

NOTICE

Notice is hereby given that the **05th Annual General Meeting** of the Members of **Silly Monks Entertainment Limited** will be held on Saturday, the 29th September 2018 at 10:00 A.M. at the registered office of the Company situated at 301, Ektha Pearl, 2-17-89, B P Raju Marg, Kothaguda, Kondapur, Hyderabad – 500084, Telangana, India to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:

- a) The audited Financial Statement of the Company for the financial year 2017-18 together with the Report of the Board of Directors and Auditors thereon; **and**
- b) The audited consolidated Financial Statement of the Company for the year 2017-18.

2. To appoint a director in place of Mr. Tekulapalli Sanjay Reddy (DIN: 00297272), who is liable to retire by rotation and being eligible, offers himself for re-appointment as a Director.

SPECIAL BUSINESS:

3. Appointment of Dr. Rama Koti Reddy Kondamadugula (DIN: 00259576) as an Independent Director

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (**“The Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) **Dr. Rama Koti Reddy Kondamadugula** (holding DIN: **00259576**), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors as per Section 161(1) of the Act, at their meeting held on 29th day of May, 2018 and who holds office only up to the date of the ensuing Annual General Meeting, who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and the Company hereby approves the appointment of Dr. Rama Koti Reddy Kondamadugula, as Non-Executive Independent Director for a term of 5 (Five) consecutive years with effect from 29th September, 2018, whose office shall not be liable to retire by rotation.”

4. To Consider and approve the Increase in remuneration of Mr. Tekulapalli Sanjay Reddy, Chairman & Managing Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of section 196, 197 & 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**“The Act”**) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or re-enactments thereof, and in partial modification to the approval of members

of the Company accorded by way of Special Resolution dated 15th May 2017 for appointment of Mr. Tekulapalli Sanjay Reddy as Chairman & Managing Director of the Company with effect from 01st April 2017 for a period of 3 years, now, as per the recommendations of Nomination & Remuneration Committee and the board of directors, the approval of members of the Company be and is hereby accorded to increase the remuneration of Mr. Tekulapalli Sanjay Reddy, Chairman & Managing Director, up to Rs.78,00,000/- (Rupees Seventy Eight Lakhs Only) per annum inclusive of any remuneration directly or otherwise or by way of salary and allowances, performance based rewards/ incentives, with effect from 01st day of September, 2018 for the remainder of his tenure (i.e. up to 31st March 2020) (including remuneration payable in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Tekulapalli Sanjay Reddy.”

“**RESOLVED FURTHER THAT** even in the absence of or inadequacy of profits in any Financial Year, subject to the provisions of Schedule V of the Act and such other approvals as may be required, Mr. Tekulapalli Sanjay Reddy, be paid the remuneration as detailed above as minimum remuneration.”

“**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as Chairman & Managing Director of the Company, as approved by the Special resolution passed at the Extraordinary General Meeting of the Company held on 15th of May 2017 shall remain unchanged.”

5. To Consider and approve the Increase in remuneration of Mr. Anil Kumar Pallala, Whole Time Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of section 196, 197 & 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“**The Act**”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or re-enactments thereof, and in partial modification to the approval of members of the Company accorded by way of Special Resolution dated 15th May 2017 for appointment of **Mr. Anil Kumar Pallala, Whole Time Director** of the Company with effect from 01st April 2017 for a period of 3 years, now, as per the recommendations of Nomination & Remuneration Committee and the board of directors, the Consent of the Members of the Company be and is hereby accorded to increase the remuneration of Mr. **Anil Kumar Pallala, Whole Time Director**, up to Rs.37,80,000/- (Rupees Thirty seven Lakhs and Eighty Thousand Only) per annum inclusive of any remuneration directly or otherwise or by way of salary and allowances, performance based rewards/ incentives, with effect from 01st day of September, 2018 for the remainder of his tenure (i.e. up to 31st March 2020) (including remuneration payable in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Anil Kumar Pallala.”

