# entertainment network (India) limited

**Corporate Office**: 14th Floor, Trade World, D-Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013, India. Tel: 022 6753 6983.

August 6, 2019

| | |
|---|---|
| **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 20th 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 20th Annual General Meeting (AGM). Since voting by show of hands was not permissible as per the Companies Act, 2013, at the 20th 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 20th AGM.

The Board of Directors had appointed Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477) - proprietor of M/s. Hemanshu Kapadia & Associates, as a Scrutinizer to scrutinize the Remote E-voting process in a fair and transparent manner. The Chairman appointed Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477) - proprietor of M/s. Hemanshu Kapadia & Associates, and Mrs. Pooja Jain, Member of the Company as the Scrutinizers to conduct the Poll process at the 20th 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 20th 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 6, 2019.

**Mode of voting** for all the resolutions at the 20th AGM: Remote E-voting was conducted between July 31, 2019 and Sunday, August 4, 2019 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 20th Annual General Meeting (AGM) of the Company held on August 5, 2019.

**As per the consolidated Report of the Scrutinizer(s), all the resolutions as set out in the Notice of 20th AGM have been duly approved by the Members of the Company with the requisite majority.**

# entertainment network (India) limited

**Corporate Office**: 14th Floor, Trade World, D-Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013, India. Tel: 022 6753 6983.

| Resolution No. | Brief description of resolutions (Kindly refer to the AGM notice for complete resolutions) | Outcome of voting |
|---|---|---|
| 1 | Ordinary Resolution: Adoption of the audited financial statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon. | Approved with requisite majority |
| 2 | Ordinary Resolution: Adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon. | Approved with requisite majority |
| 3 | Ordinary Resolution: To declare dividend on equity shares. | Approved with requisite majority |
| 4 | Ordinary Resolution: Re-appointment of Mr. Prashant Panday (DIN: 02747925), as a Director, liable to retire by rotation. | Approved with requisite majority |
| 5 | Ordinary Resolution: Re-appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration number - 101049W/ E300004), as the Statutory Auditors of the Company and to fix their remuneration. | Approved with requisite majority |
| 6 | Ordinary Resolution: Ratification of remuneration payable to the Cost Auditors, M/s. R. Nanabhoy & Co., Cost Accountants (Firm registration number-00010). | Approved with requisite majority |
| 7 | Special Resolution: Issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis. | Approved with requisite majority |
| 8 | Special Resolution: Appointment of Mr. N. Subramanian (DIN: 03083775) as an Executive Director & Group Chief Financial Officer. | Approved with requisite majority |
| 9 | Special Resolution: Re-appointment of Mr. Richard Saldanha (DIN: 00189029) as an Independent Director. | Approved with requisite majority |
| 10 | Special Resolution: Re-appointment of Mr. Ravindra Kulkarni (DIN: 00059367) as an Independent Director. | Approved with requisite majority |
| 11 | Special Resolution: Re-appointment of Mr. N. Kumar (DIN: 00007848) as an Independent Director. | Approved with requisite majority |

Aforesaid Voting Results were declared on August 6, 2019 and posted on the website of the Company, www.enil.co.in.

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 20th AGM along with the consolidated report on voting.

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 20th AGM**

| Sl.No. | Description | | | | | |
|---|---|---|---|---|---|---|
| A | Date of the AGM | | | 05-Aug-19 | | |
| B | Book closure date | | | Tuesday, July 30, 2019 to Monday, August 5, 2019, both days inclusive. The cut-off date (record date) for the purpose of voting was July 29, 2019 | | |
| C | Total number of shareholders on record date | | | 12807 | | |
| D | No. of Shareholders present in the meeting either in person or through proxy | | | 51 | | |
| | Shareholders | Present in person | Present through proxy | Total | Shares | % to paid-up capital |
| | Promoters and Promoter group | 1 | 0 | 1 | 33918400 | 71.15 |
| | Public | 50 | 0 | 50 | 26085 | 0.05 |
| | **Total** | **51** | **0** | **51** | **33944485** | **71.21** |
| 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 6, 2019

