

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

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.

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

NOTICE

Members of Entertainment Network (India) Limited ['the Company'] are hereby informed that the Company has, on March 2, 2015, completed the dispatch 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 pre-paid envelope to the Members whose e-mail IDs are not registered; and sent e-mail to the Members whose e-mail IDs are registered as on February 20, 2015 (being the cut-off date/ record date for the purpose of voting) for seeking approval by postal ballot, including e-voting by electronic means. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member(s) as on February 20, 2015, being the cut-off date (record date) for the purpose of voting.

The Notice contains the following resolutions:

Sr. No.	Type of Resolution	Brief particulars
1	Special Resolution	Special Resolution regarding partial modification of the terms of appointment of Mr. Prashant Panday - <i>Managing Director & Chief Executive Officer</i> (DIN: 02747925)
2	Special Resolution	Special Resolution regarding increase in the borrowing limits pursuant to Section 180 (1) (c) of the Companies Act, 2013
3	Special Resolution	Special Resolution regarding creation of charge on the properties of the Company pursuant to Section 180 (1) (a) of the Companies Act, 2013
4	Special Resolution	Special Resolution regarding issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis
5	Special Resolution	Special Resolution regarding increase in the limit of shareholding by foreign investors up to the sectoral cap

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: mehul.shah@timesgroup.com www.enil.co.in

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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 has appointed Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477), failing him, Ms. Pooja Udeshi, Practicing Company Secretary (Membership No: A23674) as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner.

1. The Business is to be transacted by postal ballot which includes voting by electronic means;
2. Date of completion of dispatch of Notices: March 2, 2015;
3. Date of commencement of voting: March 3, 2015 at 9:00 A.M. (IST);
4. Date of end of voting: April 1, 2015 at 6:00 P.M. (IST);
E-voting by electronic mode shall not be allowed beyond 6:00 P.M. (IST) on April 1, 2015; the e-voting module shall be disabled for voting thereafter;
5. Any Postal Ballot received from the Member beyond 6:00 P.M. (IST) on April 1, 2015 will not be valid and voting whether by post or by electronic means shall not be allowed beyond 6:00 P.M. (IST) on April 1, 2015;
6. 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>
7. Person responsible to address the grievances connected with the electronic voting:
Mr. Varghese of Karvy: 040-44655000 or at 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 & 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 February 10, 2015, 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>].

The results of the postal ballot shall be declared at 4.00 p.m. on April 3, 2015, at the Registered Office of the Company at 4th Floor, A-Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013 and shall also be posted on the website of the Company: www.enil.co.in [url: <http://enil.co.in/postal-ballot.php>].

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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*

Mumbai, March 2, 2015

Registered Office:

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For Entertainment Network (India) Ltd.

Sd/-

Mehul Shah

SVP - Compliance & Company Secretary

Mumbai, March 2, 2015



एन्टरटेनमेन्ट नेटवर्क (इन्डिया) लिमिटेड

C.I.N.: L92140MH1999PLC120516

नोंदणीकृत कार्यालय : ए-विंग, मातुल्य सेन्टर, सेनापती बापट मार्ग,
लोअर परेल (पश्चिम) मुंबई - ४०० ०१३, भारत.

दुर क्र. ०२२ ६६६२ ०६००; ०२२ ६७५३ ६९८३. फॅक्स : ०२२ ६७५३६८००.

