# entertainment network (India) limited

**Corporate Office:** Trade Gardens, Ground Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, India. Tel: 022 6753 6983. Fax: 022 6753 6800

August 4, 2016

| | |
|---|---|
| **BSE Limited,**<br>Rotunda Building, P. J. Towers,<br>Dalal Street, Fort, Mumbai: 400 001. | **National Stock Exchange of India Limited,**<br>Exchange Plaza, Bandra Kurla Complex,<br>Bandra- (East), Mumbai – 400 051. |

**BSE Scrip Code: 532700/ Symbol: ENIL: Reg. 44 Voting results of 17th AGM**

Dear Sir/Madam,

As per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and all other applicable provisions of the Companies Act, 2013, the Company had provided to its members the facility to cast their votes by electronic means on all the resolutions as stated in the 17th Annual General Meeting (AGM). Since voting by show of hands was not permissible as per the Companies Act, 2013, at the 17th AGM the Chairman ordered for a poll for the voting on all the resolutions and voting was conducted by means of poll. As per the Companies Act, 2013, Members who had already voted through Remote E-voting, did not vote on Poll at the 17th AGM.

The Board of Directors had appointed Mrs. Pooja Jain, Practicing Company Secretary (Membership No: F8160) as a Scrutinizer to scrutinize the Remote E-voting process in a fair and transparent manner. The Chairman appointed Mrs. Pooja Jain, Practicing Company Secretary (Membership No: F8160) and Mr. Vipin Mehta, Member of the Company as the Scrutinizers to conduct the Poll process at the 17th AGM in a fair and transparent manner.

The Scrutinizer issued separate Scrutinizer's Report on the Remote E-voting. The Scrutinizers issued separate Scrutinizers' Report on the poll taken on all the resolutions contained in the notice of the 17th AGM of the Company. The Scrutinizers also submitted the combined report on the result of Remote E-voting together with that of Poll. Reports of Scrutinizers were furnished on August 4, 2016.

**Mode of voting** for all the resolutions at the 17th AGM: Remote E-voting was conducted between July 30, 2016 and August 2, 2016 and poll was taken at the AGM.

Pursuant to the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], please find attached herewith the voting results of the 17th Annual General Meeting (AGM) of the Company held on August 3, 2016.

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**As per the consolidated Report of the Scrutinizer(s), all the resolutions as set out in the Notice of 17th AGM have been duly approved by the Members of the Company with requisite majority.**

| Resolution No. | Brief description of resolutions (Kindly refer to the AGM notice for complete resolutions) | Outcome of voting |
|---|---|---|
| 1 | Adoption of the audited financial statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon. | Approved with requisite majority |
| 2 | Adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2016 and the Report of the Auditors thereon. | Approved with requisite majority |
| 3 | To declare dividend on equity shares. | Approved with requisite majority |
| 4 | Re-appointment of Mr. Vineet Jain (DIN: 00003962) as a Director, liable to retire by rotation. | Approved with requisite majority |
| 5 | Ratification of appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration number - 101049W/ E300004), as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration. | Approved with requisite majority |
| 6 | Ratification of remuneration payable to the Cost Auditors, M/s. R. Nanabhoy & Co., Cost Accountants (Firm registration number- 00010). | Approved with requisite majority |
| 7 | Reappointment of Mr. Prashant Panday – Managing Director & CEO (DIN: 02747925). | Approved with requisite majority |
| 8 | Payment of remuneration to non – executive directors. | Approved with requisite majority |

Please also find herewith the following:

- Voting results as per the Regulation 44 of the Listing Regulations [voting results is combined result of Remote E-voting (Section 108 of the Companies Act, 2013) and Poll (Section 109 of the Companies Act, 2013)].
- Scrutinizers' reports on the electronic voting and voting on poll at the 17th AGM along with the consolidated report on voting.

# entertainment network (India) limited

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In the aforesaid results and reports, brief description of resolutions has been given.

Kindly refer to the AGM notice for the complete resolutions. In the event of any query, kindly feel free to call Mehul Shah on 9819701671.