| | |
|---|---|
| | ENTERTAINMENT NETWORK INDIA LIMITED |
| **Date of the AGM/EGM** | 05-08-2019 |
| **Total number of shareholders on record date** | 12807 |
| **No. of shareholders present in the meeting either in person or through proxy:** | |
| **Promoters and Promoter Group:** | 1 |
| **Public:** | 50 |
| **No. of Shareholders attended the meeting through Video Conferencing** | |
| **Promoters and Promoter Group:** | Not Applicable |
| **Public:** | Not Applicable |

| Resolution No. | 1 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Adoption of the audited financial statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 3,39,18,400 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 1,04,50,856 | 86,09,266 | 82.38 | 86,09,266 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 86,09,266 | 82.38 | 86,09,266 | 0 | 100.00 | 0.00 |
| Public- Non Institutions | E-Voting | 33,01,159 | 37,906 | 1.15 | 37,874 | 32 | 99.92 | 0.08 |
| | Poll | | 22,194 | 0.67 | 22,194 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 60,100 | 1.82 | 60,068 | 32 | 99.95 | 0.05 |
| | Total | 4,76,70,415 | 4,25,87,766 | 89.34 | 4,25,87,734 | 32 | 100.00 | 0.00 |

| Resolution No. | 2 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 3,39,18,400 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 1,04,50,856 | 86,09,266 | 82.38 | 86,09,266 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 86,09,266 | 82.38 | 86,09,266 | 0 | 100.00 | 0.00 |
| Public- Non Institutions | E-Voting | 33,01,159 | 37,906 | 1.15 | 37,874 | 32 | 99.92 | 0.08 |
| | Poll | | 22,194 | 0.67 | 22,194 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 60,100 | 1.82 | 60,068 | 32 | 99.95 | 0.05 |
| | Total | 4,76,70,415 | 4,25,87,766 | 89.34 | 4,25,87,734 | 32 | 100.00 | 0.00 |

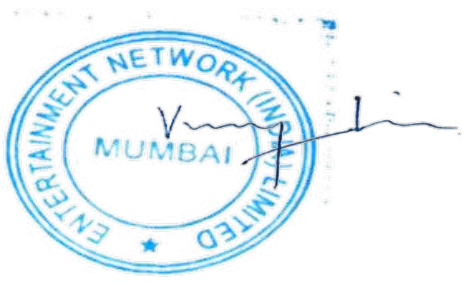
| Resolution No. | 3 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - To declare dividend on equity shares | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 3,39,18,400 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 1,04,50,856 | 86,09,266 | 82.38 | 86,09,266 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 86,09,266 | 82.38 | 86,09,266 | 0 | 100.00 | 0.00 |
| Public- Non Institutions | E-Voting | 33,01,159 | 37,906 | 1.15 | 37,874 | 32 | 99.92 | 0.08 |
| | Poll | | 22,194 | 0.67 | 22,194 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 60,100 | 1.82 | 60,068 | 32 | 99.95 | 0.05 |
| | Total | 4,76,70,415 | 4,25,87,766 | 89.34 | 4,25,87,734 | 32 | 100.00 | 0.00 |

ENTERTAINMENT NETWORK (INDIA) LIMITED MUMBAI

| Resolution No. | 4 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Re-appointment of Mr. Prashant Panday DIN 02747925, as a Director, liable to retire by rotation | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 3,39,18,400 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 1,04,50,856 | 86,09,266 | 82.38 | 86,09,266 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 86,09,266 | 82.38 | 86,09,266 | 0 | 100.00 | 0.00 |
| Public- Non Institutions | E-Voting | 33,01,159 | 37,906 | 1.15 | 37,874 | 32 | 99.92 | 0.08 |
| | Poll | | 22,194 | 0.67 | 22,194 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 60,100 | 1.82 | 60,068 | 32 | 99.95 | 0.05 |
| | Total | 4,76,70,415 | 4,25,87,766 | 89.34 | 4,25,87,734 | 32 | 100.00 | 0.00 |