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

सूचना

एन्टरटेनमेन्ट नेटवर्क (इन्डिया) लिमिटेड (कंपनी) च्या सभासदांना याद्वारे कळविण्यात येते की, कंपनीने इलेक्ट्रॉनिक माध्यमाद्वारे ई-वोटिंग करण्याच्या समावेशासह टपाल गुप्त मतदानाद्वारे मंजूरी घेण्याच्या उद्देशासाठी कंपनी अधिनियम, २०१३ चे कलम ११० आणि कंपनी अधिनियम, २०१३ च्या इतर सर्व प्रयोज्य तरतुदी आणि कंपनी (व्यवस्थापन आणि प्रशासन) नियमावली, २०१४ आणि कंपनी अधिनियम, २०१३ अन्वये केलेले इतर सर्व प्रयोज्य नियम (संविधानान्य सुधारणांसह किंवा त्यामध्ये वेळोवेळी नव्याने केलेले अधिनियम) (यात यानंतर अधिनियम असा उल्लेख करण्यात आलेला आहे) अन्वये टपाल गुप्त मतदानाची सूचना तसेच टपाल गुप्त मतदान प्रपत्र (प्रपत्र) आणि स्वतःचा पत्ता टपाल पुर्व-प्रदान लिफाफा ज्यांचे ई-मेल आयडी दिनांक २० फेब्रुवारी, २०१५ अनुसार नोंदविण्यात आलेले आहेत अशा सभासदांना ई-मेल द्वारे पाठविण्याचे काम दिनांक २ मार्च, २०१५ रोजी पूर्ण केलेले आहे. मतदानाच्या हक्कांची गणना मतदानाच्या उद्देशाकरीता कट-ऑफ तारखेस (अभिलेख तारीख) म्हणजेच २० फेब्रुवारी, २०१५ अनुसार सभासदांच्या नावाने नोंदविलेल्या शेअर्सच्या मूल्यावर करण्यात येईल. सूचनेमध्ये खालील ठरावांचा समावेश आहे.

अनु क्र.	ठरावाचा प्रकार	संक्षिप्त तपशिल
१	विशेष ठराव	श्री. प्रशांत पांडे - व्यवस्थापकीय संचालक आणि मुख्य कार्यकारी अधिकारी (DIN: 02747925) यांच्या नेमणुक शर्तीमध्ये अंशतः दुरुस्ती करण्याचा विशेष ठराव
२	विशेष ठराव	कंपनी अधिनियम, २०१३ चे कलम १८०(१)(सी) च्या अनुषंगाने कर्जाऊ रकमेच्या मर्यादामध्ये वाढ करण्याबाबतचा विशेष ठराव
३	विशेष ठराव	कंपनी अधिनियम, २०१३ चे कलम १८०(१)(ए) च्या अनुषंगाने कंपनीच्या मालमत्तेवर शुल्क लागू करण्याचा विशेष ठराव
४	विशेष ठराव	खाजगी रोजगार तत्वावर अपरिवर्तनीय ऋणपत्रे, बंधपत्रे, कर्ज, सुरक्षा इत्यादी जारी करण्याबाबतचा विशेष ठराव
५	विशेष ठराव	क्षेत्रिय कॅप पर्यंत परकीय गुंतवणुकदारांकडून भागधारणेच्या मर्यादामध्ये वाढ करण्याबाबतचा विशेष ठराव

लॉग-इन-आयडीची व पासवर्डची तसेच सभासदांना ई-वोटिंगचा वापर करता यावा यासाठी दोन्ही स्वरूपामध्ये तरतुद करण्यात आलेली आहे.

संचालक मंडळाने श्री. हेमांशु कपाडिया सराव करणारे कंपनी सचिव (सदस्यत्व क्र. एफ३४७७) यांची आणि त्यांच्या अनुपस्थितीत कुमा. पुजा उदेशी, सराव करणारे कंपनी सचिव (सदस्यत्व क्र. ए२३६७४) यांची टपाल गुप्त मतदान प्रक्रीयेचे विशुद्ध आणि पारदर्शक पध्दतीने आयोजन करण्यासाठी परिनिरीक्षक म्हणून नेमणुक केलेली आहे.

अ) टपाल गुप्त मतदानाद्वारे करावयाचे कामकाज, ज्यामध्ये इलेक्ट्रॉनिक माध्यमाद्वारे मतदान करण्याचा समावेश आहे;

ब) नोटीस पाठविण्याच्या कामाची पूर्णत्वाची तारीख : २ मार्च, २०१५;

क) मतदानाच्या प्रारंभाची तारीख : दिनांक ३ मार्च, २०१५ रोजी सकाळी ९.०० वाजता (भा.प्र.वे.);

ड) मतदानाच्या समाप्तीची तारीख : दिनांक १ एप्रिल, २०१५ रोजी संध्याकाळी ६.०० वाजता (भा.प्र.वे.);

इलेक्ट्रॉनिक प्रक्रीयेद्वारे ई-वोटिंग करण्यास दिनांक १ एप्रिल, २०१५ रोजी संध्या ६.०० (भा.प्र.वे.) नंतर परवानगी दिली जाणार नाही त्यानंतर मतदानासाठी ई-वोटिंग मॉड्युल बंद होईल;

