

entertainment network (India) limited

Registered Office: 'A' Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013, India.

September 27, 2018

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| 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. |
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BSE Scrip Code: 532700/ Symbol: ENIL: Reg. 44 Voting results of 19th 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 19th Annual General Meeting (AGM). Since voting by show of hands was not permissible as per the Companies Act, 2013, at the 19th 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 19th 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 19th 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 19th 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 September 27, 2018.

Mode of voting for all the resolutions at the 19th AGM: Remote E-voting was conducted between September 21, 2018 and September 25, 2018 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 19th Annual General Meeting (AGM) of the Company held on September 26, 2018.

As per the consolidated Report of the Scrutinizer(s), all the resolutions as set out in the Notice of 19th AGM have been duly approved by the Members of the Company with requisite majority.

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Registered Office: 'A' Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013, India.

| 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, 2018 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, 2018 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. Vineet Jain (DIN: 00003962), as a Director, liable to retire by rotation. | Approved with requisite majority |
| 5 | Ordinary Resolution: Ratification of appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration number - 101049W/ E300004), as the Auditors of the Company and to authorize the Board of Directors 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: Approval of levying charges for service of documents to the members of the Company as requested by them. | Approved with requisite majority |
| 9 | Ordinary Resolution: Appointment of Ms. Sukanya Kripalu (DIN: 06994202) as an Independent Non- Executive Director. | Approved with requisite majority |
| 10 | Special Resolution: Approval for continuation of holding the office of Independent Non- Executive Director by Mr. Richard Saldanha (DIN: 00189029). | Approved with requisite majority |

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 19th AGM along with the consolidated report on voting.

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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 19th AGM

| Sl.No. | Description | | | | | |
|--------|--|--------------------------|---|--------------|-----------------|-----------------------------|
| A | Date of the AGM | | 26-Sep-18 | | | |
| B | Book closure date | | September 20, 2018 to September 26, 2018 (both days inclusive). The cut-off date (record date) for the purpose of voting was September 19, 2018 | | | |
| C | Total number of shareholders on record date | | 13133 | | | |
| D | No. of Shareholders present in the meeting either in person or through proxy | | 36 | | | |
| | <u>Shareholders</u> | <u>Present in person</u> | <u>Present through proxy</u> | <u>Total</u> | <u>Shares</u> | <u>% to paid-up capital</u> |
| | Promoters and Promoter group | 1 | 0 | 1 | 33918400 | 71.15 |
| | Public | 34 | 1 | 35 | 26085 | 0.05 |
| | Total | 35 | 1 | 36 | 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: September 27, 2018

Regulation 44_19th AGM_Entertainment Network (India) Limited

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| Ordinary Resolution Number: 1 | Ordinary Resolution regarding adoption of the audited financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon. |
|--------------------------------------|---|

| Category | Mode of voting | No. of shares held (1) | No. of votes polled * (2) | % of Votes Polled on outstanding shares (3) (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6) (6)= [(4)/(2)]*100 | % of Votes against on votes polled (7) (7)= [(5)/(2)]*100 |
|-----------------------------|-------------------------------|---------------------------|------------------------------|---|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 33918400 | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-voting | | 7966693 | 76.42 | 7966693 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 10424746 | 7966693 | 76.42 | 7966693 | 0 | 100.00 | 0.00 |
| Public – Non Institutions | E-voting | | 1558 | 0.05 | 1558 | 0 | 100.00 | 0.00 |
| | Poll | | 353 | 0.01 | 353 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 3327269 | 1911 | 0.06 | 1911 | 0 | 100.00 | 0.00 |
| Total | | 47670415 | 41887004 | 87.87 | 41887004 | 0 | 100.00 | 0.00 |