Yours truly,
**For Entertainment Network (India) Limited**



**Vineet Jain**
***Chairman*** [DIN-00003962]

Encl: as above

**ENTERTAINMENT NETWORK (INDIA) LIMITED**
**CIN: L92140MH1999PLC120516**

**Outcome of the 17th AGM**

| Sl.No. | Description | | | | | |
|---|---|---|---|---|---|---|
| A | Date of the AGM | | | 03-Aug-16 | | |
| B | Book closure date | | | July 28, 2016 to August 3, 2016 (both days inclusive). The cut-off date (record date) for the purpose of voting was July 27, 2016 | | |
| C | Total number of shareholders on record date | | | 12575 | | |
| D | No. of Shareholders present in the meeting either in person or through proxy | | | 40 | | |
| | Shareholders | Present in person | Present through proxy | Total | Shares | % to paid-up capital |
| | Promoters and Promoter group | 1 | 0 | 1 | 33918400 | 71.15 |
| | Public | 38 | 1 | 39 | 121428 | 0.25 |
| | **Total** | **39** | **1** | **40** | **34039828** | **71.41** |
| E | No. of shareholders attended the meeting through Video conferencing | | | No video conferencing facility was made available. | | |

Total paid up capital 47670415

**For Entertainment Network (India) Limited**



**Vineet Jain**
***Chairman***
[DIN-00003962]
Place: Mumbai
Dated: August 4, 2016

| **Ordinary Resolution Number: 1** | Ordinary Resolution regarding adoption of the audited financial statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon. |
|---|---|

| Category | Mode of voting | No. of shares held | No. of votes polled * | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| | | | | (3)=[(2)/(1)]*100 | | | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 33918400 | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-voting | | 5887686 | 65.13 | 5887686 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 9040514 | 5887686 | 65.13 | 5887686 | 0 | 100.00 | 0.00 |
| Public – Non Institutions | E-voting | | 1074 | 0.02 | 1074 | 0 | 100.00 | 0.00 |
| | Poll | | 469 | 0.01 | 467 | 2 | 99.57 | 0.43 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 4711501 | 1543 | 0.03 | 1541 | 2 | 99.87 | 0.13 |
| **Total** | | **47670415** | **39807629** | **83.51** | **39807627** | **2** | **100.00** | **0.00** |

* valid votes

| **Ordinary Resolution Number: 2** | Ordinary Resolution regarding adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2016 and the Report of the Auditors thereon. |
|---|---|

| Category | Mode of voting | No. of shares held | No. of votes polled * | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| | | | | (3)=[(2)/(1)]*100 | | | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 33918400 | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-voting | | 5887686 | 65.13 | 5887686 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 9040514 | 5887686 | 65.13 | 5887686 | 0 | 100.00 | 0.00 |
| Public – Non Institutions | E-voting | | 1074 | 0.02 | 1074 | 0 | 100.00 | 0.00 |
| | Poll | | 469 | 0.01 | 467 | 2 | 99.57 | 0.43 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 4711501 | 1543 | 0.03 | 1541 | 2 | 99.87 | 0.13 |
| **Total** | | **47670415** | **39807629** | **83.51** | **39807627** | **2** | **100.00** | **0.00** |

* valid votes

| **Ordinary Resolution Number: 3** | Ordinary Resolution regarding declaring dividend on equity shares. |
|---|---|

| Category | Mode of voting | No. of shares held | No. of votes polled * | % of Votes Polled on outstanding shares | | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3) | | (4) | (5) | (6) | (7) |
| | | | | (3)=[(2)/(1)]*100 | | | | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| | | | | | | | | | |
| Promoter and Promoter Group | E-voting | | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 33918400 | 100.00 | | 33918400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Total | 33918400 | 33918400 | 100.00 | | 33918400 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-voting | | 6067686 | 67.12 | | 6067686 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Total | 9040514 | 6067686 | 67.12 | | 6067686 | 0 | 100.00 | 0.00 |
| Public – Non Institutions | E-voting | | 1074 | 0.02 | | 1074 | 0 | 100.00 | 0.00 |
| | Poll | | 469 | 0.01 | | 467 | 2 | 99.57 | 0.43 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Total | 4711501 | 1543 | 0.03 | | 1541 | 2 | 99.87 | 0.13 |
| **Total** | | **47670415** | **39987629** | **83.88** | | **39987627** | **2** | **100.00** | **0.00** |

* valid votes

| **Ordinary Resolution Number: 4** | Ordinary Resolution regarding re-appointment of Mr. Vineet Jain (DIN: 00003962) as a Director, liable to retire by rotation. |
|---|---|

| Category | Mode of voting | No. of shares held | No. of votes polled * | % of Votes Polled on outstanding shares | | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3) | | (4) | (5) | (6) | (7) |
| | | | | (3)=[(2)/(1)]*100 | | | | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| | | | | | | | | | |
| Promoter and Promoter Group | E-voting | | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 33918400 | 100.00 | | 33918400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Total | 33918400 | 33918400 | 100.00 | | 33918400 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-voting | | 6067686 | 67.12 | | 6067686 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Total | 9040514 | 6067686 | 67.12 | | 6067686 | 0 | 100.00 | 0.00 |
| Public – Non Institutions | E-voting | | 1074 | 0.02 | | 1074 | 0 | 100.00 | 0.00 |
| | Poll | | 469 | 0.01 | | 467 | 2 | 99.57 | 0.43 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Total | 4711501 | 1543 | 0.03 | | 1541 | 2 | 99.87 | 0.13 |
| **Total** | | **47670415** | **39987629** | **83.88** | | **39987627** | **2** | **100.00** | **0.00** |

