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

April 3, 2015

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

BSE Scrip Code: 532700/ Symbol: ENIL: Clause 35A_Postal Ballot Voting results

Dear Sir/Madam,
Pursuant to the Clause 35A of the listing agreement, Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (as amended), the Company had provided to its members the facility to cast their votes by by way of postal ballot process (including e-voting) on all the resolutions as stated in the Postal Ballot Notice dated February 10, 2015.

Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477), (Scrutinizer) conducted the Postal Ballot voting process (including e-voting) in a fair and transparent manner.

Mode of voting for all the resolutions as set out in the Postal Ballot Notice dated February 10, 2015: Voting by Postal Ballot Form (Physical voting) concluded at 6:00 P.M. (IST) on April 1, 2015. The e-voting facility was made available during the following voting period:

Commencement of e-voting	End of e-voting
March 3, 2015 at 9.00 A.M. (IST)	April 1, 2015 at 6.00 P.M. (IST)

As per the Report of the Scrutinizer, all the resolutions as set out in the Postal Ballot Notice dated February 10, 2015 have been duly approved by the Members of the Company with requisite majority.

Please also find attached herewith the following:

- Voting results as per Clause 35A of the listing agreement
- Scrutinizers' report

In the aforesaid results and reports, brief description of resolutions has been given. Kindly refer to the aforesaid Postal Ballot Notice for the complete resolutions and Postal Ballot Form for other relevant information. The aforesaid documents are also posted on the website of the Company: **www.enil.co.in – url: http://enil.co.in/postal-ballot.php**

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

Regd. Office: 'A' Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West),Mumbai – 400 013, India.
Tel: 022 6662 0600. Fax: 022 6661 5030. E-mail: mehul.shah@timesgroup.com ***www.enil.co.in***
Corporate Identity Number: L92140MH1999PLC120516

Special Resolution Number: 1	Special Resolution regarding partial modification of the terms of appointment of Mr. Prashant Panday - Managing Director & Chief Executive Officer (DIN: 02747925)

Promoter/ Public	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	33918400	33918400	100.00	33918400	0	100.00	0.00
Public – Institutional holders	8756975	5661900	64.66	5661900	0	100.00	0.00
Public-Others	4995040	6761	0.14	6372	389	94.25	5.75
Total	**47670415**	**39587061**	**83.04**	**39586672**	**389**	**100.00**	**0.00**

* valid votes

Special Resolution Number: 2	Special Resolution regarding increase in the borrowing limits pursuant to Section 180 (1) (c) of the Companies Act, 2013

Promoter/ Public	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	33918400	33918400	100.00	33918400	0	100.00	0.00
Public – Institutional holders	8756975	5661900	64.66	5661900	0	100.00	0.00
Public-Others	4995040	28661	0.57	28313	348	98.79	1.21
Total	**47670415**	**39608961**	**83.09**	**39608613**	**348**	**100.00**	**0.00**

* valid votes

Special Resolution Number: 3	Special Resolution regarding creation of charge on the properties of the Company pursuant to Section 180 (1) (a) of the Companies Act, 2013

Promoter/ Public	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	33918400	33918400	100.00	33918400	0	100.00	0.00
Public – Institutional holders	8756975	5661900	64.66	5661900	0	100.00	0.00
Public-Others	4995040	28661	0.57	28313	348	98.79	1.21
Total	**47670415**	**39608961**	**83.09**	**39608613**	**348**	**100.00**	**0.00**

* valid votes

Special Resolution Number: 4	Special Resolution regarding issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis

Promoter/ Public	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	33918400	33918400	100.00	33918400	0	100.00	0.00
Public – Institutional holders	8756975	5661900	64.66	5661900	0	100.00	0.00
Public-Others	4995040	28661	0.57	28278	383	98.66	1.34
Total	**47670415**	**39608961**	**83.09**	**39608578**	**383**	**100.00**	**0.00**

