

entertainment network (India) limited

Corporate Office: Trade Gardens, Ground Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West),
Mumbai 400 013, India. Tel: 022 6753 6983. Fax: 022 6753 6800

December 23, 2016

BSE Limited,
Rotunda Building,
P. J. Towers,
Dalal Street, Fort,
Mumbai: 400 001.

National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra- (East),
Mumbai – 400 051.

BSE Scrip Code: 532700/ Symbol: ENIL

Dear Sirs,

Please find herewith the details relating to notice to be published tomorrow in the newspapers regarding the resolution proposed to be passed through postal ballot voting process.

Thanking you,

For **Entertainment Network (India) Limited**



Mehul Shah
SVP - Compliance &
Company Secretary

FCS - 5839

Encl: as above

Regd. Office: 'A' Wing, 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

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Entertainment Network (India) Limited

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Regd. Office: 'A' Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013, India. Tel: 022 6662 0600; 022 6753 6983. Fax: 022 6753 6800.

E-mail: stakeholder.relations@timesgroup.com Website: www.enil.co.in

NOTICE

Members of Entertainment Network (India) Limited ['the Company'] are hereby informed that on Friday, December 23, 2016, the Company has completed the dispatch (including 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 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'), along with the Postal Ballot Form ('Form') and self-addressed postage prepaid reply envelope to the Members whose e-mail IDs are not registered; and sent e-mail to the Members whose e-mail IDs are registered.

This Notice has been communicated to all the Members whose names appear in the Register of Members/ Beneficiary Position maintained by the Depositories as on Friday, December 16, 2016, being the record date for the purpose of voting. 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 record date. A person who is not a Member as on the record date should treat this Notice for information purpose only.

The Notice contains the following resolution:

Sr. No.	Type of Resolution	Brief particulars
1	Ordinary Resolution	Ordinary Resolution regarding approval of the material related party transactions

The login ID and password have been provided, both in the Form, as also in the e-mail to enable the Members to use e-voting facility.

The Board of Directors of the Company (hereinafter referred to as "the Board") 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

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& Associates as the Scrutinizer to conduct the Postal Ballot voting process (including voting by electronic means/ e-voting) in a fair and transparent manner.

- (a) The Business is to be transacted by postal ballot which includes voting by electronic means;
- (b) Date of completion of dispatch of Notices: December 23, 2016;
- (c) Date of commencement of voting (postal and e-voting): December 25, 2016 at 9:00 A.M. (IST);
- (d) Date of end of voting (postal and e-voting): January 23, 2017 at 5:00 P.M. (IST); E-voting by electronic mode shall not be allowed beyond 5:00 P.M. (IST) on January 23, 2017; the e-voting module shall be disabled for voting thereafter;
- (e) Any Postal Ballot received from the Member beyond 5:00 P.M. (IST) on January 23, 2017 will not be valid and voting whether by post or by electronic means shall not be allowed beyond 5:00 P.M. (IST) on January 23, 2017;
- (f) Members, who have not received postal ballot forms may apply to the Company, addressed to the Company Secretary, and obtain a duplicate thereof. Same can also be downloaded from the website of the Company: www.enil.co.in – url: <http://enil.co.in/postal-ballot.php>
- (g) Person responsible to address the queries / grievances connected with the voting by postal ballot including voting by electronic means, if any:
Ms. C. Shobha Anand of Karvy: Contact no: 040-44655000 or 1800 345 4001 (toll free number). 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.karvy.com> (Karvy's website) or download *User Manual for Shareholders* available at the *Downloads* section of <https://evoting.karvy.com> or e-mail to evoting@karvy.com. The Notice dated November 8, 2016, along with the Postal ballot Forms, procedure for voting, has been sent all the members by the prescribed modes and is also available on the website of the Company at www.enil.co.in [url: <http://enil.co.in/postal-ballot.php>].
- (h) Day, date, time and venue of declaration of results and link of the website where such results will be displayed: The results of the postal ballot shall be declared at / before 4.00 p.m. on Wednesday, January 25, 2017, at the Registered Office of the Company at 4th Floor, A-Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013. The aforesaid result will be displayed at the registered office and Corporate Office of the Company and uploaded on the Company's website: url: <http://enil.co.in/postal-ballot.php> (www.enil.co.in) and also be intimated to the Stock Exchanges where the shares of the Company are listed.