* valid votes

| **Ordinary Resolution Number: 5** | Ordinary Resolution regarding ratification of appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration number - 101049W/ E300004), as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration. |
|---|---|

| Category | Mode of voting | No. of shares held | No. of votes polled * | % of Votes Polled on outstanding shares | | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3) | | (4) | (5) | (6) | (7) |
| | | | | (3)=[(2)/(1)]*100 | | | | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| | | | | | | | | | |
| Promoter and Promoter Group | E-voting | | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 33918400 | 100.00 | | 33918400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Total | 33918400 | 33918400 | 100.00 | | 33918400 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-voting | | 6067686 | 67.12 | | 6067686 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Total | 9040514 | 6067686 | 67.12 | | 6067686 | 0 | 100.00 | 0.00 |
| Public – Non Institutions | E-voting | | 1074 | 0.02 | | 1074 | 0 | 100.00 | 0.00 |
| | Poll | | 469 | 0.01 | | 467 | 2 | 99.57 | 0.43 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Total | 4711501 | 1543 | 0.03 | | 1541 | 2 | 99.87 | 0.13 |
| **Total** | | **47670415** | **39987629** | **83.88** | | **39987627** | **2** | **100.00** | **0.00** |

* valid votes

| **Ordinary Resolution Number: 6** | Ordinary Resolution regarding ratification of remuneration payable to the Cost Auditors, M/s. R. Nanabhoy & Co., Cost Accountants (Firm registration number- 00010). |
|---|---|

| Category | Mode of voting | No. of shares held | No. of votes polled * | % of Votes Polled on outstanding shares | | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3) | | (4) | (5) | (6) | (7) |
| | | | | (3)=[(2)/(1)]*100 | | | | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| | | | | | | | | | |
| Promoter and Promoter Group | E-voting | | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 33918400 | 100.00 | | 33918400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Total | 33918400 | 33918400 | 100.00 | | 33918400 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-voting | | 6067686 | 67.12 | | 6067686 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Total | 9040514 | 6067686 | 67.12 | | 6067686 | 0 | 100.00 | 0.00 |
| Public – Non Institutions | E-voting | | 1074 | 0.02 | | 1074 | 0 | 100.00 | 0.00 |
| | Poll | | 469 | 0.01 | | 467 | 2 | 99.57 | 0.43 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Total | 4711501 | 1543 | 0.03 | | 1541 | 2 | 99.87 | 0.13 |
| **Total** | | **47670415** | **39987629** | **83.88** | | **39987627** | **2** | **100.00** | **0.00** |

* valid votes

| **Special Resolution Number: 7** | Special Resolution regarding reappointment of Mr. Prashant Panday – Managing Director & CEO (DIN: 02747925). |
|---|---|

| Category | Mode of voting | No. of shares held | No. of votes polled * | % of Votes Polled on outstanding shares | | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3) | | (4) | (5) | (6) | (7) |
| | | | | (3)=[(2)/(1)]*100 | | | | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-voting | | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 33918400 | 100.00 | | 33918400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Total | 33918400 | 33918400 | 100.00 | | 33918400 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-voting | | 6067686 | 67.12 | | 6067686 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Total | 9040514 | 6067686 | 67.12 | | 6067686 | 0 | 100.00 | 0.00 |
| Public – Non Institutions | E-voting | | 1074 | 0.02 | | 1074 | 0 | 100.00 | 0.00 |
| | Poll | | 469 | 0.01 | | 467 | 2 | 99.57 | 0.43 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Total | 4711501 | 1543 | 0.03 | | 1541 | 2 | 99.87 | 0.13 |
| **Total** | | **47670415** | **39987629** | **83.88** | | **39987627** | **2** | **100.00** | **0.00** |