इ) दिनांक १ एप्रिल, २०१५ रोजी संध्या ६.०० (भा.प्र.वे.) नंतर सभासदांकडून प्राप्त झालेले टपाल गुप्त मतदान वैध असणार नाही आणि दिनांक १ एप्रिल, २०१५ रोजी संध्या. ६.०० (भा.प्र.वे.) नंतर टपालाद्वारे किंवा इलेक्ट्रॉनिक माध्यमाद्वारे मतदान करण्यास परवानगी दिली जाणार नाही;

फ) ज्या सभासदांना टपाल गुप्त मतदान प्रपत्रे प्राप्त झालेली नाहीत अशा सभासदांनी कंपनी सचिवांना संबंधित करून कंपनीला अर्ज करावा आणि त्याची प्रतिलिपी प्रत प्राप्त करावी सदर प्रत कंपनीच्या www.enil.co.in - url: <http://enil.co.in/postal-ballot.php> या संकेतस्थळावरून देखिल डाऊनलोड करून घेता येईल;

ग) इलेक्ट्रॉनिक मतदानाशी संबंधित तक्रारी पाठविण्यासाठी जबाबदार व्यक्ती : कार्कीचे श्री. व्हर्गिस : ०४०-४४६५५००० किंवा १८००३४५४०० / (टोल फ्री क्रमांक) ई-वोटिंगच्या संबंधात कोणत्याही चौकशीकरीता सभासदांना विनंती करण्यात येते की त्यांनी इलेक्ट्रॉनिक माध्यमाद्वारे मतदान करण्यासाठी स्वतंत्रपणे पुरविलेल्या ई-वोटिंग वरील तपशिलावर कार्यपध्दती पहावी. ई-वोटिंगच्या संबंधात कोणत्याही चौकशीकरीता कृपया <https://evoting.karvy.com> (कार्कीचे संकेतस्थळ) चे हेल्प आणि एफएक्यु सेक्शनला भेट द्यावी किंवा <https://evoting.karvy.com> च्या डाऊनलोड सेक्शनमध्ये उपलब्ध असलेल्या भागधारकांचे युजर मॅन्युअल डाऊनलोड करावे किंवा evoting@karvy.com वर इमेल करावा. टपाल गुप्तमतदान प्रपत्रासह दिनांक १० फेब्रुवारी, २०१५ रोजीची नोटीस, मतदानाची कार्यपध्दती सर्व सभासदांना विहित केलेल्या पध्दतीने पाठविण्यात आलेली आहे आणि तसेच कंपनीच्या www.enil.co.in [url : <http://enil.co.in/postal-ballot.php>] या संकेतस्थळावर देखिल उपलब्ध आहे.

टपाल गुप्त मतदानाचे निष्कर्ष ३ एप्रिल, २०१५ रोजी दुपारी ४.०० वाजता कंपनीच्या ४था मजला, ए विंग, मातुल्य सेन्टर, सेनापती बापट मार्ग, लोअर परेल (पश्चिम), मुंबई - ४०० ०१३ येथील नोंदणीकृत कार्यालयामध्ये तसेच कंपनीच्या : www.enil.co.in या संकेतस्थळावर घोषित करण्यात येतील.

[url: <http://enil.co.in/postal-ballot.php>].

मतदान करण्यासाठी सभासदांना विनंती करण्यात येते की, त्यांना यापुर्वी पाठविलेल्या सूचना त्यांनी वाचाव्या.

एन्टरटेनमेन्ट नेटवर्क (इन्डिया) लि. करीता सही/-

मेहुल शाह

एसव्हीपी - अनुपालन तथा कंपनी सचिव
मुंबई, दिनांक २ मार्च, २०१५



Entertainment Network (India) Limited

Corporate Identity Number: L92140MH1999PLC120516

Registered Office: 4th Floor, 'A' Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013

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

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

POSTAL BALLOT NOTICE

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**'), Clause 35B of the listing agreement 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 (the '**Form**') for your consideration.

The Board of Directors of the Company (the '**Board**') has appointed Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477) - proprietor of M/s. Hemanshu Kapadia & Associates, failing him, Ms. Pooja Udeshi, Practicing Company Secretary (Membership No: A23674) as the Scrutinizer to conduct the Postal Ballot voting process (including 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 the close of working hours i.e. **6:00 P.M. (IST) on April 1, 2015**.

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. The result of the postal ballot will be announced at 4.00 p.m. on April 3, 2015 at the registered office of the Company. The aforesaid result will be displayed at the registered office of the Company, the Company's 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.

