

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.

November 9, 2020

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

Entertainment Network (India) Limited - Notice for passing of Special Resolution by Postal Ballot through Remote e-voting pursuant to Section 110 of the Companies Act, 2013

Dear sir/ Madam,

On Monday, November 9, 2020, **Entertainment Network (India) Limited** ['the Company'] has completed the e-mail communication of the Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and Rule 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'), 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'), read with Ministry of Corporate Affairs ('MCA') General Circulars No.14/2020, 17/2020, 22/2020 and 33/2020 dated 8th April, 2020, 13th April, 2020, 15th June, 2020 and 28th September, 2020 respectively ('MCA Circulars') and subject to other applicable laws and regulations.

The Postal Ballot Notice contains the following Special Resolution:

Sr. No.	Type of Resolution	Brief particulars
1	Special Resolution	Adoption of the new set of Articles of Association

The login ID and password have been provided in the e-mail to enable the Members to use remote e-voting facility.

The Board of Directors of the Company (hereinafter referred to as 'the Board') has appointed Mrs. Pooja Jain, Practicing Company Secretary (Membership No: F8160) - Partner of M/s. VPP and Associates, failing her, Mr. Vipin Mehta, Practicing Company Secretary (Membership No: F8587)- Partner of M/s. VPP and Associates as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

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: mekul.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.

- (a) The Business is to be transacted by postal ballot through voting by electronic means (remote e-voting);
- (b) Date of completion of e-mail communication of Notices: Monday, November 9, 2020;
- (c) **Date of commencement of remote e-voting: Wednesday, November 11, 2020 at 9:00 A.M. (IST);**
- (d) **Date of end of remote e-voting: Thursday, December 10, 2020 at 5:00 P.M. (IST);**
- (e) Remote E-voting by electronic mode shall not be allowed beyond 5:00 P.M. (IST) on Thursday, December 10, 2020; the remote e-voting module shall be disabled for voting thereafter;
- (f) Members, who have not received e-mail of Postal Ballot Notice may kindly refer to the instructions at below stated para titled as: Manner of registering / updating email addresses.
- (g) Person responsible to address the queries / grievances connected with the voting by postal ballot through voting by electronic means (remote e-voting): Ms. C. Shobha Anand, Deputy G. M., at KFin Technologies Private Limited ('KFintech'), [Unit: Entertainment Network (India) Limited], Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad– 500032. Email ID: evoting@kfintech.com, Contact No. 040-67162222; Fax: 040-23431551; Toll Free no.: 1800-345-4001. In case of any query pertaining to e-voting, the Members are requested to refer to the detailed procedure on e-voting furnished separately to vote through electronic mode. 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 the *Downloads* section of <https://evoting.kfintech.com> or e-mail to evoting@kfintech.com or contact Ms. C. Shobha Anand on 1800 345 4001 (toll free number). For casting votes, members are requested to read the instructions. The Notice dated November 4, 2020 has been emailed, along with the procedure for remote e-voting, to the members and same is also available on the website of the Company at www.enil.co.in [url: <http://enil.co.in/postal-ballot.php>] and at website of KFintech at <https://evoting.kfintech.com> and websites of the stock exchanges - BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.
- (h) Day, date, time and venue of declaration of results and link of the website where such results will be displayed: The results of voting by means of Postal Ballot through Remote E-voting shall be declared on or before Friday, December 11, 2020 by 11.00 p.m. IST and will be displayed along with the Scrutiniser's Report at the Registered as well as Corporate Office of the Company, communicated to the Stock Exchanges and would also 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>.

Manner of casting vote through remote e-voting:

- Detailed procedure for remote e-voting has been mentioned in the Postal Ballot Notice and same is also available at the website of the Company at www.enil.co.in [url: <http://enil.co.in/postal-ballot.php>] and at website of KFintech at <https://evoting.kfintech.com>.
- Login credential and password details have been emailed to the members at their registered email ID.

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.

- 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 the *Downloads* section of <https://evoting.kfintech.com> or e-mail to evoting@kfintech.com.

Manner of registering / updating email addresses:

- Shareholders holding shares in dematerialized mode can register/ update email, mobile details etc. with their depository participants.
- Shareholders holding shares in physical mode can contact the Company's Registrar and Transfer Agents, KFin Technologies Private Limited by sending an email request 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.
- The process for registration of email address with KFin Technologies Private Limited (on temporary basis only for this Postal Ballot voting process) for receiving the Postal Ballot Notice and login ID and password for remote e-voting has been stated in the Postal Ballot Notice. Members are requested to visit the link: <https://ris.kfintech.com/clientservices/postalballot/> and select the name of the Company viz. Entertainment Network (India) Limited and follow the steps for registration of email address on temporary basis only for this Postal Ballot voting process.