* valid votes

| **Special Resolution Number: 8** | Special Resolution regarding payment of remuneration to non – executive directors. |
|---|---|

| Category | Mode of voting | No. of shares held | No. of votes polled * | % of Votes Polled on outstanding shares | | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3) | | (4) | (5) | (6) | (7) |
| | | | | (3)=[(2)/(1)]*100 | | | | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-voting | | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 33918400 | 100.00 | | 33918400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Total | 33918400 | 33918400 | 100.00 | | 33918400 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-voting | | 6067686 | 67.12 | | 6067686 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Total | 9040514 | 6067686 | 67.12 | | 6067686 | 0 | 100.00 | 0.00 |
| Public – Non Institutions | E-voting | | 1074 | 0.02 | | 1067 | 7 | 99.35 | 0.65 |
| | Poll | | 469 | 0.01 | | 467 | 2 | 99.57 | 0.43 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | | 0 | 0 | 0.00 | 0.00 |
| | Total | 4711501 | 1543 | 0.03 | | 1534 | 9 | 99.42 | 0.58 |
| **Total** | | **47670415** | **39987629** | **83.88** | | **39987620** | **9** | **100.00** | **0.00** |

* valid votes

**For Entertainment Network (India) Limited**



**Vineet Jain**
***Chairman***
[DIN-00003962]

Place: Mumbai
Dated: August 4, 2016

VPP & ASSOCIATES
Practicing Company Secretaries

Office No. 12, 14th Floor, Navjivan Commercial Co-op. Society, Building No. 3, Lamington Road, Mumbai - 400 008
Tel: +91 22 6631 0888 / 6631 4830 | Website: hkacs.com

## SCRUTINIZER'S REPORT ON E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standards 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India]

To,
**The Chairman** of the 17th Annual General Meeting of the Equity Shareholders of **Entertainment Network (India) Limited** (the Company) held on Wednesday, the 3rd day of August, 2016 at 3.00 p.m. at Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018

Dear Sir,

1. I, Pooja Jain, Practicing Company Secretary (C.P. No.: 9136, Membership No.: F8160), Partner of M/s. VPP & Associates, Mumbai, have been appointed by the Board of Directors of **Entertainment Network (India) Limited** (the Company) as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (the Rules), Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions provided in the notice to the 17th Annual General Meeting (AGM) of the Members of the Company, held on Wednesday, 3rd day of August, 2016 at 3.00 p.m. at Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018, Maharashtra, India.

2. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions provided in the Notice to the 17th Annual General Meeting (AGM) of the Members of the Company. My responsibility as the Scrutinizer for the remote e-voting process is restricted to prepare a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ('KCPL'/'Karvy'/'Service Provider'/'R & TA'), the authorized agency to provide remote e-voting facilities and engaged by the Company.

3. Further to the above, we submit our report as under:-

   i. The remote e-voting period remained open from Saturday, 30th July 2016, 9.00 a.m. (IST) to Tuesday, 2nd August 2016, 5.00 p.m. (IST).

VPP & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

ii. The Members of the Company as on the "cut-off" date (record date) for the purpose of e-voting i.e. Wednesday, 27th July 2016 were entitled to vote on the resolutions (Item nos. 1 to 8 as set out in the notice of the 17th AGM of the Company).

iii. The E-voting platform was blocked on 2nd August 2016 after 5.00 p.m. (IST) and the votes cast were unblocked on 3rd August 2016 in the presence of two witnesses, Ms. Chetali Jain and Ms. Kalika Dabholkar, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

C. C. Jain

Name: Chetali Jain

K Dabholkar

Name: Kalika Dabholkar

iv. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "in favour" or "against" each of the resolutions that were put to vote at the 17th AGM of the Company, were generated from the e-voting website of Karvy Computershare Private Limited i.e. https://evoting.karvy.com and based on such reports generated, the result of the e-voting is annexed herewith and is part of this Report.

Thanking you,

Pooja Jain

**Pooja Jain**
**Scrutinizer**
**Practicing Company Secretary**
**C.P. No.: 9136**
**Membership No.: F8160**

VPP & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

**Date:** 4th August 2016
**Place:** Mumbai

Encl.: Result of e-voting

Acknowledge receipt of the same

For **Entertainment Network (India) Limited,**

**Vineet Jain**
**(DIN: 00003962)**
**Chairman and Non-Executive Director of 17th AGM of Entertainment Network (India) Limited**

**Date:** 4th August 2016
**Place:** Mumbai

Scrutinizer's Report on E-voting for resolutions proposed at the 17th AGM of Entertainment Network (India) Limited

| | |
|---|---|
| **Ordinary Resolution Number: 1** | Ordinary Resolution regarding adoption of the audited financial statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon. |

