entertainment network (India) limited

Corporate Office: 14th Floor, Trade World, D-Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013, India. Tel: 022 6753 6983.

July 8, 2024

BSE Limited,	National Stock Exchange of India
Rotunda Building, P. J. Towers,	Limited,
Dalal Street, Fort, Mumbai- 400001	Exchange Plaza, Bandra Kurla Complex,
	Bandra (East), Mumbai – 400051

BSE Scrip Code: 532700/ Symbol: ENIL

Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Postal Ballot Notice

Dear Sir/ Madam,

Please find enclosed herewith the copy of the Postal Ballot Notice dated June 27, 2024. Postal Ballot Notice ('Notice') will be sent to the Members of Entertainment Network (India) Limited ('the Company' 'ENIL') pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and all other applicable rules made under the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as 'the Act'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India ('ICSI'), Regulation 44 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'the Listing Regulations'), as amended from time to time and Ministry of Corporate Affairs ('MCA') General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and other subsequent circulars, the latest being General Circular No. 09/2023 dated September 25, 2023, ('MCA Circulars') and subject to other applicable laws and regulations. Special Resolution as mentioned in the Postal Ballot Notice is proposed to be passed by the Members of the Company by way of Postal Ballot, only through remote e-voting.

The Postal Ballot Notice contains the following Special Resolution:

Sr.	Type of	Brief particulars	
No.	Resolution		
1	Special	Appointment of Mr. Richard Saldanha (DIN: 00189029) as the Non-	
	Resolution	Executive Director.	

In terms of the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only. Hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through the remote e-voting system. Please note that no physical ballot forms will be acceptable. The instructions for remote e-voting are appended to the Postal Ballot Notice.

The Company has appointed KFin Technologies Limited (formerly known as KFin Technologies Private Limited) ('R&TA'/ 'KFinTech') for facilitating Postal Ballot through remote e-voting.

Registered Office: 'A' Wing, 4th Floor, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013, India. Tel: 022 6662 0600. Fax: 022 6661 5030. E-mail: mehul.shah@timesgroup.com www.enil.co.in Corporate Identity Number: L92140MH1999PLC120516

entertainment network (India) limited

Corporate Office: 14th Floor, Trade World, D-Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013, India. Tel: 022 6753 6983.

The Notice is being communicated to all the Members whose names appear in the Register of Members/ Beneficiary Position maintained by the Depositories as on Friday, July 5, 2024, being the cut-off date for the purpose of voting.

The Remote e-voting facility will be available during the following voting period:

Commencement of Remote e-voting	End of Remote e-voting
Wednesday, July 10, 2024, at 9.00 A.M. (IST)	Thursday, August 8, 2024, at 5.00 P.M. (IST)

Voting shall not be allowed beyond 5.00 P.M. (IST) on Thursday, August 8, 2024.

This Postal Ballot Notice will be available at the Company's website: www.enil.co.in/postal-ballot.php and at the website of KFinTech at https://evoting.kfintech.com at the *Downloads* section.

Kindly place the same on record.

Thanking you,

For Entertainment Network (India) Limited

Mehul Shah

EVP - Compliance & Company Secretary
(FCS no- F5839)

Encl: a/a



Entertainment Network (India) Limited

Corporate Identity Number: L92140MH1999PLC120516 **Regd. Office**: 'A' Wing, 4th floor, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013, India.

Tel: 022 6662 0600, 022 67536983. Fax: 022 6661 5030. Website: www.enil.co.in E-mail: enil.investors@timesgroup.com

POSTAL BALLOT NOTICE

To,

The Members of Entertainment Network (India) Limited,

Postal Ballot Notice ('Notice') is hereby given pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Companies Act, 2013, read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and all other applicable rules made under the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as 'the Act'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India ('ICSI'), Regulation 44 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof from time to time) (hereinafter referred to as 'the Listing Regulations') and Ministry of Corporate Affairs ('MCA') General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and other subsequent circulars, the latest being General Circular No. 09/2023 dated September 25, 2023, ('MCA Circulars') and subject to other applicable laws and regulations; that the Special Resolution appended hereof is proposed to be passed by the Members of Entertainment Network (India) Limited ('the Company'/ 'ENIL') by way of Postal Ballot, only through remote e-voting.

