammohan, other members of the Board and Key Managerial Personnel of the Company. |
| Number of meetings of the Board attended in F.Y 2022-23. | Nil |

| | |
|--|---|
| Name of the Director | Mr. Tekulapalli Sanjay Reddy |
| Date of Birth | 29/06/1968 |
| Date of Appointment (initial) | 20/09/2013 |
| Qualifications | Mr. Tekulapalli Sanjay Reddy is a Commerce graduate with a management degree in Marketing and Finance from Pune University. |
| Brief Resume and Expertise in specific functional areas and Experience | Mr. Tekulapalli Sanjay Reddy has over 32 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. |
| 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. | Nil |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Mr. Tekulapalli Sanjay Reddy 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. |
| Number of shares held in the Company (self and as a beneficial owner) | 3,656,627 equity shares i.e., 35.81% |
| Sitting fee to be payable | Nil |
| Disclosure of inter-se Relationship with other Directors or KMP of the Company. | Husband of Smt. Swathi Reddy, Non-Executive Director. |
| Number of meetings of the Board attended in F.Y 2022-23. | 3 (Three) |

| | |
|--|---|
| Name of the Director | Mr. Anil Kumar Pallala |
| Date of Birth | 18/01/1982 |
| Date of Appointment (initial) | 01/09/2014 |
| Qualifications | Audio Engineer |
| Brief Resume and Expertise in specific functional areas and Experience | 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. |
| 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. | Nil |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | 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 over more than 19 years of experience in the Entertainment industry out of which he is in the new media business for the last 12 years. |
| Number of shares held in the Company (self and as a beneficial owner) | 660,000 equity shares i.e.,6.46% |
| Sitting fee to be payable | Nil |
| Disclosure of inter-se Relationship with other Directors or KMP of the Company. | Not Applicable |
| Number of meetings of the Board attended in F.Y 2022-23. | 3 (Three) |

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

Naina Singh
Company Secretary & Compliance Officer
M. No: A68201

Place: Hyderabad
Date: 24th December, 2022



SILLY MONKS ENTERTAINMENT LIMITED

CIN: L92120TG2013PLC090132

Registered Office: Survey No.91,3rd Floor, Technical Block, Sundarayya Vignana Kendram,
Gachibowli, Hyderabad-500032, Telangana, India.

Tele No.: 040-23004518, **Web:** www.sillymonks.com .

**Last Date for receipt of Postal Ballot
Form is Saturday, 28th January, 2023.**

POSTAL BALLOT FORM

| | | | |
|----|---|---|----------|
| 1. | Name & Registered Address of the Sole/ first named Member | : | Sr. No.: |
| 2. | Name(s) of the Joint Holder(s), if any | : | |
| 3. | Registered Folio No./DP ID & Client ID No. | : | |
| 4. | No. of Shares held | : | |

I/We hereby exercise my/our vote in respect of Resolutions to be passed in respect of the Special Businesses stated in the postal ballot notice of the Company dated 24th December 2022, by sending my/our assent (for) or dissent (against) to the said resolution by placing tick (√) mark at the appropriate box below:

| Item No. | Description | Nature of Resolution | No. of Equity shares | I/We assent to the resolution ("For") | I/We dissent from the resolution ("Against") |
|----------|--|----------------------|----------------------|---------------------------------------|--|
| 1. | To regularise the appointment of Mr. Paruvu Rammohan as the Director of the Company. | Ordinary Resolution | | | |
| 2. | To re-appoint Mr. Tekulapalli Sanjay Reddy as the Managing Director of the Company. | Special Resolution | | | |
| 3. | To re-appoint Mr. Anil Kumar Pallala as a Whole Time Director of the Company. | Special Resolution | | | |

E Mail ID :

Place:

Date:

Signature of the Member/Authorised Representative

For Electronic Voting Particulars

| EVSN (Electronic Voting Sequence Number) | User ID (DP ID Client ID/Folio number) | PAN / E-voting Code |
|--|---|---------------------|
| 221223005 | | |

Note:

- Shareholders who have not updated PAN with the Company/Depository Participants shall use E-Voting Code in the PAN field.
- If the voting rights are exercised electronically, there is no need to use this form.
- Please read the instructions carefully before exercising your vote. For E-voting instructions, kindly refer the Notice of Postal Ballot.