| Resolution No. | 5 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Re-appointment of S. R. Batliboi Associates LLP, Chartered Accountants ICAI Firm Registration number - 101049W E300004, as the Statutory Auditors of the Company and to fix their remuneration | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 3,39,18,400 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 1,04,50,856 | 86,09,266 | 82.38 | 85,59,144 | 50,122 | 99.42 | 0.58 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 86,09,266 | 82.38 | 85,59,144 | 50,122 | 99.42 | 0.58 |
| Public- Non Institutions | E-Voting | 33,01,159 | 37,906 | 1.15 | 37,874 | 32 | 99.92 | 0.08 |
| | Poll | | 22,194 | 0.67 | 22,194 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 60,100 | 1.82 | 60,068 | 32 | 99.95 | 0.05 |
| | Total | 4,76,70,415 | 4,25,87,766 | 89.34 | 4,25,37,612 | 50,154 | 99.88 | 0.12 |

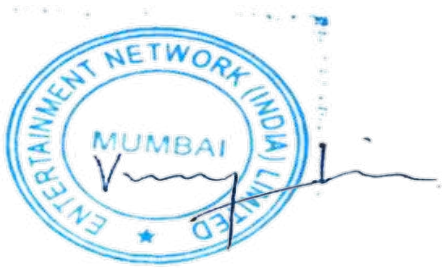
| Resolution No. | 6 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Ratification of remuneration payable to the Cost Auditors, Ms. R. Nanabhoy Co., Cost Accountants Firm registration number- 00010. | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 3,39,18,400 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 1,04,50,856 | 86,09,266 | 82.38 | 86,09,266 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 86,09,266 | 82.38 | 86,09,266 | 0 | 100.00 | 0.00 |
| Public- Non Institutions | E-Voting | 33,01,159 | 37,906 | 1.15 | 37,874 | 32 | 99.92 | 0.08 |
| | Poll | | 22,194 | 0.67 | 22,194 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 60,100 | 1.82 | 60,068 | 32 | 99.95 | 0.05 |
| | Total | 4,76,70,415 | 4,25,87,766 | 89.34 | 4,25,87,734 | 32 | 100.00 | 0.00 |



| Resolution No. | 7 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | SPECIAL - Issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 3,39,18,400 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 1,04,50,856 | 86,09,266 | 82.38 | 86,09,266 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 86,09,266 | 82.38 | 86,09,266 | 0 | 100.00 | 0.00 |
| Public- Non Institutions | E-Voting | 33,01,159 | 37,906 | 1.15 | 37,874 | 32 | 99.92 | 0.08 |
| | Poll | | 22,194 | 0.67 | 22,194 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 60,100 | 1.82 | 60,068 | 32 | 99.95 | 0.05 |
| | Total | 4,76,70,415 | 4,25,87,766 | 89.34 | 4,25,87,734 | 32 | 100.00 | 0.00 |

| Resolution No. | 8 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | SPECIAL - Appointment of Mr. N. Subramanian DIN 03083775 as an Executive Director Group Chief Financial Officer | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 3,39,18,400 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 1,04,50,856 | 86,09,266 | 82.38 | 86,09,266 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 86,09,266 | 82.38 | 86,09,266 | 0 | 100.00 | 0.00 |
| Public- Non Institutions | E-Voting | 33,01,159 | 37,906 | 1.15 | 37,874 | 32 | 99.92 | 0.08 |
| | Poll | | 22,194 | 0.67 | 22,194 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 60,100 | 1.82 | 60,068 | 32 | 99.95 | 0.05 |
| | Total | 4,76,70,415 | 4,25,87,766 | 89.34 | 4,25,87,734 | 32 | 100.00 | 0.00 |