* valid votes

| | |
|--------------------------------------|--|
| Ordinary Resolution Number: 2 | Ordinary Resolution regarding adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the Report of the Auditors thereon. |
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| Category | Mode of voting | No. of shares held (1) | No. of votes polled * (2) | % of Votes Polled on outstanding shares (3) (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6) (6)= [(4)/(2)]*100 | % of Votes against on votes polled (7) (7)= [(5)/(2)]*100 |
|-----------------------------|-------------------------------|---------------------------|------------------------------|---|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 33918400 | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-voting | | 7966693 | 76.42 | 7966693 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 10424746 | 7966693 | 76.42 | 7966693 | 0 | 100.00 | 0.00 |
| Public – Non Institutions | E-voting | | 1558 | 0.05 | 1558 | 0 | 100.00 | 0.00 |
| | Poll | | 353 | 0.01 | 353 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 3327269 | 1911 | 0.06 | 1911 | 0 | 100.00 | 0.00 |
| Total | | 47670415 | 41887004 | 87.87 | 41887004 | 0 | 100.00 | 0.00 |

* valid votes



Regulation 44_19th AGM_Entertainment Network (India) Limited

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| Ordinary Resolution Number: 3 | Ordinary Resolution regarding declaring dividend on equity shares. |
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| Category | Mode of voting | No. of shares held (1) | No. of votes polled * (2) | % of Votes Polled on outstanding shares (3) (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6) (6)= [(4)/(2)]*100 | % of Votes against on votes polled (7) (7)= [(5)/(2)]*100 |
|-----------------------------|-------------------------------|---------------------------|------------------------------|---|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 33918400 | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-voting | | 8546693 | 81.98 | 8546693 | | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 10424746 | 8546693 | 81.98 | 8546693 | 0 | 100.00 | 0.00 |
| Public – Non Institutions | E-voting | | 1558 | 0.05 | 1558 | | 100.00 | 0.00 |
| | Poll | | 353 | 0.01 | 353 | | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 3327269 | 1911 | 0.06 | 1911 | 0 | 100.00 | 0.00 |
| Total | | 47670415 | 42467004 | 89.08 | 42467004 | 0 | 100.00 | 0.00 |

* valid votes

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| Ordinary Resolution Number: 4 | Ordinary Resolution regarding re-appointment of Mr. Vineet Jain (DIN: 00003962), as a Director, liable to retire by rotation. |
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| Category | Mode of voting | No. of shares held (1) | No. of votes polled * (2) | % of Votes Polled on outstanding shares (3) (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6) (6)= [(4)/(2)]*100 | % of Votes against on votes polled (7) (7)= [(5)/(2)]*100 |
|-----------------------------|-------------------------------|---------------------------|------------------------------|---|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 33918400 | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-voting | | 8546693 | 81.98 | 8546693 | | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 10424746 | 8546693 | 81.98 | 8546693 | 0 | 100.00 | 0.00 |
| Public – Non Institutions | E-voting | | 1558 | 0.05 | 1558 | | 100.00 | 0.00 |
| | Poll | | 353 | 0.01 | 353 | | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 3327269 | 1911 | 0.06 | 1911 | 0 | 100.00 | 0.00 |
| Total | | 47670415 | 42467004 | 89.08 | 42467004 | 0 | 100.00 | 0.00 |

* valid votes



Regulation 44_19th AGM_Entertainment Network (India) Limited

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| Ordinary Resolution Number: 5 | Ordinary Resolution regarding ratification of appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration number - 101049W/ E300004), as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration. |
|--------------------------------------|---|

| Category | Mode of voting | No. of shares held (1) | No. of votes polled * (2) | % of Votes Polled on outstanding shares (3) (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6) (6)= [(4)/(2)]*100 | % of Votes against on votes polled (7) (7)= [(5)/(2)]*100 |
|-----------------------------|-------------------------------|---------------------------|------------------------------|---|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 33918400 | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-voting | | 8546693 | 81.98 | 8546693 | | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 10424746 | 8546693 | 81.98 | 8546693 | 0 | 100.00 | 0.00 |
| Public – Non Institutions | E-voting | | 1558 | 0.05 | 1558 | | 100.00 | 0.00 |
| | Poll | | 353 | 0.01 | 353 | | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 3327269 | 1911 | 0.06 | 1911 | 0 | 100.00 | 0.00 |
| Total | | 47670415 | 42467004 | 89.08 | 42467004 | 0 | 100.00 | 0.00 |

