

# entertainment network (India) limited

Corporate Office: 14<sup>th</sup> 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

<b>BSE Limited,</b> Rotunda Building, P. J. Towers, Dalal Street, Fort, Mumbai- 400001	<b>National Stock Exchange of India Limited,</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051
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**BSE Scrip Code: 532700/ Symbol: ENIL**  
**Summary of the proceedings of the Annual General Meeting**

Dear Sir/Madam,

1. (a) CIN: L92140MH1999PLC120516  
(b) GLN: Not Applicable
2. (a) Name of the Company: ENTERTAINMENT NETWORK (INDIA)  
LIMITED  
(b) Registered office address: 4<sup>th</sup> Floor, Matulya Centre, A wing, S. B. Marg,  
Lower Parel (West), Mumbai, Maharashtra, India, 400013.  
(c) E-mail ID: mekul.shah@timesgroup.com
3. Details of the meeting:
  - (i) the day, date, hour and venue of the annual general meeting (AGM):  
**Monday, August 5, 2019 at 3.00 p.m.** at Hall of Culture, Ground Floor,  
Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai: 400018. AGM  
was concluded at 3.50 p.m.
  - (ii) confirmation with respect to appointment of Chairman of the meeting:  
The Company has complied with the relevant provisions of the  
Companies Act, 2013 ('the Act') and Mr. Vineet Jain (Non - Executive  
Director) took the chair of the meeting.
  - (iii) number of members attending the meeting: 51 Members were present in  
person.
  - (iv) confirmation of quorum: yes, requisite quorum was present
  - (v) confirmation with respect to compliance of the Act and the Rules,  
secretarial standards made there under with respect to calling,  
convening and conducting the meeting: yes, complied with - to the  
extent applicable.
  - (vi) business transacted at the meeting and result thereof: details were  
furnished on August 6, 2019.

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- (vii) particulars with respect to any adjournment, postponement of meeting, change in venue: None.
  - (viii) any other points relevant for inclusion in the report: None.
4. Details of the meeting: fair summary of the proceedings of the meeting:  
Mr. Vineet Jain, Chairman & Non-Executive Director took the Chair. All the directors were present at the AGM.

All the statutory registers, relevant documents, Auditors' Report, Secretarial Audit Report, etc. as prescribed under the Companies Act, 2013 were available and kept open for inspection by the Members.

Secretarial Auditor - Mr. Hemanshu Kapadia (Practicing Company Secretary & proprietor of M/s. Hemanshu Kapadia & Associates), C.P. No.: 2285, Membership No.: F3477 and Statutory Auditor- S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration number - 101049W/E300004) represented by their partner Mr. Govind Ahuja were present at the 20<sup>th</sup> AGM.

The requisite quorum being present, the Chairman declared the meeting in order. The Chairman briefed the Members about the relevant provisions of the Companies Act, 2013 and the rules thereto and the procedure of the AGM.

With the consent of all the members, Notice of the AGM and Auditors' Report were taken as read. The Audit Report did not contain any qualification, reservation or adverse remark.

The Secretarial Audit Report of the Company for the financial year 2018-19 contained one observation on page no. 71 of the Annual Report, which stated that:

*During the financial year under review, the Company did not have a Woman Director on its Board of Directors upto May 22, 2018. Mrs. Sukanya Anand Kripalu (DIN-06994202) was appointed as an Additional Independent Director with effect from May 23, 2018.*

The observation was adequately addressed in the Directors' Report on page number 57 of the Annual Report. The Company had complied with all the regulatory requirements to appoint the woman director before the due date. Under the Guidelines from the Ministry of Information & Broadcasting ('MIB'), the Company could appoint any new director only after getting approval from them. Post approval received from the MIB, the Board of Directors appointed Ms. Sukanya Kripalu as an Additional Director (Independent Non- Executive Director) on May 23, 2018.

The Chairman explained the objective and implications of all the Resolutions before they were put to vote at the Meeting.

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The Chairman also provided a fair opportunity to the Members of the Company who were entitled to vote to seek clarifications and/or offer comments related to the items of business and same were adequately addressed.

As per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and 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 20<sup>th</sup> AGM. Since voting by show of hands was not permissible as per the Companies Act, 2013, at the 20<sup>th</sup> 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 have already voted through Remote E-voting, did not vote on Poll at the 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 20<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> AGM: Remote E-voting was conducted between Wednesday, July 31, 2019 and Sunday, August 4, 2019 and poll was taken at the AGM.

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

<b>Resolution No.</b>	<b>Brief description of resolutions (Kindly refer to the AGM notice for complete resolutions)</b>	<b>Outcome of voting</b>
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	Approved with requisite majority

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	the Report of the Auditors thereon.	
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](http://www.enil.co.in).

## For Entertainment Network (India) Limited



**Vineet Jain**

**Chairman** [DIN-00003962]

Mumbai.