

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 16, 2021

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 – 400 051
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BSE Scrip Code: 532700/ Symbol: ENIL

Subject: Extraordinary General Meeting ('EGM') of Entertainment Network (India) Limited to be held on Friday, December 10, 2021 at 3.00 p.m. through Video Conference ('VC') / Other Audio Visual Means ('OAVM').

Dear Sir/Madam,

Extraordinary General Meeting ('EGM') of the Members of **ENTERTAINMENT NETWORK (INDIA) LIMITED** [‘the Company’] will be held on **Friday, December 10, 2021 at 3.00 p.m.** through Video Conference ('VC') / Other Audio Visual Means ('OAVM'). The venue of the meeting shall be deemed to be the Registered Office of the Company at 'A' Wing, 4th Floor, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013, India.

Please find attached herewith the Notice convening the EGM. Notice of this EGM has been sent in electronic mode today to Members whose e-mail address is registered with the Company or the Depository Participant(s). Notice of the EGM of the Company *inter alia* indicates the detailed process and manner of Remote E-Voting/ E-Voting at the EGM and instructions for participation through VC/ OAVM.

The EGM Notice may also be accessed by clicking the below link:

[To view / download the EGM Notice: please click here](#)

Commencement of Remote E-Voting	9.00 a.m. (IST) on Monday, December 6, 2021
End of Remote E-Voting	5.00 p.m. (IST) on Thursday, December 9, 2021
Cut-off date for Remote E-Voting	Friday, December 3, 2021

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

NOTICE

NOTICE is hereby given that the **Extraordinary General Meeting ('EGM')** of the Members of **ENTERTAINMENT NETWORK (INDIA) LIMITED** will be held on **Friday, December 10, 2021 at 3.00 p.m.** through Video Conference ('VC') / Other Audio Visual Means ('OAVM'), to transact the following special business. The venue of the meeting shall be deemed to be the Registered Office of the Company at 'A' Wing, 4th Floor, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013, India.

Special Business

1. Appointment of the Statutory Auditors to fill the casual vacancy

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT based on the recommendation and approval of the Audit Committee and Board of Directors through their resolutions dated October 26, 2021 and pursuant to the provisions of Sections 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules and regulations 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'), the members of the Company do hereby accord their approval for the appointment of Walker Chandiook & Co LLP, Chartered Accountants (ICAI Firm Registration number - 001076N/ N500013) ('Walker Chandiook') as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration number - 101049W/ E300004) ('SRB');

RESOLVED FURTHER THAT Walker Chandiook shall hold the office as the Statutory Auditors of the Company, with effect from October 27, 2021 till the conclusion of the Twenty Third Annual General Meeting to be held in the year 2022, on such terms and remuneration plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred in connection with the audit, as stated in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty

or doubt, that may arise in giving effect to 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 requisite forms or documents with regulatory authorities, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

2. Alteration of Memorandum of Association pursuant to the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 and other applicable rules and regulations 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') and in accordance with the Table A of the Schedule I of the Act, and subject to the approvals, consents, permissions, sanctions, etc., of the concerned statutory, regulatory and other authorities, if and to the extent applicable and required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which shall include duly authorized committee), the members of the Company do hereby accord their approval for the following amendments to the Memorandum of Association of the Company ('MOA'):

- (i) The words 'THE COMPANIES ACT, 1956' be replaced with 'INCORPORATED UNDER THE COMPANIES ACT, 1956' in the title of the MOA.
- (ii) Existing Objects clauses title "III (A) : THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:" be and is hereby renamed and replaced with the new title: "III (A): THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:" and all the four Objects clauses appearing thereunder be sequentially renumbered starting with number 1 and ending on

number 4; and following objects clauses be added starting from serial number 5 onwards:

5. To carry on the business of establishing, undertaking, aiding, developing, managing, fostering and engaging in enrolling, operating and running consultancy, training centers, workshops, and otherwise to engage in the business of providing formal and informal education to train students in educational programs, edutainment (education through entertainment) programs in management, technical, music, entertainment, fine arts, dance, sports and any other educational fields and also in all forms of vocational education and coaching and providing tutoring services for various competitive examinations, pre-schooling and content provision and business to business events, educational conferences, to provide interactive communication amongst educationists, teachers, speakers, students, to act as a specialized entity to identify, develop, provide and implement a wide range of advisory services, on a commercial format, in India or abroad and to carry on the business by participating and implementing various mandates in the educational sector in India and abroad on the public, private or partnership basis and to market the educational content products in the domestic and overseas markets and to implement various mandates pertaining to all fields of education and other allied services, through physical and electronic mediums, including internet, satellite, television, mobile, personal computer, tablet, any other devices and to carry on the business of providing, in India and abroad, various autonomous certification programmes, partnering with Indian and foreign educational institutes, academies, colleges and universities to co-create new course modules and to provide accredited degrees, diplomas, certificates as per prevailing applicable laws and to open and/or own private universities, colleges, institutes offering specialist certificate, diploma and degree programs across key focus subjects of education, edutainment and to engage in the business of research and development of products and teaching aids, to supplement the educational and learning business, and to enhance education by developing products using latest technology, tools, through any medium, including electronic mediums.
6. To takeover, establish, run, manage or otherwise to conduct the affairs of the educational institutes, colleges, schools, business management schools, universities, polytechnic institutions, music academies, schools, institutions, academies, training centers, development centers, etc. for imparting special education, employment enhancing vocational skills, higher education, diploma courses and to obtain affiliation from the universities in India and abroad for various educational courses, to enter into any arrangements for establishing/ setting up of academic/ educational projects on turnkey basis and to enhance education by developing products using latest technology tools using different mediums including internet, satellite, television, mobile, personal computer, tablet, any other devices, etc.
7. To carry on in India and abroad the business, either on its own or through franchisee arrangements, licensees, agents, stockists, resellers, distributors, contractors or otherwise, of procuring, storing, warehousing, dispatching, promoting, packaging, formulating, buying, selling, exchanging, bartering, altering, importing, exporting, assembling, repairing, marketing, advertising, distributing or otherwise dealing in whole or in part, on a wholesale basis or otherwise, all kinds of services, goods and merchandise and generally to carry on the business as wholesale merchants, importers, exporters, couriers, warehousing agents, including the business of sourcing, procuring and placing contracts for all or any kinds of services, goods, materials and items whatsoever in nature, through electronic platforms or otherwise and to undertake the business of providing logistics transportation to include, without limitation, transportation of goods, parcels, commodities and other articles, from the warehouses of consignors, manufacturers, packers, importers and/or warehouses, either owned or leased, to delivery stations of the consignors, manufacturers, packers, importers and/or warehouses of the Company, either owned or leased by the Company, located in India or any part of the world; setting of delivery stations and warehouses to provide storage and work space and to carry out the work of loading, unloading, handling, forwarding and clearing agents for and on the behalf of the owners of goods, luggage, parcels, articles, commodities, merchandise and other movables of every description and nature whatsoever in India or any other part of the world. The objects of the Company shall also include to provide integrated services to deal with accounting, claims and building custom inbound freight programs to have more meaningful collaborations with others in the supply chain and the Company at large. The logistics business shall be undertaken by the Company and shall include packaging, containerization, documentation, insurance, storage, importing and exporting the goods, parcels, commodities and other articles.