**(i)** Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 40 | 5888760 | 100.00 |

**(ii)** Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 0 | 0 | 0.00 |

**(iii)** **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them. |
|---|---|
| 1 | 180000 |

* includes members who abstained from voting

| | |
|---|---|
| **Ordinary Resolution Number: 2** | Ordinary Resolution regarding adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2016 and the Report of the Auditors thereon. |

**(i)** Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 40 | 5888760 | 100.00 |

**(ii)** Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 0 | 0 | 0.00 |

**(iii)** **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them. |
|---|---|
| 1 | 180000 |

* includes members who abstained from voting

VPP & ASSOCIATES ★ COMPANY SECRETARIES ★ MUMBAI

| | |
|---|---|
| **Ordinary Resolution Number: 3** | Ordinary Resolution regarding declaring dividend on equity shares. |

**(i)** Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 41 | 6068760 | 100.00 |

**(ii)** Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 0 | 0 | 0.00 |

**(iii)** **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them. |
|---|---|
| 0 | 0 |

* includes members who abstained from voting

| | |
|---|---|
| **Ordinary Resolution Number: 4** | Ordinary Resolution regarding re-appointment of Mr. Vineet Jain (DIN: 00003962) as a Director, liable to retire by rotation. |

**(i)** Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 41 | 6068760 | 100.00 |

**(ii)** Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 0 | 0 | 0.00 |

**(iii)** **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them. |
|---|---|
| 0 | 0 |

* includes members who abstained from voting

VPP & ASSOCIATES ★ COMPANY SECRETARIES ★ MUMBAI

| | |
|---|---|
| **Ordinary Resolution Number: 5** | Ordinary Resolution regarding ratification of appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration number - 101049W/ E300004), as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration. |

**(i)** Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 41 | 6068760 | 100.00 |

**(ii)** Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 0 | 0 | 0.00 |

**(iii)** **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them. |
|---|---|
| 0 | 0 |

* includes members who abstained from voting

| | |
|---|---|
| **Ordinary Resolution Number: 6** | Ordinary Resolution regarding ratification of remuneration payable to the Cost Auditors, M/s. R. Nanabhoy & Co., Cost Accountants (Firm registration number- 00010). |

**(i)** Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 41 | 6068760 | 100.00 |

**(ii)** Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 0 | 0 | 0.00 |

**(iii)** **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them. |
|---|---|
| 0 | 0 |

* includes members who abstained from voting

VPP & ASSOCIATES ★ COMPANY SECRETARIES ★ MUMBAI

| **Special Resolution Number: 7** | Special Resolution regarding reappointment of Mr. Prashant Panday – Managing Director & CEO (DIN: 02747925). |
|---|---|

**(i)** Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 41 | 6068760 | 100.00 |

**(ii)** Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 0 | 0 | 0.00 |

**(iii)** **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them. |
|---|---|
| 0 | 0 |

* includes members who abstained from voting

| **Special Resolution Number: 8** | Special Resolution regarding payment of remuneration to non – executive directors. |
|---|---|

**(i)** Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 40 | 6068753 | 100.00 |

**(ii)** Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 1 | 7 | 0.00 |

**(iii)** **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them. |
|---|---|
| 0 | 0 |

* includes members who abstained from voting

VPP & ASSOCIATES ★ COMPANY SECRETARIES ★ MUMBAI

Thanking you,

Yours faithfully,

**Pooja Jain**

Scrutinizer
Practicing Company Secretary
Membership No: F8160
Place: Mumbai
Dated: August 4, 2016

VPP & ASSOCIATES ★ COMPANY SECRETARIES ★ MUMBAI

**For Entertainment Network (India) Limited**
**Chairman**
**Vineet Jain**
[DIN-00003962]

Place: Mumbai
Dated: August 4, 2016

**FORM MGT-13**

**SCRUTINIZERS' REPORT (ON POLL AT AGM)**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
**The Chairman** of the 17th Annual General Meeting
of the Equity Shareholders of
**Entertainment Network (India) Limited** [CIN: L92140MH1999PLC120516]
held on Wednesday, the 3rd day of August, 2016 at 3.00 p.m. at
Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018

Dear Sir,

We, Pooja Jain, Practicing Company Secretary (C.P. No.: 9136, Membership No.: F8160), Partner of M/s.VPP & Associates, Mumbai and Vipin Mehta, Member of the **Entertainment Network (India) Limited ('the Company'/'ENIL')** having DP-Client Id 1206690000058462, were appointed as the Scrutinizers for the purpose of the poll taken on the resolutions mentioned in the notice of the 17th Annual General Meeting (AGM) of the Company, at the said AGM of the Equity Shareholders of the Company, held on Wednesday, 3rd August, 2016, at 3.00 p.m. at Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018, Maharashtra, India.