“**RESOLVED FURTHER THAT** even in the absence of or inadequacy of profits in any Financial Year, subject to the provisions of Schedule V of the Act and such other approvals as may be required, Mr. Anil Kumar Pallala, be paid the remuneration as detailed above as minimum remuneration.”

“RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company, as approved by the Special resolution passed at the Extraordinary General Meeting of the Company held on 15th of May 2017 shall remain unchanged.

Registered Office:

CIN: U92120TG2013PLC090132
301, Ektha Pearl, 2-17-89, B P Raju
Marg, Kothaguda, Kondapur,
Hyderabad – 500084, Telangana, India.

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

Place: Hyderabad
Date: 31st August 2018

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

NOTES FOR MEMBERS:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIM/HER AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. APPOINTING A PROXY DOES NOT PREVENT A MEMBER FROM ATTENDING THE MEETING IN PERSON IF HE/SHE SO WISHES.**
2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Proxies in order to be effective must be delivered at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed hereto.
6. Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 22nd September, 2018** to **Saturday, 29th September, 2018** (Both the days inclusive).
7. Members seeking any information or clarification on the accounts are requested to send queries by E-mail to the Company’s mail id **investor@sillymonks.com** at least 10 days prior to the date of Annual General Meeting (AGM) to enable the management to reply appropriately at the AGM.

8. **M/s. Bigshare Services Private Limited**, is the Registrar & Share Transfer Agent (RSTA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them. Their Email: **bsshyd@bigshareonline.com**.
9. Shareholders are requested to immediately notify any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) and to the Registrar and Share Transfer Agent of the Company viz. **Bigshare Services Pvt. Ltd.**, 306, Right Wing, Amrutha Ville, Opp. Yasodha Hospital, Somajiguda, Raj Bhavan Road, Hyderabad - 500082, having email Id **bsshyd@bigshareonline.com** to receive the soft copy of the annual report and all other communication and notice of the meetings etc., of the Company.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / STA.
11. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/Company.
12. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered office of the Company on all working days (except Saturdays and Holidays), between 11.00 A.M. to 1.00 P.M. up to the date of Annual General Meeting.
13. Pursuant to the requirement of SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015 the Company declares that, the equity shares of the Company are listed on the Stock Exchange at **NSE – Emerge** (SME Platform).
14. The annual report for the financial year 2017-18 is being sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The members will be entitled to physical copy of the annual report for the financial year 2017-18, free of cost, upon sending a request to the Company Secretary at the registered office of the Company situated at 301, Ektha Pearl, 2-17-89, B P Raju Marg, Kothaguda, Kondapur, Hyderabad – 500084, Telangana, India. For any Communication, the shareholders may also send request to the Company's E-Mail Id: **investor@sillymonks.com**.
15. Shareholders may also note that the Annual Report for the year 2017-18 is also available on Company's website **www.sillymonks.com**.
16. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
17. Members/Proxies are requested to bring the attendance slip filled in for attending the Meeting and copy of Annual Report with them to attend the Meeting. Members are requested to come to

the venue of the meeting well in advance for registration. No registration will be entertained after fifteen minutes from the scheduled time of the commencement of the meeting. The Proxy Form and the Attendance slip are enclosed with this notice.

- 18.** As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions.

The Company is covered under Chapter XB of SEBI (ICDR) Regulations, as the Company listed its equity shares on **National Stock Exchange of India Limited – Emerge (SME Platform)**. Therefore, the Company is not required to provide **e-voting** facility to its members. Though the Company is not required to provide E voting facility, for good Corporate Governance and for the benefit of shareholders the Company is providing E-Voting facility to the shareholders.

E-VOTING

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 05th Annual General Meeting.

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

The Members whose names appear in the Register of Members / List of Beneficial Owners as on **21st September 2018 (cut-off date)**, are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on Wednesday, 26th September, 2018 (09:00 hrs) and will end on Friday, 28th September, 2018 (17:00 hrs). During this period, shareholders 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. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

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

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

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details Or Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Company i.e., Silly Monks Entertainment Limited on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & entering the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy of notice of 05th Annual General Meeting by courier (for members whose e-mail ids are not registered with the Company/Depositories):

Please follow all the steps from S.No. (i) to S.No. (xvii) to cast vote.

