

entertainment network (India) limited

Corporate Office: 14th Floor, Trade World, D-Wing, Kamala Mills Compound, Senapati Bapat Marg,
Lower Parel (West), Mumbai – 400 013, India. Tel: 022 6753 6983.

March 19, 2024

BSE Limited, Rotunda Building, P. J. Towers, Dalal Street, Fort, Mumbai- 400001	National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400051
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BSE Scrip Code: 532700/ Symbol: ENIL

Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Postal Ballot Notice

Dear Sir/ Madam,

Please find enclosed herewith the copy of the Postal Ballot Notice dated March 19, 2024. Postal Ballot Notice ('Notice') will be sent to the Members of Entertainment Network (India) Limited ('the Company'/'ENIL') pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and all other applicable rules made under the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as 'the Act'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India ('ICSI'), Regulation 44 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'the Listing Regulations'), as amended from time to time and Ministry of Corporate Affairs ('MCA') General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and other subsequent circulars, the latest being General Circular No. 09/2023 dated September 25, 2023, ('MCA Circulars') and subject to other applicable laws and regulations. Special Resolutions as mentioned in the Postal Ballot Notice are proposed to be passed by the Members of the Company by way of Postal Ballot, only through remote e-voting.

The Postal Ballot Notice contains the following Special Resolutions:

Sr. No.	Type of Resolution	Brief particulars
1	Special Resolution	Appointment of Mr. Mohit Gupta (DIN: 06427582) as the Independent Director.
2	Special Resolution	Payment of remuneration to Non-Executive Directors.

In terms of the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only. Hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through the remote e-voting system. Please note that no physical ballot forms will be acceptable. The instructions for remote e-voting are appended to the Postal Ballot Notice.

Registered Office: 'A' Wing, 4th Floor, Matulya Centre, Senapati Bapat Marg, Lower Parel (West),
Mumbai – 400 013, India. Tel: 022 6662 0600. Fax: 022 6661 5030. E-mail: mehul.shah@timesgroup.com www.enil.co.in
Corporate Identity Number: L92140MH1999PLC120516

entertainment network (India) limited

Corporate Office: 14th Floor, Trade World, D-Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013, India. Tel: 022 6753 6983.

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

The Notice is being communicated to all the Members whose names appear in the Register of Members/ Beneficiary Position maintained by the Depositories as on Friday, March 15, 2024, being the cut-off date for the purpose of voting.

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

Commencement of Remote e-voting	End of Remote e-voting
Thursday, March 21, 2024 at 9.00 A.M. (IST)	Friday, April 19, 2024 at 5.00 P.M. (IST)

Voting shall not be allowed beyond 5.00 P.M. (IST) on Friday, April 19, 2024.

This Postal Ballot Notice will be available at the Company's website: www.enil.co.in at <https://www.enil.co.in/postal-ballot.php> and at the website of KFinTech at <https://evoting.kfintech.com> at the *Downloads* section.

Kindly place the same on record.

Thanking you,

For Entertainment Network (India) Limited

Mehul Shah
EVP - Compliance & Company Secretary
(FCS no- F5839)

Encl: a/a



Entertainment Network (India) Limited

Corporate Identity Number: L92140MH1999PLC120516

Regd. Office: 'A' Wing, 4th floor, Matulya Centre, Senapati Bapat Marg, Lower Parel (West),
Mumbai – 400013, India.

Tel: 022 6662 0600, 022 67536983. Fax: 022 6661 5030.

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

POSTAL BALLOT NOTICE

To,

The Members of Entertainment Network (India) Limited,

Postal Ballot Notice ('Notice') is hereby given pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and all other applicable rules made under the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as 'the Act'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India ('ICSI'), Regulation 44 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'the Listing Regulations'), as amended from time to time and Ministry of Corporate Affairs ('MCA') General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and other subsequent circulars, the latest being General Circular No. 09/2023 dated September 25, 2023, ('MCA Circulars') and subject to other applicable laws and regulations; that the Special Resolutions appended hereof are proposed to be passed by the Members of Entertainment Network (India) Limited ('the Company'/ 'ENIL') by way of Postal Ballot, only through remote e-voting.

MCA has allowed companies to transact items through the postal ballot up to September 30, 2024, in accordance with the framework provided in the aforementioned MCA Circulars.