MCA has allowed companies to transact items through the postal ballot up to September 30, 2024, in accordance with the framework provided in the aforementioned MCA Circulars

The Company is sending the Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company/ KFin Technologies Limited (formerly known as KFin Technologies Private Limited) ('R&TA'/ 'KFinTech') or the Depository Participants. In terms of the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only. Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through the remote e-voting system. Please note that no physical ballot forms will be acceptable. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The Explanatory Statement pursuant to Sections 102 and 110 of the Act pertaining to the Special Resolution setting out the material facts concerning the same and the reasons thereof is annexed hereto for your consideration.

Members are requested to peruse the proposed Special Resolution at Item No. 1 along with the Explanatory Statement and thereafter, record their assent (for) or dissent (against) by means of the remote e-voting facility provided by the Company not later than 5:00 p.m. IST on Thursday, August 8, 2024, to be eligible to be considered, failing which it will be strictly considered that no reply has been received from the Members. Members desiring to exercise their votes are requested to carefully read the instructions in the Notes under the Section 'Procedure for Remote E-voting'.

The Company has appointed KFin Technologies Limited ('R&TA'/ 'KFinTech') for facilitating Postal Ballot through remote e-voting. In case of any query pertaining to e-voting, please visit *Help* and *FAQ's* section of https://evoting.kfintech.com (KFinTech's website) or download *User Manual for Shareholders* available at *Downloads* section of https://evoting.kfintech.com or e-mail to evoting@kfintech.com.

The Notice is being communicated to all the Members whose names appear in the Register of Members/ Beneficiary Position maintained by the Depositories as on Friday, July 5, 2024, being the cut-off date for the purpose of voting.

The Remote e-voting facility will be available during the following voting period:

Commencement of Remote e-voting	End of Remote e-voting
Wednesday, July 10, 2024, at 9.00 A.M. (IST)	Thursday, August 8, 2024, at 5.00 P.M. (IST)

Voting shall not be allowed beyond 5.00 P.M. (IST) on Thursday, August 8, 2024.

The Remote E-voting module shall be disabled for voting thereafter. Once the vote on the Resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

This Postal Ballot Notice is available at the Company's website: www.enil.co.in at https://www.enil.co.in/postal-ballot.php and websites of the stock exchanges - BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and at the website of KFinTech at https://evoting.kfintech.com at Downloads section

SPECIAL BUSINESS:

(1) Appointment of Mr. Richard Saldanha as the Non-Executive Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) and/or reenactment(s) thereof from time to time) (hereinafter referred to as 'the Act') and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof from time to time) (hereinafter referred to as 'the Listing Regulations'), and subject to all applicable approval(s) if and to the extent required, and based on the recommendation of the Nomination & Remuneration Committee and Board of Directors: Mr. Richard Saldanha (DIN: 00189029), aged 80 years, who is not disqualified to become a director under the Act and who is eligible for appointment as the Non-Executive & Non-Independent Director ('Non-Executive Director') and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing Mr. Saldanha as a candidate for the office of the Non-Executive Director of the Company and being eligible, be and is hereby appointed as the Non-Executive Director of the Company with effect from August 12, 2024, liable to retire by rotation, on the terms and conditions as set out in the Explanatory Statement pursuant to Section 102 of the Act annexed to this Notice;

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of the Listing Regulations and all other applicable statutes, if any, consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Richard Saldanha as the Non-Executive Director with effect from August 12, 2024, who has already attained the age of seventy five years;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt, that may arise in regard to the implementation of this Resolution and to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable, including filing the required forms or documents with

regulatory authorities, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

By Order of the Board of Directors
For Entertainment Network (India) Limited

Mehul Shah

EVP – Compliance & Company Secretary FCS: 5839 Mumbai, June 27, 2024

Registered Office:

Entertainment Network (India) Limited

CIN: L92140MH1999PLC120516, 4th Floor, A-Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013. www.enil.co.in

Notes:

(2)

- (1) The relevant Explanatory Statement pursuant to the provisions of Sections 102, 110 and all other applicable provisions of the Companies Act, 2013, read with the applicable rules made under the Companies Act, 2013 ('the Act'), setting out the material facts and reasons for the proposed Special Resolution at Item No. 1 above is annexed hereto.
 - In compliance with the provisions of Sections 108, 110 and all other applicable provisions of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and all other applicable rules made under the Act, Regulation 44 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'the Listing Regulations') as amended from time to time, read with Ministry of Corporate Affairs ('MCA') General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and other subsequent circulars, the latest being General Circular No. 09/2023 dated September 25, 2023, ('MCA Circulars') and subject to other applicable laws and regulations, the Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, July 5, 2024 ('cut-off date'). This Postal Ballot Notice is being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company or KFin Technologies Limited ('R&TA'/ 'KFinTech') or the Depository Participant(s). In terms of the MCA Circulars, the Company is not dispatching a hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid Business Reply Envelope to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-Voting system only.