C. General Instructions:

- (i) The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on 21st September, 2018.
- (ii) Members can opt for only one mode of voting, i.e., either by venue voting or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through venue voting will be treated as invalid.
- (iii) Members who do not have access to e-voting facility have been additionally provided the facility through Ballot Form. They may send duly completed Ballot Form to the Scrutinizer, Mr. Jinesh Kumar Sankala, Practising Company Secretary at the Registered Office of the Company so as to reach on or before the conclusion of the 05th Annual General Meeting or can carry the same to the AGM and deposit in the Ballot Box during the Meeting. Members have the option to request for physical copy of Ballot Form by sending an e-mail to investor@sillymonks.com by mentioning their Folio No. / DP ID and Client ID.

- (iv) The facility for voting through polling paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.
 - (v) The member who cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - (vi) The Scrutinizer, after scrutinising the votes cast at the meeting through poll and through remote e-voting will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.sillymonks.com and on the website of www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
 - (vii) The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within two days of the AGM.
- 19.** Brief profile of the directors (seeking appointment/re-appointment and/or whose remuneration is proposed to be increased) as per SEBI (LODR) Regulations, 2015 and the Companies Act, 2013, is attached as an annexure to this notice.
- 20.** The Route Map of the venue of AGM is given at the last page of Annual Report.

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

Place: Hyderabad
Date: 31st August 2018

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

ANNEXURE TO THE NOTICE
ADDITIONAL INFORMATION

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

Name of the Director	Tekulapalli Sanjay Reddy
Date of first appointment on the Board	20 th day of September, 2013
Date of Birth	29.06.1968 (50 Years)
Qualification, Experience & Expertise	Commerce graduate with a management degree in Marketing and Finance from Pune University. 28 years of rich experience in sales, distribution, programming and general management in Media, Internet and Entertainment industries. He is the founder and promoter of the Company.
Directorships in other Companies	<ul style="list-style-type: none"> • Dream Boat Entertainment Private Limited (Under the process of Strike off). Foreign Companies: <ul style="list-style-type: none"> • Dream Boat Entertainment Pte Limited
No. & % of Shares held in the Company	14,68,800 equity shares i.e., 31.64%
Relation between Directors inter-se	Husband of Smt. Swathi Reddy, Non-Executive Director.

Name of the Director	Rama Koti Reddy Kondamadugula
Date of Birth	15.07.1961 (57 Years)
Date of first appointment on the Board	He was appointed as an Additional Director by the Board of Directors of the Company at their Meeting held on 29 th May 2018.
Qualification, Experience & Expertise	Ph.D. in Plant Sciences from Kakatiya University, India, M. Sc, Plant Sciences from Kakatiya University, Warangal, India and Post-Doctoral Research: plant biotechnology, University of Hyderabad, India and University of Bayreuth, Germany. He has over 24 years of experience across Biotechnology Industry.
Directorships in other Companies	<ul style="list-style-type: none"> • Sri Bioremedies Private Limited • Sri Greencover India Private Limited • Sri Lakshmi Agri Biotech Private Limited • Sri Biosphere Private Limited • Sri Power Transgen Private Limited • Sri Bioaesthetics Private Limited
No. & % of Shares held in the Company	7200 equity shares i.e., 0.155%
Relation between Directors inter-se	NA

Name of the Director	Anil Kumar Pallala
Date of Birth	18.01.1982 (36 Years)
Date of first appointment on the Board	01 st day of September 2014
Qualification, Experience & Expertise	Audio Engineer. He is a Founder, Ex-Director of Whacked Out Media Private Limited – one of leading MCN in the country, Promo/Music Producer of BIG 92.7 FM
Directorships in other Companies	<ul style="list-style-type: none"> • Chintala Sports Private Limited • Inani Media Private Limited
No. & % of Shares held in the Company	3,00,000 equity shares i.e.,6.46%
Relation between Directors inter-se	NA

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3: Appointment of Dr. Rama Koti Reddy Kondamadugula (DIN: 00259576) as an Independent Director

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

The appointment of Dr. Rama Koti Reddy Kondamadugula shall be effective upon approval by the members in the Meeting.