The Company is sending the Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company/ KFin Technologies Limited (formerly known as KFin Technologies Private Limited) ('R&TA'/ 'KFinTech') or the Depository Participants. In terms of the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only. Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through the remote e-voting system. Please note that no physical ballot forms will be acceptable. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The Explanatory Statement pursuant to Sections 102 and 110 of the Act pertaining to the Special Resolutions setting out the material facts concerning the same and the reasons thereof is annexed hereto for your consideration.

Members are requested to peruse the proposed Special Resolutions at Item Nos. 1 and 2 along with the Explanatory Statement and thereafter, record their assent (for) or dissent (against) by means of the remote e-voting facility provided by the Company not later than 5:00 p.m. IST on Friday, April 19, 2024, to be eligible to be considered, failing which it will be strictly considered that no reply has been received from the Members. Members desiring to exercise their votes are requested to carefully read the instructions in the Notes under the Section 'Procedure for Remote E-voting'.

The Company has appointed KFin Technologies Limited ('R&TA'/ 'KFinTech') for facilitating Postal Ballot through remote e-voting. In case of any query pertaining to e-voting, please visit *Help* and *FAQ's* section of <https://evoting.kfintech.com> (KFinTech's website) or download *User Manual for Shareholders* available at the *Downloads* section of <https://evoting.kfintech.com> or e-mail to evoting@kfintech.com.

The Notice is being communicated to all the Members whose names appear in the Register of Members/ Beneficiary Position maintained by the Depositories as on Friday, March 15, 2024, being the cut-off date for the purpose of voting.

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

Commencement of Remote e-voting	End of Remote e-voting
Thursday, March 21, 2024, at 9.00 A.M. (IST)	Friday, April 19, 2024, at 5.00 P.M. (IST)

Voting shall not be allowed beyond 5.00 P.M. (IST) on Friday, April 19, 2024.

The Remote E-voting module shall be disabled for voting thereafter. Once the vote on the Resolutions are cast by a Member, whether partially or otherwise, the Member shall

not be allowed to change it subsequently or cast the vote again.

This Postal Ballot Notice is available at the Company's website: www.enil.co.in at <https://www.enil.co.in/postal-ballot.php> and websites of the stock exchanges - BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and at the website of KFinTech at <https://evoting.kfintech.com> at the *Downloads* section.

SPECIAL BUSINESS:

(1) Appointment of Mr. Mohit Gupta (DIN: 06427582) as the Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 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) and/or re-enactment(s) thereof from time to time) (hereinafter referred to as 'the Act') and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof from time to time) (hereinafter referred to as 'the Listing Regulations') and subject to all applicable approval(s) if and to the extent required and based on the approval and recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Mohit Gupta (DIN: 06427582), who was appointed as an Additional Director (in the capacity of an Independent Non-Executive Director (Independent Director)) of the Company by the Board of Directors with effect from March 19, 2024 pursuant to the provisions of Section 161 of the Act, and who is not disqualified to become a director under the Act and who meets the criteria of independence as provided in Section 149 of the Act and the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as the Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of the Director, as an Independent Director of the Company and being eligible, be and is hereby appointed as the Director and also the Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of five consecutive years commencing from March 19, 2024 to March 18, 2029, on the terms and conditions as set out in the Explanatory 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 settle any question, difficulty or doubt, that may arise in regard to the implementation of this Resolution and to delegate all or any of its powers to any of its committee(s) or any director or officer or

person and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable, including filing the required forms or documents with regulatory authorities, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

(2) Payment of remuneration to Non-Executive Directors

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as 'the Act'), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as 'the Listing Regulations') and subject to all applicable approval(s) if and to the extent required and based on the evaluation of performance, and approval and recommendation of the Nomination & Remuneration Committee and Board of Directors through their resolutions dated March 19, 2024, the Members of the Company do hereby accord their approval to pay the remuneration and/or commission (in addition to the fees payable under Section 197 (5) of the Act for attending the meetings of the Board of Directors and any of its Committees ('sitting fees')) to the directors who are neither managing directors nor whole-time directors of the Company (i.e. non-executive directors) (both existing and future appointments to the Board of Directors from time to time) for each of the five financial years of the Company commencing from April 1, 2023, provided that the remuneration and/or commission per annum shall be up to ₹ 15,00,000 (Rupees fifteen lakhs only) per non-executive director per annum, in addition to the payment of sitting fees permissible under the Act;