8. To carry on in India and abroad, the business of developing, designing, planning, executing consultancy services or otherwise to deal in operating, providing and facilitating, in any manner, the entire range of information technology enabled services, websites, mobile websites, web enabled services, applications, value added services including (a) all services related to access, storage, distribution and transmission of internet, web page hosting, website designing, electronic commerce services in various forms, including mobile, voice, email, chat and collaborative browsing, data storage, data transmission of internet, data base and data processing services, computer hardware and software systems and all kinds of communications as are in use or may be developed in the future, (b) establishment and operation of customer call centers, customer service centers, technical support centers, repair centers, billing, payments processing, claims processing, inbound and outbound logistics, order fulfilment, operating online marketplace platforms, packaging, warehousing and inventory management, document processing and digitizing and (c) rendering of consultancy services in relation to any of the foregoing, including support and incidental services, in India and abroad.
- (iii) Existing Objects clauses title "III (B) : THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:" be and is hereby renamed and replaced with the new title: "III (B): MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:" and all the sixty three Objects clauses appearing thereunder be sequentially renumbered starting with number 1 and ending on number 63; and following objects clauses be added starting from serial number 64 onwards:
64. To establish, promote, subsidise, encourage, maintain, run, organise, build, construct, develop, recondition, operate, conduct, in India and abroad, play schools, boarding houses, teaching classes for education, edutainment including graduate / post graduate courses in management, technical, vocational fields and all other areas of education and to organise short term and long term events, to arrange vacation batches or crash courses and to provide expert advice, consultancy services, courses, tuition, lectures, printed matters and literature, to facilitate meetings of parents and interested persons, discussion groups, exhibitions, printed matters and literature in relation to or in furtherance of the objects of the Company.
 65. To promote education, including special education, music education, visual arts, fine arts, sports, creating teaching/ learning facilities, building infrastructure, education academy and employment enhancing vocation skills, job oriented and livelihood enhancement projects; and to make or arrange or promote contributions or funds to technology incubators located within academic institutions.
 66. To train and groom the students with advance and modern techniques of education which lead to overall personality development.
 67. To start or provide a platform to various streams of education (formal as well as informal), classroom basis as well as online basis.
 68. To promote and advance the cause of education in all forms, formats and through all means and for this purpose, to give stipend, scholarships and other grants or support, in cash or in kind, to students, scholars, schools, colleges, universities, polytechnics and other educational institutions, whether academic or professional or trade oriented.
 69. To establish, takeover, run, maintain and manage and/or to co-operate, collaborate and assist, whether financially or otherwise, in establishing, running, maintaining and managing schools, colleges, universities, polytechnics, academies and other educational institutions, whether academic or professional or trade oriented.
 70. To carry on the business of gathering, accumulating, organising, tabulating, managing, obtaining, collecting, purchasing, acquiring, importing, disseminating, disposing, exporting, selling and marketing of and trading in, all types of information, data, statistics, computer based information systems, data base and library and information science, both in the form and nature in which the same may be so gathered, accumulated, organised, tabulated, obtained, imported, acquired, collected, purchased, marketed or sold and also in all types of modified forms, formats, manner and nature.
 71. To make donations to such persons or institutions or political parties or entities and to aid such cases that would be directly or indirectly conducive to any of the Company's objects or otherwise expedient and to remunerate any persons or entities introducing business to the Company and to grant pensions, allowances, gratuities, bonuses and other terminations benefits either by way of annual payments or a lumpsum payments and to make payment towards insurance and to form and contribute to provident, benefits, scholarships, gratuity, pensions, superannuating funds, of or for such

