

entertainment network (India) limited

Corporate Office: Trade Gardens, Ground Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, India. Tel: 91 22 6753 6983. Fax: 91 22 6753 6800

August 13, 2014

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: Clause 35A Voting results of 15th 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 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 15th Annual General Meeting (AGM). Since voting by show of hands is not permissible as per the Companies Act, 2013, at the 15th 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 E-voting, did not vote on Poll at the 15th AGM.

The Board of Directors had appointed Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477) as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Chairman appointed Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477) and Ms. Pooja Udeshi, Practicing Company Secretary (Membership No: A23674) as the Scrutinizers to conduct the Poll process at the 15th AGM in a fair and transparent manner.

The Scrutinizer has issued separate Scrutinizer's Report on the e-voting. The Scrutinizers have issued separate Scrutinizers' Report on the poll taken on all the resolutions contained in the notice to the 15th AGM of the Company. The Scrutinizers have also submitted the combined report on the result of e-voting together with that of Poll.

As per the consolidated Report of the Scrutinizer(s), all the resolutions as set out in the Notice of 15th AGM have been duly approved by the Members of the Company with requisite majority.

Pursuant to the Clause 35A of the listing agreement, please find attached herewith the voting results of the 15th Annual General Meeting (AGM) of the Company held on August 12, 2014.

Mode of voting for all the resolutions at the 15th AGM: E-voting conducted between August 6, 2014 and August 8, 2014 and poll conducted at the AGM.

Please also find herewith the following:

- Voting results as per Clause 35A [voting results is combined result of 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 15th AGM along with the consolidated report on voting.

In the aforesaid results and reports, brief description of resolutions has been given. Kindly refer to the AGM notice for the complete resolutions. Kindly place the same on your record.

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

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

Tel: +91 22 40983000/ 6662 0600. Fax: +91 22 6661 5030. E-mail: mehul.shah@timesgroup.com www.enil.co.in

Corporate Identity Number: L92140MH1999PLC120516

Outcome of voting at the 15th AGM (under Clause 35A of the Listing Agreement)
ENTERTAINMENT NETWORK (INDIA) LIMITED
CIN: L92140MH1999PLC120516

Sl.No.	Description					
A	Date of the AGM			12-Aug-14		
B	Book closure date			August 5, 2014 to August 12, 2014 (both days inclusive). The cut-off date (record date) for the purpose of e-voting was July 4, 2014		
C	Total number of shareholders on record date			13602		
D	No. of Shareholders present in the meeting either in person or through proxy			52		
	<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	2	0	2	33918400	71.15
	Public	47	3	50	358675	0.75
	Total	49	3	52	34277075	71.90
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: August 13, 2014

Ordinary Resolution Number: 1	Adoption of the Audited Balance Sheet of the Company as at March 31, 2014, the Profit and Loss Account (the Statement of Profit and Loss) and the Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.
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Promoter/ Public	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	33918400	33918400	100.00	33918400	0	100.00	0.00
Public – Institutional holders	8769069	1097236	12.51	1097236	0	100.00	0.00
Public-Others	4982946	7423	0.15	7423	0	100.00	0.00
Total	47670415	35023059	73.47	35023059	0	100.00	0.00

Ordinary Resolution Number: 2	To declare dividend on equity shares.
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Promoter/ Public	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	33918400	33918400	100.00	33918400	0	100.00	0.00
Public – Institutional holders	8769069	1537020	17.53	1537020	0	100.00	0.00
Public-Others	4982946	7423	0.15	7423	0	100.00	0.00
Total	47670415	35462843	74.39	35462843	0	100.00	0.00

Ordinary Resolution Number: 3	Re-appointment of Mr. Ravindra Dhariwal (DIN-00003922) as a Director, liable to retire by rotation.
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Promoter/ Public	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	33918400	33918400	100.00	33918400	0	100.00	0.00
Public – Institutional holders	8769069	1537020	17.53	1537020	0	100.00	0.00
Public-Others	4982946	7343	0.15	7343	0	100.00	0.00
Total	47670415	35462763	74.39	35462763	0	100.00	0.00

