



**SILLY MONKS ENTERTAINMENT LIMITED**

**CIN: L92120TG2013PLC090132**

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

**Website – [www.sillymonks.com](http://www.sillymonks.com) Email – [investor@sillymonks.com](mailto:investor@sillymonks.com)**

**NOTICE**

Notice is hereby given that the **06<sup>th</sup>Annual General Meeting** of the Members of **Silly Monks Entertainment Limited** will be held on Monday, the 30<sup>th</sup> September 2019 at 03:00 P.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:

**A. ORDINARY BUSINESS:**

**1. Adoption of Financial Statements & Reports**

To consider and adopt (a) the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the reports of the Auditors and Board of Directors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the report of Auditors thereon and in this regard, pass the following resolutions, with or without modification(s), as **Ordinary Resolutions**:

- a) **“RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the reports of the Auditors and Board of Directors thereon laid before this meeting, be and are hereby considered and adopted.”
- b) **“RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

**2. Declaration of Dividend**

To declare a final dividend of Rs. 1/- (One Rupee Only) per equity share for the Financial Year 2018-19. With an intention that the shareholders of the Company should also have an access to distributable earnings of the Company, the Company proposes to declare the aforesaid Dividend. Therefore, members are requested to consider and if thought fit, to pass the following resolution with or without modification(s), as **Ordinary Resolution**:

**“RESOLVED THAT** a dividend at the rate of Rs. 1/- (One Rupee only) per equity share of Rs.10/- (Rupees Ten Rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended 31<sup>st</sup> March, 2019 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31<sup>st</sup> March, 2019.”

**3. Appointment of Mr. Anil Kumar Pallala, as a director who retires by rotation**

To appoint a Director in place of Mr. Anil Kumar Pallala, Whole Time Director (DIN: 02416775) who retires by rotation and being eligible, offers himself for re-appointment.

**Mr. Anil Kumar Pallala**, being longest in the office amongst the Directors liable to retire by rotation is

proposed to retire at the ensuing Annual General Meeting. He has given his expertise, experience in the entertainment Industry and his contribution to the success of the Company, it is proposed to re-appoint him as a Director.

To the extent that **Mr. Anil Kumar Pallala**, is required to retire by rotation, he would need to be re-appointed as a Director of the Company, who shall continue his term as a Whole Time Director of the Company. Also, please refer Additional Information on Director recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards -2 as prescribed by the Institute of Company Secretaries of India, on page number 12. Therefore, members are requested to consider and if thought fit, to pass the following resolution, with or without modification(s), as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Anil Kumar Pallala, (DIN: 02416775), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall continue as a Whole Time Director of the Company.”

#### 4. Appointment of Statutory Auditors

To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the 11<sup>th</sup> Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Ramasamy Koteswara and Co. LLP (Formerly Known as M/s. Ramasamy koteswara & Co.), Chartered Accountants, (Registration No. 010396S/S200084, Hyderabad, be and is hereby appointed as the Statutory Auditors of the Company for a term of 5 (Five) years commencing from the conclusion of this Annual General Meeting till the conclusion of eleventh Annual General Meeting, at such remuneration of Rs.50,000/-p.a. and reimbursement of out-of-pocket expenses incurred.”

#### **SPECIAL BUSINESS:**

#### 5. Approval of Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013 (The “Act”) and other applicable provisions of the Act

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

**“RESOLVED THAT** pursuant to the provisions of Section 185, 186 and such other provisions, (as may be applicable) of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and all other rules, regulations, notifications and circulars issued (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time), approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution),

to grant a loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by the subsidiary Company of the Company (in which any director is deemed to be interested) **INANI Media Private Limited** (“IMPL”) (CIN No. U74900TG2016PTC103046), up to a sum not exceeding Rs. 2,40,00,000 (Rupees Two Crores and Forty Lakhs only) in one or more tranches, for the principle business activities of IMEL, at any point in time, in their absolute discretion deem beneficial and in the interest of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors or any committee thereof, be and are hereby authorised to execute necessary documents, papers, agreements, do all such acts, deeds and matters including but not limited to making requisite filings with Ministry of Corporate Affairs, Stock Exchanges or any other statutory / regulatory bodies, in India, as the case may be, from time to time, that may be required in connection with the above resolution.”