- persons and to accept gifts from any persons or entities and also to subscribe, contribute or otherwise to assist or guarantee money for charitable, scientific, religious, benevolent, national, public, educational, cultural or other institutions or for any exhibition or for any public objects.
72. To acquire by purchase, exchange, barter or otherwise any movable or immovable properties and any rights or privileges which the Company may deem necessary or convenient for the purpose of its business or its objects.
 73. To recruit, train and develop staff, organize seminars, training programs and conferences for employees, customers and the general public.
 74. To undertake all types of technical, economic and financial research or study and to aid or assist or enter into partnership with any institutions, universities, companies, partnerships, firms or persons conducting such research or study and to subsidize, endow and assist workshops, libraries, meetings, lectures and conferences and to do such other acts to generally encourage, promote and reward studies, researches, investigations, experiments, tests or inventions of any kind that may be considered to assist any of the business or objects of the Company.
 75. To subscribe, contribute, gift any rights or assets to any institutions, clubs, societies, associations, academies, trusts, funds, universities, colleges, scientific research associations, individuals, bodies of individuals or bodies corporate for any educational, religious, charitable, scientific, public or general objects, subject to the provisions of the Companies Act, 2013.
 76. To compensate for loss of office of any directors or officers of the Company within the limitations prescribed under the Companies Act, 2013 or applicable laws or rules having the force of law and to make payments to any directors or persons whose office of employment or duties may be determined by virtue of any transactions in which the Company is engaged.
 77. To guarantee the payment or performance of any contracts or obligations or to become surety for any persons, firms, companies or entities for any purposes and to act as agents for the collection, receipt or payment of money and to act as agents for and render services to customers and others and to give guarantees and indemnities and to give surety/ mortgage/ pledge of the properties for raising fund/ loan for and on behalf of the Company/ associate concerns/ persons/ any other companies.
 78. To carry on the business of issuing, servicing and dealing in all kinds of payment products, providing payment facilities or any other payment services, to collect deposits, to facilitate payments through physical and digital format, to act as business correspondent for other banks, to provide and to engage in all businesses as may be related or ancillary to the aforesaid business areas.
 79. To acquire, purchase, takeover and/ or amalgamate businesses of companies or entities which, from time to time, may conveniently or advantageously be combined with the business of the Company, to amalgamate or merge with other companies or entities whose business is so acquired, purchased, taken over or amalgamated and/ or to enter into agreements with the object of acquisition of such undertakings and/ or businesses for any consideration, including but not limited to cash, issue of shares, warrants or other securities or assets or barter transactions.
 80. To carry on and undertake in India and elsewhere in the world, the business of setting up and operating centers for sales and customer interaction services, including centers for sending, receiving and replying to email for clients situated in India and abroad and to provide system integration and software/ application development services.
 81. To carry on the business of collection of data, its classification and storage, dissemination of information including the provision of database services through any kinds of communication networks.
 82. To gather and provide information, to undertake marketing of various services, either directly or through the internet and/ or any other medium and to act as a trader, importer, indenter, agent or distributor.
 83. To carry on e-commerce activities and perform every act and provide all services relating to advertisement and marketing of various services throughout the world through websites, applications, on-line shops and other communication media.
 84. To collaborate with Indian or foreign entities for acquiring or offering of technical know-how, to employ local or foreign technicians or experts or advisers on a contract basis or otherwise and to enter into agreements for availing or providing technical know-how and/ or use of trademarks/ brand names.
 85. To provide advisory services in the areas of education, entertainment, digital, e-commerce, technical and other services and facilities of every description, including all those capable of being provided by business and technology

- process outsourcing service providers.
86. To source products, including purchasing products from marketing agencies, producers and manufacturers in electronics and domestic appliances, as well as, to assist, directly and indirectly in the making of these products.
 87. To provide assistance and consultancy to suppliers and producers in such areas as upgrading the quality, marketability and competitiveness of products before such products are allowed to be displayed and sold.
 88. To enter into, make and perform contracts of every kind and description, agreements and arrangements with any persons, firms, associations, corporations, corporate bodies, municipality, countries, states, political bodies or government.
 89. To receive money in any form, to borrow or raise money on such terms and conditions as the Company may consider expedient and to secure and discharge any debts or obligations binding on the Company in such manner as may be thought fit, and in particular by mortgages of the undertaking(s) and all or any of the immovable and movable properties (present and future) and the uncalled capital of the Company or by the creation and issue, on such terms as may be thought expedient, of shares, bonds, debentures or debenture stock, perpetual or otherwise, or other securities of any description.
 90. To build, construct, maintain, enlarge, pull down, remove, replace, improve, develop and to work, manage and control any buildings, offices, godowns, warehouses, structures and to install all kinds of plants, machinery and works thereat for attaining the objects of the Company.
 91. To let on lease or on hire purchase system or to lend or otherwise dispose of any properties belonging to the Company.
 92. To acquire by purchase, lease, license, hire-purchase, exchange, barter, development, construction of any buildings or structures, to demolish, re-erect, repair, remodel or otherwise deal in (including sell or dispose of) such buildings or structures; and to deal in purchase, sale, barter, lease, license, exchange land, buildings, estates, flats, apartments or any other structural or architectural work of any kind whatsoever and to deal in offices, flats, houses, bungalows, plants, factories, stock-in-trade, godowns, warehouses, shops, cinema theaters or other structures and other conveniences of all kinds and properties of all kinds and description which the Company may deem necessary or convenient for the purpose of its business or objects.
 93. To distribute monies as dividend out of free reserves or to issue bonus shares amongst the members or otherwise to apply any monies received by way of premium on shares or debentures or any monies received in respect of forfeited shares, as the Company may, from time to time, think fit, subject to the provisions of the Companies Act, 2013.
 94. To purchase and maintain insurance for the benefit of any person who is or was an officer or employee or director of the Company, a subsidiary of the Company or a company in which the Company has or had an interest (whether direct or indirect) or who is or was a trustee of any retirement benefit scheme or any other trust in which any officer or employee or director or former officer or employee or director is or has been interested, to indemnify and to keep that person indemnified against liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against.
 95. To institute, defend, compromise, compound or abandon any legal proceedings by or against the Company, its directors or officers or otherwise concerning the affairs of the Company or its directors or officers and also to compound or allow time for payment or satisfaction of any debts due to the Company and of demands by or against the Company.
 96. To refer to or agree to refer any claims, demands, disputes or any other question by or against the Company or in which the Company is interested or concerned, whether between the Company and third parties, to arbitration and to observe and perform and do all acts, deeds, matters and things to carry out or enforce the awards.
 97. To carry on the business of advertising agents and contractors, both outdoor and in newspapers, books, screens, walls, buses, railways, carriages, to prepare, advise, devise, manufacture and construct advertising devices and designs and to publish and advertise the same through any media whatsoever and to carry on the business of printers, publishers, decorators in connection with the general advertising business and to do any other act or carry out any other contract for the promotion, continuance and advancement of the said business.
 98. To do all and everything necessary, suitable or proper or incidental or conducive for the accomplishment of any of the objects or the furtherance of any of the objects or business or powers hereinbefore mentioned, either alone or in association with other corporate bodies, firms or individuals and to do every other act or acts, thing or things