| Resolution No. | 9 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | SPECIAL - Re-appointment of Mr. Richard Saldanha DIN 00189029 as an Independent Director | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 3,39,18,400 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 1,04,50,856 | 86,09,266 | 82.38 | 84,76,955 | 1,32,311 | 98.46 | 1.54 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 86,09,266 | 82.38 | 84,76,955 | 1,32,311 | 98.46 | 1.54 |
| Public- Non Institutions | E-Voting | 33,01,159 | 37,906 | 1.15 | 37,874 | 32 | 99.92 | 0.08 |
| | Poll | | 22,194 | 0.67 | 22,194 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 60,100 | 1.82 | 60,068 | 32 | 99.95 | 0.05 |
| | Total | 4,76,70,415 | 4,25,87,766 | 89.34 | 4,24,55,423 | 1,32,343 | 99.69 | 0.31 |



| Resolution No. | 10 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | SPECIAL - Re-appointment of Mr. Ravindra Kulkarni DIN 00059367 as an Independent Director | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 3,39,18,400 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 1,04,50,856 | 86,09,266 | 82.38 | 84,76,955 | 1,32,311 | 98.46 | 1.54 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 86,09,266 | 82.38 | 84,76,955 | 1,32,311 | 98.46 | 1.54 |
| Public- Non Institutions | E-Voting | 33,01,159 | 37,906 | 1.15 | 37,874 | 32 | 99.92 | 0.08 |
| | Poll | | 22,194 | 0.67 | 22,194 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 60,100 | 1.82 | 60,068 | 32 | 99.95 | 0.05 |
| | Total | 4,76,70,415 | 4,25,87,766 | 89.34 | 4,24,55,423 | 1,32,343 | 99.69 | 0.31 |

| Resolution No. | 11 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | SPECIAL - Re-appointment of Mr. N. Kumar DIN 00007848 as an Independent Director | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 3,39,18,400 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 3,39,18,400 | 100.00 | 3,39,18,400 | 0 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 1,04,50,856 | 86,09,266 | 82.38 | 84,76,955 | 1,32,311 | 98.46 | 1.54 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 86,09,266 | 82.38 | 84,76,955 | 1,32,311 | 98.46 | 1.54 |
| Public- Non Institutions | E-Voting | 33,01,159 | 37,906 | 1.15 | 37,874 | 32 | 99.92 | 0.08 |
| | Poll | | 22,194 | 0.67 | 22,194 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 60,100 | 1.82 | 60,068 | 32 | 99.95 | 0.05 |
| | Total | 4,76,70,415 | 4,25,87,766 | 89.34 | 4,24,55,423 | 1,32,343 | 99.69 | 0.31 |

ENTERTAINMENT NETWORK (INDIA) LIMITED MUMBAI

**For Entertainment Network (India) Limited**
**Vineet Jain**
**Chairman**
[DIN-00003962]
Place: Mumbai
Dated: August 6, 2019

# HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES

Office No. 12, 14th Floor, Navjivan Society, Building No.3
Lamington Road, Mumbai-400 008
Tel 6631 0888/6631 4830
E-mail: hemanshu@hkacs.com
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 Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India]

To,
**The Chairman** of the 20th Annual General Meeting of the Equity Shareholders of **Entertainment Network (India) Limited** [CIN: L92140MH1999PLC120516] ('the Company') held on Monday, the 5th day of August, 2019 at 3.00 p.m. at Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

Dear Sir,

1. I, Hemanshu Kapadia, Practicing Company Secretary (C.P. No.: 2285, Membership No.: F3477), Proprietor of M/s. Hemanshu Kapadia & 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 ('the Act') 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 Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, on the resolutions provided in the notice to the 20th Annual General Meeting (AGM) of the Members of the Company, held on Monday, the 5th day of August, 2019 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 Act and the Rules relating to voting through electronic means on the resolutions provided in the Notice to the 20th 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 Fintech Private Limited ('KFPL'/'Karvy'/'Service Provider'/'R & TA'), the authorized agency to provide remote e-voting facilities and engaged by the Company.

3. Further to the above, I submit my report as under:-

   i. The remote e-voting period remained open from Wednesday, the 31st day of July, 2019, 9.00 a.m. (IST) to Sunday, the 4th day of August, 2019, 5.00 p.m. (IST).