Ordinary Resolution Number: 4	Re-appointment of Mr. Vineet Jain (DIN-00003962) as a Director, liable to retire by rotation.
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Promoter/ Public	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	33918400	33918400	100.00	33918400	0	100.00	0.00
Public – Institutional holders	8769069	1537020	17.53	1537020	0	100.00	0.00
Public-Others	4982946	7343	0.15	7343	0	100.00	0.00
Total	47670415	35462763	74.39	35462763	0	100.00	0.00

Ordinary Resolution Number: 5	Appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (registration number- 101049W), as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration.
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Promoter/ Public	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	33918400	33918400	100.00	33918400	0	100.00	0.00
Public – Institutional holders	8769069	1537020	17.53	1537020	0	100.00	0.00
Public-Others	4982946	7423	0.15	7423	0	100.00	0.00
Total	47670415	35462843	74.39	35462843	0	100.00	0.00

Ordinary Resolution Number: 6	Ratification of remuneration payable to the Cost Auditors, M/s. R. Nanabhoy & Co., Cost Accountants (Firm registration number- 00010).
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Promoter/ Public	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	33918400	33918400	100.00	33918400	0	100.00	0.00
Public – Institutional holders	8769069	1537020	17.53	1537020	0	100.00	0.00
Public-Others	4982946	7423	0.15	7423	0	100.00	0.00
Total	47670415	35462843	74.39	35462843	0	100.00	0.00

Special Resolution Number: 7	Re-designation of Mr. Prashant Panday (DIN-02747925) from 'Executive Director & Chief Executive Officer' to 'Managing Director & Chief Executive Officer'.
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Promoter/ Public	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	33918400	33918400	100.00	33918400	0	100.00	0.00
Public – Institutional holders	8769069	1537020	17.53	1537020	0	100.00	0.00
Public-Others	4982946	7343	0.15	7343	0	100.00	0.00
Total	47670415	35462763	74.39	35462763	0	100.00	0.00

Ordinary Resolution Number: 8	Appointment of Mr. Richard Saldanha (DIN: 00189029) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.
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Promoter/ Public	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	33918400	33918400	100.00	33918400	0	100.00	0.00
Public – Institutional holders	8769069	1537020	17.53	1537020	0	100.00	0.00
Public-Others	4982946	7423	0.15	7343	80	98.92	1.08
Total	47670415	35462843	74.39	35462763	80	100.00	0.00

Ordinary Resolution Number: 9	Appointment of Mr. Ravindra Kulkarni (DIN: 00059367) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.
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Promoter/ Public	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	33918400	33918400	100.00	33918400	0	100.00	0.00
Public – Institutional holders	8769069	1537020	17.53	1537020	0	100.00	0.00
Public-Others	4982946	7423	0.15	7343	80	98.92	1.08
Total	47670415	35462843	74.39	35462763	80	100.00	0.00

Ordinary Resolution Number: 10	Appointment of Mr. Amba Preetham Parigi (Mr. A. P. Parigi) (DIN: 00087586) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.
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Promoter/ Public	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	33918400	33918400	100.00	33918400	0	100.00	0.00
Public – Institutional holders	8769069	1537020	17.53	1097236	439784	71.39	28.61
Public-Others	4982946	7343	0.15	7342	1	99.99	0.01
Total	47670415	35462763	74.39	35022978	439785	98.76	1.24

Ordinary Resolution Number: 11	Appointment of Mr. Narayanan Kumar (Mr. N. Kumar) (DIN: 00007848) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.
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Promoter/ Public	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	33918400	33918400	100.00	33918400	0	100.00	0.00
Public – Institutional holders	8769069	1537020	17.53	1537020	0	100.00	0.00
Public-Others	4982946	1843	0.04	1843	0	100.00	0.00
Total	47670415	35457263	74.38	35457263	0	100.00	0.00

Ordinary Resolution Number: 12	Appointment of Mr. Nagesh Satyanarayan Basavanhalli (Mr. B. S. Nagesh) (DIN: 00027595) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.
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Promoter/ Public	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	33918400	33918400	100.00	33918400	0	100.00	0.00
Public – Institutional holders	8769069	1537020	17.53	1537020	0	100.00	0.00
Public-Others	4982946	7423	0.15	7423	0	100.00	0.00
Total	47670415	35462843	74.39	35462843	0	100.00	0.00