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

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Mumbai 400 013, India. Tel: 022 6753 6983. Fax: 022 6753 6800

For casting votes, members are requested to read the instructions as already communicated to them.

For Entertainment Network (India) Limited



Mehul Shah

***SVP - Compliance &
Company Secretary***

FCS: 5839

Mumbai, December 23, 2016

Registered Office:

Entertainment Network (India) Limited,

CIN: L92140MH1999PLC120516,

Matulya Centre, 4th Floor, A – Wing,

Senapati Bapat Marg, Lower Parel (West),

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ENTERTAINMENT NETWORK (INDIA) LTD.

Entertainment Network (India) Limited

Corporate Identity Number: L92140MH1999PLC120516

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

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Website : www.enil.co.in E-mail: stakeholder.relations@timesgroup.com

Dear Member,

Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014

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 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 other applicable laws and regulations; that the resolution appended below is proposed to be passed by the Members of the Company as an Ordinary Resolution by way of postal ballot process.

The explanatory statement pertaining to the referred resolution setting out the material facts concerning each item and the reasons thereof is annexed hereto along with the Postal Ballot Form (hereinafter referred to as 'the Form') for your consideration.

The Board of Directors of the Company (hereinafter referred to as 'the Board') 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 & Associates as the Scrutinizer to conduct the Postal Ballot voting process (including voting by electronic means/ e-voting) in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage prepaid reply envelope (if posted in India) so as to reach the Scrutinizer not later than **5:00 P.M. (IST) on Monday, January 23, 2017** to be eligible to be considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf the Form. References to Postal Ballot(s) in this Notice include votes received electronically. The Company has appointed Karvy Computershare Private Limited ('KCPL'/ 'Karvy'/ 'Service Provider'/ 'R & TA') for facilitating e-voting. E-voting is optional.

Upon completion of the scrutiny of the Forms/ E-voting, the Scrutinizer will submit his report to the Chairman/ Director as may be authorised by the Chairman. The result of the postal ballot will be announced at/ before **4.00 p.m. on Wednesday, January 25, 2017** at the registered office of the Company. The aforesaid result will be displayed at the registered office and Corporate Office of the Company and uploaded on the Company's website: url: <http://enil.co.in/postal-ballot.php> (www.enil.co.in) and also be intimated to the Stock Exchanges where the shares of the Company are listed.

The Members are requested to refer to the detailed procedure

on e-voting furnished separately to vote through electronic mode and same shall be available on the Company's website: www.enil.co.in. In case of any query or grievances pertaining to e-voting, please visit *Help* and *FAQ's* section of <https://evoting.karvy.com> (Karvy's website) or download *User Manual for Shareholders* available at the *Downloads* section of <https://evoting.karvy.com> or e-mail to evoting@karvy.com or contact Ms. C. Shobha Anand of Karvy: Contact No. 040-67162222; Fax: 040-23001153; 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, December 16, 2016, being the record 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 record date. A person who is not a Member as on the record date should treat this Notice for information purpose only.

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

Commencement of e-voting	End of e-voting
Sunday, December 25, 2016 at 9.00 A.M. (IST)	Monday, January 23, 2017 at 5.00 P.M. (IST)

Voting shall not be allowed beyond 5.00 P.M. (IST) on Monday, January 23, 2017.

This Notice and Form is also available at the Company's website: www.enil.co.in – url: <http://enil.co.in/postal-ballot.php>

RESOLUTION:

1. Approval for the material related party transactions with the holding company

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) 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') and pursuant to the provisions of the Regulation 23 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as 'the Listing Regulations'), approval of the Members of the Company be and is hereby accorded for the contracts/ arrangements/ transactions entered into and/ or to be entered into with Bennett, Coleman & Company Limited ('BCCL'), the holding company, relating to the transfer and/ or availing of resources, services or obligations for the Financial Year 2016-2017 and subsequent financial years exceeding ten percent but not exceeding twenty five percent of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company

relevant for the respective financial years, on such terms and conditions as may be mutually agreed between the Company and BCCL;