**Registered Office:**

CIN: L92120TG2013PLC090132  
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: 23.08.2019

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

**NOTES FOR MEMBERS:**

**1. Proxy/Authorized Representative:**

- i) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- ii) The instrument appointing proxy (Proxy Form), in order to be effective must be deposited at the registered office of the Company, not less than 48 (Forty-Eight) hours before the commencement of the AGM. Proxy Form is enclosed with the Notice.
- iii) Members are requested to note that a person can act as proxy on behalf of the Members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
- iv) A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 (Twenty Four) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 (three) days of notice in writing is to be given to the Company.

2. Members / proxies / authorized representatives are requested to bring duly filled admission / attendance slips and Annual Reports. Members are requested to come to the venue of the meeting well in advance

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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.

- v) Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote in their behalf at the Meeting.
- vi) In case of joint holders attending the AGM, only such joint holders who is higher in the order of names will be entitled to vote.
- vii) Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/Company.

**3. Book Closure and Dividend:**

- a) The Register of Members and the Share Transfer Books of the Company will remain closed from **24<sup>th</sup> September, 2019** to **30<sup>th</sup> September, 2019** (both days inclusive) for the purpose of payment of dividend.
- b) If dividend on Equity Shares, as recommended by the Board, is approved at the Annual General Meeting, the payment of such dividend will be made as per the provisions of the Act, as under:
  - i) to all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories for this purpose as at the end of business hours on **23<sup>rd</sup> September, 2019**.
  - ii) to all Members in respect of Shares held in physical form, after giving effect to valid share transfers lodged with the Company on or before **23<sup>rd</sup> September, 2019**.

**4. Cut Off Date:**

- i) This Notice is being sent to all the Members whose names appears as on Friday, August 23, 2019, in the Register of Members or in the Register of beneficial owners as received from **M/s. Bigshare Services Private Limited**, the Registrar and Transfer Agent (“RTA”) of the Company.
- ii) A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on Monday, **23<sup>rd</sup> September, 2019**, (the “**Cut Off Date**”) only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date.

**5. Payment of Dividend and Treatment of Unclaimed Dividend & Shares**

- (i) Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the AGM will be paid within a period of 30 (thirty) days from the date of declaration, to the Members, whose names appear on the Company’s Register of Members as on Monday, **23<sup>rd</sup> September, 2019**. In respect of shares held in Dematerialized form, the dividend will be paid based on the details of beneficial ownership furnished by the Depositories for this purpose.
- (ii) Members of the Company are informed that pursuant to the applicable provisions of the Companies Act, 2013, the dividends that remain unpaid/unclaimed for a period of 7 (seven) years from the date of transfer to the unpaid dividend account and underlying equity shares on which dividend remain unpaid/unclaimed for a period of 7 (seven) consecutive years are required to be transferred to the Investor Education & Protection Fund (“IEPF”) Authority established by the Central Government.
- (iii) The Securities and Exchange Board of India (“SEBI”) has made it mandatory for all the Companies to use bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the Member’s bank account through NECS wherever complete core banking details are

available with the Company. For payment of dividend to the Members holding shares in electronic mode, the Company will use bank particulars registered against their respective depository accounts. In cases where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records. Accordingly, Members are encouraged to claim payment of dividend in terms of above mentioned electronic payment modes by filling up the details required in attached ECS Mandate Form & sending the same as per the instructions given therein.

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

**a) Registered Office of the Company: M/s. Silly Monks Entertainment Limited**, 301, Ektha Pearl, 2-17-89, B P Raju Marg, Kothaguda, Kondapur, Hyderabad – 500084, Telangana, India, Tel.: 040 – 2300 4518, Email: [investor@sillymonks.com](mailto:investor@sillymonks.com)

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

## **6. Communication to Members**

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

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

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

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

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

## **7. Voting by Members**

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

(i) Members may cast their votes through electronic means by using an electronic voting system from a

place other than the venue of AGM (“Remote E-voting”) in the manner provided below during the e-voting period as mentioned below in Para 6.1.

