Entertainment Network (India) Limited

Corporate Identity Number:L92140MH1999PLC120516
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.
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 resolutions appended below are proposed to be passed by the Members of the Company by way of postal ballot process.

The explanatory statement pertaining to the referred resolutions 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 pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than **5:00 P.M. (IST) on Monday, March 28, 2016** 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.

Upon completion of the scrutiny of the Forms/ E-voting, the Scrutinizer will submit his report to the Chairman / Director. The result of the postal ballot will be announced at 4.00 p.m. on Wednesday, March 30, 2016 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 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 Mr. P. A. Varghese of Karvy: email ID: varghese1@karvy.com, 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 Depository as on Friday, February 19, 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, February 28, 2016 at 9.00 A.M. (IST)	**Monday, March 28, 2016 at 5.00 P.M. (IST)**

Voting shall not be allowed beyond 5.00 P.M. on Monday, March 28, 2016.

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

RESOLUTIONS:

1. Appointment of Ms. Punita Lal as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as 'the Act') and Regulation 17 and 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, Ms. Punita Lal (DIN: 03412604), who is not disqualified to become a director under the Act and who is eligible for appointment as an independent director (independent non- executive director) and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing Ms. Punita Lal as a candidate for the office of the independent director of the Company, be and is hereby appointed as an Independent Director (Independent Non- executive Director) of the Company to hold office for a term of five consecutive years commencing from March 28, 2016, not liable to retire by rotation, as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice;

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."

2. **Issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis**

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 and all other applicable provisions of the Companies Act, 2013 and all 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'), Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, including any amendment, modification, variation or re-enactment thereto and all other applicable provisions and subject to applicable regulations, rules and guidelines prescribed by the Securities and Exchange Board of India and all other regulatory authorities and as per the applicable provisions of the Articles of Association of the Company, the consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee thereof), for making offer(s) or invitation(s) to subscribe to secured / unsecured redeemable non-convertible debentures including but not limited to senior debentures, subordinated debentures, bonds and / or other debt securities, etc. (hereinafter referred to as 'the Debt Securities') on private placement basis, in one or more tranches, during a period of one year from the date of passing of this resolution, within the overall borrowing limits of the Company approved by the Members of the Company from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the terms of issue of the Debt Securities including the class of investors to whom the Debt Securities are to be issued, time, securities to be offered, number of the Debt Securities, tranches, issue price, tenure, interest rate, premium/ discount, listing, appointment of arranger, debenture trustee, credit rating agency, registrar & transfer agent; to resolve and settle all questions, difficulties that may arise without being required to seek any further consent or approval from the Members and the Members shall be deemed to have given their consent, approval thereto expressly by the authority of this resolution and to do / execute all such acts, deeds, matters and things for giving effect to this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized, in its absolute discretion, to execute all such deeds, documents, undertakings, agreements, instruments, writings, etc. as may be required; 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 resolutions at Item No. 1 and 2 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, February 19, 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, February 19, 2016.

(f) Pursuant to Sections 108 and 110 of the Act, read with the relevant rule made under the Act, and Regulation No. 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 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 Envelope.

(i) If a resolution is assented to by the requisite majority of the members by means of postal ballot including voting by electronic means, it shall be deemed to have been duly passed at a general meeting convened in that behalf. 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 Mr. Varghese 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 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 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 shareholding 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, February 8, 2016

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 at Item Nos. 1 and 2 of the accompanying Notice dated February 8, 2016.

1. **Item No. 1:** The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, had proposed the appointment of Ms. Punita Lal (DIN: 03412604) as an Independent Director of the Company in the Board Meeting held on May 19, 2015.The Company, in compliance with the applicable regulatory requirements requiring it to obtain prior permission of the Ministry of Information & Broadcasting ('MIB') for any appointment of director to its Board of Directors, duly applied to the MIB on June 1, 2015. MIB, vide its letter dated February 5, 2016, has conveyed its approval for Ms. Lal's appointment as a Director.