* valid votes

Special Resolution Number: 5	Special Resolution regarding increase in the limit of shareholding by foreign investors up to the sectoral cap

Promoter/ Public	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	33918400	33918400	100.00	33918400	0	100.00	0.00
Public – Institutional holders	8756975	5661900	64.66	5661900	0	100.00	0.00
Public-Others	4995040	28661	0.57	28491	170	99.41	0.59
Total	**47670415**	**39608961**	**83.09**	**39608791**	**170**	**100.00**	**0.00**

* valid votes

For Entertainment Network (India) Limited

Place: Mumbai
Dated: April 3, 2015

Vineet Jain
Chairman
[DIN-00003962]

HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES
Office No. 12, 14th Floor, Navjivan Society, Building No.3
Lamington Road, Mumbai - 400 008
Tel 6631 0888, Telefax 6631 4830
E-mail: hemanshu@hkacs.com

SCRUTINIZER'S REPORT

To,
The Chairman,
ENTERTAINMENT NETWORK (INDIA) LIMITED
CIN: L92140MH1999PLC120516
4th Floor, Matulya Centre, A-Wing,
S B Marg, Lower Parel (W),
Mumbai – 400 013

Dear Sir,

1. The Board of Directors of the Company, at its meeting held on 10th February 2015, has appointed me as the Scrutinizer for conducting the postal ballot voting process (including e-voting) in a fair and transparent manner.

2. I submit my report as under:

2.1 On March 2, 2015, the Company has completed the dispatch of the Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013 along with the postal ballot forms containing the instructions and login details and self-addressed postage pre-paid envelopes to the Members whose e-mail IDs are not registered; and sent e-mail to the Members whose e-mail IDs are registered as on February 20, 2015 (being the cut-off date/ record date for the purpose of voting) for seeking approval by postal ballot, including e-voting by electronic means..

2.2 Particulars of all the postal ballot forms received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose.

2.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

2.4 The postal ballot forms were duly opened in my presence on 1st April 2015 at 6.10 p.m. and scrutinized and the shareholding was matched /confirmed with the Register of the Members of the Company/ list of beneficiaries as on February 20, 2015 (i.e. cut-off date for the purpose of voting).

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2.5 All postal ballot forms received upto 6.00 p.m. (IST) on April 1, 2015, the last time and date fixed by the Company for receipt of the forms, were considered for my scrutiny.

2.6 As on the date of this report, no envelopes containing postal ballot forms were received after April 1, 2015, 6.00 p.m. (IST).

2.7 As on the date of this report, no envelopes containing postal ballot forms were returned undelivered.

2.8 I did not find any defaced or mutilated ballot paper.

2.9 I have also received a complete record from Karvy Computershare Private Limited, the agency appointed for providing and supervising electronic platform, of votes casted through electronic mode upto 6:00 p.m. on April 1, 2015. The votes cast were unblocked on April 1, 2015 at 6.10 p.m. (IST) in the presence of two witnesses, Mr. Tejendra Jadeja and Ms. Priyam Agarwal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Tejendra Jadeja

Name: Priyam Agarwal

2.10 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolution.

3. A summary of the voting through postal ballot forms received/e-voting is given below:

RESOLUTION 1– Special Resolution: Regarding partial modification of the terms of appointment of Mr.Prashant Panday- Managing Director & Chief Executive Officer (DIN: 02747925):

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms receiv-ed	No. of Shares	% to the total shares representi-ng valid votes	No. of electric onic Ballot receiv-ed	No. of Shares	% to the total shares represent -ing valid votes
(a)	Total Postal Ballot forms/ voted through e-voting received.	134	33945754	---	37	5663748	---
(b)	Less: Invalid Postal	17	22441	---	0	0	---

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

	Ballot forms						
(c)	Net valid Postal Ballot forms/ votes (As per Register).	117	33923313	100	37	5663748	100
(d)	Postal Ballot forms/ votes through e-voting with assent for the resolution.	115	33923307	100	33	5663365	99.99
(e)	Postal Ballot forms/ votes through e-voting with dissent for the resolution.	2	6	#0	4	383	0.01