We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.

2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized, serially numbered and initialled by us. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the authorizations / proxies lodged with the Company.

3. There were 22 (Twenty Two) poll papers representing 33,918,869 (Three Crores Thirty Nine Lacs Eighteen Thousand Eight Hundred and Sixty Nine) equity shares. We did not find any invalid poll paper.

VPP & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

4. The result of the Poll is annexed herewith and forming part of this Report. In the said annexure, brief description of resolutions has been given. Kindly refer to the notice of the 17th AGM for the complete resolutions.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "IN FAVOUR" and "AGAINST" is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,

VPP & ASSOCIATES ★ COMPANY SECRETARIES ★ MUMBAI

**Pooja Jain**
**Practicing Company Secretary**
**Scrutinizer**
**C.P. No.: 9136; Mem. No.: F8160**

**Date:** 4th August 2016
**Place:** Mumbai

**Vipin Mehta**
**Member**
**Scrutinizer**
**DP-Client Id 1206690000058462**

**Date:** 4th August, 2016
**Place:** Mumbai

Encl.: Result of the poll

Acknowledge receipt of the same

For **Entertainment Network (India) Limited**

**Vineet Jain**
**(DIN: 00003962)**
**Chairman and Non-Executive Director of the 17th AGM of Entertainment Network (India) Limited**

**Date:** 4th August, 2016
**Place:** Mumbai

| **Ordinary Resolution Number: 1** | Ordinary Resolution regarding adoption of the audited financial statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon. |
|---|---|

**(i)** Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 21 | 33918867 | 100.00 |

**(ii)** Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 1 | 2 | 0.00 |

**(iii)** **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them. |
|---|---|
| 0 | 0 |

* includes members who abstained from voting

| **Ordinary Resolution Number: 2** | Ordinary Resolution regarding adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2016 and the Report of the Auditors thereon. |
|---|---|

**(i)** Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 21 | 33918867 | 100.00 |

**(ii)** Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 1 | 2 | 0.00 |

**(iii)** **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them. |
|---|---|
| 0 | 0 |

* includes members who abstained from voting

VPP & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

| Ordinary Resolution Number: 3 | Ordinary Resolution regarding declaring dividend on equity shares. |
|---|---|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 21 | 33918867 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 1 | 2 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them. |
|---|---|
| 0 | 0 |

* includes members who abstained from voting

| Ordinary Resolution Number: 4 | Ordinary Resolution regarding re-appointment of Mr. Vineet Jain (DIN: 00003962) as a Director, liable to retire by rotation. |
|---|---|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 21 | 33918867 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 1 | 2 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them. |
|---|---|
| 0 | 0 |

* includes members who abstained from voting

VPP & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

| Ordinary Resolution Number: 5 | Ordinary Resolution regarding ratification of appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration number - 101049W/ E300004), as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration. |
|---|---|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 21 | 33918867 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 1 | 2 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them. |
|---|---|
| 0 | 0 |

* includes members who abstained from voting

| Ordinary Resolution Number: 6 | Ordinary Resolution regarding ratification of remuneration payable to the Cost Auditors, M/s. R. Nanabhoy & Co., Cost Accountants (Firm registration number-00010). |
|---|---|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 21 | 33918867 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 1 | 2 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them. |
|---|---|
| 0 | 0 |

* includes members who abstained from voting

VPP & ASSOCIATES ★ COMPANY SECRETARIES ★ MUMBAI

| Special Resolution Number: 7 | Special Resolution regarding reappointment of Mr. Prashant Panday – Managing Director & CEO (DIN: 02747925). |
|---|---|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 21 | 33918867 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 1 | 2 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them. |
|---|---|
| 0 | 0 |

* includes members who abstained from voting

| Special Resolution Number: 8 | Special Resolution regarding payment of remuneration to non – executive directors. |
|---|---|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 21 | 33918867 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 1 | 2 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them. |
|---|---|
| 0 | 0 |

* includes members who abstained from voting

VPP & ASSOCIATES ★ COMPANY SECRETARIES ★ MUMBAI

Thanking you,

Yours faithfully,

VPP & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

**Pooja Jain**
Scrutinizer
Practicing Company Secretary
Membership No: F8160
Place: Mumbai
Dated: August 4, 2016

**Vipin Mehta**
Scrutinizer
Member of the Company
DP ID/ Client ID: 1206690000058462
Place: Mumbai
Dated: August 4, 2016

**For Entertainment Network (India) Limited**

**Vineet Jain**
***Chairman***
[DIN-00003962]
Place: Mumbai
Dated: August 4, 2016

**Scrutinizers' Report- Combined**

**Consolidated Report of Scrutinizers' on remote e-voting and voting by poll at the 17th Annual General Meeting)**

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 and rules 20 and 21 of the Company (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,
**The Chairman** of the 17th Annual General Meeting
of the Equity Shareholders of
**Entertainment Network (India) Limited** [CIN: L92140MH1999PLC120516]
held on Wednesday, the 3rd day of August, 2016 at 3.00 p.m. at
Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018