2. After noting the approval received from MIB, the Nomination & Remuneration Committee, at its meeting held on February 8, 2016, recommended to appoint Ms. Punita Lal as the Independent Director for a term of five consecutive years commencing from March 28, 2016. The Board of Directors, at its meeting held on February 8, 2016, accepted the recommendation of the Nomination & Remuneration Committee. In the opinion of the Board of Directors, Ms. Punita Lal fulfills the conditions specified under the Companies Act, 2013, rules made thereunder, read with the 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, for her appointment as the Independent Director of the Company and that she is independent of the management and she is not disqualified to become a director under the Companies Act, 2013. Documents relevant to the appointment of Ms. Punita Lal as the Independent Director are available for inspection at the Registered Office of the Company during business hours on any working day of the Company without payment of fee. The Board of Directors is authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this appointment, with liberty to the Board of Directors of the Company to alter and vary the terms and conditions of the aforesaid appointment.

3. In terms of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as 'the Act'), Ms. Punita Lal, being eligible and offering herself for appointment, is proposed to be appointed as the Independent Director (Independent Non-executive Director) for a term of five consecutive years commencing from March 28, 2016, not liable to retire by rotation. The Company has received a notice in writing from a member along with the requisite deposit under Section 160 of the Act proposing the candidature of Ms. Punita Lal for the office of Independent Director of the Company to be appointed as such.

4. The Company has received from Ms. Punita Lal:
   (i) Letter of consent to act as a director in the prescribed form *DIR-2* pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules 2014;
   (ii) Letter of intimation in the prescribed form *DIR-8* pursuant to Section 164 of the Act and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified to become director under the Act;
   (iii) Declaration that she meets the criteria of independence as provided under Section 149 of the Act read with the applicable regulations of the Listing Regulations as amended and declaration under Section 152 of the Act to the effect that she is not disqualified to become director under the Act.

5. Brief resume of the Independent Director proposed to be appointed, nature of her expertise in specific functional areas, names of the companies in which she holds directorships and the memberships/ chairmanships of Committees of the Board and her shareholding in the Company, as stipulated under the Listing Regulations and Secretarial Standards are set out in the Annexure to the Notice.

6. The Board of Directors considers that her association would be of immense benefit to the Company. Accordingly, the Board of Directors recommends the ordinary resolution as set out at Item no. 1 of this Notice in relation to the appointment of Ms. Punita Lal as the Independent Director, for the approval by the Members of the Company.

7. Ms. Punita Lal is concerned or interested in the Resolution of the accompanying notice relating to her own appointment. None of the Directors, Key Managerial Personnel of the Company or their relatives, other than Ms. Punita Lal is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

8. **Item No. 2:** The Company intends to participate in the E-auction(s)/ bidding for frequencies in Phase III - Batch 2 - the expansion of FM Radio Broadcasting Services through private agencies (Phase III) and other future expansion of other FM Radio Broadcasting Services as may be announced from time to time by the Ministry of Information and Broadcasting, Government of India. In order to participate in the E-auction(s)/ bidding as aforesaid, furnish guarantee(s), operate FM radio stations, meet general corporate purposes and capital expenditure, the Company will require substantial funds. Further, the Company may also require funds to replace existing borrowings. The Company may

also require substantial funding support, at appropriate time, for other feasible organic / inorganic opportunities including mergers, acquisitions, arrangements, etc. to enhance its market share and maintain its leadership position.

9. In terms of Section 42 and all other applicable provisions of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) 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'), a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company by a Special Resolution. In case of an offer or invitation to subscribe to non-convertible debentures on private placement, the Company can obtain previous approval of its shareholders by means of a special resolution once in a year for all the offers or invitations for such non-convertible debentures during the year.

10. As stated earlier, to augment the long term resources for financing *inter alia* the aforesaid bidding, expansion plans, general corporate purposes, capital expenditure, replacing existing borrowings, etc., the Company may offer or invite subscription to secured/ unsecured redeemable non-convertible debentures including but not limited to senior debentures, subordinated debentures, bonds and / or other debt securities, etc. (hereinafter referred to as 'the Debt Securities') on private placement basis, in one or more tranches.