Ordinary Resolution Number: 13	Appointment of Ms. Vibha Paul Rishi (DIN: 05180796) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.
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Promoter/ Public	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	33918400	33918400	100.00	33918400	0	100.00	0.00
Public – Institutional holders	8769069	1537020	17.53	1537020	0	100.00	0.00
Public-Others	4982946	7423	0.15	7423	0	100.00	0.00
Total	47670415	35462843	74.39	35462843	0	100.00	0.00

For Entertainment Network (India) Limited



Vineet Jain

Chairman

[DIN-00003962]

Place: Mumbai

Dated: August 13, 2014

HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES

Office No. 12, 14th Floor, Navjivan Society, Building No.3

Lamington Road, Mumbai -400 008

Tel 6631 0888, Telefax 6631 4830

E-mail: hemanshu@hkacs.com

SCRUTINIZER'S REPORT

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

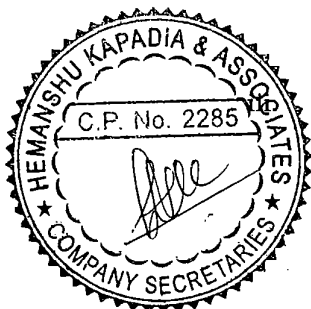
To,

The Chairman of 15th Annual General Meeting of the Members of Entertainment Network (India) Limited (the Company) to be held on the Tuesday, 12th August 2014 at 3.00 p.m. at Birla Matushri Sabhagar, 19, New Marine Limes, Mumbai.

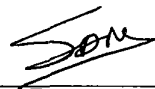
Dear Sir,

1. I, Hemanshu Kapadia of M/s. Hemanshu Kapadia & Associates, Mumbai, have been appointed by the Board of Directors of **Entertainment Network (India) Limited** (the Company) as a Scrutiniser for the purpose of scrutinising the 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 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 15th Annual General Meeting (AGM) of the members of the Company, to be held on the Tuesday, 12th August 2014 at 3.00 p.m. at Birla Matushri Sabhagar, 19, New Marine Limes, Mumbai.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 15th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutiniser for the e-voting process is restricted to make a Scrutiniser'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, the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:-
 - i. The e-voting period remained open from Wednesday, 6th August 2014 (9.00 a.m. IST) to Friday, 8th August 2014 (6.00 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. 4th July 2014 were entitled to vote on the resolutions (items no. 1 to 13 as set out in the notice of the 15th AGM of the Company)

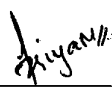
The votes cast were unblocked on 8th August 2014 at 6:30 P.M. (IST) in the presence of two witnesses, Mr. Siddhanth Nimbalkar and Ms. Priyam Agarwal



who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Siddhanth Nimbalkar



Priyam Agarwal

- iv. Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted "for"/"against" each of the resolutions that were put to vote, were generated from the e-voting website of Karvy Computershare Private Limited i.e. <https://evoting.karvy.com> and based on such reports generated, the result of the e-voting is as under: (Kindly refer to the AGM notice for the complete resolutions):

- (a) **Resolution No. 1: ORDINARY RESOLUTION:** Adoption of the Audited Balance Sheet of the Company as at March 31, 2014, the Profit and Loss Account (the Statement of Profit and Loss) and the Cash Flow Statement for the financial year ended on that date 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
24	35012425	100

- (ii) Voted against the resolution:

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

- (iii) Invalid votes (includes members who abstained from voting):

Total number of members whose votes were declared invalid.	Total number of votes cast by them.
2	439784

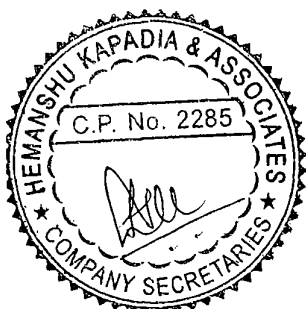
- (b) **Resolution No. 2: ORDINARY RESOLUTION:** To declare dividend on equity shares.