Dr. Rama Koti Reddy Kondamadugula is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Dr. Rama Koti Reddy Kondamadugula that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, **Dr. Rama Koti Reddy Kondamadugula** fulfills the conditions for his appointment as an Independent Director as specified in the Act. **Dr. Rama Koti Reddy Kondamadugula** is independent of the management and possesses appropriate skills, experience and knowledge.

Brief resume of Dr. Rama Koti Reddy Kondamadugula (Dr. KRK Reddy):

Dr. KRK Reddy is an entrepreneur and has done his Ph.D. in Plant Sciences from Kakatiya University, India, M. Sc, Plant Sciences from Kakatiya University, Warangal, India and Post-Doctoral Research: plant biotechnology, University of Hyderabad, India and University of Bayreuth, Germany.

After post-doctoral research, Dr. Reddy started a private bio control laboratory at Hyderabad in the year 1994 with a focus to develop safe and green alternatives for agro chemicals for crop nutrition and protection. The in-House R&D of the company is well recognized by national and international research institutions.

Dr. Reddy guided 50 postgraduates and 2 Doctoral students and filed 7 patents. He received several National and International awards for his contributions in research, innovations, product development with special reference to bio intensive integrated crop management to improve agricultural productivity.

Dr. Reddy also happens to be member in over fifteen national and international societies and bodies as well as on the board of studies and biotech committees of Osmania University, Kakatiya University, Yogivemana University, Nagarjuna University, and Padmavathi Mahila University. Apart from this, he also served Department of Biotechnology, Govt. of India as member of task force on Biofertilisers and Biopesticides. Currently he is the member of FICCI-Telangana sub-committee on Agriculture and food processing and CII-Telangana task force on Agriculture.

Dr. Reddy received several International, National and State level awards for his contribution in the field of agriculture technology and innovations.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that **Dr. Rama Koti Reddy Kondamadugula** is appointed as an Independent Director of the Company.

Dr. Rama Koti Reddy Kondamadugula was appointed as an Additional Director by the Board in their meeting held on 29th May 2018. **Dr. Rama Koti Reddy Kondamadugula** is a member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Board of Directors of the Company.

Dr. Rama Koti Reddy Kondamadugula holds 7200 shares in the Company. The Board consider that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Rama Koti Reddy Kondamadugula as an Independent Director.

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

Copy of the draft letter for appointment of Dr. Rama Koti Reddy Kondamadugula as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

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

Your Directors recommend the Resolution for your approval.

Item 4 & 5: To Consider and approve the Increase in remuneration of Mr. Tekulapalli Sanjay Reddy, Chairman & Managing Director and Mr. Anil Kumar Pallala as Whole Time Director of the Company.

The members of the Company had appointed Mr. Tekulapalli Sanjay Reddy as Chairman & Managing Director and Mr. Anil Kumar Pallala as whole Time Director of the Company by means of passing a special resolution at their Extraordinary Meeting of the Company held on 15th May 2017 for a period of three years from with effect from 01st April 2017, in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

The performance of the Company during the Financial year 2017-18 has enhanced in comparison with the Previous year 2016-17. Company made considerable progress in terms of profitability and growth. Upon the recommendations of the Nomination & Remuneration Committee the Board of directors of the Company at their meeting held on 31st August 2018, increased the remuneration of Mr. Tekulapalli Sanjay Reddy and Mr. Anil Kumar Pallala as follows with effect from 01st September, 2018.