RESOLVED FURTHER THAT where in any financial year during the aforesaid period of five financial years, the Company has no profits or its profits are inadequate, the Members of the Company do hereby accord their approval to pay to the non-executive directors the aforesaid remuneration and/or commission (in addition to the payment of sitting fees permissible under the Act) as the minimum remuneration for a period not exceeding 3 (three) years, subject to compliance with the applicable provisions of Sections 197, 198 and all other applicable provisions, if any, of the Act read with Schedule V of the Act, as amended from time to time, and subject to the approval of the concerned statutory, regulatory and other authorities, if and to the extent necessary and applicable;

RESOLVED FURTHER THAT criteria, amount, proportion, manner and distribution of the aforesaid remuneration

and/or commission shall be as the Board of Directors may, from time to time, determine and failing such determination as to distribution - shall be divided equally amongst them;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt, that may arise in regard to the implementation of this Resolution and to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable, including filing the required forms or documents with regulatory authorities, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

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

Mehul Shah
EVP – Compliance
& Company Secretary
FCS: 5839
Mumbai, March 19, 2024

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

Notes:

- (1) The relevant Explanatory Statement pursuant to the provisions of Sections 102 and 110 and all other applicable provisions of the Companies Act, 2013, read with the applicable rules made under the Companies Act, 2013 ('the Act'), setting out the material facts and reasons for the proposed Special Resolutions at Item Nos. 1 and 2 above is annexed hereto.
- (2) In compliance with the provisions of Sections 108, 110 and all other applicable provisions of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and all other applicable rules made under 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, read with Ministry of Corporate Affairs ('MCA') General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and other subsequent circulars, the latest being General Circular No. 09/2023 dated September 25, 2023, ('MCA Circulars') and subject to other applicable laws and regulations, the Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and

Central Depository Services (India) Limited ('CDSL') as on **Friday, March 15, 2024 ('cut-off date')**. This Postal Ballot Notice is being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company or KFin Technologies Limited ('R&TA/ 'KFinTech') or the Depository Participant(s). In terms of the MCA Circulars, the Company is not dispatching a hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid Business Reply Envelope to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-Voting system only.

Members who have not registered their e-mail addresses are requested to register/ update their email addresses with the Depository through the concerned Depository Participants (in respect of electronic holdings) and with KFinTech (in respect of physical holdings) by following due procedure.

- (3) Members whose names appear on the Register of Members/ List of Beneficial Owners as on the cut-off date will be considered for the purpose of voting, in proportion to their share in the paid-up Equity Share capital of the Company as on the cut-off date. Members are eligible to cast vote only if they are holding shares as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Resolutions passed by the Members by way of Postal Ballot through remote e-voting shall be deemed to have been passed as if the same have been passed at a general meeting of the Members and shall be deemed to have been passed on the last date of remote e-voting, i.e., Friday, April 19, 2024.
- (4) Members cannot exercise votes by proxy on Postal Ballot.
- (5) A Member need not use all his/ her/ its votes, nor does he/ she/ it need to cast all his/ her/ its votes in the same way.
- (6) Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on the cut-off date.
- (7) The Company's Registrar & Share Transfer Agents are KFin Technologies Limited (formerly known as KFin Technologies Private Limited) ('R&TA/ 'KFinTech'), [Unit: Entertainment Network (India) Limited], Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032. E-mail ID: evoting@kfintech.com, Website: www.kfintech.com, Contact No. 040-67162222; Toll Free no.: 1800-309-4001. The Company has appointed KFinTech for facilitating remote e-voting.
- (8) The Board of Directors of the Company has appointed Mrs. Pooja Jain, Practicing Company Secretary (Membership No: F8160) - Partner of M/s. VPP and Associates, failing her, Mr. Vipin Mehta, Practicing Company Secretary (Membership No: F8587)-

Partner of M/s. VPP and Associates as the Scrutinizer to conduct the Postal Ballot remote e-voting process and to scrutinize votes cast electronically in a fair and transparent manner. The Scrutinizer is willing to be appointed and will be available for the purpose of ascertaining the requisite majority. The results of voting by means of Postal Ballot through Remote E-voting shall be declared on or before Saturday, April 20, 2024, by 11.00 p.m. IST and will be displayed, along with the Scrutiniser's Report, at the Registered as well as Corporate Office of the Company and would be uploaded on the Company's website: www.enil.co.in at <https://www.enil.co.in/postal-ballot.php> and on the website of KFinTech: of <https://evoting.kfintech.com>. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.