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
26	35452209	100

- (ii) Voted against the resolution:

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



(iii) **Invalid votes (includes members who abstained from voting):**

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

(c) **Resolution No.3: ORDINARY RESOLUTION: Re-appointment of Mr. Ravindra Dhariwal (DIN-00003922) 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
25	35452129	100

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

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

(iii) **Invalid votes (includes members who abstained from voting):**

Total number of members whose votes were declared invalid.	Total number of votes cast by them.
1	80

(d) **Resolution No.4: ORDINARY RESOLUTION: Re-appointment of Mr. Vineet Jain (DIN-00003962) as a Director, liable to retire by rotation.**

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

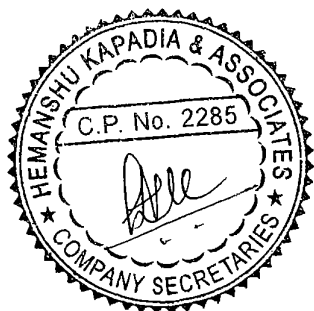
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
25	35452129	100

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

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

(iii) **Invalid votes (includes members who abstained from voting):**

Total number of members whose votes were declared invalid.	Total number of votes cast by them.
1	80



- (e) **Resolution No.5: ORDINARY RESOLUTION:** Appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (registration number- 101049W), 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
26	35452209	100

- (ii) Voted against the resolution:

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

- (iii) Invalid votes (includes members who abstained from voting):

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

- (f) **Resolution No. 6: ORDINARY RESOLUTION:** 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
26	35452209	100

- (ii) Voted against the resolution:

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

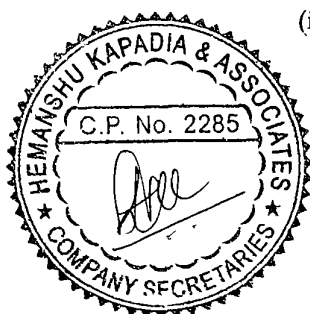
- (iii) Invalid votes (includes members who abstained from voting):

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

- (g) **Resolution No.7: SPECIAL RESOLUTION:** Re-designation of Mr. Prashant Panday (DIN-02747925) from 'Executive Director & Chief Executive Officer' to 'Managing Director & Chief Executive Officer'.

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
25	35452129	100



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

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

(iii) **Invalid** votes (includes members who abstained from voting):

Total number of members whose votes were declared invalid.	Total number of votes cast by them.
1	80

(h) **Resolution No. 8: ORDINARY RESOLUTION:** Appointment of Mr. Richard Saldanha (DIN: 00189029) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
25	35452129	100

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	80	0

(iii) **Invalid** votes (includes members who abstained from voting):

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

(i) **Resolution No. 9: ORDINARY RESOLUTION:** Appointment of Mr. Ravindra Kuikarni (DIN: 00059367) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.

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

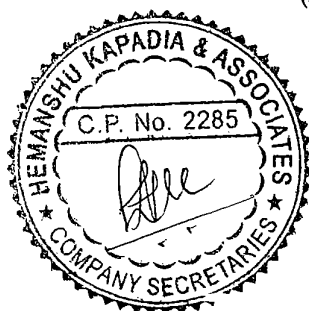
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
25	35452129	100

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	80	0

(iii) **Invalid** votes (includes members who abstained from voting):

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



- (j) **Resolution No.10: ORDINARY RESOLUTION:** Appointment of Mr. Amba Preetham Parigi (Mr. A. P. Parigi) (DIN: 00087586) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	35012344	98.76

- (ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	439785	1.24

- (iii) Invalid votes (includes members who abstained from voting):

Total number of members whose votes were declared invalid.	Total number of votes cast by them.
1	80

- (k) **Resolution No.11: ORDINARY RESOLUTION:** Appointment of Mr. Narayanan Kumar (Mr. N. Kumar) (DIN: 00007848) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
25	35446629	100

- (ii) Voted against the resolution:

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

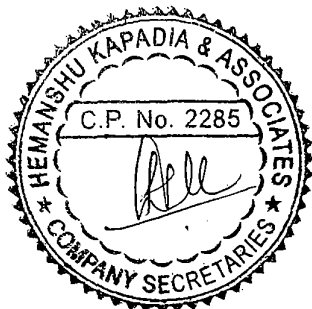
- (iii) Invalid votes (includes members who abstained from voting):

Total number of members whose votes were declared invalid.	Total number of votes cast by them.
1	5580