incidental or appurtenant to and growing out of or connected with the aforesaid objects or business or powers or any other part thereof, provided the same being not inconsistent with the applicable laws of India.

- (iv) Existing Objects clauses title "III (C): OTHER OBJECTS:", along with all the Objects clauses mentioned thereunder (sub-clauses originally sequentially numbered from 66 to 96) be and are hereby deleted in full.
- (v) Liability Clause "IV. The liability of the members is limited" of MOA be substituted to read as "IV. The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."
- (vi) The phrase 'Companies Act, 1956' be and is hereby replaced with 'Companies Act, 2013' in the entire MOA.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to 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 requisite forms or documents with regulatory authorities, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

NOTES:

- 1) In view of the massive outbreak of the COVID-19 pandemic, social distancing has been a norm to be followed. Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 2/2021 dated January 13, 2021, General Circular No. 10/2021 dated June 23, 2021 ('MCA Circulars'), and Securities and Exchange Board of India ('SEBI') vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and other applicable circulars, have allowed the companies to conduct the General Meetings through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'). In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), this Extraordinary General Meeting ('EGM') of the Company shall be conducted through VC / OAVM. KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited) ('R&TA/ 'KFinTech') will be providing facility for voting through remote e-voting, for participation in the EGM through VC / OAVM facility and e-voting during the EGM. Deemed venue of the EGM shall be the Registered

Office of the Company. The procedure for participating in the meeting through VC/ OAVM is explained hereof and is also available on the website of the Company at www.enil.co.in.

- 2) Generally, under Section 105 of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. However, in terms of the aforesaid Circulars issued by MCA and SEBI, since this EGM is being conducted through VC/ OAVM, where physical attendance of the Members in any case has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting, for participation in the EGM through VC/ OAVM Facility and e-voting during the EGM. Participation of the Members through VC/ OAVM will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
- 3) Institutional / Corporate Members are requested 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 authorizing their representatives to attend and vote at the EGM, pursuant to Section 113 of the Act. The scanned image of the above mentioned documents should be in the naming format "ENIL_EVEN NO" and said documents may also be uploaded in the e-voting module with login credentials, on or before the closure of the e-voting.
- 4) 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. Phone: 040-67162222; Toll Free no.: 1800-309-4001. E-mail: einward.ris@kfintech.com Website: www.kfintech.com.
- 5) The relevant Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), setting out the material facts relating to the special business as set out in the Notice is annexed hereto. The Board of Directors has considered and decided to include the Item Nos. 1 and 2 given above as the Special Business in the forthcoming EGM, as same are considered unavoidable in nature.
- 6) In terms of Section 72 of the Act read with the applicable rules made under the Act, every holder of shares in the Company may at any time nominate, in the prescribed manner, a person to whom his/ her shares in the Company shall vest, in the event of his/ her death. Members who have not yet registered their nomination

are requested to register the same by submitting Form No. SH-13. Nomination form can be obtained from the R&TA. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to R&TA in case the shares are held by them in physical form.

Electronic dispatch of EGM notice and procedure for registering the e-mail address

- 7) In accordance with the various circulars issued by MCA and SEBI, the Notice of EGM is being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the EGM Notice will also be available on the Company's website www.enil.co.in, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited ('KFinTech') at <https://evoting.kfintech.com>.
- 8) 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) ('R&TA'/ 'KFinTech') 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 Permanent Account Number ('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.

Procedure for remote e-voting and voting at EGM ('e-voting')

- 9) Pursuant to Section 108 of the Act, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and all other relevant rules made under the Act and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [the Listing Regulations], the Company is pleased to provide the facility to the Members to exercise their right to vote on the resolutions proposed to be considered at EGM by electronic means ('e-voting') and the business may be transacted through such voting. The Members may cast their votes remotely, using electronic voting system prior to the EGM ('remote e-voting'). Further, the facility

for voting through electronic voting system will also be made available at the EGM ('Insta Poll') and Members attending the EGM who have not cast their vote(s) by remote e-voting will be able to vote at the EGM through Insta Poll. **The cut-off date for the purpose of remote e-voting and voting at the EGM is Friday, December 3, 2021. Members, whose names appear in the Register of Members / list of Beneficial Owners as on the cut-off date, i.e. Friday, December 3, 2021 are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.** The Company has appointed KFin Technologies Private Limited ('KFinTech' / 'Service Provider' / 'R&TA') for facilitating remote e-voting and also for facilitating participation and voting at the EGM.

- 10) In terms of the 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 e-voting process. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.
- 11) Subject to the applicable provisions of the Act read with the rules made thereunder (as amended), the voting rights of the Members shall be in proportion to their shares of 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.
- 12) **The remote e-voting period will commence at 9.00 a.m. (IST) on Monday, December 6, 2021 and will end at 5.00 p.m. (IST) on Thursday, December 9, 2021.** 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.
- 13) Once the vote on a 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. Members who have cast their vote by remote e-voting, whether partially or otherwise, prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- 14) The facility for voting shall also be made available at the EGM and the Members attending the EGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the EGM.
- 15) It is not mandatory for the Member to vote using the remote e-voting facility and the Member can exercise

his vote at the EGM.