In case of any query pertaining to e-voting, please visit *Help & 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 040-44655000 or at 1800 345 4001 (toll free number).

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

Commencement of e-voting	End of e-voting
March 3, 2015 at 9.00 A.M. (IST)	April 1, 2015 at 6.00 P.M. (IST)

RESOLUTIONS:

1. Partial modification of the terms of appointment of Mr. Prashant Panday- Managing Director & CEO

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 203 read with Schedule V 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'), approval of the Company be and is hereby accorded for partial modification of the terms of appointment of Mr. Prashant Panday- *Managing Director & Chief Executive Officer* (DIN: 02747925) whose period of office shall now be liable to determination by retirement of directors by rotation for his remaining tenure i.e. from February 10, 2015 till June 30, 2016;

RESOLVED FURTHER THAT other terms and conditions shall remain unchanged as approved by the members at their meeting held on August 12, 2014;

RESOLVED FURTHER THAT if in any financial year during the currency of the tenure of Mr. Prashant Panday as the 'Managing Director & Chief Executive Officer', the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits, perquisites, allowances, etc. as already approved by the members at their meeting held on August 8, 2013 as the minimum remuneration subject to compliance with the applicable provisions of the Act, subject to the approval of the Central Government and other regulatory authorities, if and to the extent necessary and applicable; notwithstanding that the remuneration is in excess of the maximum remuneration permitted to be paid to him under the applicable provisions of the Act;

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. Increase in the borrowing limits

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) 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'), 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 borrowing, from time to time, any sum or sums of monies, on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not, at any time, exceed the limit of ₹ 10,000,000,000/- (Rupees ten billion only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher;

RESOLVED FURTHER THAT the Board be and is hereby authorized, in its absolute discretion, to execute all such documents, 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."

3. Creation of Charge on the properties of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provision of Section 180(1)(a) 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'), 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) to create such charges, mortgages, hypothecations, liens, encumbrances, etc. in addition to the existing charges, mortgages, hypothecations, liens and encumbrances created by the Company, on such movable properties and/ or immovable properties and/ or current assets and/ or fixed assets and/ or tangible assets and/ or intangible assets and/ or book debts and/ or claims and/ or whole or any part of the undertaking(s) of the Company wheresoever situated, both present and future, and in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, together with power to take over the substantial assets of the Company or take over the management / concern of the Company in certain events; in favour of the banks and/or financial institutions and/ or other investing agencies and/ or any other person(s) and/or bodies corporate and/ or trustees for the holders of debentures/ bonds and/ or other instruments to secure rupee/foreign currency loans and/or guarantee(s) and/or letter(s) of comfort and/or letter(s) of credit and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to ordinary shares and/ or rupee/ foreign currency convertible bonds and/ or bonds with share warrants attached and/or any other securities (hereinafter collectively referred to as 'Loans') provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans shall not, at any time, exceed the overall limit / ceiling as may be approved by the Company from time to time pursuant to the provisions of Section 180(1)(c) of the Act or the aggregate of the paid up capital and free reserves of the Company, whichever is higher;

RESOLVED FURTHER THAT the Board be and is hereby authorized, in its absolute discretion, to execute all such documents, 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."

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

To consider and, if thought fit, to pass with or without modification(s), 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 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 as may be 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.”

5. Increase in the limit of shareholding by foreign investors up to the sectoral cap

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Foreign Exchange Management Act, 1999 (‘FEMA’), the Foreign Exchange Management

(Transfer or issue of Security by a Person Resident outside India) Regulations, 2000 (‘FEMA 20’), the Companies Act, 2013 (‘Act’), and all other applicable rules, regulations, guidelines, policies and laws (including any statutory modifications or re-enactment thereof), and subject to the approval of the Foreign Investment Promotion Board (‘FIPB’) and all applicable approvals, permissions, no-objections, sanctions, etc. of any other regulatory authorities as may be required; and subject to such conditions as may be prescribed by any of the concerned authorities, which may be agreed to by the Board of Directors of the Company and/ or duly authorized Committees thereof, (hereinafter referred to as the ‘Board’); consent of the Company be and is hereby accorded to the Board, to permit Foreign Institutional Investors (including their sub-accounts) (‘FIIs’) registered with the Securities and Exchange Board of India (‘SEBI’) and/ or registered foreign portfolio investors (‘RFPIs’) and/ or any other permitted foreign investors; to purchase, acquire and hold equity shares and equity linked securities of the Company which are convertible into equity shares, under the Portfolio Investment Scheme and / or by way of a Qualified Institutions Placement pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and / or any other permitted mode, up to an aggregate limit of 26% (twenty-six percent) of the paid-up equity share capital or paid-up value of each series of convertible debentures of the Company, or such other maximum sectoral cap as may be prescribed from time to time; provided, however, that the shareholding or debenture holding of each FIIs, on its own account or on behalf of each of the SEBI approved sub-accounts or each RFPIs shall not exceed the maximum limit as prescribed under FEMA 20 or other applicable laws;