- (l) **Resolution No. 12: ORDINARY RESOLUTION:** Appointment of Mr. Nagesh Satyanarayan Basavanhalli (Mr. B. S. Nagesh) (DIN: 00027595) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
26	35452209	100



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

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

(iii) Invalid votes (includes members who abstained from voting):

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

(m) **Resolution No. 13: ORDINARY RESOLUTION:** Appointment of Ms. Vibha Paul Rishi (DIN: 05180796) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
26	35452209	100

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

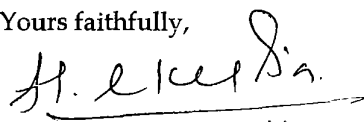
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes (includes members who abstained from voting):

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

Thanking you,

Yours faithfully,



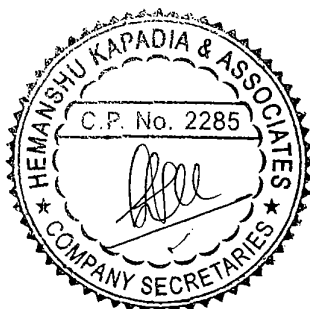
Hemanshu Kapadia
Scrutinizer
Practising Company Secretary
C.P. No.: 2285; FCS 3477

Place: Mumbai
Dated: 11th August 2014

For Entertainment Network (India) Limited



Vineet Jain
Chairman
[DIN-00003962]
Place: Mumbai
Dated: 11th August 2014



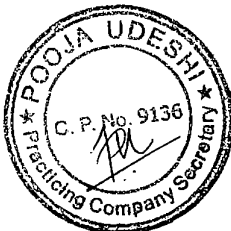
REPORT OF SCRUTINIZERS (ON POLL AT AGM) [MGT-13]
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman of the 15th Annual General Meeting
of the Equity Shareholders of
Entertainment Network (India) Limited [CIN: L92140MH1999PLC120516]
held on Tuesday, the 12th day of August, 2014 at 3.00 p.m. at
Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

Dear Sir,

We, Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477) and Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, and Ms. Pooja Udeshi, Practicing Company Secretary (Membership No: A23674) of Mumbai were appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolutions, at the 15th Annual General Meeting (AGM) of the Equity Shareholders of **Entertainment Network (India) Limited** ('the Company'/'ENIL'), held on Tuesday, the 12th day of August, 2014 at 3.00 p.m. at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020. We submit our report as under:

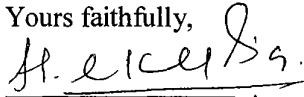
1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. Total 26 poll papers were distributed out of which 23 poll papers were deposited in the ballot box. Out of the 23 deposited poll papers, none of the poll papers were invalid.
4. The result of the Poll is as annexed herewith and forming part of this document. In the said annexure, brief description of resolutions has been given. Kindly refer to the AGM notice for the complete resolutions.
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution 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 faithfully,



Hemanshu Kapadia

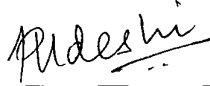
Scrutinizer

Practicing Company Secretary

Membership No: F3477

Place: Mumbai

Dated: August 13, 2014



Pooja Udeshi

Scrutinizer

Practicing Company Secretary

Membership No: A23674

Place: Mumbai

Dated: August 13, 2014

A/a: result of the poll

For Entertainment Network (India) Limited



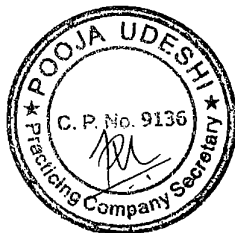
Vineet Jain

Chairman

[DIN-00003962]

Place: Mumbai

Dated: August 13, 2014



Ordinary Resolution Number: 1	Adoption of the Audited Balance Sheet of the Company as at March 31, 2014, the Profit and Loss Account (the Statement of Profit and Loss) and the Cash Flow Statement for the financial year ended on that date 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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	10634	100.00

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them.
0	0

Ordinary Resolution Number: 2	To declare dividend on equity shares.
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(i) Voted **in favour** of the resolution:

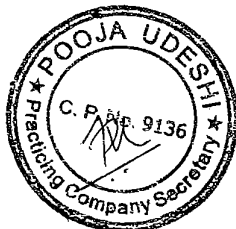
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	10634	100.00