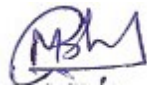
Detailed procedure and manner of casting vote through remote e-voting and Manner of registering / updating email addresses have been mentioned in the Postal Ballot Notice.

Postal Ballot Notice is attached herewith and also uploaded at 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>.

Kindly place the same on record.

Yours truly,

For Entertainment Network (India) Limited



Mehul Shah

SVP - 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

Notice for passing of Special Resolution by Postal Ballot through Remote e-voting pursuant to Section 110 of the Companies Act, 2013

To,

The Members of Entertainment Network (India) Limited,

Postal Ballot Notice ('Notice') is hereby given pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 read with the Rule 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'), 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, 17/2020, 22/2020 and 33/2020 dated 8th April, 2020, 13th April, 2020, 15th June, 2020 and 28th September, 2020 respectively ('MCA Circulars') and subject to other applicable laws and regulations; that the Special Resolution appended below 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.

In view of the current extraordinary circumstances due to the pandemic caused by COVID-19 prevailing in the country, requiring social distancing, MCA has, in terms of the above MCA Circulars, advised the companies to take all decisions of urgent nature requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/ e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting, which requires physical presence of members at a common venue. MCA has clarified that the requirements provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as well as the framework provided in the MCA Circulars will be applicable *mutatis mutandis* for companies which are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot upto 31st December, 2020.

The Company is sending Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company/ KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited) ('R&TA'/'KFintech') or the Depository Participants. On account of the threat

posed by COVID-19 and 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 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.

The Board of Directors of the Company (hereinafter referred to as 'the Board') has appointed Mrs. Pooja Jain, Practicing Company Secretary (Membership No: F8160) - Partner of M/s. VPP and Associates, failing her, Mr. Vipin Mehta, Practicing Company Secretary (Membership No: F8587)- Partner of M/s. VPP and Associates as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

Members are requested to peruse the proposed Special Resolution along with Explanatory Statement and thereafter, record their assent (for) or dissent (against) by means of remote e-voting facility provided by the Company not later than 5:00 p.m. IST on Thursday, December 10, 2020 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 'Voting through Remote E-voting'.

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

The Scrutiniser will submit his report to the Chairman or any other person of the Company authorised by him, after completion of scrutiny of the votes. The results of voting by means of Postal Ballot through Remote E-voting shall be declared on or before Friday, December 11, 2020 by 11.00 p.m. IST and will be displayed, along with the Scrutiniser's Report, at the Registered as well as Corporate Office of the Company, communicated to the Stock Exchanges and would

also 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>.

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 the *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 General Manager, 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, Contact No. 040-67162222; Fax: 040-23431551; Toll Free no.: 1800-345-4001.

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, November 6, 2020, being the cut-off date for the purpose of voting. Subject to the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (as amended), voting rights of the Members shall be reckoned on the paid up value of the shares registered in the name of the Members and shall be in proportion to their shares of the paid up equity share capital of the Company as on the aforesaid cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

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

Commencement of Remote e-voting	End of Remote e-voting
Wednesday, November 11, 2020 at 9.00 A.M. (IST)	Thursday, December 10, 2020 at 5.00 P.M. (IST)

Voting shall not be allowed beyond 5.00 P.M. (IST) on Thursday, December 10, 2020.

The Remote E-voting module shall be disabled for voting thereafter. Once the vote on a 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 the *Downloads* section.

SPECIAL BUSINESS:

(1) Adoption of the new set of Articles of Association

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

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and all other applicable provisions of the Companies Act, 2013, read with all the applicable rules made under the Companies Act, 2013 (including any statutory

modification(s) or re-enactment thereof for the time being in force) ('the Act'), and subject to all the relevant and applicable approvals, consents, permissions and sanctions required from the appropriate authorities and subject to all such terms, conditions or modifications as may be stipulated or prescribed or suggested by the appropriate authorities, which may be agreed to by the Board of Directors of the Company and/ or duly authorized Committees thereof (hereinafter referred to as the 'Board'), as it may deem fit, the new set of Articles of Association of the Company be and is hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the entire exclusion of, the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized 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 it may deem necessary, desirable or expedient to give effect to this Resolution and to take all such steps as may be required in this connection including filing the requisite forms or submission of documents with regulatory authorities and seeking all necessary approvals and to settle any questions, difficulties or doubts that may arise for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