Total: Resolution 1

Sr. No.	Particulars	No. of Ballots received	No. of Shares	% to the total shares representing valid votes
(a)	Total ballots & votes received	171	39609502	---
(b)	Less: Invalid ballot & votes (as per Register)*	17	22441	---
(c)	Net valid ballot & votes (As per Register)	154	39587061	100
(d)	Valid Ballot & Votes with assent for the resolution	148	39586672	100
(e)	Valid Ballot & Votes with dissent for the resolution	6	389	#0

**Invalid votes include cases where shareholders had sent the Postal Ballot Form but have not cast their vote and rejected postal ballot forms.*

 # Considered as zero as the figure is zero upto 3 decimals.

RESOLUTION 2 - Special Resolution: Regarding increase in the borrowing limits pursuant to Section 180 (1) (c) of the Companies Act, 2013:

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms receiv-ed	No. of Shares	% to the total shares representi-ng valid votes	No. of electric onic Ballot receiv-ed	No. of Shares	% to the total shares represent-ing valid votes
(a)	Total Postal Ballot forms/ voted	134	33945754	---	37	5663748	---

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	through evoting received.						
(b)	Less: Invalid Postal Ballot forms	16	541	---	0	0	---
(c)	Net valid Postal Ballot forms/ votes (As per Register).	118	33945213	100	37	5663748	100
(d)	Postal Ballot forms/ votes through e-voting with assent for the resolution.	117	33945208	100	34	5663405	99.99
(e)	Postal Ballot forms/ votes through e-voting with dissent for the resolution.	1	05	#0	3	343	0.01

Total: Resolution 2

Sr. No.	Particulars	No. of Ballots received	No. of Shares	% to the total shares representing valid votes
(a)	Total ballots & votes received	171	39609502	---
(b)	Less: Invalid ballot & votes (as per Register)*	16	541	---
(c)	Net valid ballot & votes (As per Register)	155	39608961	100
(d)	Valid Ballot & Votes with assent for the resolution	151	39608613	100
(e)	Valid Ballot & Votes with dissent for the resolution	4	348	#0

**Invalid votes include cases where shareholders had sent the Postal Ballot Form but have not cast their vote and rejected postal ballot forms.*

 # Considered as zero as the figure is zero upto 3 decimals.

RESOLUTION 3 - Special Resolution: Regarding creation of charge on the properties of the Company pursuant to Section 180 (1) (a) of the Companies Act, 2013:

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms receiv-ed	No. of Shares	% to the total shares representi-ng valid votes	No. of electric onic Ballot receiv-ed	No. of Shares	% to the total shares represent-ing valid votes

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

(a)	Total Postal Ballot forms/ voted through evoting received	134	33945754	---	37	5663748	---
(b)	Less: Invalid Postal Ballot forms	16	541	---	0	0	---
(c)	Net valid Postal Ballot forms/ votes (As per Register).	118	33945213	100	37	5663748	100
(d)	Postal Ballot forms/ votes through e-voting with assent for the resolution.	117	33945208	100	34	5663405	99.99
(e)	Postal Ballot forms/ votes through e-voting with dissent for the resolution.	1	05	#0	3	343	0.01

Total: Resolution 3

Sr. No.	Particulars	No. of Ballots received	No. of Shares	% to the total shares representing valid votes
(a)	Total ballots & votes received	171	39609502	---
(b)	Less: Invalid ballot & votes (as per Register)*	16	541	---
(c)	Net valid ballot & votes (As per Register)	155	39608961	100
(d)	Valid Ballot & Votes with assent for the resolution	151	39608613	100
(e)	Valid Ballot & Votes with dissent for the resolution	4	348	#0

**Invalid votes include cases where shareholders had sent the Postal Ballot Form but have not cast their vote and rejected postal ballot forms.*