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them.
0	0



Ordinary Resolution Number: 3	Re-appointment of Mr. Ravindra Dhariwal (DIN-00003922) as a Director, liable to retire by rotation.
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(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	10634	100.00

(ii) Voted against of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them.
0	0

Ordinary Resolution Number: 4	Re-appointment of Mr. Vineet Jain (DIN-00003962) as a Director, liable to retire by rotation.
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(i) Voted in favour of the resolution:

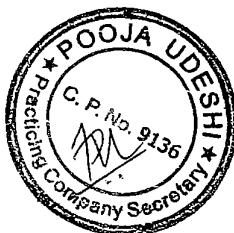
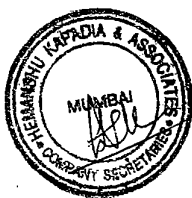
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	10634	100.00

(ii) Voted against of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them.
0	0



Ordinary Resolution Number: 5	Appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (registration number- 101049W), as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration.
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(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	10634	100.00

(ii) Voted against of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them.
0	0

Ordinary Resolution Number: 6	Ratification of remuneration payable to the Cost Auditors, M/s. R. Nanabhoy & Co., Cost Accountants (Firm registration number- 00010).
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(i) Voted in favour of the resolution:

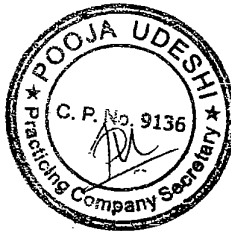
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	10634	100.00

(ii) Voted against of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them.
0	0



Special Resolution Number: 7	Re-designation of Mr. Prashant Panday (DIN-02747925) from 'Executive Director & Chief Executive Officer' to 'Managing Director & Chief Executive Officer'
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(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	10634	100.00

(ii) Voted against of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them.
0	0

Ordinary Resolution Number: 8	Appointment of Mr. Richard Saldanha (DIN: 00189029) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.
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(i) Voted in favour of the resolution:

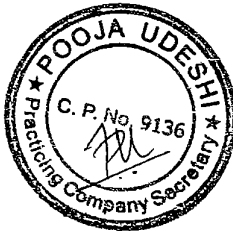
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	10634	100.00

(ii) Voted against of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them.
0	0



Ordinary Resolution Number: 9	Appointment of Mr. Ravindra Kulkarni (DIN: 00059367) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.
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(i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	10634	100.00

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid votes.**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them.

Ordinary Resolution Number: 10	Appointment of Mr. Amba Preetham Parigi (Mr. A. P. Parigi) (DIN: 00087586) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.
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(i) **Voted in favour of the resolution:**

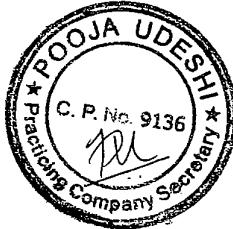
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	10634	100.00

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid votes.**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them.
0	0



Ordinary Resolution Number: 11	Appointment of Mr. Narayanan Kumar (Mr. N. Kumar) (DIN: 00007848) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.
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(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	10634	100.00

(ii) Voted against of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them.
0	0

Ordinary Resolution Number: 12	Appointment of Mr. Nagesh Satyanarayan Basavanhalli (Mr. B. S. Nagesh) (DIN: 00027595) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.
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(i) Voted in favour of the resolution:

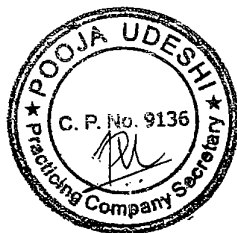
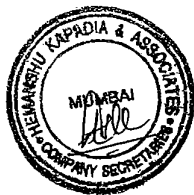
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	10634	100.00

(ii) Voted against of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them.
0	0



Ordinary Resolution Number: 13	Appointment of Ms. Vibha Paul Rishi (DIN: 05180796) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.
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(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	10634	100.00

(ii) Voted against of the resolution:

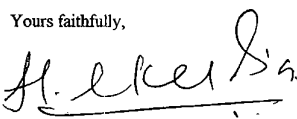
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid votes:

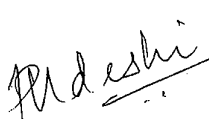
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them.
0	0