Members who have not registered their e-mail addresses are requested to register/ update their email addresses with the Depository through the concerned Depository Participants (in respect of electronic holdings) and with KFinTech (in respect of physical holdings) by following due procedure.

- (3)Members whose names appear on the Register of Members/ List of Beneficial Owners on the cut-off date will be considered for the purpose of voting, in proportion to their share in the paid-up Equity Share capital of the Company as on the cut-off date. Members are eligible to cast vote only if they are holding shares as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Resolution passed by the Members by way of Postal Ballot through remote e-voting shall be deemed to have been passed as if the same have been passed at a general meeting of the Members and shall be deemed to have been passed on the last date of remote e-voting, i.e., Thursday, August 8, 2024.
- (4) Members cannot exercise votes by proxy on Postal Ballot.
- (5) A Member need not use all his/her/its votes, nor does he/ she/ it need to cast all his/her/its votes in the same way.
- (6) Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on the cut-off date.
- (7) The Company's Registrar & Share Transfer Agents are KFin Technologies Limited (formerly known as KFin Technologies Private Limited) ('R&TA'/ 'KFinTech'), [Unit: Entertainment Network (India) Limited], Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032. E-mail ID: evoting@kfintech.com, Website: www.kfintech.com, Contact No. 040-67162222; Toll Free no.: 1800-309-4001. The Company has appointed KFinTech for facilitating remote e-voting.
- (8)The Board of Directors of the Company has appointed Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477) - proprietor of M/s. Hemanshu Kapadia & Associates, failing him, Mrs. Pooja Jain, Practicing Company Secretary (Membership No: F8160) - Partner of M/s. VPP and Associates as the Scrutinizer to conduct the Postal Ballot remote e-voting process and to scrutinize votes cast electronically in a fair and transparent manner. The Scrutinizer is willing to be appointed and will be available for the purpose of ascertaining the requisite majority. The results of voting by means of Postal Ballot through Remote E-voting shall be declared on or before Friday, August 9, 2024, by 11.00 p.m. IST and will be displayed, along with the Scrutinizer's Report, at the Registered as well as Corporate Office of the Company and would be uploaded on the Company's website: www.enil.co.in at https://www.enil.co.in/ postal-ballot.php and on the website of KFinTech:

- https://evoting.kfintech.com. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.
- (9) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Procedure for remote e-voting

- (11) The remote e-voting period will commence at 9.00 a.m. (IST) on Wednesday, July 10, 2024 and will end at 5.00 p.m. (IST) on Thursday, August 8, 2024. During this period, the Members of the Company (as on the cut-off date) holding shares in physical form or in dematerialized form may cast their vote through remote e-voting. At the end of remote e-voting period, the facility of remote e-voting shall forthwith be blocked/ disabled.
- (12) Once the vote on the resolution is cast by the Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- (13) Members are requested to refer to the detailed procedure on e-voting furnished separately and same shall be available on the Company's website: www.enil.co.in. In case of any query pertaining to e-voting, please visit Help and FAQ's section of https://evoting.kfintech.com (R&TA's website) or download User Manual for Shareholders available at Downloads section of https://evoting.kfintech.com or e-mail to evoting@kfintech.com.
 - Person responsible to address the grievances connected with facility for voting by electronic means: Ms. C. Shobha Anand- Deputy Vice President, KFin Technologies Limited, ('R&TA'/ 'KFinTech') [Unit: Entertainment Network (India) Limited], Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032. E-mail ID: evoting@kfintech.com, Contact No. 040-67162222; Toll Free no.: 1800-309-4001.
- (14) In terms of the Securities and Exchange Board of India (SEBI) circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on 'e-Voting Facility Provided by Listed Entities', Individual shareholders holding securities in demat mode are allowed to vote by way of single login credential, through their demat accounts/websites

of Depositories/ Depository Participant(s). Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting

process. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access the e-voting facility.