- (ii) At the venue of AGM, voting shall be done through ballot papers (“Ballot Paper”) and the Members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper. Ballot Papers will be made available at the venue of the AGM.
- (iii) A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts vote through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

### **7.1 Voting Through Electronic Means**

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 pleased to provide facility of Remote E-voting to all its Members, to enable them to cast their votes on resolutions proposed to be considered at the AGM and set forth in this Notice electronically and the business mentioned in the Notice may be transacted through e-voting.

#### **Details of E-Voting:**

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 06<sup>th</sup> Annual General Meeting.

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

**The e-voting period will commence on Friday, 27<sup>th</sup> September 2019 (09:00 a.m.) and will end on Sunday, 29<sup>th</sup> September 2019 (05:00 p.m.).** During this period, members of the company, holding shares either in Physical form or in Dematerialized form, as on **Cut-Off Date** i.e. **23<sup>rd</sup> September 2019**, may cast their vote electronically. The Remote E-Voting shall not be allowed beyond 5:00 PM. on 29<sup>th</sup> September 2019 and the e-voting module shall be disabled by CDSL for voting thereafter.

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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> <li>• 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.</li> </ul>
Dividend Bank Details <b>Or</b> 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"> <li>• 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).</li> </ul>

- (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

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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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**B. In case of members receiving the physical copy of notice of 06<sup>th</sup> 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, **23<sup>rd</sup> September, 2019**.
- (ii) Members can opt for only one mode of voting, i.e., either by venue voting or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through venue voting will be treated as invalid.

**7.2 Voting Through Ballot Paper:**

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

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

- (iii) 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](http://www.sillymonks.com) and on the



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website of [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.

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

#### **8. SCRUTINIZER**

- (i) Mr. Jineshwar Kumar Sankhala, Company Secretary in Practice (COP No. **18365**) having consented to act as a scrutinizer has been appointed as “Scrutinizer” for scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.
- (ii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “**Ballot Paper**” for all those Members who are present at the AGM but have not cast their votes by availing the Remote E-voting facility.
- (iii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot Papers and thereafter unblock the votes casted through e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within a period not later than **2 (Two) days** from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

#### **9. Declaration of Results**

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

#### **10. Nomination**

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

#### **11. Dematerialization**

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

#### **12. Explanatory Statement and Additional Information**

- (i) The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
- (ii) Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India (“ICSI”) pertaining to the Directors proposed to be appointed/re-appointed and fixation of remuneration vide Item No. 4 of the Notice is provided in “**Annexure A**” to this Notice.

Director(s) have furnished the requisite consents/ declarations for their appointment / re-appointment.

- (iii) The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to the depository participants with whom they are maintaining their demat accounts.
- (iv) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any members as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified

**13. Other Information**

- (i) Route Map for the AGM is also enclosed with the Notice for easy location of the Venue, Copy of the AGM Notice along with the route map will also be available on the website of the Company at **www.sillymonks.com** in the Investor Relations section.
- (ii) As per Section 118(1) of the Companies Act, 2013 read with the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, "No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting".
- (iii) Shareholders are requested to immediately notify any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) and to the Registrar and Share Transfer Agent of the Company viz. **Bigshare Services Pvt. Ltd.**, 306, Right Wing, Amrutha Ville, Opp. Yasodha Hospital, Somajiguda, Raj Bhavan Road, Hyderabad - 500082, having email Id **bsshyd@bigshareonline.com** to receive the soft copy of the annual report and all other communication and notice of the meetings etc., of the Company.
- (iv) The annual report for the financial year 2018-19 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 2018-19, 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**.
- (v) Pursuant to the requirement of SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015 the Company declares that, the equity shares of the Company are listed on the Stock Exchange at **NSE – Emerge** (SME Platform).