11. Accordingly, approval is being sought for an enabling Special Resolution as set out at Item No. 2 of the Notice to borrow funds by offer or invitation to subscribe to the Debt Securities within the overall borrowing limits of the Company, as approved by the Members of the Company from time to time, with authority to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee thereof) to determine the terms and conditions of issue of the Debt Securities as it may deem expedient in the prevailing market conditions, including the class of investors to whom the Debt Securities are to be issued, number of the Debt Securities, tranches, issue price of the Debt Securities, time, listing, interest rate, premium/ discount, tenure, repayment, securities to be offered or otherwise, appointment of arranger, debenture trustee, credit rating agency, registrar & transfer agent, etc. and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board, in its absolute discretion, deems fit, without being required to seek any further consent or approval of the Members.

12. Accordingly, the approval of the Members is being sought by way of a special resolution under Section 42 and all other applicable provisions of the Act and rules made thereunder as set out at Item No. 2 of the Notice.

13. This resolution would be valid for a period of one year from the date of passing this Resolution.

14. The Board of Directors accordingly recommends the Special Resolution as set out at Item No. 2 of the accompanying Notice for the approval of the Members.

15. None of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the said Special Resolution at Item No. 2 of the Notice.

By Order of the Board of Directors
For Entertainment Network (India) Limited
sd/-
Mehul Shah
SVP – Compliance & Company Secretary
FCS: 5839
Mumbai, February 8, 2016

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

Annexure to Item No. 1 of the Notice.

Details of the Director seeking appointment (pursuant to the Listing Regulations and Secretarial Standards):

Ms. Punita Lal (Independent Non - Executive Director)

Ms. Punita Lal, 53, is a B.A. (Hons.) Economics graduate from St. Stephen's College, Delhi and an MBA from Indian Institute of Management, Calcutta. She is a successful professional manager with over 25 (twenty-five) years of experience in Strategy, Marketing and Leadership in the FMCG world. Her work experience spans multiple disciplines, geographies and cultures. Ms. Lal is admired for her style of inclusive leadership, her insight-based strategic thinking, team building and for 'getting things done'. As a senior business leader, she has many recognitions to her credit, including being chosen as one of India's top 20 (twenty) Business Women by Business Today in 2006 and being awarded Corporate Woman of the Year in 2009 by the FICCI Women's Organisation.

Ms. Lal's last held role was as CEO for NourishCo, a strategic joint venture between the Tatas and PepsiCo in the area of healthier beverages, using innovative business solutions and a capital-light model. In NourishCo, Ms. Lal built a 20 (twenty) people strong cross-functional team, set up four manufacturing plants, launched the JV's first value beverages, Tata Gluco Plus, and Tata Water Plus. The role amply demonstrated her skills in general management with a strong focus on strategic visioning, project-management and team building in a difficult start up scenario.

In her prior role, as Executive Director - Marketing, PepsiCo Beverages, Ms. Lal was a key member of the Executive Committee of PepsiCo India Beverages, handling the strategic development of a diverse and large portfolio of beverages worth over $1000 million, with 6 (Six) brands of over $60 million each. Additionally, she launched Nimbooz, India's first locally relevant beverage platform innovation, while reinstating brand Pepsi as the most trusted FMCG beverage brand in India. Her team and she twice won the Best Global Marketing team in PepsiCo award.

Ms. Lal worked in Coca Cola China for 5 (five) years prior to returning to India, and began her career in advertising where she worked on several blue-chip FMCG clients including Unilever, J&J, Kellogg's and Pepsi.

She is, at present, on the Boards of Ceat Limited and Cipla Limited.