HEMANSHU KAPADIA & ASSOCIATES * COMPANY SECRETARIES * C. P. No. 2285

ii. The Members of the Company as on the 'cut-off' date (record date) for the purpose of e-voting i.e. Monday, the 29th day of July, 2019 were entitled to vote on the resolutions (Item nos. 1 to 11 as set out in the notice of the 20th AGM of the Company).

iii. The E-voting platform was blocked on Sunday, the 4th day of August, 2019 after 5.00 p.m. (IST) and the votes cast were unblocked on Monday, the 5th day of August, 2019 in the presence of two witnesses, Mr. Bhavesh Mewada and Mr. Awdhesh Kumar Pandey, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Bhavesh Mewada

Name: Awdhesh Kumar Pandey

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 20th AGM of the Company, were generated from the e-voting website of Karvy 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,

Yours sincerely,

HEMANSHU KAPADIA & ASSOCIATES * COMPANY SECRETARIES * C. P. No. 2285

**Hemanshu Kapadia**
**Scrutinizer**
**Practicing Company Secretary**
**C.P. No.: 2285**
**Membership No.: F3477**

**Date:** August 6, 2019
**Place:** Mumbai

Encl.: Result of e-voting

Acknowledge receipt of the same

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

ENTERTAINMENT NETWORK (INDIA) LIMITED * MUMBAI

**Vineet Jain**
**(DIN: 00003962)**
**Chairman and Non-Executive Director of 20th AGM of Entertainment Network (India) Limited**
**Date:** August 6, 2019
**Place:** Mumbai

**ENTERTAINMENT NETWORK (INDIA) LIMITED-05/08/2019, Evoting**

| Srl | Resolution | Ballots | | Favour | | | Against | | | Invalid | | Abstain | | Less Voted |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Ballots | Votes | Ballots | Votes | % | Ballots | Votes | % | Ballots | Votes | Ballots | Votes | |
| 1 | Adoption of the audited financial statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon | 40 | 8647172 | 38 | 8647140 | 100.00 | 2 | 32 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 2 | Adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon | 40 | 8647172 | 38 | 8647140 | 100.00 | 2 | 32 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 3 | To declare dividend on equity shares | 40 | 8647172 | 38 | 8647140 | 100.00 | 2 | 32 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 4 | Re-appointment of Mr. Prashant Panday DIN 02747925, as a Director, liable to retire by rotation | 40 | 8647172 | 38 | 8647140 | 100.00 | 2 | 32 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 5 | Re-appointment of S. R. Batliboi Associates LLP, Chartered Accountants ICAI Firm Registration number - 101049W E300004, as the Statutory Auditors of the Company and to fix their remuneration | 40 | 8647172 | 35 | 8597018 | 99.42 | 5 | 50154 | 0.58 | 0 | 0 | 0 | 0 | 0 |
| 6 | Ratification of remuneration payable to the Cost Auditors, Ms. R. Nanabhoy Co., Cost Accountants Firm registration number- 00010. | 40 | 8647172 | 38 | 8647140 | 100.00 | 2 | 32 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 7 | Issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis | 40 | 8647172 | 38 | 8647140 | 100.00 | 2 | 32 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 8 | Appointment of Mr. N. Subramanian DIN 03083775 as an Executive Director Group Chief Financial Officer | 40 | 8647172 | 38 | 8647140 | 100.00 | 2 | 32 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 9 | Re-appointment of Mr. Richard Saldanha DIN 00189029 as an Independent Director | 40 | 8647172 | 34 | 8514829 | 98.47 | 6 | 132343 | 1.53 | 0 | 0 | 0 | 0 | 0 |
| 10 | Re-appointment of Mr. Ravindra Kulkarni DIN 00059367 as an Independent Director | 40 | 8647172 | 34 | 8514829 | 98.47 | 6 | 132343 | 1.53 | 0 | 0 | 0 | 0 | 0 |
| 11 | Re-appointment of Mr. N. Kumar DIN 00007848 as an Independent Director | 40 | 8647172 | 34 | 8514829 | 98.47 | 6 | 132343 | 1.53 | 0 | 0 | 0 | 0 | 0 |

