

# entertainment network (India) limited

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

September 27, 2018

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

Dear Sir/Madam,

1. (a) CIN: L92140MH1999PLC120516  
(b) GLN: Not Applicable
2. (a) Name of the Company: ENTERTAINMENT NETWORK (INDIA) LIMITED  
(b) Registered office address: 4<sup>th</sup> Floor, Matulya Centre, A wing, S. B. Marg, Lower Parel (West), Mumbai, Maharashtra, India, 400013.  
(c) E-mail ID: mehul.shah@timesgroup.com
3. Details of the meeting:
  - (i) the day, date, hour and venue of the annual general meeting (AGM): **Wednesday, September 26, 2018 at 3.00 p.m.** at Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai: 400018. AGM was concluded at 3.35 p.m.
  - (ii) confirmation with respect to appointment of Chairman of the meeting: The Company has complied with the relevant provisions of the Companies Act, 2013 and Mr. Vineet Jain (Non - Executive Director) took the chair of the meeting, except for resolution related to his reappointment.
  - (iii) number of members attending the meeting: 35 Members were present in person and 1 Member was present through proxy.
  - (iv) confirmation of quorum: yes, requisite quorum was present
  - (v) confirmation with respect to compliance of the Act and the Rules, secretarial standards made there under with respect to calling, convening and conducting the meeting: yes, complied with - to the extent applicable.
  - (vi) business transacted at the meeting and result thereof: details were furnished on September 27, 2018.

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- (vii) particulars with respect to any adjournment, postponement of meeting, change in venue: None.
  - (viii) any other points relevant for inclusion in the report: None.
4. Details of the meeting: fair summary of the proceedings of the meeting:  
Mr. Vineet Jain, Chairman & Non-Executive Director took the Chair, except for the Notice item no. 4, which related to his reappointment. All the directors were present at the AGM.

Secretarial Auditor - Mr. Hemanshu Kapadia (Practicing Company Secretary & proprietor of M/s. Hemanshu Kapadia & Associates) and Statutory Auditor- S. R. Batliboi & Associates LLP represented by their partner Mr. Govind Ahuja were present at the 19<sup>th</sup> AGM.

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

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

The Secretarial Audit Report of the Company for the financial year 2017-18 contains one observation on page no. 60 of the Annual Report, which stated that:

*During the period from November 15, 2017 to March 31, 2018, the Company did not have Woman Director on its Board of Directors.*

The observation has been adequately addressed in the Directors' Report on page number 45 and 46 of the Annual Report. The Company had complied with all the regulatory requirements to appoint the woman director before the due date. Under the Guidelines from the Ministry of Information & Broadcasting ('MIB'), the Company could appoint any new director only after getting approval from them. Post approval received from the MIB, the Board of Directors appointed Ms. Sukanya Kripalu as an Additional Director (Independent Non- Executive Director) on May 23, 2018

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

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

As per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and other applicable provisions of the Companies Act, 2013, the Company had provided to its members the facility to cast their votes by electronic means on all the resolutions as stated in the 19<sup>th</sup> Annual General

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Meeting (AGM). Since voting by show of hands was not permissible as per the Companies Act, 2013, at the 19<sup>th</sup> AGM the Chairman ordered for a poll for the voting on all the resolutions and voting was conducted by means of poll. As per the Companies Act, 2013, Members who have already voted through Remote E-voting, did not vote on Poll at the AGM.

The Board of Directors had appointed Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477) - proprietor of M/s. Hemanshu Kapadia & Associates, as a Scrutinizer to scrutinize the Remote E-voting process in a fair and transparent manner. The Chairman appointed Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477) - proprietor of M/s. Hemanshu Kapadia & Associates and Mrs. Pooja Jain, Member of the Company as the Scrutinizers to conduct the Poll process at the 19<sup>th</sup> AGM in a fair and transparent manner.

The Scrutinizer issued separate Scrutinizer's Report on the Remote E-voting. The Scrutinizers issued separate Scrutinizers' Report on the poll taken on all the resolutions contained in the notice of the 19<sup>th</sup> AGM of the Company. The Scrutinizers also submitted the combined report on the result of Remote E-voting together with that of Poll. Reports of Scrutinizers were furnished on September 27, 2018.

**Mode of voting** for all the resolutions at the 19<sup>th</sup> AGM: Remote E-voting was conducted between September 21, 2018 and September 25, 2018 and poll was taken at the AGM.

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

<b>Resolution No.</b>	<b>Brief description of resolutions (Kindly refer to the AGM notice for complete resolutions)</b>	<b>Outcome of voting</b>
1	Ordinary Resolution: Adoption of the audited financial statements of the Company for the financial year ended March 31, 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

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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

Aforesaid Voting Results were declared on September 27, 2018 and posted on the website of the Company, [www.enil.co.in](http://www.enil.co.in).

**For Entertainment Network (India) Limited**



**Vineet Jain**  
**Chairman** [DIN-00003962]  
Mumbai.