* valid votes

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| Ordinary Resolution Number: 6 | Ordinary Resolution regarding ratification of remuneration payable to the Cost Auditors, M/s. R. Nanabhoy & Co., Cost Accountants (Firm registration number- 00010). |
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| Category | Mode of voting | No. of shares held (1) | No. of votes polled * (2) | % of Votes Polled on outstanding shares (3) (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6) (6)= [(4)/(2)]*100 | % of Votes against on votes polled (7) (7)= [(5)/(2)]*100 |
|-----------------------------|-------------------------------|---------------------------|------------------------------|---|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 33918400 | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-voting | | 8546693 | 81.98 | 8546693 | | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 10424746 | 8546693 | 81.98 | 8546693 | 0 | 100.00 | 0.00 |
| Public – Non Institutions | E-voting | | 1558 | 0.05 | 1558 | | 100.00 | 0.00 |
| | Poll | | 353 | 0.01 | 353 | | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 3327269 | 1911 | 0.06 | 1911 | 0 | 100.00 | 0.00 |
| Total | | 47670415 | 42467004 | 89.08 | 42467004 | 0 | 100.00 | 0.00 |

* valid votes



Regulation 44_19th AGM_Entertainment Network (India) Limited

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| Special Resolution Number: 7 | Special Resolution regarding issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis. |
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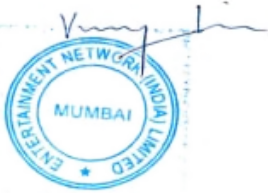
| Category | Mode of voting | No. of shares held (1) | No. of votes polled * (2) | % of Votes Polled on outstanding shares (3) (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6) (6)= [(4)/(2)]*100 | % of Votes against on votes polled (7) (7)= [(5)/(2)]*100 |
|-----------------------------|-------------------------------|---------------------------|------------------------------|---|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 33918400 | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-voting | | 8546693 | 81.98 | 8546693 | | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 10424746 | 8546693 | 81.98 | 8546693 | 0 | 100.00 | 0.00 |
| Public – Non Institutions | E-voting | | 1558 | 0.05 | 1558 | | 100.00 | 0.00 |
| | Poll | | 353 | 0.01 | 353 | | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 3327269 | 1911 | 0.06 | 1911 | 0 | 100.00 | 0.00 |
| Total | | 47670415 | 42467004 | 89.08 | 42467004 | 0 | 100.00 | 0.00 |

* valid votes

| | |
|-------------------------------------|---|
| Special Resolution Number: 8 | Special Resolution regarding approval of levying charges for service of documents to the members of the Company as requested by them. |
|-------------------------------------|---|

| Category | Mode of voting | No. of shares held (1) | No. of votes polled * (2) | % of Votes Polled on outstanding shares (3) (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6) (6)= [(4)/(2)]*100 | % of Votes against on votes polled (7) (7)= [(5)/(2)]*100 |
|-----------------------------|-------------------------------|---------------------------|------------------------------|---|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 33918400 | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-voting | | 7966693 | 76.42 | 5034342 | 2932351 | 63.19 | 36.81 |
| | Poll | | 0 | 0.00 | 0 | | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 10424746 | 7966693 | 76.42 | 5034342 | 2932351 | 63.19 | 36.81 |
| Public – Non Institutions | E-voting | | 1558 | 0.05 | 1558 | | 100.00 | 0.00 |
| | Poll | | 353 | 0.01 | 353 | | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 3327269 | 1911 | 0.06 | 1911 | 0 | 100.00 | 0.00 |
| Total | | 47670415 | 41887004 | 87.87 | 38954653 | 2932351 | 93.00 | 7.00 |