**Hemanshu Kapadia**
**Scrutinizer**
**Practising Company Secretary**
**Membership No: F3477**
**Place: Mumbai**
**Dated: August 6, 2019**

HEMANSHU KAPADIA & ASSOCIATES * COMPANY SECRETARIES * C. P. No. 2285

**For Entertainment Network (India) Limited**
**Chairman**
**Vineet Jain**
**[DIN-00003962]**
**Place: Mumbai**
**Dated: August 6, 2019**

ENTERTAINMENT NETWORK (INDIA) LIMITED MUMBAI

**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 20th Annual General Meeting of the Equity Shareholders of **Entertainment Network (India) Limited** [CIN: L92140MH1999PLC120516] ('the Company') held on Monday, the 5th day of August, 2019 at 3.00 p.m. at Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018

Dear Sir,

We, Hemanshu Kapadia, Practicing Company Secretary (C.P. No.: 2285, Membership No.: F3477), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai and Pooja Jain, Member of the **Entertainment Network (India) Limited ('the Company')** having DP-Client Id 12066900 00058424, were appointed as the Scrutinizers by the Chairman of the 20th Annual General Meeting (AGM) of the Company for the purpose of the poll taken on the resolutions mentioned in the notice of the 20th AGM of the Company held on Monday, the 5th day of August, 2019 at 3.00 p.m. at Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

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 18 poll papers representing 3,39,40,594 (three crores thirty nine lakhs forty thousand five hundred ninety four) equity shares. We did not find any invalid poll paper.

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 20th 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.

HEMANSHU KAPADIA & ASSOCIATES * COMPANY SECRETARIES * C. P. No. 2285

Thanking you,

Yours sincerely,

**Hemanshu Kapadia**
**Practicing Company Secretary**
**Scrutinizer**
**C.P. No.: 2285; Mem. No.: F3477**

**Date**: August 6, 2019
**Place**: Mumbai

**Pooja Jain**
**Member**
**Scrutinizer**
**DP-Client Id 12066900 00058424**

**Date:** August 6, 2019
**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 20th AGM of Entertainment Network (India) Limited**

**Date**: August 6, 2019
**Place**: Mumbai

**ENTERTAINMENT NETWORK (INDIA) LIMITED-05/08/2019, Poll**

| Srl | Resolution | Ballots | | Favour | | | Against | | | Invalid | | Abstain | | Less Voted |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Ballots | Votes | Ballots | Votes | % | Ballots | Votes | % | Ballots | Votes | Ballots | Votes | |
| 1 | Adoption of the audited financial statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon | 18 | 33940594 | 18 | 33940594 | 100.00 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 2 | Adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon | 18 | 33940594 | 18 | 33940594 | 100.00 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 3 | To declare dividend on equity shares | 18 | 33940594 | 18 | 33940594 | 100.00 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 4 | Re-appointment of Mr. Prashant Panday DIN 02747925, as a Director, liable to retire by rotation | 18 | 33940594 | 18 | 33940594 | 100.00 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 5 | Re-appointment of S. R. Batliboi  Associates LLP, Chartered Accountants ICAI Firm Registration number - 101049W E300004, as the Statutory Auditors of the Company and to fix their remuneration | 18 | 33940594 | 18 | 33940594 | 100.00 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 6 | Ratification of remuneration payable to the Cost Auditors, Ms. R. Nanabhoy  Co., Cost Accountants Firm registration number- 00010. | 18 | 33940594 | 18 | 33940594 | 100.00 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 7 | Issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis | 18 | 33940594 | 18 | 33940594 | 100.00 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 8 | Appointment of Mr. N. Subramanian DIN 03083775 as an Executive Director  Group Chief Financial Officer | 18 | 33940594 | 18 | 33940594 | 100.00 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 9 | Re-appointment of Mr. Richard Saldanha DIN 00189029 as an Independent Director | 18 | 33940594 | 18 | 33940594 | 100.00 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 10 | Re-appointment of Mr. Ravindra Kulkarni DIN 00059367 as an Independent Director | 18 | 33940594 | 18 | 33940594 | 100.00 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 11 | Re-appointment of Mr. N. Kumar DIN 00007848 as an Independent Director | 18 | 33940594 | 18 | 33940594 | 100.00 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 |