DIN	03412604
Date of birth	26 October, 1962
Age	53 years
Nationality	Indian
Date of appointment on the Board	Proposed to be appointed as the Independent Non- Executive Director through Postal Ballot Voting process
Qualifications	BA (Hons.) Economics, MBA from Indian Institute of Management, Calcutta
Shareholding in the Company	Nil
Details of the remuneration	As per the Nomination & Remuneration Policy of the Company, Non- Executive / Independent Directors may be paid managerial remuneration (including remuneration as a percentage to the net profits) and fees for attending meetings of the Board of Directors or Committee(s) thereof pursuant to the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Nil
List of Directorships held in other Companies	Ceat Limited and Cipla Limited
Committee membership	Nomination & Remuneration Committee and Corporate Social Responsibility Committee of Cipla Limited

Entertainment Network (India) Limited

Corporate Identity Number:L92140MH1999PLC120516
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.
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 dematerized 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 resolutions to be passed through postal ballot for the business stated in the Postal Ballot Notice [Notice] of the Company dated February 8, 2016 by conveying my/ our assent or dissent to the said resolutions(s) **by placing the tick (√) mark at the appropriate box below:**

Sr. No.	Brief description of the resolutions (Kindly refer to the Postal Ballot Notice for complete resolutions)	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 appointment of Ms. Punita Lal (DIN: 03412604) as the Independent Director			
2	Special Resolution regarding issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis			

* Please put a '√' in the appropriate column against the resolutions indicated in the Box in respect of which you would like to vote. Alternatively you may mention the number of shares (which represents the number of votes) in the appropriate column against the resolutions 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, March 28, 2016 (not later than 5.00 P.M.).

INSTRUCTIONS

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

Commencement of e-voting	End of e-voting
Sunday, February 28, 2016 at 9.00 A.M. (IST)	**Monday, March 28, 2016 at 5.00 P.M. (IST)**

1. 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.
2. 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 **4.00 p.m. on Wednesday, March 30, 2016,** 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.
3. If a resolution is assented to by the requisite majority of the members by means of postal ballot including voting by electronic means, it shall be deemed to have been duly passed at a general meeting convened in that behalf. 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.
4. 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.
5. There will be only one Postal Ballot Form/ E-voting for every Folio no./ Client ID, irrespective of the number of joint Members.
6. Kindly note that the Members can opt for only one mode of voting; i.e. either by physical Postal Ballot voting or by e-voting. If you are voting by e-voting, then please do not vote by physical Postal Ballot voting and vice-a-versa. However, in case the Member(s) cast their vote both via Physical voting and E-Voting, then the votes cast through E-Voting shall prevail and votes cast through Physical Ballot shall be treated as invalid.
7. The right of voting by Postal Ballot / E-voting shall not be exercised by a proxy.
8. **The Notice is being communicated to all the Members whose names appear in the Register of Members/ Beneficiary Position maintained by the Depository as on Friday, February 19, 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:

1. 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 pre-paid 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.]
2. The self-addressed postage pre-paid envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. 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.
4. 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.
5. Duly completed Postal Ballot Form should reach the Scrutinizer **not later than 5.00 P.M. on Monday, March 28, 2016.** All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received.
6. 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.
7. 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. on Monday, March 28, 2016.**
8. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member(s) as on Friday, February 19, 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.
9. Members are requested not to send any other paper along with Postal Ballot Form in the enclosed self-addressed postage prepaid 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.
10. 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. 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.
11. 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.
12. 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:

1.

A. 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)]:
   i) Launch internet browser by typing the URL:https://evoting.karvy.com
   ii) Enter the login credentials (i.e. User ID and password mentioned hereof). The E-voting Event Number (EVEN) followed by your Folio No. / 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.
   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, 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.**
   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 for Entertainment Network (India) Limited.
   vii) 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.
   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".
   xi) 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).
   xii) 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@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVEN NO."
   xiii) 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, February 19, 2016, he may e-mail at varghese1@karvy.com or write to Mr. P. A. Varghese, at Karvy Computer share 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.

B. In case of Members receiving physical copy of the Notice [for Members whose email IDs are not registered with the Company/ Depository Participant(s)]:
   (i) User ID and initial password as provided hereof.
   (ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.

2. The E-voting period will commence on Sunday, February 28, 2016 at 9:00 A.M. (IST) and will end on Monday, March 28, 2016 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.

3. 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 Mr. Varghese of Karvy on 1800 345 4001 (toll free number).