* valid votes



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| Ordinary Resolution Number: 9 | Ordinary Resolution regarding appointment of Ms. Sukanya Kripalu (DIN: 06994202) as an Independent Non- Executive Director. |
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| Category | Mode of voting | 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 | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 33918400 | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-voting | | 8546693 | 81.98 | 8546693 | | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 10424746 | 8546693 | 81.98 | 8546693 | 0 | 100.00 | 0.00 |
| Public – Non Institutions | E-voting | | 1558 | 0.05 | 1558 | | 100.00 | 0.00 |
| | Poll | | 353 | 0.01 | 353 | | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 3327269 | 1911 | 0.06 | 1911 | 0 | 100.00 | 0.00 |
| Total | | 47670415 | 42467004 | 89.08 | 42467004 | 0 | 100.00 | 0.00 |

* valid votes

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| Special Resolution Number: 10 | Special Resolution regarding approval for continuation of holding the office of Independent Non- Executive Director by Mr. Richard Saldanha (DIN: 00189029). |
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| Category | Mode of voting | 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 | E-voting | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 33918400 | 33918400 | 100.00 | 33918400 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-voting | | 8546693 | 81.98 | 8546693 | | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 10424746 | 8546693 | 81.98 | 8546693 | 0 | 100.00 | 0.00 |
| Public – Non Institutions | E-voting | | 1558 | 0.05 | 1558 | | 100.00 | 0.00 |
| | Poll | | 353 | 0.01 | 353 | | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 3327269 | 1911 | 0.06 | 1911 | 0 | 100.00 | 0.00 |
| Total | | 47670415 | 42467004 | 89.08 | 42467004 | 0 | 100.00 | 0.00 |

* valid votes

Mumbai, September 27, 2018



For Entertainment Network (India) Limited

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 0888/6631 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 19th Annual General Meeting of the Equity Shareholders of **Entertainment Network (India) Limited** [CIN: L92140MH1999PLC120516] ('the Company') held on Wednesday, the 26th day of September, 2018 at 3.00 p.m. at Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

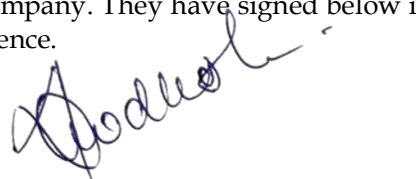
Dear Sir,

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 19th Annual General Meeting (AGM) of the Members of the Company, held on Wednesday, the 26th day of September, 2018 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 19th 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 Computershare Private Limited ('KCPL'/'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 Friday, the 21st day of September, 2018, 9.00 a.m. (IST) to Tuesday, the 25th day of September, 2018, 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. Wednesday, the 19th day of September, 2018 were entitled to vote on the resolutions (Item nos. 1 to 10 as set out in the notice of the 19th AGM of the Company).
- iii. The E-voting platform was blocked on Tuesday, the 25th day of September, 2018 after 5.00 p.m. (IST) and the votes cast were unblocked on Wednesday, the 26th day of September, 2018 in the presence of two witnesses, Ms. Kalika Dabholkar and Mr. Awdhesh Pandey, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

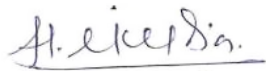

Name: Kalika Dabholkar


Name: Awdhesh 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 19th 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: September 27, 2018
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 19th AGM of
Entertainment Network (India) Limited
Date: September 27, 2018
Place: Mumbai

| | |
|--------------------------------------|---|
| Ordinary Resolution Number: 1 | Ordinary Resolution regarding adoption of the audited financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon. |
|--------------------------------------|---|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 40 | 7968251 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them * |
|---|--------------------------------------|
| 2 | 587212 |

* includes members who abstained from voting and also includes votes exercised by members who have partly abstained from voting and considered as 'abstained'

| | |
|--------------------------------------|--|
| Ordinary Resolution Number: 2 | Ordinary Resolution regarding adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the Report of the Auditors thereon. |
|--------------------------------------|--|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 40 | 7968251 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them * |
|---|--------------------------------------|
| 2 | 587212 |