- 16) A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the EGM (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the EGM shall be treated as 'INVALID'.
- 17) 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 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; Toll Free no.: 1800-309-4001.
- 18) 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 scrutinize the e-voting process in a fair and transparent manner.
- 19) Subject to receipt of requisite numbers of votes, the

Resolutions shall be deemed to be passed on date of the EGM.

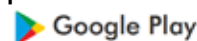
- 20) During the EGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the EGM, formally propose to the Members participating through VC/ OAVM facility to vote on the resolutions as set out in the Notice of the EGM and announce the start of the casting of vote through the e-voting system. After the Members participating through VC/ OAVM facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the EGM.
- 21) The Scrutinizer shall, after the conclusion of e-voting at the EGM, first count the votes cast at the EGM (Insta Poll) and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the EGM, who shall then countersign and declare the result of the voting forthwith.
- 22) The voting results, along with the consolidated scrutinizer's report, shall be placed on the website of the Company at (www.enil.co.in) and on the website of R&TA (<https://evoting.kfintech.com>) immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.
- 23) **Detailed procedure and manner on remote e-voting for individual shareholders holding securities in demat mode:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with National Securities Depository Limited [NSDL]	<p>1. User already registered for IDEAS e-Services facility of NSDL may follow the following procedure:</p> <p>1.1) Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com</p> <p>1.2) Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' under 'IDEAS' section.</p> <p>1.3) A new screen will open. Enter your User ID and Password for accessing 'IDEAS'.</p> <p>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.</p> <p>1.5) Click on 'Active E-voting Cycles' option under E-voting.</p> <p>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.</p> <p>2. User not registered for IDEAS e-Services facility of NSDL may follow the following procedure:</p> <p>2.1) To register, in the browser / Click on the following e-Services link: https://eservices.nsdl.com</p> <p>2.2) Select option 'Register Online for IDEAS' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>2.3) Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</p> <p>2.4) After successful registration, please follow steps given at Serial number 1 above to cast your vote.</p>

Type of shareholders	Login Method
	<p>3. Users may directly access the e-voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> 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.

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

NSDL Mobile App is available on



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

1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:
 - 1.1) Type in the browser / Click on the following links: <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com
 - 1.2) Click on Login icon and select 'New System Myeasi'/ 'Login to MyEasi' (best operational in Internet Explorer 10 or above and Mozilla Firefox)
 - 1.3) Login with your registered user id and password.
 - 1.4) 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: <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
 - 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.
3. 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 / <https://www.evotingindia.com>
 - 3.2) Provide your demat Account Number and PAN No.
 - 3.3) 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.

Type of shareholders	Login Method
Individual Shareholder login through their demat accounts/ Website of Depository Participant	<ol style="list-style-type: none"> 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 CDSL.

Login 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

24) 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".
- 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. 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@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) Members whose email IDs are not registered with the Company/ KFinTech/ Depository Participants(s), please follow the following steps to generate your login credentials. To facilitate the 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. Eligible Members who have not submitted their e-mail address to the Company or KFinTech are required to provide their e-mail address to KFinTech, on or before 5:00 p.m. (IST) on Friday, December 3, 2021.

The process for registration of e-mail address with KFinTech (on temporary basis only up to EGM) for receiving the Notice of the EGM and login ID and password for e-voting is as under:

- i) Visit the link:
<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- ii) Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password.
- iii) In case of any queries, member may write to enward.ris@kfintech.com.
- iv) Alternatively, member may send an e-mail request at the email id enward.ris@kfintech.com along with scanned copy of the signed copy of the 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 Notice of EGM and the e-voting instructions.
- v) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Please note that in case of shareholding in dematerialised form, the updation of e-mail address as stated above will be temporary only up to the EGM. As stated earlier, Members are requested to register their e-mail addresses with their Depository Participants, in respect of electronic holdings.

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

25) Any person who becomes the Member of the Company after the dispatch of the EGM Notice and holding shares as on the cut-off date i.e. Friday, December 3, 2021, 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 General Manager at KFin Technologies Private 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.

Procedure for joining the EGM through VC/ OAVM and voting at EGM (for all the shareholders)

26) Members will be provided with a facility to attend the EGM through VC / OAVM platform provided by KFinTech. Members are requested to login at <https://emeetings.kfintech.com> under Members login, by using the e-voting login credentials provided in the email

received from the Company/ KFinTech. After logging in, click on the 'Video Conference' tab and select the E-Voting Event Number ('EVEN') of the Company. Click on the video symbol and accept the meeting etiquettes to join the EGM. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice.

- 27) Members may note that the VC/OAVM Facility, provided by KFinTech, allows participation of at least 2000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the EGM without any restriction on account of first-come-first-served principle.
- 28) For convenience of the Members and proper conduct of EGM, Members can login and join the EGM through VC/OAVM mode thirty minutes before the time scheduled for the EGM and this mode will be kept open throughout the proceedings of EGM.
- 29) Members who need assistance with using the technology before or during the EGM, can contact R&TA on emeetings@kfintech.com or call on 040-67162222 or Toll Free no.: 1800-309-4001 by quoting DP ID, Client ID/ Folio number and E-voting Event number.
- 30) Institutional Investors who are Members of the Company, are encouraged to attend and vote at the EGM through VC / OAVM. Any Institutional Investors Members facing issues for participating in EGM can write to enil.investors@timesgroup.com.
- 31) Members will be required to grant access to the webcam to enable VC / OAVM. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable WiFi or LAN connection to mitigate any kind of aforesaid glitches. Members are encouraged to join the EGM through laptops/ desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

Procedure to raise questions relating to EGM Notice

- 32) Since this EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, Members are invited to express their views / send their queries in advance. Questions/ queries should be submitted during the period from Monday, December 6, 2021 (9:00 a.m. IST) up to Wednesday, December 8, 2021 (5:00 p.m. IST), by any of the following process:
 - E-mail to enil.investors@timesgroup.com mentioning name, demat account no./folio number, e-mail ID, mobile number, etc.
 - Members holding shares as on the cut-off date i.e. Friday, December 3, 2021, may also visit <https://>

emeetings.kfintech.com and click on "Post Your Queries" and post queries/ views/ questions in the window provided, by mentioning name, demat account number/folio number, e-mail ID, mobile number, etc.