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

Place: Hyderabad  
Date: 23.08.2019

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	Anil Kumar Pallala
DIN	02416775
Date of Birth	18.01.1982 (36 Years)
Date of first appointment on the Board	01 <sup>st</sup> 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	INANI Media Private Limited
No. & % of Shares held in the Company	3,00,000 equity shares i.e.,6.46%
Memberships/ Chairmanships of committees of other Public Companies(includes only Audit Committee and Stakeholders Relationship Committee)	-
Relation between Directors inter-se	NA

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 & REGULATION 36 OF SEBI (LODR) REGULATIONS, 2015**

**Item No. 4:**

**Appointment of Statutory Auditors' of the Company:**

Members of the Company at the 01<sup>st</sup> Annual General Meeting ('AGM') held on 18th December 2014, have appointed M/s. Ramasamy Koteswara Rao and Co LLP (Formerly Known as M/s. Ramasamy koteswara & Co.) (**RK & Co./ The Auditors**), Chartered Accountants, (Registration No. 010396S/S200084), Hyderabad, as Statutory Auditors of the Company to hold office from the conclusion of that AGM till the conclusion of the 06th AGM at such remuneration as may be decided by the Board of Directors. **RK & Co.** will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, for the re-appointment of the Auditor for further period of five years from the conclusion of this AGM till the conclusion of the 11<sup>th</sup> AGM. On the recommendation of the Committee, the Board also recommended for the approval of the Members, the remuneration of RK & Co. for the financial year 2019-20 as set out in the Resolution relating to their appointment.

The Audit Committee has considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, market standing of the firm, clientele served, technical knowledge etc., and recommended their re-appoint as statutory Auditors of the Company for further terms of 5 (Five) years from the conclusion of this Annual General Meeting till the conclusion of the 11<sup>th</sup> Annual General Meeting

The Auditors have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. The Board recommends this Resolution for your approval

**Item 5:**

**Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013 (The “Act”) and other applicable provisions of the Act**

The Company being the holding company of its subsidiary i.e., **M/s. INANI Media Private Limited**, is expected to render support for the business requirements of its subsidiary, from time to time. However, owing to certain restrictive provisions contained in the Section 185, 186 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to it. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to its subsidiary or give guarantee or provide security in respect of loans taken by its subsidiary, for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the Subsidiary.

None of the directors or Key Managerial Personnel and / or their relatives is deemed to be interested or concerned financial or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The board recommends passing the resolution as set out at item no.6 of this notice as a special resolution.

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

Place: Hyderabad  
Date: 23.08.2019

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

**SILLY MONKS ENTERTAINMENT LIMITED****CIN: L92120TG2013PLC090132****Registered Office: 301, Ektha Pearl, 2-17-89, B P Raju Marg, Kothaguda, Kondapur,  
Hyderabad – 500084, Telangana, India****Website – [www.sillymonks.com](http://www.sillymonks.com) Email – [investor@sillymonks.com](mailto:investor@sillymonks.com)****ATTENDANCE SLIP FOR 06<sup>th</sup> 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 06<sup>th</sup> Annual General Meeting of the shareholders of Silly Monks Entertainment Limited held on Monday, 30<sup>th</sup> day of September, 2019 at 03.00 P.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: L92120TG2013PLC090132**

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

**Website – [www.sillymonks.com](http://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	<b>L92120TG2013PLC090132</b>	
Name of the company	<b>SILLY MONKS ENTERTAINMENT LIMITED</b>	
Registered office	<b>301, Ektha Pearl, 2-17-89, B P Raju Marg, Kothaguda, Kondapur, Hyderabad – 500084, Telangana, India.</b>	
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 Monday, 30<sup>th</sup> day of September, 2019 at 03.00 P.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:



Sl. No.	Resolutions	For	Against
1.	<b>To consider and adopt:</b> a) the audited financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 and the reports of the Auditors and Board of Directors thereon; <b>and</b> b) the audited consolidated financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 and the report of Auditors thereon		
2.	To declare a final dividend of Rs. 1/- (One Rupee) per equity share for the Financial Year 2018-19.		
3.	To appoint a Director in place of Mr. Anil Kumar Pallala, Whole Time Director (DIN: 02416775) who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the 11 <sup>th</sup> Annual General Meeting and to fix their remuneration.		
5.	To approve giving of Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013		

Signed this ..... day of ..... 2019.

Signature of shareholder: \_\_\_\_\_ Signature of Proxy holder(s): \_\_\_\_\_

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

**ROUTE MAP OF THE VENUE OF 06<sup>TH</sup> ANNUAL GENERAL MEETING**

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