(15) Detailed procedure and manner on remote e-voting for individual shareholders holding securities in demat mode:

Type of shareholders	
Individual Shareholders	
holding securities	
in demat mode with	
National Securities	
Depository Limited	
(NSDL)	

Login Method

1. User already registered for IDeAS e-Services facility of NSDL may follow the following procedur.

- 1.1. Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com
- 1.2. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' under 'IDeAS' section.
- 1.3. A new screen will open. Enter your User ID and Password for accessing 'IDeAS'.
- 1.4. After successful authentication, you will enter your 'IDeAS' service login. Click on "Access to e-voting" under Value Added Services (e-voting services) on the panel.
- 1.5. Click on 'Active E-voting Cycles' option under E-voting.
- 1.6. You will see the Company name 'Entertainment Network (India) Limited' on the next screen. Click on the e-voting link available against the Company name 'Entertainment Network (India) Limited' or select e-voting service provider 'KFinTech' and you will be re-directed to e-voting page of 'KFinTech' for casting your vote during the remote e-voting period..

2. User not registered for IDeAS e-Services facility of NSDL may follow the following procedure:

- 2.1. To register, in the browser / Click on the following e-Services link: https://eservices.nsdl.com
- 2.2. Select option 'Register Online for IDeAS.
- 2.3. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.
- 2.4. After successful registration, please follow steps given at Serial number 1 above to cast your vote.

3. Users may directly access the e-voting module of NSDL as per the following procedure:

- 3.1. Type in the browser / Click on the following link: https://www.evoting.nsdl.com
- 3.2. Click on the button 'Login' available under 'Shareholder/ Member' section.
- 3.3. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL's e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.
- 3.4. Post successful authentication, you will enter the e-voting module of NSDL. You will see Company Name: 'Entertainment Network (India) Limited' on the next screen. Click on the e-voting link available against 'Entertainment Network (India) Limited' or select e-voting service provider 'KFinTech'.
- 3.5. On successful selection, you will be redirected to KFinTech e-voting page for casting your vote during the remote e-voting period.

Type of shareholders

Login Method

 Users may directly access the can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for a seamless voting experience.

NSDL Mobile App is available on









Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited [CDSL]

Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:

- 1.1. Type in the browser / Click on the following link to login: www.cdslindia.com and click on Login icon and select 'My Easi New'.
- 1.2. Login with your registered user id and password.
- 1.3. You will see the Company name 'Entertainment Network (India) Limited' on the next screen. Click on the e-voting link available against 'Entertainment Network (India) Limited' or select e-voting service provider i.e., 'KFinTech' and you will be redirected to the e-voting page of KFinTech for casting your vote during the remote e-voting period.

2. User not registered for Easi/Easiest facility of CDSL may follow the following procedure:

- 2.1. To register, type in the browser / Click on the following link: www.cdslindia.com and click on Login icon and select 'My Easi New'.
- 2.2. Proceed to complete the registration using your DP ID- Client ID (BO ID) etc.
- 2.3. After successful registration, please follow steps given at Serial number 1 above to cast your vote.

User may directly access the e-voting module of CDSL as per the following procedure:

- 3.1. Type in the browser / Click on the following links: www.cdslindia.com and click on E-Voting or / https://evoting.cdslindia.com/Evoting/EvotingLogin
- 3.2. Provide your demat Account Number and PAN No.
- 3.3. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account.
- 3.4. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available against the Company Name: 'Entertainment Network (India) Limited' or select e-voting service provider 'KFinTech' and you will be redirected to KFinTech e-voting page for casting your vote during the remote e-voting period.

Individual Shareholder login through their demat accounts / Website of Depository Participant

- 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL /CDSL for e-voting facility.
- 2. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.
- 3. Click on options available against the Company Name: 'Entertainment Network (India) Limited' or e-voting service provider 'KFinTech' and you will be redirected to e-voting website of KFinTech for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID / Password are advised to use 'Forgot user ID' / 'Forgot Password' option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSI

Login type	type Helpdesk details	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 or toll-free no.: 1800 22 55 33	

