

HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES

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SECRETARIAL COMPLIANCE REPORT OF ENTERTAINMENT NETWORK (INDIA) LIMITED FOR THE YEAR ENDED 31ST MARCH, 2019

I, Hemanshu Kapadia, Proprietor of **Hemanshu Kapadia & Associates** Practicing Company Secretaries, having office at Office No. 12, 14th Floor, Navjivan Commercial Co-op Soc. Ltd. Building No.3, Lamington Road, Mumbai, Maharashtra 400008, have examined the following as under:

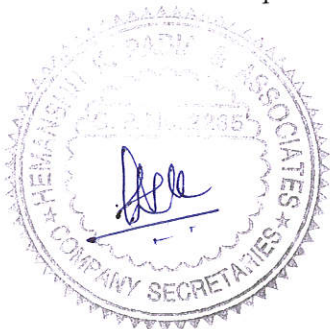
- a) all the documents and records made available to me and explanation provided by ENTERTAINMENT NETWORK (INDIA) LIMITED ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Audit Period);
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the Audit Period);
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during the Audit Period);
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Audit Period);
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable to the Company during the Audit Period);
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	The Board of Directors shall have an optimum combination of executive and non-executive directors with at least one woman director as per Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and	During the financial year under review, the Company did not have a Woman Director on its Board upto May	During the financial year under review, the Company did not have a Woman Director on its Board of Directors upto May 22, 2018.



	Disclosure Requirements) Regulations, 2015	22, 2018.	Mrs.Sukanya Anand Kripalu (DIN-06994202) was appointed as an Additional Independent Director with effect from May 23, 2018.
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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c) As confirmed by the management, there were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observation made in the Secretarial Compliance Report for the Year Ended	Action taken by the Listed Entity, If Any,	Comments of the Practising Company Secretary on the actions taken by the Listed Entity
Not Applicable as this the first year of reporting				

For **Hemanshu Kapadia & Associates**
Practising Company Secretaries

H. Kapadia

Hemanshu Kapadia
Proprietor
C.P. No.: 2285
Membership No.: F3477

Date: 07/05/2019
Place: Mumbai