- Members can also post their questions during EGM through the "Ask A Question" tab which is available in the VC/ OAVM Facility as well as in the one way live webcast facility.

Queries received after Wednesday, December 8, 2021 (5:00 p.m. IST) will be responded separately on e-mail.

- 33) Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by logging onto <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. Speaker Registration will be open during the period from Monday, December 6, 2021 (9:00 a.m. IST) up to Wednesday, December 8, 2021 (5:00 p.m. IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the EGM.
- 34) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the EGM.
- 35) **Detailed procedure and manner on e-voting on the date of the EGM (Insta Poll)**
 - i) E-voting during the EGM is integrated with the VC/OAVM platform at <https://emeetings.kfintech.com> and no separate login is required for the same.
 - ii) Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.
 - iii) The e-voting "Thumb sign" at the video screen shall be activated upon instructions of the Chairman during the EGM proceedings. Shareholders shall click on the same to take them to the Insta Poll page. Members are requested to click on the Insta Poll icon to reach the resolution page and follow the instructions to vote on the resolutions.
 - iv) Only those Members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EGM.

Procedure for inspection of documents

- 36) Documents relevant for the EGM are made available for inspection by the Members in electronic mode basis the request being sent on enil.investors@timesgroup.com without payment of fee and same will also be available during the EGM. Any Member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.
- 37) As per Sections 101 and all other applicable provisions

of the Act, read with the rules made under the Act, companies can serve/ send various reports, documents, communications, notice of general meeting, etc. (hereinafter referred to as 'the Documents') to its members through electronic mode at their registered e-mail addresses.

The Company believes in green initiative and is concerned about the environment. The Company has e-mailed the Documents in electronic mode at your e-mail address obtained from the Depositories/ available with R&TA.

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.:

- i) to their Depository Participants in respect of their shareholdings in electronic (dematerialized) form;
- ii) to R&TA, in respect of their shareholdings in physical form, quoting their folio numbers.

Members are entitled to have, free of cost, a copy of the Documents upon placing a specific requisition addressed to R&TA.

- 38) Notice of this EGM, etc. is being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company/ R&TA/ Depositories.
- 39) Relevant documents referred to in this Notice of EGM and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on enil.investors@timesgroup.com without payment of fee and same will also be available during the EGM.

Others

- 40) The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to R&TA/ the Company 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. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

- 41) In terms of the Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019. 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.
- 42) Notice convening this EGM is available on the Company's website at: www.enil.co.in at <https://www.enil.co.in/postal-ballot.php> and websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of the R&TA at <https://evoting.kfintech.com> available at the Downloads section. Copies of the relevant documents are available for inspection and such documents shall be so made available for inspection in electronic form basis the request being sent on enil.investors@timesgroup.com without payment of fee and same will also be available during the EGM. Any Member interested in obtaining such information may write to the Company Secretary 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, October 26, 2021

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

Statement as required under Section 102 of the Companies Act, 2013

The following Statement sets out all material facts relating to the business mentioned under Item Nos. 1 and 2 of the accompanying Notice dated October 26, 2021.

- 1) **Item No. 1:** The Members of the Company, at the Twentieth Annual General Meeting (AGM) held on August 5, 2019, had approved of the appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration number - 101049W/ E300004) ('SRB') as the Statutory Auditors of the Company for a second term of five consecutive years, to hold the office commencing from the conclusion of the Twentieth AGM till the conclusion of the Twenty Fifth AGM of the Company. SRB has issued their limited review reports on the Company's unaudited financial results for the quarter and half year ended September 30, 2021. SRB has tendered their resignation as the Statutory Auditors of the Company with effect from October 26, 2021, immediately post submission of the standalone and consolidated limited review reports for the quarter and half year ended September 30, 2021, which resulted into a casual vacancy in the office of the Auditors of the Company as per Section 139(8) of the Companies Act, 2013 ('the Act'). In accordance with aforesaid provisions of the Act, the casual vacancy caused by the resignation of the Statutory Auditors shall be filled by the Board of Directors within thirty days and such appointment shall also be approved by the Company at a general meeting convened within three months of the recommendation of the Board of Directors and he shall hold the office till the conclusion of the next annual general meeting.
- 2) Detailed reason of resignation: As informed by SRB, there are certain non-audit services proposed to be provided by another member firm of global network to the Company's Holding Company. Under such circumstances, they expressed their inability to continue as the Statutory Auditors of the Company as per their internal independence requirements. Accordingly, SRB resigned as the Statutory Auditors of the Company with effect from October 26, 2021, immediately post submission of the standalone and consolidated limited review reports for the quarter and half year ended September 30, 2021. SRB has not raised any concern or issue with respect to their resignation except for the reason as stated hereof.
- 3) Based on the recommendation of the Audit Committee, the Board of Directors of the Company, at its meeting held on October 26, 2021, noted and accepted the resignation of SRB with effect from October 26, 2021, immediately post submission of the standalone and consolidated limited review reports for the quarter and half year ended September 30, 2021. Audit Committee and Board of Directors noted that SRB has not raised any concern or issue with respect to their resignation except for the reason as stated in the preceding para.
- 4) Walker Chandiook & Co LLP, Chartered Accountants (ICAI Firm Registration number - 001076N/ N500013) ('Walker Chandiook') have provided their consent for appointment as the Statutory Auditors of the Company with effect from October 27, 2021, till the conclusion of the Twenty Third AGM to be held in the year 2022; along with a certificate under Section 139 of the Act, *inter alia* stating that they satisfy the criteria provided in Section 141 of the Act. They have submitted a certificate in terms of the Rule 4 of the Companies (Audit and Auditors) Rules, 2014 and confirmed their eligibility in terms of the applicable provisions of the Act, read with the applicable rules made under the Act. They have also confirmed that they are not disqualified for appointment as the Statutory Auditors under the applicable provisions of the Act.
- 5) In terms of the Rule 4(1)(d) of the Companies (Audit and Auditors) Rules, 2014, Walker Chandiook have confirmed, to the best of their knowledge, that as on date there are no pending proceedings against them or any of their partner(s) with respect to professional matters of conduct, except for the matters stated below:

Professional matters of conduct under the Chartered Accountants Act, 1949 are pending against two partners of the Firm and one erstwhile partner of the Firm.

Two out of three matters are related to audits of financial statements. One of these two matters is at the stage of *prima facie* opinion. In the other matter, determination of guilt has been made by the Disciplinary Committee and the concerned partner has been provided an opportunity of being heard in accordance with the disciplinary mechanism under the Chartered Accountants (Procedure of Investigation of Professional and Other Misconduct and Conduct of Cases) Rules, 2007 ('the Rules').

The third matter is not related to audit of financial statements. This matter is at the stage of *prima facie* opinion.

All the three matters are being contested by the concerned partners in accordance with the disciplinary mechanism under the Rules.
- 6) In terms of Section 139(8) and all other applicable provisions of the Act, read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Act and subject to the approval by the members of the Company and based on the recommendation and approval of the Audit Committee through its resolution dated October 26, 2021, the Board of Directors of the Company, through its resolution dated October 26, 2021, resolved to fill the casual vacancy caused by the resignation of SRB with the appointment of Walker Chandiook as the Statutory Auditors of the Company, to hold office with effect from October 27, 2021, till the conclusion of Twenty Third AGM to be held in the year 2022 and to recommend the same to the members of the Company.
- 7) SRB, the erstwhile Auditors of the Company has been

paid an audit fee of ₹ 42,00,000 (Rupees forty two lakhs only) for conducting the statutory audit of the Company, for the financial year ended March 31, 2021 and they were paid audit fee of ₹ 14,50,000 (Rupees fourteen lakhs fifty thousand only) for conducting the limited review for Q1FY22 and Q2FY22. The proposed fee payable to Walker Chandiok shall be not exceeding ₹31,00,000 (Rupees thirty one lakhs only) plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred in connection with the statutory audit during their term till the conclusion of the Twenty Third AGM. There is no material change in the fee payable to Walker Chandiok from that paid to the erstwhile Auditors – SRB. Aforesaid proposed remuneration payable to Walker Chandiok is commensurate with the size and operations of the Company.

- 8) Basis of recommendation for appointment, including the details in relation to and credentials of the Statutory Auditors: Walker Chandiok is a partnership firm established in 1935. With 13 offices across the country, 53 partners and a team of over 1,500 people, Walker Chandiok provides audit, tax and advisory services in India. Walker Chandiok ranks among the top 5 Auditors in India on the basis of market capitalisation of the companies audited by them and has experience across a range of industries, market segments and geographical corridors. The Audit Committee and the Board of Directors of the Company, based on the credentials of the firm and partners and eligibility criteria prescribed under the Companies Act, 2013, recommend the appointment of Walker Chandiok as the Statutory Auditors of the Company.
- 9) Copies of the relevant documents relating to the Resolution at Item No. 1 are available for inspection by the members and such documents shall be so made available for inspection in electronic mode, basis the request being sent on enil.investors@timesgroup.com without payment of fee and same will also be available during the EGM.
- 10) Consent of the Members is sought for passing the Ordinary Resolution set out at Item No. 1 of the notice relating to the appointment of the Statutory Auditors of the Company. None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the notice. The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 of the notice for approval of the Members.
- 11) **Item No. 2:** The objects clause (Clause III) of the Memorandum of Association ('MOA') of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. As per the Companies Act, 1956, objects clauses in the MOA were arranged in the following order:
 - 1) The main objects to be pursued by the company on its incorporation i.e. main objects.
 - 2) The objects incidental or ancillary to the attainment of the main objects.
 - 3) Other Objects.

The Companies Act, 2013 ('the Act') has prescribed a new format of MOA for public companies limited by shares. As per the Act, a company can have only the following objects clauses in its MOA.

- 1) The objects to be pursued by the company on its incorporation i.e. main objects.
- 2) Matters which are necessary for furtherance of the main objects.

In terms of the provisions of the Act, MOA shall not consist of 'Other Objects' clause. This will result in the existing clause 'III (C) - Other objects' of the MOA of the Company to be deleted in its entirety, along with all the other objects clauses mentioned thereunder (sub-clauses originally numbered 66 to 96). Therefore, it is considered expedient to amend the existing MOA in line with the Act.