- (16) Detailed procedure and manner on remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:
 - A) Members whose e-mail IDs are registered with the Company/ Depository Participant(s) will receive an e-mail from KFinTech, which will include the details of E-Voting Event Number ('EVEN'), USER ID and password. Such Members are requested to follow the following process:
 - (i) Launch internet browser by typing the URL: https://evoting.kfintech.com
 - (ii) Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be the E-voting Event Number (EVEN) followed by your Folio Number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your vote.
 - (iii) After entering these details appropriately, click on "LOGIN".
 - You will now reach password change (iv) Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will

- prompt you to select the E- Voting Event Number ('EVEN') for Entertainment Network (India) Limited. Click on "Submit".
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST". it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
- (xi) Corporate/ Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the board resolution/ authority letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: enil.scrutinizer@hkacs.com with a copy marked to evoting@kfintech.com and enil.investors@timegroup.com and they may also

upload the said documents in the e-voting module with their login credentials, on or before the closure of the e-voting. The scanned image of the above mentioned documents should be in the naming format "ENIL_EVEN NO."

- (xii) At the end of remote e-voting period, the facility of remote e-voting shall forthwith be blocked/ disabled.
- B) Members whose email IDs are not registered, kindly follow the following procedure for Registration of email and Mobile:

Securities held in physical mode: Members holding securities in physical mode are hereby notified that as per the SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37, dated March 16, 2023, all members holding securities in physical mode in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for them to provide a mobile number. Moreover, to avail online services, members holding securities in physical mode can register/update their contact details, email address, bank details, KYC details, etc. through submitting the requisite ISR-1 form along with the supporting documents. ISR-1 Form can be obtained at the following link:

https://ris.kfintech.com/clientservices/isc/default.aspx

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- » Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- » Through hard copies which are selfattested, which can be shared at: KFIN Technologies Limited, Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032; or
- » Through electronic mode with e-sign at the following link:

https://ris.kfintech.com/clientservices/ isc/default.aspx

In case of any queries, member may write to einward.ris@kfintech.com. Alternatively, member may send an e-mail request at the email id: einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share

certificate in case of physical folio for sending the annual report, notice of general meetings, postal ballot notice, and e-voting instructions.

Securities held in demat mode: For information on updating the email and mobile details for securities held in electronic/ demat mode, members may reach out to the respective Depository Participant (DP), where the demat account is opened.

- (17) Any person who becomes the Member of the Company after the communication of the Postal Ballot Notice and holding shares as on the cut-off date may obtain the User ID and password from R&TA in the following manner:
 - If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.
 - » Example for NSDL: MYEPWD <SPACE> IN12345612345678
 - » Example for CDSL: MYEPWD <SPACE> 1402345612345678
 - » Example for the Members holding shares in physical mode:

MYEPWD <SPACE> XXXX1234567890

- If e-mail address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of https://evoting.kfintech.com, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- Member may call on the R&TA's phone no: 040-67162222 or toll-free numbers 1800-309-4001.
- Member may write to R&TA on the e-mail ID: evoting@kfintech.com or to Ms. C. Shobha Anand, Deputy Vice President at KFin Technologies Limited, [Unit: Entertainment Network (India) Limited], Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032, requesting for the User ID and Password.
- If the Member is already registered with R&TA's e-voting platform, then he can use his existing password for logging in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Others:

(18) As per Sections 101, 136 and all other applicable provisions of the Act, read with the rules made under the Act and circulars issued by the Ministry of Corporate Affairs, companies can now serve/ send various reports, documents, communications, etc. (hereinafter referred to as 'the Documents') to its

members through electronic mode at their e- mail addresses.

Members holding shares in dematerialized mode, who have not registered their e-mail addresses are requested to register their e-mail addresses with their depository participants. The Company/ R&TA cannot act on any direct request from the Members holding shares in dematerialized form for update/ change of their e-mail addresses. Such changes are to be intimated by the Members to their depository participants.

Members holding shares in physical form are requested to kindly register their e-mail addresses with the Company's Registrar & Share Transfer Agents- KFin Technologies Limited ('KFinTech'/'R&TA') at: Unit: Entertainment Network (India) Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032. Phone: 040-67162222; Toll Free no.: 1800-309-4001 or e-mail at einward.ris@kfintech.com with the copy of the signed request letter mentioning the name, folio number and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g. Driving License, Election Identity Card, Passport) in support of the address of the Member and copy of the share certificate.