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board' which shall include duly authorized committee thereof for the time being in force exercising the powers conferred upon it by the Board), be and are hereby authorised to decide upon and finalize the nature and value of the resources, services or obligations transacted and/or to be transacted with BCCL, make such changes to the terms and conditions thereto as may be considered necessary and to do and perform all such acts, deeds, matters and things and to take all such steps as may be considered necessary, desirable or expedient in this connection including seeking all necessary approvals and to settle any questions, difficulties or doubts that may arise for giving effect to this Resolution;

RESOLVED FURTHER THAT the Board of Directors 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 for giving effect to this resolution."

Notes:

- (a) The relevant Statement pursuant to Section 102 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 resolution at Item No. 1 above is annexed hereto along with the **Postal Ballot Form (the "Form")**.
- (b) The Company's Registrar & Share Transfer Agents are Karvy Computershare Private Limited ('KCPL' / 'Karvy' / 'Service Provider' / 'R & TA'), [Unit: Entertainment Network (India) Limited], Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Phone: 040-67162222; Fax: 040-23001153; Toll Free no.: 1800-345-4001.
- (c) The Board of Directors of the Company has appointed Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477) - proprietor of M/s. Hemanshu Kapadia & Associates, failing him, Mrs. Pooja Jain, Practicing Company Secretary (Membership No: F8160) as the Scrutinizer to conduct the Postal Ballot voting process (including e-voting) in a fair and transparent manner. [Address: M/s. Hemanshu Kapadia & Associates; Unit: Entertainment Network (India) Limited, Office No: 12, 14th Floor, Navjeevan Society, Building No. 3, Lamington Road, Mumbai Central, Mumbai- 400008.]
- (d) The Notice is sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners to be obtained from the Depositories i.e. National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] as on **Friday, December 16, 2016**, being the record date for the purpose of voting. Members, whose names appear in the Register of Members/ list of Beneficial Owners as on the record date will be considered for the purpose of voting. A person who is not a Member as on the record date should treat this Notice for information purpose only.
- (e) Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on **Friday, December 16, 2016**.
- (f) Pursuant to Sections 108 and 110 of the Act, read with the relevant rule 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'), the Company is pleased to provide the e-voting facility as an option to the Members of the Company to exercise their right to vote by electronic means (e-voting) instead of dispatching the Form. The Company has appointed Karvy Computershare Private Limited ('KCPL' / 'Karvy' / 'Service Provider' / 'R & TA') for facilitating e-voting. E-voting is optional.

- (g) In compliance with the provisions of Sections 101, 108, 110 and all other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and all other applicable rules made under the Act, the Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail addresses with the Depository Participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For Members, whose e-mail IDs are not registered, physical copies of the Postal Ballot Notice along with the Form are being sent by permitted mode, along with a self addressed postage prepaid reply envelope. This Notice and Form is also available at the Company's website: www.enil.co.in - url: <http://enil.co.in/postal-ballot.php> and same can be downloaded from <https://evoting.karvy.com> (Karvy's website).
- (h) In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate Postal Ballot Form to vote through Physical Form, he/ she can send an e-mail to evoting@karvy.com. The R & TA shall forward the same along with a self addressed postage prepaid reply envelope.
- (i) The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.
- (j) All the relevant material documents referred to in the Statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the announcement of the result of the postal ballot 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.karvy.com> (Karvy's website) or download *User Manual for Shareholders* available at the *Downloads* section of <https://evoting.karvy.com> or e-mail to evoting@karvy.com or contact Ms. C. Shobha Anand of Karvy on 1800 345 4001 (toll free number).

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.

Members holding shares in physical form are requested to kindly register their e-mail addresses with the Company's Registrar & Share Transfer Agents- Karvy Computershare Private Limited ('R & TA') at: Unit: Entertainment Network (India) Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032. Phone: 040-67162222; Fax: 040-23001153; Toll Free no.: 1800-345-4001.

The Company has e-mailed the Documents in electronic

mode at your e-mail address obtained from the depositories/ available with R & TA. Members who have not registered their e-mail addresses have been furnished hard copy of the Documents.

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.