Dear Sir,

**Re: Scrutinizers' Report on remote e-voting and voting by poll in terms of provisions of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standards - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 17th Annual General Meeting of Entertainment Network (India) Limited held on Wednesday, 3rd August, 2016 at 3.00 p.m.**

1. I, Pooja Jain, Practicing Company Secretary (C.P. No.: 9136, Membership No.: F8160), Partner of M/s. VPP & Associates, Mumbai, have been appointed as a Scrutinizer by the Board of Directors of **Entertainment Network (India) Limited** ('the Company'/'ENIL') for the purpose of scrutinizing the remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) as amended by Companies (Management and Administration) Amendment Rules, 2015, the Secretarial Standards– 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

2. On the basis of the votes exercised by the Members of the Company through remote e-voting, I have issued separate Scrutinizer's Report dated 4th August 2016 **on the remote e-voting.**

VPP & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

3. Under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and in terms of Secretarial Standards – 2 on General Meetings, we, Pooja Jain, Practicing Company Secretary (C.P. No.: 9136, Membership No.: F8160), Partner of M/s. VPP & Associates, Mumbai and Vipin Mehta, Member of the Company (DP-Client ID: 1206690000058462) have been appointed as the Scrutinizers by the Chairman of the 17th Annual General meeting (AGM) to conduct the Poll process in a fair and transparent manner on all the resolutions of the 17th Annual General Meeting (AGM) of the Members of the Company, held on the Wednesday, the 3rd day of August, 2016 at 3.00 p.m. at Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018.

4. The Company had availed the remote e-voting facility provided by Karvy Computershare Private Limited ['KCPL'/'Karvy'/'Service Provider'/'R & TA') for conducting the remote e-voting by the Members of the Company. The remote e-voting commenced from Saturday, 30th July 2016 (9.00 a.m. IST) and closed on Tuesday, 2nd August 2016 (5.00 p.m. IST) and the remote e-voting platform was blocked thereafter.

5. We have issued separate Scrutinizers' report dated 4th August 2016 on the poll taken on all the resolutions contained in the notice to the 17th AGM of the Company. As requested by management we submit herewith our combined report on the result of e-voting together with that of Poll as annexed herewith and forming part of this Report. In the said annexure, brief description of resolutions has been given. Kindly refer to the notice of the 17th AGM of the Company for the complete details of resolutions.

VPP & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

6. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on all the resolutions contained in the Notice of the 17th AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 17th AGM is restricted to make Scrutinizers' report of the votes cast "in favour" or "against" the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and Karvy Computershare Private Limited (Registrar & Share Transfer Agents) at the time of poll taken at the 17th AGM.

Thanking you,

Yours faithfully,

VIPP & ASSOCIATES ★COMPANY SECRETARIES★ MUMBAI

**Pooja Jain**
**Practicing Company Secretary**
**Scrutinizer**
**C.P. No.: 9136; Mem. No.: F8160**

**Date**: 4th August 2016
**Place**: Mumbai

**Vipin Mehta**
**Member**
**Scrutinizer**
**DP-Client Id 1206690000058462**

**Date:** 4th August, 2016
**Place:** Mumbai

Encl.: Result of the poll

Acknowledge receipt of the same

For **Entertainment Network (India) Limited**

**Vineet Jain**
**(DIN: 00003962)**
**Chairman and Non-Executive Director of the 17th AGM of Entertainment Network (India) Limited**