- (9) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- (10) All documents referred to in the Notice are open for inspection by the members and same shall be so made available for inspection in physical or in electronic form during business hours on a working day at the Registered Office of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company without payment of a fee. Any Member interested in obtaining such information may write to the Company Secretary at enil.investors@timesgroup.com and the same will be furnished on request.

Procedure for remote e-voting

- (11) **The remote e-voting period will commence at 9.00 a.m. (IST) on Thursday, March 21, 2024 and will end at 5.00 p.m. (IST) on Friday, April 19, 2024.** During this period, the Members of the Company (as on the cut-off date) holding shares in physical form or in dematerialized form may cast their vote through remote e-voting. At the end of remote e-voting period,

the facility of remote e-voting shall forthwith be blocked/ disabled.

- (12) Once the vote on the resolutions is cast by the Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- (13) Members are requested to refer to the detailed procedure on e-voting furnished separately and same shall be available on the Company's website: www.enil.co.in. In case of any query pertaining to e-voting, please visit *Help* and *FAQ's* section of <https://evoting.kfintech.com> (R&TA's website) or download *User Manual for Shareholders* available at the *Downloads* section of <https://evoting.kfintech.com> or e-mail to evoting@kfintech.com.

Person responsible to address the grievances connected with facility for voting by electronic means: Ms. C. Shobha Anand- Deputy Vice President, KFin Technologies Limited, ('R&TA/'KFinTech') [Unit: Entertainment Network (India) Limited], Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. E-mail ID: evoting@kfintech.com, Contact No. 040-67162222; Toll Free no.: 1800-309-4001.

- (14) In terms of the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on 'e-Voting Facility Provided by Listed Entities', Individual shareholders holding securities in demat mode are allowed to vote by way of single login credential, through their demat accounts/websites of Depositories/ Depository Participant(s). Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access the e-voting facility.

(15) **Detailed procedure and manner on remote e-voting for individual shareholders holding securities in demat mode:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with National Securities Depository Limited (NSDL)	<p>1. User already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none">1.1. Type in the browser / Click on the following e-Services link: https://eservices.nsd.com1.2. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' under 'IDeAS' section.1.3. A new screen will open. Enter your User ID and Password for accessing 'IDeAS'.1.4. After successful authentication, you will enter your 'IDeAS' service login. Click on "Access to e-voting" under Value Added Services (e-voting services) on the panel.1.5. Click on 'Active E-voting Cycles' option under E-voting.1.6. You will see the Company name 'Entertainment Network (India) Limited' on the next screen. Click on the e-voting link available against the Company name - 'Entertainment Network (India) Limited' or select e-voting service provider 'KFinTech' and you will be re-directed to e-voting page of 'KFinTech' for casting your vote during the remote e-voting period.
	<p>2. User not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none">2.1. To register, in the browser / Click on the following e-Services link: https://eservices.nsd.com2.2. Select option 'Register Online for IDeAS' or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp2.3. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.2.4. After successful registration, please follow steps given at Serial number 1 above to cast your vote.
	<p>3. Users may directly access the e-voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none">3.1. Type in the browser / Click on the following link: https://www.evoting.nsd.com3.2. Click on the button 'Login' available under 'Shareholder/ Member' section.3.3. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL's e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.3.4. Post successful authentication, you will enter the e-voting module of NSDL. You will see Company Name: 'Entertainment Network (India) Limited' on the next screen. Click on the e-voting link available against 'Entertainment Network (India) Limited' or select e-voting service provider 'KFinTech'.3.5. On successful selection, you will be redirected to KFinTech e-voting page for casting your vote during the remote e-voting period.

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

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited [CDSL]	<ol style="list-style-type: none"> 1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure: <ol style="list-style-type: none"> 1.1. Type in the browser / Click on the following links to login: www.cdslindia.com and click on Login icon and select 'My Easi New' (best operational in Internet Explorer 10 or above and Mozilla Firefox) 1.2. Login with your registered user id and password. 1.3. You will see the Company name – 'Entertainment Network (India) Limited' on the next screen. Click on the e-voting link available against 'Entertainment Network (India) Limited' or select e-voting service provider i.e., 'KFinTech' and you will be redirected to the e-voting page of KFinTech for casting your vote during the remote e-voting period. 2. User not registered for Easi/Easiest facility of CDSL may follow the following procedure: <ol style="list-style-type: none"> 2.1. To register, type in the browser / Click on the following link: www.cdslindia.com and click on Login icon and select 'My Easi New'. 2.2. Proceed to complete the registration using your DP ID- Client ID (BO ID) etc. 2.3. After successful registration, please follow steps given at Serial number 1 above to cast your vote. 3. User may directly access the e-voting module of CDSL as per the following procedure: <ol style="list-style-type: none"> 3.1. Type in the browser / Click on the following links: www.cdslindia.com and click on E-Voting or / https://evoting.cdslindia.com/Evoting/EvotingLogin 3.2. Provide your demat Account Number and PAN No. 3.3. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. 3.4. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available against the Company Name: 'Entertainment Network (India) Limited' or select e-voting service provider 'KFinTech' and you will be redirected to KFinTech e-voting page for casting your vote during the remote e-voting period.

Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL /CDSL for e-voting facility. 2. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on options available against the Company Name: 'Entertainment Network (India) Limited' or e-voting service provider – 'KFinTech' and you will be redirected to e-voting website of KFinTech for casting your vote during the remote e-voting period.
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Important note: Members who are unable to retrieve User ID / Password are advised to use 'Forgot user ID' / 'Forgot Password' option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 or toll-free no.: 1800 22 55 33

(16) **Detailed procedure and manner on remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

A) Members whose e-mail IDs are registered with the Company/ Depository Participant(s) will receive an e-mail from KFinTech, which will include the details of E-Voting Event Number ('EVEN'), USER ID and password. Such Members are requested to follow the following process:

- (i) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- (ii) Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be the E-voting Event Number (EVEN) followed by your Folio Number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the E-Voting Event Number ('EVEN') for Entertainment Network (India) Limited. Click on "Submit".
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you

may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST", it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- (viii) Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
 - (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - (x) You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
 - (xi) Corporate/ Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the board resolution/ authority letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: enil.scrutinizer@hkacs.com with a copy marked to evoting@kfintech.com and enil.investors@timesgroup.com and they may also upload the said documents in the e-voting module with their login credentials, on or before the closure of the e-voting. The scanned image of the above mentioned documents should be in the naming format "ENIL_EVEN NO."
 - (xii) At the end of remote e-voting period, the facility of remote e-voting shall forthwith be blocked/ disabled.
- B) Members whose email IDs are not registered, kindly follow the following procedure for Registration of email and Mobile:
- Securities held in physical mode:** Members holding securities in physical mode are

hereby notified that as per the SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all members holding securities in physical mode in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for them to provide a mobile number. Moreover, to avail online services, members holding securities in physical mode can register/update their contact details, email address, bank details, KYC details, etc. through submitting the requisite ISR-1 form along with the supporting documents. ISR-1 Form can be obtained at the following link:

<https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- » Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- » Through hard copies which are self-attested, which can be shared at: KFIN Technologies Limited, Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032; or
- » Through electronic mode with e-sign at the following link:
<https://ris.kfintech.com/clientservices/isc/default.aspx>

In case of any queries, member may write to einward.ris@kfintech.com. Alternatively, member may send an e-mail request at the email id: einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the annual report, notice of general meetings, postal ballot notice, and e-voting instructions.

Securities held in demat mode: For information on updating the email and mobile details for securities held in electronic/ demat mode, members may reach out to the respective Depository Participant (DP), where the demat account is opened.

(17) Any person who becomes the Member of the

Company after the communication of the Postal Ballot Notice and holding shares as on the cut-off date may obtain the User ID and password from R&TA in the following manner:

- If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399:
 - » Example for NSDL: MYEPWD <SPACE> IN12345612345678
 - » Example for CDSL: MYEPWD <SPACE> 1402345612345678
 - » Example for the Members holding shares in physical mode:
 - » MYEPWD <SPACE> XXXX1234567890
- If e-mail address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- Member may call on the R&TA's phone no: 040-67162222 or toll-free numbers 1800-309-4001.
- Member may write to R&TA on the e-mail ID: evoting@kfintech.com or to Ms. C. Shobha Anand, Deputy Vice President at KFin Technologies Limited, [Unit: Entertainment Network (India) Limited], Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, requesting for the User ID and Password.
- If the Member is already registered with R&TA's e-voting platform, then he can use his existing password for logging in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Others:

- (18) 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 holding shares in dematerialized mode, who have not registered their e-mail addresses are requested to register their e-mail addresses with their depository participants. The Company/ R&TA cannot act on any direct request from the Members

holding shares in dematerialized form for update/change of their e-mail addresses. Such changes are to be intimated by the Members to their depository participants.