- (19) Members are requested to furnish/ update the details of their address, e-mail address, bank account details, relevant information for availing various approved/ permissible modes of electronic funds transfer facilities viz. Electronic Clearing Services (ECS), National Electronic Funds Transfer (NEFT), Real Time Gross Settlement (RTGS), etc.:
 - to their depository participants in respect of their shareholdings in electronic (dematerialized) form;
 - to R & TA, in respect of their shareholdings in physical form, quoting their folio numbers.
- (20)SEBI has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are requested to submit their PAN and bank account details to R&TA by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the bank. SEBI has also mandated the submission of PAN, KYC details and nomination by holders of physical securities, and linking PAN with Aadhaar. Members are requested to submit their PAN, KYC and nomination details to the R&TA.

Members holding shares in demat form are requested to submit the aforesaid information to their respective depository participant.

- SEBI has mandated issuance of Securities in (21)dematerialized form in case of Investor Service Requests received from holder of physical shares pertaining to; (i) Issue of duplicate securities certificate; (ii) Claim from Unclaimed Suspense Account; (iii) Renewal / Exchange of securities certificate; (iv) Endorsement; (v) Sub-division / Splitting of securities certificate; (vi) Consolidation of securities certificates/ folios; (vii) Transmission; and (viii) Transposition. The R&TA will issue a 'Letter of Confirmation' in place of Security certificate. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.
- (22) Members are requested to:
 - Intimate the RTA, immediately about any change in their addresses, if the shares are held in Physical form. If the shares are held in electronic form, then such change is to be informed to the Depository Participant (DP) and not to the Company / RTA.
 - Quote Registered Folio Number or Client ID-DP ID in all the correspondence with the Company/ BTA
 - Approach RTA of the Company for consolidation of Folios, if any / required.
- (23) In terms of the Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. Transmission and transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members holding shares in physical form are advised to convert physical shares in dematerialise form.
- (24)The Securities and Exchange Board of India (SEBI), through its Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/ HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, as well as Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated on August 11, 2023), has established a common Online Dispute Resolution Portal (ODR Portal) for addressing disputes within the Indian Securities Market. In accordance with these circulars. after investors have exhausted attempts to resolve their grievances directly with the Registrar and Transfer Agents (RTA) or the company, and through the existing SCORES platform, they can initiate dispute resolution via the ODR Portal at https://smartodr.in/ login.
- (25) This Postal Ballot Notice is available at the Company's website: www.enil.co.in at https://www.enil.co.in at https:

and National Stock Exchange of India Limited at www.nseindia.com and at the website of KFinTech at https://evoting.kfintech.com at Downloads section. Copies of the relevant documents are available for inspection and such documents shall be so made available for inspection in physical or in electronic form during the business hours on working day at the Registered Office of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company without payment of fee. Any Member interested in obtaining such information may write to the Company Secretary at enil.investors@timesgroup.com and the same will be furnished on request.

By Order of the Board of Directors For Entertainment Network (India) Limited

sd/-

Mehul Shah

EVP – Compliance & Company Secretary FCS: 5839 Mumbai, June 27, 2024

Registered Office:

Entertainment Network (India) Limited

CIN: L92140MH1999PLC120516, 4th Floor, A-Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013. www.enil.co.in

Explanatory Statement in respect of the special business as required under Sections 102 and 110 of the Companies Act, 2013

- (1) Item No. 1: At the 20th Annual General Meeting ('AGM') of the Company held on August 5, 2019, Mr. Richard Saldanha (DIN: 00189029) was reappointed as the Independent Director of the Company for the second term of five consecutive years commencing from August 12, 2019 to August 11, 2024 pursuant to the provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'the Listing Regulations'). Mr. Saldanha will hold the office as the Independent Director of the Company up to August 11, 2024.
- (2) The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Saldanha for the office of the Non-Executive & Non-Independent Director ('Non-Executive Director') of the Company. The Company has received all the statutory consent, declarations, and disclosures from Mr. Saldanha including:
 - (i) Consent in writing to act as director in Form DIR-2, pursuant to Section 152 of the Act, read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
 - (ii) Intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified in accordance with Section 164 of the Act;