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

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

sd/-
Mehul Shah
SVP – Compliance
& Company Secretary
FCS: 5839

Mumbai, November 8, 2016

Registered Office:

Entertainment Network (India) Limited,

CIN: L92140MH1999PLC120516,
4th Floor, A-Wing, Matulya Centre,
Senapati Bapat Marg, Lower Parel (West),
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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 at Item No. 1 of the accompanying Notice dated November 8, 2016.

1. **Item No. 1:** Bennett, Coleman & Company Limited ('BCCL') is the holding company and a related party under Section 2(76) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as 'the Act') and Regulation 2(1)(zb) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'the Listing Regulations'). As on date, BCCL is holding 33918400 equity shares in the Company (71.15% of the paid up capital of the Company).
2. Pursuant to the provisions of Section 188 of the Act, read with the Companies (Meeting of Board and its Powers) Rules, 2014, related party transactions beyond the prescribed threshold limit require prior approval of the company by a resolution. However, if the proposed transactions with the related parties are at arm's length and in its ordinary course of business, the said approval of the company is not required.
3. Further, in terms of Regulation 23 of the Listing Regulations, transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. All material related party transactions shall require the approval of Members of the Company through resolution and the related parties shall abstain from voting

on such resolutions.

4. In order to achieve efficiencies in Ad sales, business synergies, economics of scale and also to optimize costs, the Company and BCCL have entered into various contracts/ arrangements/ transactions relating to the transfer and / or availing of resources, services or obligations in the past and propose to continue with such contracts/ arrangements/ transactions in the future too.
5. The particulars of contracts/ arrangements/ transactions are as under:

- (a) Name of the related party: Bennett, Coleman & Company Limited ('BCCL')
- (b) Name of the director or key managerial personnel who is related:
 - a. 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.
 - b. Mr. Vineet Jain – Chairman of the Company is holding the office of the Managing Director of BCCL. Mr. Samir Jain, his brother, is the Vice Chairman and Managing Director of BCCL. Ms. Indu Jain, his mother, is the Chairman 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.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the notice.

- (c) Nature of relationship: BCCL is the holding company of the Company. As on date, BCCL is holding 33918400 equity shares in the Company (71.15% of the paid up capital of the Company).
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement: transfer and / or availing of resources, services or obligations with BCCL including but not limited to the following:
 - Sales of advertisement for BCCL's own use and third party clients
 - Purchase of advertisement on BCCL's media for the Company's use and third party clients
 - Sharing of common cost
 - Receiving of services
 - Payment of office rent and maintenance to BCCL
 - Receipt of rent from BCCL
 - Leasing and/or sale and/ or purchase of assets

Monetary value: The value of transactions entered into with BCCL was Rs. 41.1 crores for the Financial Year 2015-2016 and Rs. 37.4 crores for the half year ended September 30, 2016. The value of transactions with BCCL for the Financial Year 2016-2017 and thereafter may exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company for the respective Financial years based on the subsisting contracts/ arrangements/ transactions entered into or to be entered into.

- (e) Any other information relevant or important for the members to make a decision on the proposed transaction: Transactions entered into and/ or to be

entered into with BCCL on an arm's length basis and in the ordinary course of business. Approval from the Members of the Company is sought, for the Financial Year 2016-2017 and subsequent financial years, for the aforesaid transactions with BCCL exceeding ten percent but not exceeding twenty five percent of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company relevant for the respective financial years on such terms and conditions as may be mutually agreed between the Company and BCCL.

6. Prior approval of the Audit Committee has been obtained in this regard. The Board of Directors accordingly recommends the passing of the proposed Ordinary Resolution as contained in the Notice, by Members of the Company.
7. The Directors or Key Managerial Personnel or their relatives, except Mr. Vineet Jain and Mr. Richard Saldanha - Directors to the extent of being common Board Members and concern

or interest of Mr. Vineet Jain as stated above, do not have any concern or interest, financial or otherwise, in passing of the said Ordinary Resolution.