Members holding shares in physical form are requested to kindly register their e-mail addresses with the Company's Registrar & Share Transfer Agents-KFin Technologies Limited ('KFinTech'/ 'R&TA') at: Unit: Entertainment Network (India) Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032. Phone: 040-67162222; Toll Free no.: 1800-309-4001 or e-mail at einward.ris@kfintech.com with the copy of the signed request letter mentioning the name, folio number and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g. Driving License, Election Identity Card, Passport) in support of the address of the Member and copy of the share certificate.

- (19) 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.

- (20) The Securities and Exchange Board of India (SEBI) has, vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, read with Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are requested to submit their PAN and bank account details to R&TA by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the bank. SEBI has also mandated the submission of PAN, KYC details and nomination by holders of physical securities, and linking PAN with Aadhaar. Members are requested to submit their PAN, KYC and nomination details to the R&TA.

Members holding shares in demat form are requested to submit the aforesaid information to their respective depository participant.

- (21) SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated issuance of Securities in dematerialized form in case of Investor Service Requests received from holder of physical shares pertaining to; (i) Issue of duplicate securities certificate; (ii) Claim from Unclaimed Suspense Account; (iii) Renewal / Exchange of securities certificate; (iv) Endorsement; (v) Sub-division / Splitting of securities certificate; (vi) Consolidation of securities certificates/folios; (vii) Transmission; and (viii) Transposition. The R&TA will issue a 'Letter of Confirmation' in place of Security certificate. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.

- (22) Members are requested to:

- Intimate the RTA, immediately about any change in their addresses, if the shares are held in Physical form. If the shares are held in electronic form, then such change is to be informed to the Depository Participant (DP) and not to the Company / RTA.
- Quote Registered Folio Number or Client ID-DP ID in all the correspondence with the Company/ RTA.
- Approach RTA of the Company for consolidation of Folios, if any / required.

- (23) In terms of the Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. Transmission and transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members holding shares in physical form are advised to convert physical shares in dematerialise form.

- (24) This Postal Ballot Notice is available at the Company's website: www.enil.co.in at <https://www.enil.co.in/postal-ballot.php> and websites of the stock exchanges - BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and at the website of KFinTech at <https://evoting.kfintech.com> at the Downloads section. Copies of the relevant documents are available for inspection and such documents shall be so made available for inspection in physical or in electronic form during the business hours on working day at the Registered Office of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company without payment

of fee. Any Member interested in obtaining such information may write to the Company Secretary at enil.investors@timesgroup.com and the same will be furnished on request.

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

sd/-

Mehul Shah
EVP – Compliance
& Company Secretary
FCS: 5839
Mumbai, March 19, 2024

Registered Office:

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

Explanatory Statement in respect of the special business as required under Section 102 and 110 of the Companies Act, 2013

- (1) **Item No. 1:** Based on the recommendation and approval of the Nomination & Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013, the Board of Directors (hereinafter referred to as 'Board'), at their meeting held on February 13, 2024, appointed Mr. Mohit Gupta (DIN: 06427582) as an Additional Director (in the capacity of an Independent Non-Executive Director (Independent Director)) of the Company, to hold office of the Independent Non-Executive Director for the first term of five consecutive years commencing from March 19, 2024 to March 18, 2029, not liable to retire by rotation, under Sections 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) and/or re-enactment(s) thereof from time to time) (hereinafter referred to as 'the Act') and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof from time to time) (hereinafter referred to as 'the Listing Regulations').
- (2) Pursuant to Regulation 17(1C) of the Listing Regulations, Mr. Mohit Gupta shall hold office until the date of the next general meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Gupta is eligible to be appointed as an Independent Director for a term of up to five consecutive years.
- (3) The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Mohit Gupta for the office of the Director, as an Independent Director of the Company. Mr. Gupta has confirmed that he has complied with the provisions of Section 150 of the Act, read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, regarding applying online to the Indian Institute of Corporate Affairs at Manesar ('IICA') for inclusion of his name in the databank maintained by IICA. The Company has received all the statutory consent, declarations, and disclosures from Mr. Gupta, pursuant to the provisions of Sections 149, 164, and all other applicable provisions of the Act, and the Listing Regulations, including:
- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
 - (ii) Intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified in accordance with Section 164 of the Act;
 - (iii) Declaration that he meets the criteria of independence as provided in Section 149 of the Act and in the Listing Regulations and that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence and that he is independent of the management and that he is not disqualified to become a director and also the independent director under the Act; and
 - (iv) Declaration that he is not debarred or restrained from acting as a Director by any order from the Securities and Exchange Board of India ('SEBI') or any other such authority.
- (4) As per the requirement of the circular from the stock exchange (no: LIST/COMP/14/2018-19 Dated June 20, 2018), Nomination & Remuneration Committee and the Board, while considering the appointment

of Mr. Gupta, have verified that he is not debarred from holding the office of a director pursuant to any SEBI order. Accordingly, the Company affirms that Mr. Gupta is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