RESOLVED FURTHER THAT pursuant to the provisions of FEMA, FEMA 20, the Act, and all other applicable rules, regulations, guidelines, policies and laws (including any statutory modifications or re-enactments thereof), and subject to the approval of the FIPB and any other regulatory authorities as may be required, and all applicable approvals, permissions, no objections, sanctions, etc. of any other regulatory authorities as may be required; and subject to such conditions as may be prescribed by any of the concerned authorities, while granting such approvals, permissions, sanctions, consents, which may be agreed to by the Board; consent of the Company be and is hereby accorded to the Board, to permit Non Resident Indians (‘NRIs’) to purchase, acquire and hold equity shares and equity linked securities which are convertible into equity shares of the Company, up to an aggregate limit of 24% (twenty-four percent) of the paid-up equity share capital or paid-up value of each series of convertible debentures of the Company, under the Portfolio Investment Scheme and / or by way of a Qualified Institutions Placement pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and /

or any other permitted mode; provided, however, that the shareholding or debenture holding of each NRI shall not exceed such limits such limits as prescribed under FEMA 20 or other applicable laws;

RESOLVED FURTHER THAT to give effect to this resolution and for matters connected or incidental thereto, the Board be and is hereby authorized to execute all applications, documents, writings etc. as may be necessary, proper or expedient; 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;

RESOLVED FURTHER THAT the Board be and is hereby authorized, in its absolute discretion, 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 and for matters connected therewith or incidental thereto.”

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 Nos. 1 to 5 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 ('R & TA'), Unit: Entertainment Network (India) Limited, Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad – 500081. Phone : 040 – 44655000, Fax : 040 – 23420814.
- (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, Ms. Pooja Udeshi, Practicing Company Secretary (Membership No: A23674) 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 February 20, 2015. Members, whose names appear in the Register of Members/ list of Beneficial Owners as on February 20, 2015 will be considered for the purpose of voting.
- (e) Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as

on February 20, 2015.

- (f) Pursuant to Sections 108 and 110 of the Act, read with the relevant rule made under the Act, and Clause 35B of the listing agreement, 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 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 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 date of declaration of the result of Postal Ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
 - (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 & 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, Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad – 500081. Phone : 040 – 44655000, Fax : 040 – 23420814.

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 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
Mumbai, February 10, 2015

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 to 5 of the accompanying Notice dated February 10, 2015.

1. **Item No. 1:** As per the provisions of Section 152 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'); not less than two-thirds of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation.
2. Mr. Ravindra Dhariwal (DIN:00003922), Non-executive Director, whose period of office was liable to determination by retirement of directors by rotation, has resigned from the Board of Directors of the Company effective February 9, 2015. Post resignation of Mr. Dhariwal, it was imperative for the Company to have at least two directors whose period of office would be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Act.
3. Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 152, 196, 197, 203 read with Schedule V and all other applicable provisions of the Act and all applicable rules made under the Act, the Board of Directors of the Company, at their meeting held on February 10, 2015, partially modified the terms of appointment of Mr. Prashant Panday- *Managing Director & Chief Executive Officer* (DIN: 02747925) so as to render his period of office to be liable to determination by retirement of directors by rotation for his remaining tenure i.e. from February 10, 2015 till June 30, 2016. Other terms and conditions shall remain unchanged as approved by the members at their meeting held on August 12, 2014.
4. The period of office of Mr. Panday shall be liable to determination by retirement of directors by rotation. If Mr. Panday is re-appointed as a director immediately on retirement by rotation, he shall continue to hold office of *Managing Director & Chief Executive Officer* and such re-appointment as director shall not be deemed to constitute break in his appointment as the *Managing Director & Chief Executive Officer*.
5. Mr. Prashant Panday (Indian, date of birth- July 8, 1965) has been associated with the Company since August 2000. Owing to his outstanding qualities of leadership, maturity and performance over the years, he was promoted to the rank of Deputy Chief Executive Officer in August 2005 and to Chief Executive Officer in August 2007. The Members of the Company, at the 11th Annual General Meeting (AGM) held on September 7, 2010, had approved the appointment of Mr. Prashant Panday as the Whole-time Director designated as 'Executive Director & Chief Executive Officer' of the Company for a period of three (3) years