- 12) Proposed changes in the MOA are in the format prescribed under 'Table A' of the Schedule I of the Act which sets out the model MOA for a company limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with the provisions of sections 4 and 13 of the Act, it is proposed to amend the existing MOA as stated in the Special Resolution no. 2 of this Notice.
- 13) The Company remains the leader in the radio industry, holding the *numero uno* position in listenership as per the latest IRS survey. It remains the brand of choice for advertisers also. Apart from radio, the Company's two other strong and dynamic products are Solutions and Digital and both have been seeing a significant improvement in revenues and gross margins. Keeping in view the huge spread of the internet, availability of data and access to smart phones amongst a large proportion of the population, the Company has decided to expand its digital products and is working on launching a web/ app/ platform of its own. This will be another step in transforming the Company into digital-first. In line with this vision, the Company took the bold decision to drop the word 'Radio' from its logo 'Radio Mirchi'. The brand will now be known simply as 'Mirchi'. This decision allows the brand to do a lot more than just radio - products like original videos, original podcasts, web publishing, live events, TV impact properties, Solutions etc. Further, the Board of Directors of the Company ('Board') has to consider, from time to time, proposals for expanding the business of the Company into new growth areas which would be profitable for the Company. Consequently, provisions enabling the Company to engage in new businesses like digital, education, edutainment - education through entertainment (including e-learning), e-commerce and information technology enabled services are proposed to be incorporated into the objects clauses of the MOA of the Company. For this purpose, the objects clauses in the MOA, which are presently restrictive in scope, are required to be amended so as to cover a wider range of activities to enable the Company to consider new projects and business opportunities. The alteration in the objects clauses of the MOA, as set out in the Resolution, is to facilitate expansion of

business of the Company, which the Board believes is in the best interests of all stakeholders. This will enable the Company to enlarge the area of operations and to carry on its business economically and efficiently and the proposed businesses can be conveniently and advantageously combined with the present activities of the Company. Thus, to empower the Company to foray into various new business segments as stated above, it is necessary to amend the objects clauses of the MOA.

- 14) The Board, at their meeting held on October 26, 2021, has approved the aforesaid amendments to the MOA of the Company. Copy of the existing as well as draft of the amended MOA of the Company relating to the Resolution at Item No. 2 are uploaded at <https://www.enil.co.in/postal-ballot.php> and same are available for inspection by the members and such documents shall be so made available for inspection in electronic mode, basis the request being sent on enil.investors@timesgroup.com without payment of fee and same will also be available during the EGM.
- 15) Pursuant to Section 13 of the Act, any amendment to the MOA of the Company requires consent of the Members by way of special resolution. Hence, necessary resolution has been set out in Item No. 2 of the Notice for the approval of the members. The above amendment would also be subject to the approval of the Registrar of Companies, Maharashtra.

- 16) Consent of the Members is sought for passing the Special Resolution set out at Item No. 2 of the notice relating to amendments in the MOA of the Company as stated in the said Resolution. None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the notice. The Board of Directors recommends the Special Resolution set out at Item No. 2 of the notice for approval of the Members.

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

sd/-

Mehul Shah

EVP – Compliance & Company Secretary

FCS: 5839

Mumbai, October 26, 2021

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

Summary of information:

No.	Information	Details
1	EGM date and time	Friday, December 10, 2021 at 3.00 pm (IST). EGM notice is available at: www.enil.co.in at: https://www.enil.co.in/postal-ballot.php
2	Mode of EGM	Video Conference (VC)/ Other Audio Visual Means (OAVM)
3	Login time for EGM participation	Friday, December 10, 2021 at 2.30 pm (IST) at: https://emeetings.kfintech.com
4	Registrar & Share transfer Agent and service provider for Remote e-voting, EGM participation through VC/OAVM and e-voting (Insta Poll) at EGM	KFin Technologies Private Limited ('R&TA'/ 'KFinTech'), 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. Website: www.kfintech.com E-mail (for general correspondence): einward.ris@kfintech.com URL for remote e-voting: https://evoting.kfintech.com E-mail (for e-voting related queries): evoting@kfintech.com URL for EGM participation: https://emeetings.kfintech.com E-mail (for queries related to EGM participation): emeetings@kfintech.com Please refer to the note nos. 9 to 35 of the EGM notice regarding e-voting and participation at the EGM.
5	Speaker registration process	Visit https://emeetings.kfintech.com and after login, click on 'Speaker Registration' during the period from Monday, December 6, 2021 (9:00 a.m. IST) up to Wednesday, December 8, 2021 (5:00 p.m. IST).
6	Submission of Questions / Queries before and during EGM	Questions/queries shall be submitted during the period from Monday, December 6, 2021 (9:00 a.m. IST) up to Wednesday, December 8, 2021 (5:00 p.m. IST), by any of the following process: <ul style="list-style-type: none">▪ E-mail to enil.investors@timesgroup.com mentioning name, demat account no./ folio number, e-mail ID, mobile number, etc.▪ Members holding shares as on the cut-off date, i.e. Friday, December 3, 2021, may also visit https://emeetings.kfintech.com and click on "Post Your Queries" and post queries/views/questions in the window provided, by mentioning name, demat account number/folio number, e-mail ID, mobile number, etc.▪ Members can also post their questions during EGM through the "Ask A Question" tab which is available in the VC/OAVM Facility as well as in the one way live webcast facility.
7	Cut-off date for e-voting	Friday, December 3, 2021
8	Remote E-voting start time and date	Monday, December 6, 2021 (9:00 a.m. IST)
9	Remote E-voting end time and date	Thursday, December 9, 2021 (5:00 p.m. IST)
10	URL for E-voting	NSDL: https://eservices.nsdl.com/ or https://www.evoting.nsdl.com/ CDSL: https://web.cdslindia.com/myeasi/home/login or https://www.cdslindia.com/ Voting at EGM/ Insta Poll: https://emeetings.kfintech.com KFinTech: https://evoting.kfintech.com
11	E-mail registration and updation process	<ul style="list-style-type: none">▪ Shareholders holding shares in demat mode can register/ update e-mail, 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 e-mail 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.