**Hemanshu Kapadia**
**Scrutinizer**
**Practising Company Secretary**
**Membership No: F3477**
**Place: Mumbai**
**Dated: August 6, 2019**

**Pooja Jain**
**Scrutinizer**
**Member of the Company**
**DP-Client ID: 1206690000058424**
**Place: Mumbai**
**Dated: August 6, 2019**

**For Entertainment Network (India) Limited**
**Vineet Jain**
**Chairman**
**[DIN-00003962]**
**Place: Mumbai**
**Dated: August 6, 2019**

HEMANSHU KAPADIA & ASSOCIATES
C. P. No. 2285
COMPANY SECRETARIES

ENTERTAINMENT NETWORK (INDIA) LIMITED
MUMBAI

**Scrutinizers' Report- Combined**

**Consolidated Report of Scrutinizers' on remote e-voting and voting by poll at the 20th Annual General Meeting)**

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Company (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India]

To,
**The Chairman** of the 20th Annual General Meeting of the Equity Shareholders of **Entertainment Network (India) Limited** [CIN: L92140MH1999PLC120516] ('the Company') held on Monday, the 5th day of August, 2019 at 3.00 p.m. at Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

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 the Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standard - 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, as amended from time to time, for the 20th Annual General Meeting of Entertainment Network (India) Limited held on Monday, the 5th day of August, 2019 at 3.00 p.m.**

1. I, Hemanshu Kapadia, Practicing Company Secretary (C.P. No.: 2285, Membership No.: F3477), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, have been appointed as the Scrutinizer by the Board of Directors of **Entertainment Network (India) Limited** ('the Company') for the purpose of scrutinizing the remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') 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'), the Secretarial Standard – 2 (SS - 2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;

2. The Company had availed the remote e-voting facility provided by Karvy Fintech Private Limited ['KFPL'/'Karvy'/'Service Provider'/'R & TA') for conducting the remote e-voting by the Members of the Company. The remote e-voting remained open from Wednesday, the 31st day of July, 2019, 9.00 a.m. (IST) to Sunday, the 4th day of August, 2019, 5.00 p.m. (IST) and the remote e-voting platform was blocked thereafter.

3. 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 August 6, 2019 **on the remote e-voting**.

HEMANSHU KAPADIA & ASSOCIATES * COMPANY SECRETARIES * C. P. No. 2285

4. Under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014, and in terms of the SS – 2, we, Hemanshu Kapadia, Practicing Company Secretary (C.P. No.: 2285, Membership No.: F3477), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai and Pooja Jain, Member of the Company (DP-Client ID: 12066900 00058424) have been appointed as the Scrutinizers by the Chairman of the 20th Annual General Meeting (AGM) to conduct the Poll process in a fair and transparent manner on all the resolutions of the 20th AGM of the Members of the Company, held on the Monday, the 5th day of August, 2019 at 3.00 p.m. at Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018.

5. We have issued separate Scrutinizers' Report dated August 6, 2019 on the poll taken on all the resolutions contained in the notice to the 20th AGM of the Company.

6. As requested by the Management of the Company, we hereby submit 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 20th AGM of the Company for the complete details of resolutions.

7. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to e-voting and poll on all the resolutions contained in the Notice of the 20th AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 20th 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, the authorized agency engaged by the Company to provide e-voting facilities for e-voting, and at the time of poll taken at the 20th AGM.