* includes members who abstained from voting and also includes votes exercised by members who have partly abstained from voting and considered as 'abstained'



| | |
|--------------------------------------|--|
| Ordinary Resolution Number: 3 | Ordinary Resolution regarding declaring dividend on equity shares. |
|--------------------------------------|--|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 42 | 8548251 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them * |
|---|--------------------------------------|
| 0 | 7212 |

* includes members who abstained from voting and also includes votes exercised by members who have partly abstained from voting and considered as 'abstained'

| | |
|--------------------------------------|---|
| Ordinary Resolution Number: 4 | Ordinary Resolution regarding re-appointment of Mr. Vineet Jain (DIN: 00003962), as a Director, liable to retire by rotation. |
|--------------------------------------|---|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 42 | 8548251 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them * |
|---|--------------------------------------|
| 0 | 7212 |

* includes members who abstained from voting and also includes votes exercised by members who have partly abstained from voting and considered as 'abstained'



| | |
|--------------------------------------|---|
| Ordinary Resolution Number: 5 | Ordinary Resolution regarding ratification of appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration number - 101049W/ E300004), as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration. |
|--------------------------------------|---|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 42 | 8548251 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them * |
|---|--------------------------------------|
| 0 | 7212 |

* includes members who abstained from voting and also includes votes exercised by members who have partly abstained from voting and considered as 'abstained'

| | |
|--------------------------------------|--|
| Ordinary Resolution Number: 6 | Ordinary Resolution regarding ratification of remuneration payable to the Cost Auditors, M/s. R. Nanabhoy & Co., Cost Accountants (Firm registration number- 00010). |
|--------------------------------------|--|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 42 | 8548251 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them * |
|---|--------------------------------------|
| 0 | 7212 |

* includes members who abstained from voting and also includes votes exercised by members who have partly abstained from voting and considered as 'abstained'



| | |
|-------------------------------------|---|
| Special Resolution Number: 7 | Special Resolution regarding issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis. |
|-------------------------------------|---|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 42 | 8548251 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them * |
|---|--------------------------------------|
| 0 | 7212 |

* includes members who abstained from voting and also includes votes exercised by members who have partly abstained from voting and considered as 'abstained'

| | |
|-------------------------------------|---|
| Special Resolution Number: 8 | Special Resolution regarding approval of levying charges for service of documents to the members of the Company as requested by them. |
|-------------------------------------|---|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 34 | 5035900 | 63.20 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 6 | 2932351 | 36.80 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them * |
|---|--------------------------------------|
| 2 | 587212 |

* includes members who abstained from voting and also includes votes exercised by members who have partly abstained from voting and considered as 'abstained'



| | |
|--------------------------------------|---|
| Ordinary Resolution Number: 9 | Ordinary Resolution regarding appointment of Ms. Sukanya Kripalu (DIN: 06994202) as an Independent Non- Executive Director. |
|--------------------------------------|---|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 42 | 8548251 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them * |
|---|--------------------------------------|
| 0 | 7212 |

* includes members who abstained from voting and also includes votes exercised by members who have partly abstained from voting and considered as 'abstained'

| | |
|--------------------------------------|--|
| Special Resolution Number: 10 | Special Resolution regarding approval for continuation of holding the office of Independent Non- Executive Director by Mr. Richard Saldanha (DIN: 00189029). |
|--------------------------------------|--|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 42 | 8548251 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them * |
|---|--------------------------------------|
| 0 | 7212 |

* includes members who abstained from voting and also includes votes exercised by members who have partly abstained from voting and considered as 'abstained'



Thanking you,

Yours faithfully,

H. Kapadia



Hemanshu Kapadia

Scrutinizer
Practising Company Secretary
Membership No: F3477
Place: Mumbai
Dated: September 27, 2018

Vineet Jain



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

Vineet Jain
[DIN-00003962]
Place: Mumbai
Dated: September 27, 2018

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 19th Annual General Meeting of the Equity Shareholders of **Entertainment Network (India) Limited** [CIN: L92140MH1999PLC120516] ('the Company') held on Wednesday, the 26th day of September, 2018 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 19th Annual General Meeting (AGM) of the Company for the purpose of the poll taken on the resolutions mentioned in the notice of the 19th AGM of the Company held on Wednesday, the 26th day of September, 2018 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 14 poll papers representing 33918753 (Three Crore Thirty Nine Lakh Eighteen Thousand Seven Hundred Fifty Three) 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 19th 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.