- (5) The Board took on record the aforesaid consent, declarations and disclosures submitted by Mr. Gupta under the applicable provisions of the Act and the Listing Regulations after undertaking due assessment of the veracity of the same.
- (6) The Nomination & Remuneration Committee and the Board evaluated the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepared a description of the role and capabilities required of an independent director. Mr. Gupta has the capabilities identified in such description for his appointment as the Independent Director. The Nomination & Remuneration Committee focuses on creating a diverse pool of potential Board members. It evaluates candidates with varied industry experience, skills, diversity, time commitment and statutory requirements. For the appointment of Mr. Gupta, the Nomination & Remuneration Committee duly considered his extensive and diverse experience. Further, the Nomination & Remuneration Committee observed that Mr. Gupta's skills, expertise, and competencies harmoniously corresponded with the skills and expertise identified by both the Nomination & Remuneration Committee and the Board as essential qualifications for Directors of the Company.
- (7) In the opinion of the Board, Mr. Gupta fulfils the conditions for appointment as the Independent Director as specified under the Act, rules made thereunder, read with the Listing Regulations and he is independent of the management and he is not disqualified to become a director under the Act. He is not *inter-se* related with any other director or key managerial personnel and he does not hold any share in the Company. He has 26 years of professional experience spanning across a diverse range of consumer product and service industries. He possesses the appropriate skills, acumen, experience, knowledge and capabilities required for the role of Independent Director, as identified by the Board. In view of these, the appointment of Mr. Gupta as the Independent Director is in the interest of the Company.
- (8) The Board, at its meeting held on February 13, 2024, based on the recommendation of the Nomination & Remuneration Committee and based on the background, experience, skillsets of Mr. Gupta, approved his appointment as an Additional Director (in the capacity of an Independent Non-Executive Director (Independent Director)) of the Company, to hold office of the Independent Non-Executive Director for the first term of five consecutive years commencing from March 19, 2024 to March 18, 2029, (not liable to retire by rotation), subject to the approval

of the Members of the Company and recommends the same to the Members of the Company. The Board states that the appointment of Mr. Gupta would be in the interest of the Company.

- (9) In terms of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Act, Mr. Gupta, being eligible and offering himself for appointment, is proposed to be appointed as the Independent Non-Executive Director (Independent Director) for the first term of five consecutive years commencing from March 19, 2024 to March 18, 2029, not liable to retire by rotation.
- (10) Pursuant to the provisions of Sections 149, 197, 198, and other applicable provisions of the Act and the Rules made thereunder, the Listing Regulations, Articles of Association and Nomination & Remuneration Policy of the Company, Mr. Gupta shall be entitled to receive the remuneration, commission, and sitting fees for attending meetings of the Board or Committees thereof. Additionally, he shall also be entitled to reimbursement of expenses incurred in connection with the business of the Company or in attending the Board, Committee and general meetings, as permitted to be received in the capacity of the Director.
- (11) As required under the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India ('ICSI') and Regulation 36(3) of the Listing Regulations, the details in respect of the director seeking appointment, *inter-alia*, age, qualifications, experience, details of remuneration last drawn by such person, relationship with other directors and Key Managerial Personnel of the Company, the number of Meetings of the Board attended during the year and other directorships, membership/ chairmanship of the committees of other Boards, shareholding, skills and capabilities required, brief resume, nature of expertise in specific functional areas, etc. are set out in the *Annexure A* and *Annexure B* to the Notice and form part of the Explanatory Statement. Mr. Gupta has furnished the relevant consents, declarations, confirmations etc. for his appointment.
- (12) Kindly refer to para 28 of this Notice for additional information, including the explanation for reasons of inadequate profit and steps taken for improvement, as required under Schedule V – Part II – Section II of the Companies Act, 2013.
- (13) Copy of the draft letter of appointment setting out terms and conditions of appointment of Mr. Gupta and other documents referred in the Postal Ballot Notice are open for inspection by the Members and same shall be so made available for inspection in physical or in electronic form during business hours on a working day at the Registered Office of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company without