Thanking you,

Yours sincerely,

HEMANSHU KAPADIA & ASSOCIATES * COMPANY SECRETARIES * C. P. No. 2285

| | |
|---|---|
| **Hemanshu Kapadia** | **Pooja Jain** |
| **Practicing Company Secretary** | **Member** |
| **Scrutinizer for E-voting and Poll** | **Scrutinizer for Poll** |
| **C.P. No.: 2285; Mem. No.: F3477** | **DP-Client Id 12066900 00058424** |
| **Date**: August 6, 2019 | **Date:** August 6, 2019 |
| **Place**: Mumbai | **Place:** Mumbai |

Encl.: Combined result of the e-voting and poll

Acknowledge receipt of the same

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

**Vineet Jain**
**(DIN: 00003962)**
**Chairman and Non-Executive Director of the 19th AGM of Entertainment Network (India) Limited**

**Date**: August 6, 2019
**Place**: Mumbai

**ENTERTAINMENT NETWORK (INDIA) LIMITED-05/08/2019, Evoting and Poll (Combined)**

| Srl | Resolution | Ballots | | Favour | | | Against | | | Invalid | | Abstain | | Less Voted |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Ballots | Votes | Ballots | Votes | % | Ballots | Votes | % | Ballots | Votes | Ballots | Votes | |
| 1 | Adoption of the audited financial statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon | 58 | 42587766 | 56 | 42587734 | 100.00 | 2 | 32 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 2 | Adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon | 58 | 42587766 | 56 | 42587734 | 100.00 | 2 | 32 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 3 | To declare dividend on equity shares | 58 | 42587766 | 56 | 42587734 | 100.00 | 2 | 32 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 4 | Re-appointment of Mr. Prashant Panday DIN 02747925, as a Director, liable to retire by rotation | 58 | 42587766 | 56 | 42587734 | 100.00 | 2 | 32 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 5 | Re-appointment of S. R. Batliboi  Associates LLP, Chartered Accountants ICAI Firm Registration number - 101049W E300004, as the Statutory Auditors of the Company and to fix their remuneration | 58 | 42587766 | 53 | 42537612 | 99.88 | 5 | 50154 | 0.12 | 0 | 0 | 0 | 0 | 0 |
| 6 | Ratification of remuneration payable to the Cost Auditors, Ms. R. Nanabhoy  Co., Cost Accountants Firm registration number- 00010. | 58 | 42587766 | 56 | 42587734 | 100.00 | 2 | 32 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 7 | Issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis | 58 | 42587766 | 56 | 42587734 | 100.00 | 2 | 32 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 8 | Appointment of Mr. N. Subramanian DIN 03083775 as an Executive Director  Group Chief Financial Officer | 58 | 42587766 | 56 | 42587734 | 100.00 | 2 | 32 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| 9 | Re-appointment of Mr. Richard Saldanha DIN 00189029 as an Independent Director | 58 | 42587766 | 52 | 42455423 | 99.69 | 6 | 132343 | 0.31 | 0 | 0 | 0 | 0 | 0 |
| 10 | Re-appointment of Mr. Ravindra Kulkarni DIN 00059367 as an Independent Director | 58 | 42587766 | 52 | 42455423 | 99.69 | 6 | 132343 | 0.31 | 0 | 0 | 0 | 0 | 0 |
| 11 | Re-appointment of Mr. N. Kumar DIN 00007848 as an Independent Director | 58 | 42587766 | 52 | 42455423 | 99.69 | 6 | 132343 | 0.31 | 0 | 0 | 0 | 0 | 0 |

**Hemanshu Kapadia**
**Scrutinizer**
**Practising Company Secretary**
**Membership No: F3477**
**Place: Mumbai**
**Dated: August 6, 2019**

HEMANSHU KAPADIA & ASSOCIATES * COMPANY SECRETARIES * C. P. No. 2285

**Pooja Jain**
**Scrutinizer**
**Member of the Company**
**DP-Client ID: 1206690000058424**
**Place: Mumbai**
**Dated: August 6, 2019**

**For Entertainment Network (India) Limited**
**Vineet Jain**
**Chairman**
**[DIN-00003962]**
**Place: Mumbai**
**Dated: August 6, 2019**

ENTERTAINMENT NETWORK (INDIA) LIMITED MUMBAI