Thanking you,

Yours sincerely,



Hemanshu Kapadia

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

Date: September 27, 2018
Place: Mumbai

Pooja Jain

Pooja Jain
Member
Scrutinizer
DP-Client Id 12066900 00058424

Date: September 27, 2018
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 19th AGM of
Entertainment Network (India) Limited

Date: September 27, 2018
Place: Mumbai

| | |
|--------------------------------------|---|
| Ordinary Resolution Number: 1 | Ordinary Resolution regarding adoption of the audited financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon. |
|--------------------------------------|---|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 14 | 33918753 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

* includes members who abstained from voting

| | |
|--------------------------------------|--|
| Ordinary Resolution Number: 2 | Ordinary Resolution regarding adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the Report of the Auditors thereon. |
|--------------------------------------|--|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 14 | 33918753 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

* includes members who abstained from voting



| | |
|--------------------------------------|--|
| Ordinary Resolution Number: 3 | Ordinary Resolution regarding declaring dividend on equity shares. |
|--------------------------------------|--|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 14 | 33918753 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

* includes members who abstained from voting

| | |
|--------------------------------------|---|
| Ordinary Resolution Number: 4 | Ordinary Resolution regarding re-appointment of Mr. Vineet Jain (DIN: 00003962), as a Director, liable to retire by rotation. |
|--------------------------------------|---|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 14 | 33918753 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

* includes members who abstained from voting



| | |
|--------------------------------------|--|
| Ordinary Resolution Number: 5 | Ordinary Resolution regarding ratification of appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration number - 101049W/E300004), as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration. |
|--------------------------------------|--|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 14 | 33918753 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

* includes members who abstained from voting

| | |
|--------------------------------------|---|
| Ordinary Resolution Number: 6 | Ordinary Resolution regarding ratification of remuneration payable to the Cost Auditors, M/s. R. Nanabhoy & Co., Cost Accountants (Firm registration number-00010). |
|--------------------------------------|---|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 14 | 33918753 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

* includes members who abstained from voting



| | |
|-------------------------------------|---|
| Special Resolution Number: 7 | Special Resolution regarding issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis. |
|-------------------------------------|---|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 14 | 33918753 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

* includes members who abstained from voting

| | |
|-------------------------------------|---|
| Special Resolution Number: 8 | Special Resolution regarding approval of levying charges for service of documents to the members of the Company as requested by them. |
|-------------------------------------|---|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 14 | 33918753 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them. |
|---|-------------------------------------|
| 0 | 0 |

* includes members who abstained from voting



| | |
|--------------------------------------|---|
| Ordinary Resolution Number: 9 | Ordinary Resolution regarding appointment of Ms. Sukanya Kripalu (DIN: 06994202) as an Independent Non- Executive Director. |
|--------------------------------------|---|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 14 | 33918753 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

* includes members who abstained from voting

| | |
|--------------------------------------|--|
| Special Resolution Number: 10 | Special Resolution regarding approval for continuation of holding the office of Independent Non- Executive Director by Mr. Richard Saldanha (DIN: 00189029). |
|--------------------------------------|--|

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 14 | 33918753 | 100.00 |

(ii) Voted **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

(iii) **Invalid** votes:

| Total number of members whose votes were declared invalid * | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

* includes members who abstained from voting

Thanking you,

Yours faithfully,



Scrutinizers' Report on Poll at the 19th AGM of Entertainment Network (India) Limited



Hemanshu Kapadia

Hemanshu Kapadia
Scrutinizer
Practising Company Secretary
Membership No: F3477
Place: Mumbai
Dated: September 27, 2018