- (iii) Declaration that he is not disqualified to become a director under the Act; and he is not debarred or restrained from acting as a director by any order from the Securities and Exchange Board of India ('SEBI') or any other such authority
- (3) The Nomination & Remuneration Committee and the Board of Directors (hereinafter referred to as 'the Board') took on record the aforesaid consent, declarations and disclosures submitted by Mr. Saldanha under applicable provisions of the Act and the Listing Regulations after undertaking due assessment of the veracity of the same.
- (4)The Nomination & Remuneration Committee and the Board evaluated and ensured the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepared a description of the role and capabilities required of a director. Mr. Saldanha has the capabilities identified in such description for his appointment as the Non-Executive Director. The performance evaluation of Mr. Saldanha was conducted during his association with the Company as the Independent Director. This evaluation was based on various criteria, inter-alia, including attendance and participation at Board and Committee Meetings, skill, experience, constructive deliberation, knowledge acquired with regard to the Company's business, understanding of the industry, and global trends, etc. Mr. Saldanha has extensive experience in the industry in which the Company operates. Based

- on the outcome of the performance evaluation, the Nomination & Remuneration Committee recommended to the Board the appointment of Mr. Saldanha as the Non-Executive Director with effect from August 12, 2024, liable to retire by rotation.
- (5) In the opinion of the Board, Mr. Saldanha fulfils the conditions for appointment as the Non-Executive Director and he is not disqualified to become a director under the Act. He is not *inter-se* related to any other director or key managerial personnel and he does not hold any share in the Company. He possesses appropriate skills, acumen, experience, knowledge and capabilities required for the role of the Non-Executive Director, as identified by the Board.
- (6) The Board, based on the outcome of the performance evaluation exercise, recommendation of the Nomination & Remuneration Committee and based on the background, experience, acumen and contributions made by Mr. Saldanha, recommends the appointment of Mr. Saldanha as the Non-Executive Director with effect from August 12, 2024, liable to retire by rotation. The Board states that his appointment would be in the interest of the Company.
- (7) As per the requirement of the circular from the stock exchange (no: LIST/COMP/14/2018-19 Dated June 20, 2018), Nomination & Remuneration Committee and the Board, while considering the appointment of Mr. Saldanha, have verified that he is not debarred from holding the office of a director pursuant to any SEBI order. Accordingly, the Company affirms that Mr. Saldanha is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.
- (8) In terms of Sections 149, 152, and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Act, Mr. Richard Saldanha, being eligible and offering himself for appointment, is proposed to be appointed as the Non-executive Director with effect from August 12, 2024, liable to retire by rotation.
- (9) Pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Act and the Rules made thereunder, the Listing Regulations, Articles of Association and Nomination & Remuneration Policy of the Company, Mr. Saldanha shall be entitled to receive the remuneration, commission, and sitting fees for attending meetings of the Board or Committees thereof, as approved by the Board and Members of the Company from time to time. Additionally, he shall also be entitled to reimbursement of expenses incurred in connection with the business of the Company or in attending the Board, Committee and general meetings, as permitted to be received in the capacity of the Director.
- (10) As per Regulation 17 (1A) of the Listing Regulations, no listed company shall appoint or continue the directorship of a person as a non-executive director

- who has attained the age of seventy five years unless a special resolution is passed to that effect. Mr. Saldanha has attained the age of seventy five years on February 3, 2019. In order to comply with the aforesaid regulation, special resolution is proposed for the appointment of Mr. Richard Saldanha, who has attained the age of seventy five years, as the Non- Executive Director of the Company. The Board recommends the special resolution as set out in Item no. 1 of this Notice for his appointment as the Non-Executive Director for the justification as stated hereof as per Regulation 17 (1A) of the Listing Regulations.
- (11)As required under the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India ('ICSI') and Regulation 36(3) of the Listing Regulations, the details in respect of the director seeking appointment, inter-alia, age, qualifications, experience, details of remuneration last drawn by such person, relationship with other directors and Key Managerial Personnel of the Company, the number of Meetings of the Board attended during the year and other directorships, membership/ chairmanship of the committees of other Boards, shareholding, skills and capabilities required, brief resume, nature of expertise in specific functional areas, etc. are set out in the Annexure A and Annexure B to the Notice and form part of the Explanatory Statement. Mr. Saldanha has furnished the relevant consents, declarations, confirmations etc. for his appointment.
- (12) Relevant documents referred in the Postal Ballot Notice are open for inspection by the Members and same shall be so made available for inspection in physical or in electronic form during business hours on a working day at the Registered Office of the Company and copies thereof shall also be made available to the Members for inspection in physical or electronic form at the Corporate Office of the Company without payment of a fee. Any Member interested in obtaining such information may write to the Company Secretary at enil.investors@timesgroup.com and the same will be furnished on request.
- (13) Mr. Richard Saldanha is concerned or interested in the Resolution set out in Item No. 1 of the accompanying notice relating to his appointment. Save and except Mr. Saldanha and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.
- (14) The Board considers that the knowledge and experience of Mr. Saldanha would be of immense benefit to the Company. Accordingly, the Board recommends the Special Resolution as set out in Item no. 1 of this Notice in relation to the appointment of Mr. Saldanha as the Non-Executive Director, for the approval by the Members of the Company.