Thanking you,

Yours faithfully,



Hemanshu Kapadia

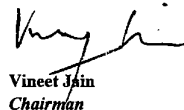


Pooja Udeshi

Scrutinizer
Practising Company Secretary
Membership No: F3477
Place: Mumbai
Dated: August 13, 2014

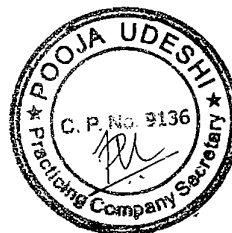
Scrutinizer
Practising Company Secretary
Membership No: A23674
Place: Mumbai
Dated: August 13, 2014

For Entertainment Network (India) Limited



Vineet Jain
Chairman

[DIN-00003962]
Place: Mumbai
Dated: August 13, 2014



COMBINE REPORT OF SCRUTINIZERS (ON E-VOTING AND POLL AT AGM)

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 and rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 15th Annual General Meeting
of the Equity Shareholders of

Entertainment Network (India) Limited [CIN: L92140MH1999PLC120516]

held on Tuesday, the 12th day of August, 2014 at 3.00 p.m. at
Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

Dear Sir,

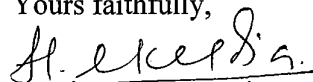
1. I, Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477) have been appointed as a Scrutinizer by the Board of Directors of **Entertainment Network (India) Limited** ('the Company'/'ENIL') for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules).
2. I have issued separate Scrutinizer's Report dated August 11, 2014 **on the e-voting**.
3. Under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, We, Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477) and Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, and Ms. Pooja Udeshi, Practicing Company Secretary (Membership No: A23674) have been appointed as the Scrutinizers by the Chairman of the 15th Annual General Meeting (AGM) to conduct the Poll process in a fair and transparent manner on all the resolutions of the 15th Annual General Meeting (AGM) of the members of the Company, held on the Tuesday, the 12th day of August, 2014 at 3.00 p.m. at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.
4. We have issued separate Scrutinizers' Report dated August 13, 2014 **on the poll taken** on all the resolutions contained in the notice to the 15th AGM of the Company. As requested by management we submit herewith our combined report on the result of e-voting together with that of Poll as annexed herewith and forming part of this document. In the said annexure, brief description of resolutions has been given. Kindly refer to the AGM notice for the complete resolutions.
5. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on all the resolutions contained in the Notice of the 15th AGM of the members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the AGM is restricted to make Scrutinizers' 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, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and Karvy Computershare Private Limited (Registrar & Share Transfer Agents) at the time of poll taken at the 15th AGM.

Thanking you,

Yours faithfully,



Hemanshu Kapadia
Scrutinizer for E-voting and Poll
Practicing Company Secretary
Membership No: F3477

Place: Mumbai
Dated: August 13, 2014



Pooja Udeshi
Scrutinizer for Poll
Practicing Company Secretary
Membership No: A23674

Place: Mumbai
Dated: August 13, 2014

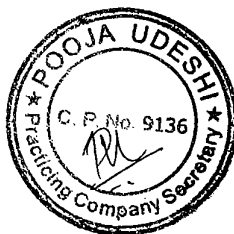
A/a: combined result of the E-voting and poll

For Entertainment Network (India) Limited



Vineet Jain
Chairman
[DIN-00003962]

