

# HEMANSHU KAPADIA & ASSOCIATES

## COMPANY SECRETARIES

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Lamington Road, Mumbai-400 008

Tel 6631 0888/6631 4830

E-mail: hemanshu@hkacs.com

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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 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Entertainment Network (India) Limited** [CIN: L92140MH1999PLC120516] ('the Company') held on Wednesday, the 26<sup>th</sup> 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.

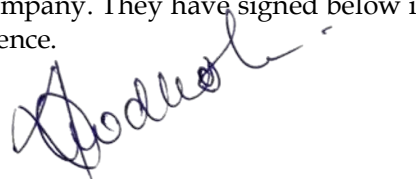
Dear Sir,

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 19<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on Wednesday, the 26<sup>th</sup> 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 19<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 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 21<sup>st</sup> day of September, 2018, 9.00 a.m. (IST) to Tuesday, the 25<sup>th</sup> 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 19<sup>th</sup> day of September, 2018 were entitled to vote on the resolutions (Item nos. 1 to 10 as set out in the notice of the 19<sup>th</sup> AGM of the Company).
- iii. The E-voting platform was blocked on Tuesday, the 25<sup>th</sup> day of September, 2018 after 5.00 p.m. (IST) and the votes cast were unblocked on Wednesday, the 26<sup>th</sup> 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.

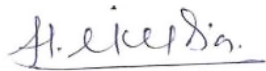
  
Name: Kalika Dabholkar

  
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 19<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:** 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 19<sup>th</sup> AGM of**  
**Entertainment Network (India) Limited**  
**Date:** September 27, 2018  
**Place:** Mumbai

<b>Ordinary Resolution Number: 1</b>	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.
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(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'

<b>Ordinary Resolution Number: 2</b>	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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(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'



<b>Ordinary Resolution Number: 3</b>	Ordinary Resolution regarding declaring dividend on equity shares.
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(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'

<b>Ordinary Resolution Number: 4</b>	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'



<b>Ordinary Resolution Number: 5</b>	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'

<b>Ordinary Resolution Number: 6</b>	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'



<b>Special Resolution Number: 7</b>	Special Resolution regarding issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis.
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(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'

<b>Special Resolution Number: 8</b>	Special Resolution regarding approval of levying charges for service of documents to the members of the Company as requested by them.
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(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'



<b>Ordinary Resolution Number: 9</b>	Ordinary Resolution regarding appointment of Ms. Sukanya Kripalu (DIN: 06994202) as an Independent Non- Executive Director.
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(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'

<b>Special Resolution Number: 10</b>	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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(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 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Entertainment Network (India) Limited** [CIN: L92140MH1999PLC120516] ('the Company') held on Wednesday, the 26<sup>th</sup> 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 19<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 19<sup>th</sup> AGM of the Company held on Wednesday, the 26<sup>th</sup> 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 19<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.



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 19<sup>th</sup> AGM of**  
**Entertainment Network (India) Limited**

**Date:** September 27, 2018  
**Place:** Mumbai

<b>Ordinary Resolution Number: 1</b>	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

<b>Ordinary Resolution Number: 2</b>	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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(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



<b>Ordinary Resolution Number: 3</b>	Ordinary Resolution regarding declaring dividend on equity shares.
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(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

<b>Ordinary Resolution Number: 4</b>	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



<b>Ordinary Resolution Number: 5</b>	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

<b>Ordinary Resolution Number: 6</b>	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



<b>Special Resolution Number: 7</b>	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

<b>Special Resolution Number: 8</b>	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



<b>Ordinary Resolution Number: 9</b>	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

<b>Special Resolution Number: 10</b>	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 19<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 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Entertainment Network (India) Limited** [CIN: L92140MH1999PLC120516] ('the Company') held on Wednesday, the 26<sup>th</sup> 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 19<sup>th</sup> Annual General Meeting of Entertainment Network (India) Limited held on Wednesday, the 26<sup>th</sup> day of September, 2018 at 3.00 p.m.**

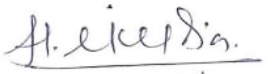
1. I, Hemanshu Kapadia, Practicing Company Secretary (C.P. No.: 2285, Membership No.: F3477), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, have been appointed as the Scrutinizer by the Board of Directors of **Entertainment Network (India) Limited** ('the Company') for the purpose of scrutinizing 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 21<sup>st</sup> day of September, 2018, 9.00 a.m. (IST) to Tuesday, the 25<sup>th</sup> 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 19<sup>th</sup> Annual General Meeting (AGM) to conduct the Poll process in a fair and transparent manner on all the resolutions of the 19<sup>th</sup> AGM of the Members of the Company, held on the Wednesday, the 26<sup>th</sup> 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 19<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 19<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 19<sup>th</sup> AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 19<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 19<sup>th</sup> AGM.

Thanking you,

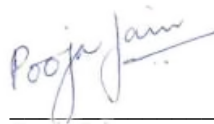
Yours sincerely,



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

**Date:** 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".

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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:** 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



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