with effect from July 1, 2010 till June 30, 2013. He was re-appointed by the members of the Company for the period of 3 (three) years commencing from July 1, 2013 and ending on June 30, 2016, on continuation basis, without any interruption/ break in service, on various terms and conditions including remuneration as approved by the members at the 14th AGM held on August 8, 2013. At the 15th AGM held on August 12, 2014, he was re-designated as the *Managing Director & Chief Executive Officer* for his remaining tenure i.e. up to June 30, 2016.

6. Mr. Panday has excellent academic and professional qualifications. He holds a Post Graduate Diploma in Management from Indian Institute of Management, Bangalore and also holds a degree of B. E. Electronics and Communication- Gujarat University. His academic brilliance is combined with rich experience of twenty five years in various industries, including but not limited to marketing, advertising, financial services. Prior to joining the Company, Mr. Panday was the Director-Marketing, Modi-Revlon Limited, Delhi.
7. Mr. Panday has played a significant role in supporting the Board of Directors of the Company in Radio Mirchi's success; particularly in the context of geographical coverage, growth of listenership and revenues.
8. Mr. Panday is holding 21900 equity shares in the Company as on date of this Notice. He is a committee member of the Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Company. He is also holding the office of the Non-executive Director on the Board of Directors of Alternate Brand Solutions (India) Limited- subsidiary of the Company.
9. Mr. Prashant Panday satisfies all the applicable conditions as set out under Section 196 read with Schedule V of the Act for being eligible for the office of the *Managing Director & Chief Executive Officer*. The Company has received from Mr. Panday:
 - (i) consent to act as the Managing Director & Chief Executive Officer in the prescribed form *DIR-2* pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014;
 - (ii) 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 he is not disqualified to become a director under the Act;
 - (iii) the declaration under Section 152 of the Act to the effect that he is not disqualified to become a director under the Act.
10. Pursuant to the provisions of Section 190 of the Act, the written memorandum setting out the terms and conditions including remuneration as already approved by the members at their meeting held on August 8, 2013 and other relevant documents are

open for inspection at the Registered Office of the Company during business hours on any working day of the Company without payment of fee.

11. As required under the provisions of Section 152 of the Act, the Board of Directors recommends the partial modification in terms of appointment of Mr. Panday from being a non-retiring Director to the Director whose period of office shall be liable to determination by retirement of directors by rotation as stated at the Special Resolution at Item No. 1 of the notice for approval by the Members.
12. The Board of Directors accordingly recommends the Special Resolution as set out at Item No. 1 of the accompanying Notice for the approval of the Members.
13. Except Mr. Prashant Panday, to whom the resolution relates, 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.
14. **Item Nos. 2 and 3:** The Company intends to participate in the E-auction(s)/ bidding for the frequencies in Phase III - 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, the Company will require substantial funds. Further, the Company will require funds for the migration of the existing licenses to the Phase III. The Company may also require substantial funding support, at appropriate time, for any feasible organic/ inorganic opportunities including mergers, acquisitions, arrangements, etc. to enhance its market share and maintain its leadership position.
15. Under the provisions of Section 180(1)(c) 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'), the Board of Directors of a Company can, with the consent of the Company obtained by a Special Resolution, borrow monies, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.
16. To meet the long term capital requirements for the aforesaid bidding, migration, expansion plans, general corporate purposes, etc. and as stated at the Special Resolution at Item No: 2 of the Notice, it is proposed to increase the borrowing limits to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not, at any time, exceed ₹ 10,000,000,000/- (Rupees ten billion only) or the aggregate of the paid up

capital and free reserves of the Company, whichever is higher. Therefore, it is necessary to obtain the approval of the Members of the Company by means of a Special Resolution under Section 180(1)(c) of the Act.