The aforesaid Managerial remuneration for the said years falls within the purview of Section II of Part II of Schedule V of the Companies Act, 2013. Details of remuneration payable to the abovementioned Director is given below:

Remuneration to Mr. Tekulapalli Sanjay Reddy:

Sl. No.	Particulars	Amount (Rs.)
1.	Basic Salary	Up to Rs.39,00,000/-
2.	House Rent Allowance (HRA)	Up to Rs. 19,50,000/-
3.	Special Allowance	Up to Rs. 19,50,000/-

Remuneration to Mr. Anil Kumar Pallala:

Sl. No.	Particulars	Amount (Rs.)
1.	Basic Salary	Up to Rs.18,90,000/-
2.	House Rent Allowance (HRA)	Up to Rs. 9,45,000/-
3.	Special Allowance	Up to Rs. 9,45,000/-

THE FOLLOWING ADDITIONAL DETAILED INFORMATION AS PER SECTION – II OF SCHEDULE V IS AS FOLLOWS:

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.	Particulars	2017-18	2016-17	2015-16
	Revenue	8,40,07,972	2,99,93,287	2,01,74,196
	Profit before Tax	1,17,74,817	37,31,226	9,71,958
	Provision for Taxation	22,43,691	7,10,985	2,00,740
	Profit/(Loss) after tax	94,06,499	26,15,348	6,65,173
e) Foreign investments or collaborators, if any	“ Dream Boat Entertainment PTE Limited ” is a Wholly Owned Subsidiary of Silly Monks situated in Hong Kong.			
II. Information about the appointee:				
a) Background details	Mr. T. Sanjay Reddy, aged about 50 years, He is the founder and promoter of the Company is a Media Professional, Producer, Actor and known for leading some of the top TV Channels of India in the regional space. He possesses Post Graduation Degree in Business Administration with double specialization in Marketing as well as Finance from University of Pune.		Mr. Anil Kumar Pallala, aged about 36 years, is an Audio Engineer. He is Co-Founder of the Company. He is Founder & Ex-Director of Whacked Out Media Private Limited, incorporated in the year 2009 in Hyderabad, India.	
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.)
	2017-18	60,00,000	2017-18	30,00,000
	2016-17	36,00,000	2016-17	24,00,000
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 Director of the Company. Company was the Winner of the Start-Up of the Year 2014 award by Silicon India & Best Start-Up Business Excellence Award 2017.	
d) Job profile and his suitability	Mr. T. Sanjay Reddy has been serving the Company since inception in the capacity of a Director. Over the period Company has grown up manifold on various parameters. This growth to the large extent is attributable to the hard work and decision of the director. In view of their Vital position, the board proposes to increase their remuneration as detailed above. And he is fit and proper as		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. In view of their Vital position, the board proposes to increase their remuneration as detailed above. And he is fit and proper as Whole Time Director of the Company	

	Chairman & Managing Director of the Company	
e) Remuneration proposed	As mentioned in item No.4 of the Notice.	As mentioned in item No.5 of the Notice.
f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	In the past few years, the remuneration of Senior Executives in the industry in general has gone up manifold. The proposed revision in the remuneration to Managing Director & Whole Time Director is purely based on merit. Further, the Board, perused the proposed revision in the remuneration of managerial persons in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Sanjay Reddy & Mr. Anil Kumar Pallala before approving their remuneration as proposed hereinabove.	
g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. T Sanjay Reddy has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of a Managing Director. He holds 14,68,800 equity shares i.e., 31.64% of the Company.	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 3,00,000 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 5 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 production, 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. During the year, the Company has also expanded its offices in Chennai & Kochi.	
c) Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improving margins in current year	
IV. Disclosures:		
1. The remuneration package of all the managerial persons are given in the respective resolutions.		