(15) This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

By Order of the Board of Directors For Entertainment Network (India) Limited

sd/-

Mehul Shah

EVP – Compliance & Company Secretary FCS: 5839 Mumbai, June 27, 2024

Registered Office:

Entertainment Network (India) Limited

CIN: L92140MH1999PLC120516, 4th Floor, A-Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013. www.enil.co.in

Annexure - A:

Annexure to Item No. 1 of the Notice (Details as required to be furnished under the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India ('ICSI')-para 1.2.5 and Regulation

36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015). Mr. Richard Saldanha is not *inter-se* related with other directors or key managerial personnel.

Name of the Director	Mr. Richard Saldanha	
DIN	00189029	
Date of Birth and age	February 3, 1944 (age: 80 years)	
Qualifications	Graduate Mechanical Engineer from College of Engineering- Pune	
Nature of expertise in specific functional areas/ experience	As per the resume stated hereof.	
Nationality	Indian	
Terms and conditions of appointment / reappointment	Consent of the Members is being sought for his appointment as the Non-Executive Director with effect from August 12, 2024, liable to retire by rotation	
Details of remuneration sought to be paid	Kindly refer to Para 9 of the Explanatory Statement.	
Details of remuneration last drawn	Rs. 25.00 lakhs for the financial year 2023-24 and Rs. 4.25 lakhs during the financial year 2024-25 till the date of this Notice.	
Date of first appointment on the Board	November 23, 2010	
Number of board meetings attended during the year	9 out of 9 during the financial year 2023-24 and 2 out of 2 during the financial year 2024-25 till the date of this Notice.	
List of Directorships held in other Companies	Unlisted entities: Nuziveedu Seeds Limited, Apollo Health and Lifestyle Limited, Times Internet Limited, Pridhvi Asset Reconstruction and Securitisation Company Limited and Stonebridge Acquisition Corporation TX, USA (a foreign entity).	
Committee membership, i.e. Audit Committee (AC);	1. Entertainment Network (India) Limited: [Member of AC, Member of NRC, Chairman of SRC]	
Stakeholders Relationship Committee (SRC);	2. Nuziveedu Seeds Limited: [Member of AC, CSR, NRC]3. Apollo Health and Lifestyle Limited: [Member of AC]	
Nomination & Remuneration Committee (NRC);		
Corporate Social Responsibility Committee (CSRC)		
Shareholding in the Company	Nil	

Annexure - B:

Resume of Mr. Richard Saldanha (Covering nature of expertise in specific functional areas/ experience)

Mr. Richard Saldanha, a graduate Mechanical Engineer, served Hindustan Lever & Unilever plc for 30 years. He spent almost 10 years in Latin America. Rose to be Chairman and CEO of Unilever Peru and a Member of the Unilever Latin America Board.

He returned to India as Managing Director of Haldia Petrochemicals Limited, a 2.5 BN \$ enterprise. Later he spent 5 years as Executive Director and Member of the Board of The Times of India Group to help build organizational capability, culture and competitiveness. He then was 6 years with The Blackstone Group in India as Executive Director responsible for Operational Excellence in a wide range of Portfolio Companies.

Currently Mr. Saldanha is on the Boards of a few of other prominent firms in India including Apollo health and Lifestyle Ltd. He is Vice Chairman and member of The Court of Governors of the Administrative Staff College of India. He has always been actively involved with NGOs and CSR initiatives.

By Order of the Board of Directors For Entertainment Network (India) Limited

sd/-

Mehul Shah

EVP – Compliance & Company Secretary FCS: 5839 Mumbai, June 27, 2024

Registered Office:

Entertainment Network (India) Limited,

CIN: L92140MH1999PLC120516, 4th Floor, A-Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013. www.enil.co.in