**Date**: 4th August, 2016
**Place**: Mumbai

Combined voting results of E-voting and Poll at the 17th AGM

| | | | Electronic Voting | | | Voting through Form (Physical) | | | (E-voting + Physical) | |
|---|---|---|---|---|---|---|---|---|---|---|
| **Resolution No.** | **Brief description of resolutions (Kindly refer to the AGM notice for complete resolutions)** | **Votes** | Number of members voted | No. of votes cast by them **(A)** | % of total number of valid votes cast | Number of members present and voting (in person or by proxy) | No. of votes cast by them **(B)** | % of total number of valid votes cast | Total votes **(A) + (B)** | % of total number of valid votes cast |
| 1 (Ordinary resolution) | Ordinary Resolution regarding adoption of the audited financial statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon. | Votes in favour | 40 | 5888760 | 100.00 | 21 | 33918867 | 100.00 | 39807627 | 100.00 |
| | | Votes against | 0 | 0 | 0.00 | 1 | 2 | 0.00 | 2 | 0.00 |
| | | Invalid votes * | 1 | 180000 | -- | 0 | 0 | -- | 180000 | -- |
| 2 (Ordinary resolution) | Ordinary Resolution regarding adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2016 and the Report of the Auditors thereon. | Votes in favour | 40 | 5888760 | 100.00 | 21 | 33918867 | 100.00 | 39807627 | 100.00 |
| | | Votes against | 0 | 0 | 0.00 | 1 | 2 | 0.00 | 2 | 0.00 |
| | | Invalid votes * | 1 | 180000 | -- | 0 | 0 | -- | 180000 | -- |
| 3 (Ordinary resolution) | Ordinary Resolution regarding declaring dividend on equity shares. | Votes in favour | 41 | 6068760 | 100.00 | 21 | 33918867 | 100.00 | 39987627 | 100.00 |
| | | Votes against | 0 | 0 | 0.00 | 1 | 2 | 0.00 | 2 | 0.00 |
| | | Invalid votes * | 0 | 0 | -- | 0 | 0 | -- | 0 | -- |
| 4 (Ordinary resolution) | Ordinary Resolution regarding re-appointment of Mr. Vineet Jain (DIN: 00003962) as a Director, liable to retire by rotation. | Votes in favour | 41 | 6068760 | 100.00 | 21 | 33918867 | 100.00 | 39987627 | 100.00 |
| | | Votes against | 0 | 0 | 0.00 | 1 | 2 | 0.00 | 2 | 0.00 |
| | | Invalid votes * | 0 | 0 | -- | 0 | 0 | -- | 0 | -- |
| 5 (Ordinary resolution) | Ordinary Resolution regarding ratification of appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration number - 101049W/ E300004), as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration. | Votes in favour | 41 | 6068760 | 100.00 | 21 | 33918867 | 100.00 | 39987627 | 100.00 |
| | | Votes against | 0 | 0 | 0.00 | 1 | 2 | 0.00 | 2 | 0.00 |
| | | Invalid votes * | 0 | 0 | -- | 0 | 0 | -- | 0 | -- |
| 6 (Ordinary resolution) | Ordinary Resolution regarding ratification of remuneration payable to the Cost Auditors, M/s. R. Nanabhoy & Co., Cost Accountants (Firm registration number-00010). | Votes in favour | 41 | 6068760 | 100.00 | 21 | 33918867 | 100.00 | 39987627 | 100.00 |
| | | Votes against | 0 | 0 | 0.00 | 1 | 2 | 0.00 | 2 | 0.00 |
| | | Invalid votes * | 0 | 0 | -- | 0 | 0 | -- | 0 | -- |
| 7 (Special resolution) | Special Resolution regarding reappointment of Mr. Prashant Panday – Managing Director & CEO (DIN: 02747925). | Votes in favour | 41 | 6068760 | 100.00 | 21 | 33918867 | 100.00 | 39987627 | 100.00 |
| | | Votes against | 0 | 0 | 0.00 | 1 | 2 | 0.00 | 2 | 0.00 |
| | | Invalid votes * | 0 | 0 | -- | 0 | 0 | -- | 0 | -- |
| 8 (Special resolution) | Special Resolution regarding payment of remuneration to non – executive directors. | Votes in favour | 40 | 6068753 | 100.00 | 21 | 33918867 | 100.00 | 39987620 | 100.00 |
| | | Votes against | 1 | 7 | 0.00 | 1 | 2 | 0.00 | 9 | 0.00 |
| | | Invalid votes * | 0 | 0 | -- | 0 | 0 | -- | 0 | -- |

* includes votes of members who abstained from voting

**All the aforesaid 8 resolutions approved by the Members with requisite majority.**

VPP & ASSOCIATES ★ COMPANY SECRETARIES ★ MUMBAI

**Pooja Jain**
Scrutinizer
Practicing Company Secretary
Membership No: F8160
Place: Mumbai
Dated: August 4, 2016

**Vipin Mehta**
Scrutinizer
Member of the Company
DP-Client ID: 1206690000058462
Place: Mumbai
Dated: August 4, 2016

**For Entertainment Network (India) Limited**
**Vineet Jain**
**Chairman**
[DIN-00003962]
Place: Mumbai
Dated: August 4, 2016