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

sd/-

Mehul Shah

SVP – Compliance
& Company Secretary

FCS: 5839

Mumbai, November 8, 2016

Registered Office:

Entertainment Network (India) Limited,

CIN: L92140MH1999PLC120516,

4th Floor, A-Wing, Matulya Centre,

Senapati Bapat Marg, Lower Parel (West),

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ENTERTAINMENT NETWORK (INDIA) LTD.

Entertainment Network (India) Limited

Corporate Identity Number: L92140MH1999PLC120516

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Tel: 022 6662 0600; 022 6753 6983 • Fax: 022 6753 6800.

Website : www.enil.co.in E-mail: stakeholder.relations@timesgroup.com

POSTAL BALLOT FORM

1 Name(s) & registered address of the sole/
first named Member:

2 Name(s) of the Joint- Holder(s), if any:

3 Registered Folio Number/
* DP ID No., Client ID No.:
* (Applicable to investors holding shares in
dematerialized form)

4 Number of equity shares held:

5 E-voting Event Number (EVEN):

I/ We hereby exercise my/ our vote in respect of the following resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice [Notice] of the Company dated **November 8, 2016** by conveying my/ our assent or dissent to the said resolution **by placing the tick (✓) mark at the appropriate box below:**

Sr. No.	Brief description of the resolution (Kindly refer to the Postal Ballot Notice for complete resolution)	No. of equity share(s) held by me	I/ We assent to the Resolution (For)*	I/ We dissent from the Resolution (Against)*
1	Ordinary Resolution regarding approval of the material related party transactions			

* Please put a '✓' in the appropriate column against the resolution indicated in the Box in respect of which you would like to vote and it will imply voting represented by the number of equity shares held. Alternatively you may mention the number of shares (which represents the number of votes) in the appropriate column against the resolution indicated in the Box in respect of which you would like to vote.

Date:

Place:

Signature of the Member(s)

Electronic Voting Particulars:

E- Voting Event Number (EVEN)	
User ID	
Password	

Note: Please read the instructions carefully printed overleaf before exercising your vote.

Last date for receipt of the Postal Ballot Forms by Scrutinizer is **Monday, January 23, 2017** (not later than 5.00 P.M. IST).

INSTRUCTIONS

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

Commencement of e-voting	End of e-voting
Sunday, December 25, 2016 at 9.00 A.M. (IST)	Monday, January 23, 2017 at 5.00 P.M. (IST)

- The Board of Directors 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 & Associates as a Scrutinizer to conduct the Postal Ballot voting process (including e-voting) in a fair and transparent manner.
- The Scrutinizer will submit the report to the Chairman/ Director after completion of the scrutiny of the Postal Ballot forms / E-voting and the results of the Postal Ballot shall be declared at/ before 4.00 p.m. on Wednesday, January 25, 2017, at the Registered Office of the Company at 4th Floor, A-Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013. The aforesaid result will be displayed at the registered office and Corporate Office of the Company and uploaded on the Company's website: url: <http://enil.co.in/postal-ballot.php> (www.enil.co.in) and also be intimated to the BSE Limited and the National Stock Exchange of India Limited.
- The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.
- The Company's Registrar & Share Transfer Agents are Karvy Computershare Private Limited [**R & TA**], Unit: Entertainment Network (India) Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032. Phone: 040-67162222; Fax: 040-23001153; Toll Free no.: 1800-345-4001.
- There will be only one Postal Ballot Form/ E-voting for every Folio no./ Client ID, irrespective of the number of joint Members.
- Kindly note that the Members can opt for only one mode of voting; i.e. either by physical Postal Ballot voting (post) or by e-voting. If you are voting by e-voting, then please do not vote by physical Postal Ballot voting (post) and vice-a-versa. However, in case the Member(s) cast their vote both via post and E-Voting, then the votes cast through E-Voting shall prevail and votes cast through post shall be treated as invalid.
- The right of voting by Postal Ballot / E-voting shall not be exercised by a proxy.
- 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, December 16, 2016, being the record 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 record date. A person who is not a Member as on the record date should treat this Notice for information purpose only.**

Instructions for Voting by Postal Ballot:

- Member(s) desiring to exercise his/ her vote by postal ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage prepaid reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier or registered/ speed post, at the expense of the registered Member, will also be accepted. [Address: M/s. Hemanshu Kapadia & Associates; Unit: Entertainment Network (India) Limited, Office No: 12, 14th Floor, Navjeevan Society, Building No. 3, Lamington Road, Mumbai Central, Mumbai- 400008.]
- The self-addressed postage prepaid reply envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
- The signature of the Member on this Postal Ballot Form should be as per the specimen signature to be obtained from the Depositories or registered with the Company, in respect of the shares held in dematerialized form or physical form, respectively.
- In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence, by the next named Member.
- Duly completed Postal Ballot Form should reach the Scrutinizer **not later than 5.00 P.M. (IST) on Monday, January 23, 2017**. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received.
- In case of shares held by corporates/ institutional members (i.e. companies, trusts, societies, etc., other than individuals, HUF, NRI, etc.) the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant board resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
- A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer **not later than 5.00 P.M. (IST) on Monday, January 23, 2017**.
- Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member(s) as on Friday, December 16, 2016, being the record date for the purpose of voting. A person who is not a Member as on the record date should treat this Notice for information purpose only.**
- Members are requested not to send any other paper along with Postal Ballot Form in the enclosed self-addressed postage prepaid reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
- Unsigned / incomplete / defective Postal Ballot Form will be rejected. Postal Ballot Form shall be considered invalid if the Form other than one issued by the Company has been used, Form has not been signed by or on behalf of the Member, signature mismatch, neither assent nor dissent is mentioned, Form is defaced in such a way that its identity as a genuine Form cannot be established, Member has made any amendment to the Resolution(s) or

imposed any condition while exercising his vote or such other reasons as the Scrutinizer may deem fit. Postal Ballot voting process shall be carried out as per the applicable provisions of the Companies Act, 2013 read with the secretarial standards and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- Postal Ballot Form received by fax will be rejected as if reply from member has not been received unless the original Postal Ballot Form is received within prescribed time period.
- The Scrutinizer's decision on the validity of Postal Ballot will be final.

Detailed Process and Manner for Electronic Voting (E-Voting):

The Company is pleased to offer e-voting facility as an alternative to its Members, to enable them to cast their vote electronically (e-voting) instead of dispatching Postal Ballot Form. E-voting is optional. The procedure for the same is as under:

- In case a Member receiving an email from Karvy Computershare Private Limited ['KCPL'/ 'Karvy'/ 'Service Provider'/ 'R & TA'] [for Members whose email IDs are registered with the Company/ depository participant(s)]:
 - Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - Enter the login credentials (i.e. User ID and password). In case of physical holding, E-voting Event Number (EVEN) followed by your Folio Number will be your User ID. In case of Demat holding, DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - After entering these details appropriately, click on "LOGIN".
 - 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, email 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.
 - You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the E- Voting Event Number for Entertainment Network (India) Limited.
 - On the voting page, enter the number of shares (which represents the number of votes) as on the record 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.
 - Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
 - 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.
 - 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).
 - 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@dhkacs.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVEN NO."
 - In case a person has become the Member of the Company after the dispatch of the Notice but on or before the record date i.e. Friday, December 16, 2016, he may e-mail at evoting@karvy.com or write to Ms. C. Shobha Anand, at Karvy Computershare Private Limited ['R & TA'] [Unit: Entertainment Network (India) Limited], Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032; Contact No. 040-67162222; Fax: 040-23001153; Toll Free no.: 1800-345-4001, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above to cast the vote.
 - In case of Members receiving physical copy of the Notice [for Members whose email IDs are not registered with the Company/ Depository Participant(s)]:
 - User ID and initial password as provided hereof.
 - Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
- The E-voting period will commence on Sunday, December 25, 2016 at 9:00 A.M. (IST) and will end on Monday, January 23, 2017 at 5:00 P.M. (IST). During this period, the Members of the Company holding shares in physical form or in dematerialized form may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.**
- In case of any query pertaining to e-voting, please visit *Help and FAQ's* section of <https://evoting.karvy.com> (Karvy's website) or download *User Manual for Shareholders* available at the *Downloads* section of <https://evoting.karvy.com> or e-mail to evoting@karvy.com or contact Ms. C. Shobha Anand of Karvy on 1800 345 4001 (toll free number).