Pooja Jain

Pooja Jain
Scrutinizer
Member of the Company
DP-Client ID: 1206690000058424
Place: Mumbai
Dated: September 27, 2018

For Entertainment Network (India) Limited

Vineet Jain

Vineet Jain
Chairman
[DIN-00003962]
Place: Mumbai
Dated: September 27, 2018



Scrutinizers' Report- Combined

Consolidated Report of Scrutinizers' on remote e-voting and voting by poll at the 19th 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 19th Annual General Meeting of the Equity Shareholders of **Entertainment Network (India) Limited** [CIN: L92140MH1999PLC120516] ('the Company') held on Wednesday, the 26th day of September, 2018 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 19th Annual General Meeting of Entertainment Network (India) Limited held on Wednesday, the 26th day of September, 2018 at 3.00 p.m.

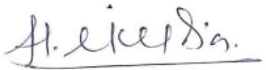
1. I, Hemanshu Kapadia, Practicing Company Secretary (C.P. No.: 2285, Membership No.: F3477), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, have been appointed as the Scrutinizer by the Board of Directors of **Entertainment Network (India) Limited** ('the Company') for the purpose of scrutinizing 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 Computershare Private Limited ['KCPL'/'Karvy'/'Service Provider'/'R & TA') for conducting the remote e-voting by the Members of the Company. The remote e-voting remained open from Friday, the 21st day of September, 2018, 9.00 a.m. (IST) to Tuesday, the 25th day of September, 2018, 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 September 27, 2018 **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 19th Annual General Meeting (AGM) to conduct the Poll process in a fair and transparent manner on all the resolutions of the 19th AGM of the Members of the Company, held on the Wednesday, the 26th day of September, 2018 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 September 27, 2018 on the poll taken on all the resolutions contained in the notice to the 19th 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 19th 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 19th AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 19th 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 19th AGM.

Thanking you,

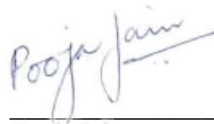
Yours sincerely,



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

Date: September 27, 2018

Place: Mumbai



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

Date: September 27, 2018

Place: Mumbai

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

Acknowledge receipt of the same

For Entertainment Network (India) Limited,



A handwritten signature in blue ink, appearing to read "Vineet Jain".

Vineet Jain

(DIN: 00003962)

**Chairman and Non-Executive Director of the 19th AGM of
Entertainment Network (India) Limited**

Date: September 27, 2018

Place: Mumbai

Combined voting results of E-voting and Poll at the 19th AGM of Entertainment Network (India) Limited