Notes:

- (1) The relevant Explanatory Statement pursuant to the provisions of Section 102 and 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.
- (2) In compliance with the provisions of Sections 108, 110 and all other applicable provisions of the Act, read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and all other applicable rules made under the Act and Ministry of Corporate Affairs ('MCA') General Circulars No.14/2020, 17/2020, 22/2020 and 33/2020 dated 8th April, 2020, 13th April, 2020, 15th June, 2020 and 28th September, 2020 respectively ('MCA Circulars'), 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, November 6, 2020 ('cut-off date') and the Postal Ballot Notice is being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company or KFinTech or the Depository Participant(s). On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only. The Company expresses its inability to dispatch 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, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with KFintech by following due procedure.

A copy of this Postal Ballot Notice is available on the website of the Company at www.enil.co.in at <https://www.enil.co.in/postal-ballot.php>, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFintech at <https://evoting.kfintech.com>.

- (3) Members whose names appear on the Register of Members/ List of Beneficial Owners as on 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. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. Resolution passed by the Members by way of Postal Ballot through remote e-voting is deemed to have been passed as if the same has 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, December 10, 2020.
- (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 Private Limited (formerly known as Karvy Fintech 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, Contact No. 040-67162222; Fax: 040-23431551; Toll Free no.: 1800-345-4001. The Company has appointed KFintech for facilitating remote e-voting.
- (8) The Board of Directors of the Company has appointed Mrs. Pooja Jain, Practicing Company Secretary (Membership No: F8160) - Partner of M/s. VPP and Associates, failing her, Mr. Vipin Mehta, Practicing Company Secretary (Membership No: F8587) - 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 results of voting by means of

Postal Ballot through Remote E-voting shall be declared on or before Friday, December 11, 2020 by 11.00 p.m. IST and will be displayed, along with the Scrutiniser's Report, at the Registered as well as Corporate Office of the Company, communicated to the Stock Exchanges and would also 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: of <https://evoting.kfintech.com>.

- (9) The Scrutiniser's decision on the validity of the Postal Ballot shall be final.
- (10) All documents referred to in the Notice will be available for electronic inspection without any fee by the Members from the date of dispatch of this Notice till the announcement of the result of the postal ballot voting. Members seeking to inspect such documents can send an email to enil.investors@timesgroup.com.

(11) **Voting through Remote E-Voting:**

In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other relevant rules made under the Act, and Regulation 44 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), Members are provided with the facility to cast their votes electronically, through the e-voting services provided by KFintech on the resolution set forth in this Notice of Postal Ballot, through remote e-voting.

Members are requested to note that the Company is providing facility for remote e-voting and the business is to be transacted through electronic voting system only. A Member may avail of the facility at his/ her/ its discretion, as per the instructions provided herein:

- (a) Members will receive an e-mail from KFintech [for Members whose e-mail IDs are registered with the Company/ Depository Participant(s)] which includes details of E-Voting Event Number ("EVEN"), USER ID and password:
 - (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".
 - (iv) You will now reach password change 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.
- (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) Before closure of the remote e-voting, 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@timesgroup.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) In case e-mail ID of a Member is not registered with the Company/ KFintech/ Depository Participant(s), then such Member is requested to register/ update the e-mail address with the Depository Participant (in case of Shares held in dematerialised form); and inform KFintech at the email ID evoting@kfintech.com (in case of Shares held in physical form):
- (i) Upon registration, Member will receive an e-mail from KFintech which includes details of E-Voting Event Number (EVEN), USER ID and password.
- (ii) Please follow all steps from Note. No. 11 (a) (i) to (xii) above to cast your vote by electronic means.
- Other instructions:
- (a) In case of any query and/or grievance, 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 the *Downloads* section of <https://evoting.kfintech.com> or e-mail to evoting@kfintech.com or contact Ms. C. Shobha Anand, Deputy General Manager, KFintech on 1800 345 4001 (toll free number).
- (b) Members can also update their mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- (c) **The remote e-voting period commences on Wednesday, November 11, 2020 (9:00 a.m. IST) and ends on Thursday, December 10, 2020 (5:00 p.m. IST).**
- During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e. Friday, November 6, 2020 may cast their votes electronically by way of remote e-voting only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on the resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (12) **Procedure for registering the email addresses and obtaining the Notice of Postal ballot and remote e-voting instructions by the Members whose email addresses are not registered with the depositories (in case of Members holding shares in demat form) or with KFintech (in case of Members holding shares in physical form):**
- (i) Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses with their depository participants, in respect of electronic holdings. 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.