 # Considered as zero as the figure is zero upto 3 decimals.

RESOLUTION 4 - Special Resolution: Regarding issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis:

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms	No. of Shares	% to the total shares representing valid	No. of electronic Ballot	No. of Shares	% to the total shares representing valid

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

		receiv-ed		votes	receiv-ed		votes
(a)	Total Postal Ballot forms/ voted through evoting received.	134	33945754	---	37	5663748	---
(b)	Less: Invalid Postal Ballot forms	16	541	---	0	0	---
(c)	Net valid Postal Ballot forms/ votes (As per Register).	118	33945213	100	37	5663748	100
(d)	Postal Ballot forms/ votes through e-voting with assent for the resolution.	117	33945203	100	35	5663375	99.99
(e)	Postal Ballot forms/ votes through e-voting with dissent for the resolution.	1	10	#0	2	373	0.01

Total: Resolution 4

Sr. No.	Particulars	No. of Ballots received	No. of Shares	% to the total shares representing valid votes
(a)	Total ballots & votes received	171	39609502	---
(b)	Less: Invalid ballot & votes (as per Register)*	16	541	---
(c)	Net valid ballot & votes (As per Register)	155	39608961	100
(d)	Valid Ballot & Votes with assent for the resolution	152	39608578	100
(e)	Valid Ballot & Votes with dissent for the resolution	3	383	#0

**Invalid votes include cases where shareholders had sent the Postal Ballot Form but have not cast their vote and rejected postal ballot forms.*

 # Considered as zero as the figure is zero upto 3 decimals.

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

RESOLUTION 5 - Special Resolution: Regarding increase in the limit of shareholding by foreign investors up to the sectoral cap:

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms receiv-ed	No. of Shares	% to the total shares representi-ng valid votes	No. of electric onic Ballot receiv-ed	No. of Shares	% to the total shares represent-ing valid votes
(a)	Total Postal Ballot forms/ voted through evoting received.	134	33945754	---	37	5663748	---
(b)	Less: Invalid Postal Ballot forms	16	541	---	0	0	---
(c)	Net valid Postal Ballot forms/ votes (As per Register).	118	33945213	100	37	5663748	100
(d)	Postal Ballot forms/ votes through e-voting with assent for the resolution.	116	33945103	100	34	5663688	100
(e)	Postal Ballot forms/ votes through e-voting with dissent for the resolution.	2	110	#0	3	60	#0

Total: Resolution 5

Sr. No.	Particulars	No. of Ballots received	No. of Shares	% to the total shares representing valid votes
(a)	Total ballots & votes received	171	39609502	---
(b)	Less: Invalid ballot & votes (as per Register)*	16	541	---
(c)	Net valid ballot & votes (As per Register)	155	39608961	100
(d)	Valid Ballot & Votes with assent for the resolution	150	39608791	100
(e)	Valid Ballot & Votes with dissent for the resolution	5	170	#0

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

**Invalid votes include cases where shareholders had sent the Postal Ballot Form but have not cast their vote and rejected postal ballot forms.*
 # Considered as zero as the figure is zero upto 3 decimals.

Note: The cases where shareholders have not cast their vote have been included in the invalid votes.

4. I have handed over the postal ballot forms and other related papers/ registers and records for the safe custody to Mr. Mehul Shah, SVP & Company Secretary, who has been authorized by the Board to supervise the Postal Ballot process.

5. On the basis of the scrutiny of the postal ballot forms and votes casted through electronic mode, the Resolutions may be deemed to be passed by the Shareholders of the Company as Special Resolutions as on the date of meeting convened in this behalf with the requisite majority.

6. You may accordingly declare the result of voting by Postal Ballot process (including votes cast through evoting).

Thanking you,

Hemanshu Kapadia
Scrutinizer
Practising Company Secretary
C.P. No.: 2285
FCS: 3477

Place: Mumbai
Date: April 2, 2015

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