| Resolution No. | Brief description of resolutions (Kindly refer to the AGM notice for complete resolutions) | Votes | Electronic Voting | | | Voting through Form (Physical) | | | (E-voting + Physical) | |
|-------------------------|---|-----------------|-------------------------|-------------------------------|---------------------------------------|--|-------------------------------|---------------------------------------|-----------------------|---------------------------------------|
| | | | Number of members voted | No. of votes cast by them (A) | % of total number of valid votes cast | Number of members present and voting (in person or by proxy) | No. of votes cast by them (B) | % of total number of valid votes cast | Total votes (A) + (B) | % of total number of valid votes cast |
| 1 (Ordinary resolution) | Ordinary Resolution regarding adoption of the audited financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon. | Votes in favour | 40 | 7968251 | 100.00 | 14 | 33918753 | 100.00 | 41887004 | 100.00 |
| | | Votes against | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0.00 |
| | | Invalid votes * | 2 | 587212 | -- | 0 | 0 | -- | 587212 | -- |
| 2 (Ordinary resolution) | Ordinary Resolution regarding adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the Report of the Auditors thereon. | Votes in favour | 40 | 7968251 | 100.00 | 14 | 33918753 | 100.00 | 41887004 | 100.00 |
| | | Votes against | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0.00 |
| | | Invalid votes * | 2 | 587212 | -- | 0 | 0 | -- | 587212 | -- |
| 3 (Ordinary resolution) | Ordinary Resolution regarding declaring dividend on equity shares. | Votes in favour | 42 | 8548251 | 100.00 | 14 | 33918753 | 100.00 | 42467004 | 100.00 |
| | | Votes against | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0.00 |
| | | Invalid votes * | 0 | 7212 | -- | 0 | 0 | -- | 7212 | -- |
| 4 (Ordinary resolution) | Ordinary Resolution regarding re-appointment of Mr. Vineet Jain (DIN: 00003962), as a Director, liable to retire by rotation. | Votes in favour | 42 | 8548251 | 100.00 | 14 | 33918753 | 100.00 | 42467004 | 100.00 |
| | | Votes against | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0.00 |
| | | Invalid votes * | 0 | 7212 | -- | 0 | 0 | -- | 7212 | -- |
| 5 (Ordinary resolution) | Ordinary Resolution regarding ratification of appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration number - 101049W/ E300004), as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration. | Votes in favour | 42 | 8548251 | 100.00 | 14 | 33918753 | 100.00 | 42467004 | 100.00 |
| | | Votes against | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0.00 |
| | | Invalid votes * | 0 | 7212 | -- | 0 | 0 | -- | 7212 | -- |
| 6 (Ordinary resolution) | Ordinary Resolution regarding ratification of remuneration payable to the Cost Auditors, M/s. R. Nanabhoy & Co., Cost Accountants (Firm registration number- 00010). | Votes in favour | 42 | 8548251 | 100.00 | 14 | 33918753 | 100.00 | 42467004 | 100.00 |
| | | Votes against | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0.00 |
| | | Invalid votes * | 0 | 7212 | -- | 0 | 0 | -- | 7212 | -- |
| 7 (Special resolution) | Special Resolution regarding issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis. | Votes in favour | 42 | 8548251 | 100.00 | 14 | 33918753 | 100.00 | 42467004 | 100.00 |
| | | Votes against | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0.00 |
| | | Invalid votes * | 0 | 7212 | -- | 0 | 0 | -- | 7212 | -- |
| 8 (Special resolution) | Special Resolution regarding approval of levying charges for service of documents to the members of the Company as requested by them. | Votes in favour | 34 | 5035900 | 63.20 | 14 | 33918753 | 100.00 | 38954653 | 93.00 |
| | | Votes against | 6 | 2932351 | 36.80 | 0 | 0 | 0.00 | 2932351 | 7.00 |
| | | Invalid votes * | 2 | 587212 | -- | 0 | 0 | -- | 587212 | -- |
| 9 (Ordinary resolution) | Ordinary Resolution regarding appointment of Ms. Sukanya Kripalu (DIN: 06994202) as an Independent Non- Executive Director. | Votes in favour | 42 | 8548251 | 100.00 | 14 | 33918753 | 100.00 | 42467004 | 100.00 |
| | | Votes against | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0.00 |
| | | Invalid votes * | 0 | 7212 | -- | 0 | 0 | -- | 7212 | -- |
| 10 (Special resolution) | Special Resolution regarding approval for continuation of holding the office of Independent Non- Executive Director by Mr. Richard Saldanha (DIN: 00189029). | Votes in favour | 42 | 8548251 | 100.00 | 14 | 33918753 | 100.00 | 42467004 | 100.00 |
| | | Votes against | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0.00 |
| | | Invalid votes * | 0 | 7212 | -- | 0 | 0 | -- | 7212 | -- |

* includes members who abstained from voting and also includes votes exercised by members who have partly abstained from voting and considered as 'abstained'

All the aforesaid 10 resolutions approved by the Members with requisite majority.



Hemanshu Kapadia
Scrutinizer
Practising Company Secretary
Membership No: F3477
Place: Mumbai
Dated: September 27, 2018

Pooja Jain
Scrutinizer
Member of the Company
DP-Client ID: 1206690000058424
Place: Mumbai
Dated: September 27, 2018

Vineet Jain
For Entertainment Network (India) Limited
Chairman
[DIN-00003962]
Place: Mumbai
Dated: September 27, 2018