- (ii) 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 Private Limited (Formerly known as Karvy Fintech Private Limited) ('KFintech') at: Unit: Entertainment Network (India) Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032. Phone: 040-67162222; Fax: 040-23431551; Toll Free no.: 1800-345-4001 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.

- (iii) To facilitate Members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangements with KFintech for registration of e-mail addresses of the Members in terms of the MCA Circulars.

The process for registration of e-mail address with KFintech (on temporary basis only for this Postal Ballot voting process) for receiving the Postal Ballot Notice and login ID and password for e-voting is as under:

- (a) Visit the link: <https://ris.kfintech.com/clientservices/postalballot/>
- (b) Select the Company name viz. Entertainment Network (India) Limited.
- (c) Enter the DP ID & Client ID / Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member shall enter one of the Share Certificate numbers.
- (d) Upload a self-attested copy of the PAN card for authentication. If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation.
- (e) Enter your e-mail address and mobile number.
- (f) The system will then confirm the e-mail address for receiving this Notice.

Please note that in case of shareholding in dematerialised form, the updation of e-mail address as stated above will be on temporary basis only for this Postal Ballot voting process. As stated earlier, members are requested to register their e-mail addresses with their depository participants, in respect of electronic holdings.

- (iv) After successful submission of the e-mail address, KFintech will e-mail a copy of this Notice along with the e-voting user ID and password. In case of any queries, Members are requested to write to KFintech.

- (13) 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 who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses with their depository participants, in respect of electronic holdings. 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 Private Limited (Formerly known as Karvy Fintech Private 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; Fax: 040-23431551; Toll Free no.: 1800-345-4001 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.

- (14) 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.

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

sd/-

Mehul Shah

*SVP – Compliance
& Company Secretary*

FCS: 5839

Mumbai, November 4, 2020

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 Section 102 and 110 of the Companies Act, 2013

The following Explanatory Statement sets out all material facts relating to the business mentioned at Item No. 1 of the accompanying Notice dated November 4, 2020.

- (1) **Item No. 1:** The existing Articles of Association (**'AoA'**) of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013. With the enactment of the Companies Act, 2013 including the Rules framed thereunder ('the Act'), existing AoA of the Company need to be amended to make it consistent with the provisions of the Act and several regulations of the existing AoA of the Company require alteration. Given this position, it is considered expedient to replace wholly the existing AoA by a new set of AoA. The new AoA to be substituted in place of the existing AoA are aligned with the provisions of the Act.
- (2) The Board of Directors, at their meeting held on November 4, 2020, decided (subject to the approval of the members) to adopt a new set of AoA in place of and to the exclusion of the existing AoA of the Company. In terms of Section 14 of the Act, the consent of the Members, by way of Special Resolution, is required for adoption of new set of Articles of Association of the Company.
- (3) The proposed draft AoA is being uploaded on the Company's website at www.enil.co.in. All the documents referred to in the Notice will be available for electronic inspection without any fee by the Members from the date of dispatch of this Notice till the announcement of the result of the postal ballot voting. Members seeking to inspect such documents can send an email to enil.investors@timesgroup.com.
- (4) None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the notice, except to the extent of their shareholding, if any, in the Company and their directorships and shareholding in

the Company's holding company as stated below:

- (a) Name of the holding company: Bennett, Coleman & Company Limited ('BCCL')
- (b) Details of directorship and shareholdings of the directors, including their relatives in BCCL:
 - Mr. Richard Saldanha – Independent Director of the Company is on the Board of BCCL as the Independent Director. He does not hold any shares in BCCL.
 - Mr. Vineet Jain – Chairman of the Company is holding the office of the Managing Director of BCCL. Mrs. Indu Jain, his mother, is the Chairman of BCCL, does not hold shares in BCCL. Mr. Samir Jain, his brother, is the Vice Chairman and Managing Director of BCCL. They may be considered to be concerned or interested only to the extent of their directorships in BCCL and shareholding interest in BCCL, which is less than two percent of the paid up share capital of BCCL.
- (5) The Board of Directors recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

**By Order of the Board of Directors
For Entertainment Network (India) Limited**
sd/-

Mehul Shah
SVP – Compliance
& Company Secretary
FCS: 5839
Mumbai, November 4, 2020

Registered Office:
Entertainment Network (India) Limited,
CIN: L92140MH1999PLC120516,
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