Place: Mumbai
Dated: August 13, 2014



Resolution No.	Brief description of resolutions (Kindly refer to the AGM notice for complete resolutions)	Votes	Electronic Voting				Poll at AGM				Total (E-voting + Poll)	
			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)	Adoption of the Audited Balance Sheet of the Company as at March 31, 2014, the Profit and Loss Account (the Statement of Profit and Loss) and the Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.	Votes in favour Votes against Invalid votes *	26 0 0	35012425 0 439784	100.00 0.00 --	23 0 0	10634 0 0	100.00 0.00 --	35020859 0 439784	100.00 0.00 --		
2 (Ordinary resolution)	To declare dividend on equity shares.	Votes in favour Votes against Invalid votes *	26 0 0	35452209 0 0	100.00 0.00 --	23 0 0	10634 0 0	100.00 0.00 --	35462843 0 0	100.00 0.00 --		
3 (Ordinary resolution)	Re-appointment of Mr. Ravindra Dhanwal (DIN-00003922) as a Director, liable to retire by rotation.	Votes in favour Votes against Invalid votes *	25 0 1	35452129 0 80	100.00 0.00 --	23 0 0	10634 0 0	100.00 0.00 --	35462763 0 80	100.00 0.00 --		
4 (Ordinary resolution)	Re-appointment of Mr. Vineet Jain (DIN-00003962) as a Director, liable to retire by rotation.	Votes in favour Votes against Invalid votes *	25 0 1	35452129 0 80	100.00 0.00 --	23 0 0	10634 0 0	100.00 0.00 --	35462763 0 80	100.00 0.00 --		
5 (Ordinary resolution)	Appointment of S. R. Hariboi & Associates LLP, Chartered Accountants (Registration number- 101049W), as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration.	Votes in favour Votes against Invalid votes *	26 0 0	35452209 0 0	100.00 0.00 --	23 0 0	10634 0 0	100.00 0.00 --	35462843 0 0	100.00 0.00 --		
6 (Ordinary resolution)	Rectification of remuneration payable to the Cost Auditors, M/s. R. Nandiboy & Co., Cost Accountants (Firm registration number- 00010).	Votes in favour Votes against Invalid votes *	26 0 0	35452209 0 0	100.00 0.00 --	23 0 0	10634 0 0	100.00 0.00 --	35462843 0 0	100.00 0.00 --		
7 (Special resolution)	Re-designation of Mr. Prashant Pandey (DIN-02747925) from "Executive Director & Chief Executive Officer" to "Managing Director & Chief Executive Officer".	Votes in favour Votes against Invalid votes *	25 0 1	35452129 0 80	100.00 0.00 --	23 0 0	10634 0 0	100.00 0.00 --	35462763 0 80	100.00 0.00 --		
8 (Ordinary resolution)	Appointment of Mr. Richard Saldanha (DIN: 00189029) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.	Votes in favour Votes against Invalid votes *	25 0 1	35452129 0 80	100.00 0.00 --	23 0 0	10634 0 0	100.00 0.00 --	35462763 0 80	100.00 0.00 --		
9 (Ordinary resolution)	Appointment of Mr. Ravindra Kulkarni (DIN- 00039367) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.	Votes in favour Votes against Invalid votes *	25 0 1	35452129 0 80	100.00 0.00 --	23 0 0	10634 0 0	100.00 0.00 --	35462763 0 80	100.00 0.00 --		
10 (Ordinary resolution)	Appointment of Mr. Arsha Pradhan Parag (Mr. A. P. Parag) (DIN- 00087586) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.	Votes in favour Votes against Invalid votes *	22 3 1	35012344 439785 80	98.76 1.24 --	23 0 0	10634 0 0	100.00 0.00 --	35022978 439785 80	98.76 1.24 --		
11 (Ordinary resolution)	Appointment of Mr. Narayan Kumar (Mr. N. Kumar) (DIN- 0007848) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.	Votes in favour Votes against Invalid votes *	25 0 1	35446629 0 5580	100.00 0.00 --	23 0 0	10634 0 0	100.00 0.00 --	35457265 5580 --	100.00 0.00 --		
12 (Ordinary resolution)	Appointment of Mr. Nagesh Sayanarayan Bhaswarahalli (Mr. B. S. Nagesh) (DIN- 00027593) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.	Votes in favour Votes against Invalid votes *	26 0 0	35452209 0 0	100.00 0.00 --	23 0 0	10634 0 0	100.00 0.00 --	35462843 0 0	100.00 0.00 --		
13 (Ordinary resolution)	Appointment of Ms. Vibha Paul Rishi (DIN: 05180796) as an Independent Director for a term of five consecutive years commencing from August 12, 2014.	Votes in favour Votes against Invalid votes *	26 0 0	35452209 0 0	100.00 0.00 --	23 0 0	10634 0 0	100.00 0.00 --	35462843 0 0	100.00 0.00 --		

* Includes votes of members who abstained from voting.
All the aforesaid 13 resolutions approved by the Members with requisite majority.

Place: Mumbai
Dated: August 13, 2014

Practising Company Secretary
Membership No: F3477

Practising Company Secretary
Membership No: A23674

For Entertainment Network (India) Limited

Vineet Jain
Chairman
(DIN-00003962)
Place: Mumbai
Dated: August 13, 2014

