

# HEMANSHU KAPADIA & ASSOCIATES

## COMPANY SECRETARIES

Office No. 12, 14<sup>th</sup> Floor, Navjivan Society, Building No.3

Lamington Road, Mumbai-400 008

Tel 6631 0888/6631 4830

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### SCRUTINIZER'S REPORT ON E-VOTING

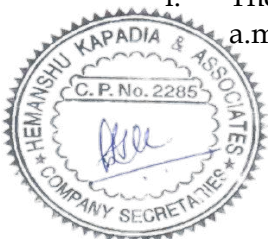
[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute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

To,

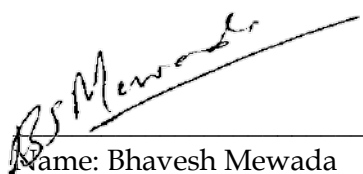
**The Chairman** of the 20<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Entertainment Network (India) Limited** [CIN: L92140MH1999PLC120516] ('the Company') held on Monday, the 5<sup>th</sup> day of August, 2019 at 3.00 p.m. at Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie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

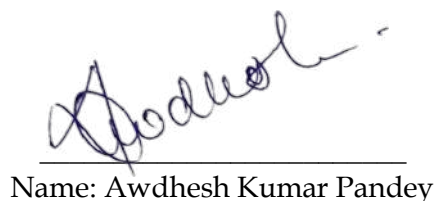
Dear Sir,

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 20<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on Monday, the 5<sup>th</sup> 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 20<sup>th</sup> 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 31<sup>st</sup> day of July, 2019, 9.00 a.m. (IST) to Sunday, the 4<sup>th</sup> day of August, 2019, 5.00 p.m. (IST).



- ii. The Members of the Company as on the 'cut-off' date (record date) for the purpose of e-voting i.e. Monday, the 29<sup>th</sup> day of July, 2019 were entitled to vote on the resolutions (Item nos. 1 to 11 as set out in the notice of the 20<sup>th</sup> AGM of the Company).
- iii. The E-voting platform was blocked on Sunday, the 4<sup>th</sup> day of August, 2019 after 5.00 p.m. (IST) and the votes cast were unblocked on Monday, the 5<sup>th</sup> 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.

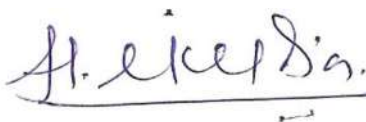
  
Name: Bhavesh Mewada

  
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 20<sup>th</sup> 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**  
**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,**

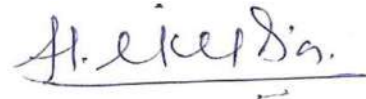




**Vineet Jain**  
**(DIN: 00003962)**  
**Chairman and Non-Executive Director of 20<sup>th</sup> AGM of**  
**Entertainment Network (India) Limited**  
**Date:** August 6, 2019  
**Place:** Mumbai

**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



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



## 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 20<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Entertainment Network (India) Limited** [CIN: L92140MH1999PLC120516] ('the Company') held on Monday, the 5<sup>th</sup> 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

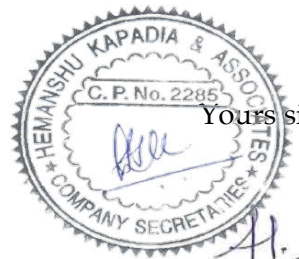
Dear Sir,

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 20<sup>th</sup> Annual General Meeting (AGM) of the Company for the purpose of the poll taken on the resolutions mentioned in the notice of the 20<sup>th</sup> AGM of the Company held on Monday, the 5<sup>th</sup> 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 20<sup>th</sup> 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.





Yours sincerely,

*H. Kapadia*

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

Date: August 6, 2019  
Place: Mumbai

Encl.: Result of the poll

Acknowledge receipt of the same

For Entertainment Network (India) Limited,

*Vineet Jain*

**Vineet Jain**  
(DIN: 00003962)  
Chairman and Non-Executive Director of the 20<sup>th</sup> AGM of  
Entertainment Network (India) Limited

Date: August 6, 2019  
Place: Mumbai

*Pooja Jain*

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

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*

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

*Pooja Jain*

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

*Vineet Jain*

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



## Scrutinizers' Report- Combined

### Consolidated Report of Scrutinizers' on remote e-voting and voting by poll at the 20<sup>th</sup> 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 20<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Entertainment Network (India) Limited** [CIN: L92140MH1999PLC120516] ('the Company') held on Monday, the 5<sup>th</sup> 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,

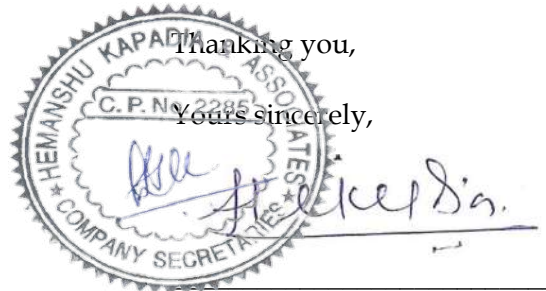
**Re: Scrutinizers' Report on remote e-voting and voting by poll in terms of provisions of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Secretarial 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 20<sup>th</sup> Annual General Meeting of Entertainment Network (India) Limited held on Monday, the 5<sup>th</sup> 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 31<sup>st</sup> day of July, 2019, 9.00 a.m. (IST) to Sunday, the 4<sup>th</sup> 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**.



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 20<sup>th</sup> Annual General Meeting (AGM) to conduct the Poll process in a fair and transparent manner on all the resolutions of the 20<sup>th</sup> AGM of the Members of the Company, held on the Monday, the 5<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 20<sup>th</sup> 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 20<sup>th</sup> AGM.

Thanking you,  
Yours sincerely,



**Hemanshu Kapadia**  
**Practicing Company Secretary**  
**Scrutinizer for E-voting and Poll**  
**C.P. No.: 2285; Mem. No.: F3477**

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



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

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

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



Acknowledge receipt of the same

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



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**Vineet Jain**

(DIN: 00003962)

**Chairman and Non-Executive Director of the 19<sup>th</sup> 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*

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

*Pooja Jain*

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

*Vineet Jain*

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