17. Further, the Company may approach some of the financial institutions/ banks/ bodies corporate for availing financial assistance including furnishing guarantees.
18. Under the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013; the Board of Directors of a Company can, with the consent of the Members of the Company obtained by a Special Resolution, create charges, mortgages, hypothecations, liens, encumbrances, etc. on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company, guarantee(s), etc. (including temporary loans obtained from the Company's Bankers in the ordinary course of business).
19. Standard market terms of long term debt finance may include conditions whereby lenders/ trustees in certain circumstances (such as non-payment or other events of default) can take over the substantial assets of the Company or take over the management/ concern of the Company to recover their dues. This will require the Members' approval by way of a special resolution under Section 180 (1) (a) of the Act.
20. As the documents to be executed between the lenders/ security holders/ trustees for the holders of the aforesaid securities and the Company may contain provisions to take over the substantial assets of the Company or take over the management / concern of the Company to recover their dues, it is necessary to pass a special resolution under Section 180(1)(a) of the Act, for creation of charges and/or mortgages and/or hypothecations and/or liens and/ or encumbrances on the Company's assets, both present and future, to secure the repayment of monies borrowed by the Company, guarantee(s), etc. as aforesaid for an amount not exceeding the overall limit / ceiling as may be approved by the Company from time to time pursuant to the provisions of Section 180(1)(c) of the Act or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.
21. The Board of Directors accordingly recommends the Special Resolutions as set out at Item Nos. 2 and 3 of the accompanying Notice for the approval of the Members.
22. 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 Resolutions at Item Nos. 2 and 3 of the Notice.
23. **Item No. 4:** The Company intends to participate in the E-auction(s)/ bidding for the frequencies in Phase III - 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, the Company will require substantial funds. Further, the Company will require funds for the migration of the existing licenses to the Phase III. The Company may also require substantial funding support, at appropriate time, for any feasible organic/ inorganic opportunities including mergers, acquisitions, arrangements, etc. to enhance its market share and maintain its leadership position.
24. In terms of Section 42 and all other applicable provisions of the Companies Act, 2013 and 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.
25. As stated earlier, to augment the long term resources for financing *inter alia* for the aforesaid bidding, migration, expansion plans, general corporate purposes, 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.
26. Accordingly, approval is being sought for an enabling Special Resolution as set out at Item No. 4 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 may be 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.

27. 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. 4 of the Notice.
28. This resolution would be valid for a period of one year from the date of passing this Resolution.
29. The Board of Directors accordingly recommends the Special Resolution as set out at Item No. 4 of the accompanying Notice for the approval of the Members.
30. 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. 4 of the Notice.
31. **Item No. 5:** In terms of the Foreign Exchange Management (Transfer or issue of Security by a Person Resident outside India) Regulations, 2000 ('FEMA 20'), the Foreign Institutional Investors (including their sub-accounts) ('FIIs') registered with the Securities and Exchange Board of India ('SEBI') can, in aggregate, hold up to 24% of paid-up equity capital or paid up value of each series of convertible debentures of the company and Non Resident Indians ('NRIs') can hold, in aggregate, up to 10% of the paid-up equity capital or paid up value of each series of convertible debentures and Registered Foreign Portfolio Investors ('RFPIs') can hold less than 24% (in aggregate) of the paid-up equity capital or paid up value of each series of convertible debentures. As per the aforesaid Regulations, as presently applicable, the foreign investment limits applicable to FIIs / RFPIs and NRIs may further be increased up to : (i) the sectoral cap applicable to the Company as prescribed under FEMA 20, in case of FIIs / RFPIs and (ii) up to 24% in case of NRIs, respectively, by passing a resolution by the Board of Directors followed by passing of a special resolution to that effect by the members of the concerned company and making necessary filings with the Reserve Bank of India ('RBI') or any regulatory authorities, as may be required.
32. In order to permit FIIs / RFPIs / NRIs and other permitted foreign investors to acquire, hold and invest in the equity shareholding of the Company or subscribe to convertible debentures of the Company from time to time, either under the Portfolio Investment Scheme as permitted under FEMA 20 or pursuant to a Qualified Institutions Placement which may be undertaken by the Company pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, it is proposed to increase the present investment limit applicable to FIIs / RFPIs / other permitted foreign investors in the Company up to an aggregate limit of 26% (twenty-six percent) of the paid up equity share capital or paid-up value of each series of convertible debentures of the Company or such other maximum sectoral cap as may be prescribed from time to time; and in case of NRIs, up to 24% of paid up equity share capital or paid-up value of each series of convertible debentures; in one or more tranches as may be determined by the Board of Directors. The Board of Directors has, at their meeting held on February 10, 2015, approved the foregoing.
33. The foreign investors have assumed a crucial role in the Indian capital markets. It is proposed to facilitate greater foreign investment in the Company, which would not only provide depth and liquidity to the Company's shares but will also reflect the Company's commitment to the highest standards of disclosures, transparency and corporate governance, its operational efficiencies, global competitiveness and proven management track record, which are the preferred investment qualifications for foreign investment.
34. The Special Resolution set out at Item No. 5 of the accompanying Notice will enable the Company:
- To increase the headroom for FIIs, RFPIs and NRIs, and potentially expand the market for the Company's shares in the public markets;
 - To provide financial flexibility to the Company and enable optimal financial structuring; and
 - To reduce the procedural bottlenecks for FIIs, RFPIs and NRIs to increase their shareholding in the Company.
35. The Board of Directors accordingly recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.
36. None of the 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. 5 of the notice, except to the extent of their shareholdings in the Company and equity shares held by financial institutions/ companies/ bodies corporate in which the Directors, Key Managerial Personnel of the Company or their relatives may be directly or indirectly interested.