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	50 years	36 years
Qualifications	Commerce graduate with a management degree in Marketing and Finance from Pune University.	Audio Engineer

Experience	27 years of rich experience in sales, distribution, programming and general management in Media, Internet and Entertainment industries.	He is a Founder, Ex-Director of Whacked Out Media Private Limited – one of leading MCN in the country, Promo/Music Producer of BIG 92.7 FM
Terms and conditions of appointment or reappointment	Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Chairman & Managing Director of the Company, as approved by the Special resolution passed at the Extraordinary General Meeting of the Company held on 15 th of May 2017 shall remain unchanged.	Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company, as approved by the Special resolution passed at the Extraordinary General Meeting of the Company held on 15 th of May 2017 shall remain unchanged.
Last drawn remuneration	Rs.60,00,000/- p.a.	Rs.30,00,000/- p.a.
Date of first appointment on the Board	20 th day of September, 2013	01 st day of September, 2014
No. of share held	14,68,800 Equity Shares	3,00,000 Equity Shares
Relationship with Directors, Managers & KMP	Husband of Smt. Swathi Reddy, Non-Executive Director. Save and Except the aforesaid. Mr. T. Sanjay Reddy is not related to any of the directors of the Company.	Mr. Anil Kumar Pallala is Not related to any of the directors of the Company.
Number of Board Meeting attended during FY 2016	11	11
Other Directorship	<ul style="list-style-type: none"> - Dream Boat Entertainment Private Limited (Under the Process of Strike off) - Dream Boat Entertainment Pte Limited 	<ul style="list-style-type: none"> - Chintala Sports Private Limited - Inani Media Private Limited
Chairman/ Member of the Committees of Boards of other companies	N.A.	N.A.

Thus, the Board of Directors recommends the resolution set out at Item no. 4&5of the notice for your approval, by passing **Special Resolution**.

Mr. Tekulapalli Sanjay Reddy & Mr. Anil Kumar Pallala and their relatives may be deemed to be interested in the respective resolutions proposing the appointments set out at Item No.4 and 5 in the Notice.

Save and except the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No. 4 and 5 in the Notice.

By order of the Board of Directors
For Silly Monks Entertainment Limited
Sd/-
Ms. Sushma Barla
Company Secretary & Compliance Officer

Place: Hyderabad
Date: 31st August 2018



SILLY MONKS ENTERTAINMENT LIMITED

CIN: U92120TG2013PLC090132

**Registered Office: 301, Ektha Pearl, 2-17-89, B P Raju Marg, Kothaguda, Kondapur,
Hyderabad – 500084, Telangana, India**

Website – www.sillymonks.com Email – investor@sillymonks.com

ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING

(To be surrendered at the venue of the meeting)

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

I, hereby record my presence at the Annual General Meeting of the shareholders of Silly Monks Entertainment Limited held on Saturday, 29th day of September, 2018 at 10.00 A.M. at the registered office of the Company situated at 301, Ektha Pearl, 2-17-89, B P Raju Marg, Kothaguda, Kondapur, Hyderabad – 500084, Telangana, India.

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

*Applicable if the shares held in electronic form

Name & Address of Member

Signature of Shareholder/Proxy/Representative
(Please Specify)



SILLY MONKS ENTERTAINMENT LIMITED

CIN: U92120TG2013PLC090132

**Registered Office: 301, Ektha Pearl, 2-17-89, B P Raju Marg, Kothaguda, Kondapur,
Hyderabad – 500084, Telangana, India**

Website – www.sillymonks.com Email – investor@sillymonks.com

**Form No. MGT-11
PROXY FORM**

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

CIN	U92120TG2013PLC090132		
Name of the company	SILLY MONKS ENTERTAINMENT LIMITED		
Registered office	301, Ektha Pearl, 2-17-89, B P Raju Marg, Kothaguda, Kondapur, Hyderabad – 500084, Telangana, India.		
Name of the member(s)			
Registered Address			
Email Id			
Folio No / Client ID		DP ID :	

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

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

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company to be held on Saturday, 29th day of September, 2018 at 10.00 A.M. at 301, Ektha Pearl, 2-17-89, B P Raju Marg, Kothaguda, Kondapur, Hyderabad – 500084, Telangana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

ROUTE MAP OF THE VENUE OF 05TH ANNUAL GENERAL MEETING

Address: 301, Ektha Pearl, 2-17-89, B P Raju Marg, Kothaguda, Kondapur, Hyderabad – 500084, Telangana, India