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

sd/-

Mehul Shah
*SVP – Compliance
& Company Secretary*

Mumbai, February 10, 2015

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



Entertainment Network (India) Limited

Corporate Identity Number: L92140MH1999PLC120516

Redg. 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

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(s) to be passed through postal ballot for the business stated in the Postal Ballot Notice [Notice] of the Company dated February 10, 2015 by conveying my/ our assent or dissent to the said resolutions(s) **by placing the tick (✓) mark at the appropriate box below:**

Sr. No.	Description	No. of equity share(s) held by me	I/ We assent to the Resolution (For)	I/ We dissent to the Resolution (Against)
1	Special Resolution regarding partial modification of the terms of appointment of Mr. Prashant Panday - <i>Managing Director & Chief Executive Officer</i> (DIN: 02747925)			
2	Special Resolution regarding increase in the borrowing limits pursuant to Section 180 (1) (c) of the Companies Act, 2013			
3	Special Resolution regarding creation of charge on the properties of the Company pursuant to Section 180 (1) (a) of the Companies Act, 2013			
4	Special Resolution regarding issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis			
5	Special Resolution regarding increase in the limit of shareholding by foreign investors up to the sectoral cap			

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 April 1, 2015 (not later than 6.00 P.M.).

INSTRUCTIONS

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

Commencement of e-voting	End of e-voting
March 3, 2015 at 9.00 A.M. (IST)	April 1, 2015 at 6.00 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, Ms. Pooja Udeshi, Practicing Company Secretary (Membership No: A23674) 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 April 3, 2015**, at the Registered Office of the Company at 4th Floor, A-Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013 and shall also be posted on the website of the Company: www.enil.co.in – url:<http://enil.co.in/postal-ballot.php> and communication of the same will be made 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 date of declaration of the result of Postal Ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
4. The Company's Registrar & Share Transfer Agents are Karvy Computershare Private Limited ('R & TA'), Unit: Entertainment Network (India) Limited, Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad – 500081. Phone : 040 – 44655000, Fax : 040 – 23420814.
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 & 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 February 20, 2015, being the cut-off date (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.**

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 6.00 P.M. on April 1, 2015**. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Members 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 6.00 P.M. on April 1, 2015**.
8. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member(s) as on **February 20, 2015, being the cut-off date (record date) for the purpose of voting**.
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.
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.

INSTRUCTIONS 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**). 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 [EVEN]: i.e., Entertainment Network (India) Limited.
 - vii) On the voting page, the number of shares as held by the Member as on the cut-off date will appear. On the voting page, enter the number of shares (which represents the number of votes) 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) 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).
 - ix) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - x) Corporates/ 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".
 - xi) Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
 - xii) 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.
- B. In case of Members receiving physical copy of the Notice of the Postal Ballot [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 March 3, 2015 at 9:00 A.M. (IST) and will end on April 1, 2015 at 6:00 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 & 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 040-44655000 or at 1800 345 4001 (toll free number).**