- payment of a fee. Any Member interested in obtaining such information may write to the Company Secretary at enil.investors@timesgroup.com and the same will be furnished on request.
- (14) Mr. Gupta is concerned or interested in the Resolution set out at Item No. 1 of the accompanying notice relating to his appointment. Save and except Mr. Gupta and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice.
- (15) The Board considers that the knowledge and experience of Mr. Gupta would be of immense benefit to the Company. Accordingly, the Board recommends the Special Resolution, as per Section 149(10) of the Act and Regulation 25(2A) of the Listing Regulations, as set out at Item no. 1 of this Notice in relation to the appointment of Mr. Gupta as the Independent Director, for the approval by the Members of the Company.
- (16) None of the Directors and KMP of the Company are *inter-se* related to each other.
- (17) This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.
- (18) **Item No. 2:** The Company operates within a competitive environment which is expected to further intensify. The Directors are required to take complex business decisions within tight timeframes, necessitating a significant commitment of their time and attention. The Board of Directors ('Board') is mandated to ensure compliance with stringent accounting standards and a high level of Corporate Governance. Non-Executive Directors (including Independent Directors) of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as strategic leadership and management experience, financial and risk management, governance, global business / international expertise, etc.
- (19) In terms of Section 197 of the Companies Act, 2013 ('the Act'), payment of remuneration to the directors who are neither managing directors nor whole-time directors (i.e. non-executive directors) exceeding 1% of the net profit requires approval of Members by way of a Special Resolution. As per the Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], all fees or compensation, payable to non-executive directors requires the approval of the Members.
- (20) Provisions of Sections 149 and 197 and Schedule V of the Act enables the companies, having no profits or inadequate profits, to pay remuneration to non-executive directors (including independent directors) over and above the ceiling limit specified in Schedule V, provided the Members' approval by way of a special resolution has been taken for payment of minimum remuneration for a period not exceeding 3 (three) years.
- (21) Consequently, Members' approval is being sought to pay the remuneration and/or commission to the non-executive directors (both existing and future appointments to the Board of Directors from time to time) for each of the five financial years of the Company commencing from April 1, 2023, provided that the remuneration and/or commission per annum shall be up to ₹ 15,00,000 (Rupees fifteen lakhs only) per non-executive director per annum (in addition to the payment of sitting fees permissible under the Act) as the minimum remuneration. Where in any financial year during the aforesaid period of five financial years, the Company has no profits or its profits are inadequate, the Company will pay the aforesaid minimum remuneration to the non-executive directors (both existing and future appointments to the Board of Directors from time to time) for a period not exceeding 3 (three) years. Additionally, the non-executive directors shall also be entitled to reimbursement of expenses incurred in connection with the business of the Company or in attending the Board, Committee and general meetings, as permitted to be received in the capacity of the Directors. The Special Resolution in Item No. 2 is necessary having regard to the provisions of Sections 149, 197, 198 and other applicable provisions, read with Schedule V of the Act. Nomination & Remuneration Committee and Board of Directors of the Company, through passing the resolutions at their meetings held on March 19, 2024, have approved the aforesaid remuneration payable to the non-executive directors (both existing and future appointments to the Board of Directors from time to time) for the aforesaid term. The Company has not committed any default in payment of undisputed dues to any bank or public financial institution or any other secured creditor.
- (22) The aforesaid limit of remuneration and/or commission is an overall limit and the actual amount of remuneration and/or commission payable to the non-executive directors may be lower than the overall limit. Within such an overall limit, the Board of Directors shall be authorised to determine the criteria, amount, proportion, manner and distribution of the aforesaid remuneration and/or commission payable to the non-executive directors. While fixing the manner/criteria as aforesaid, the Board of Directors shall *inter-alia* consider the membership of board committees, chairmanships, time devoted by the Directors etc. The payment of remuneration and/or commission

will be subject to the compliance with the applicable statutory requirements and shall be over and above the fees payable to them under Section 197 (5) of the Act for attending the meetings of the Board of Directors and any of its Committees ('sitting fees'). The remuneration structure is in line with the practices followed by similar sized companies, keeping in view the role, responsibilities and contribution of the Non-Executive Directors, read with the Company's Nomination & Remuneration Policy.

- (23) Copies of the relevant documents pertaining to this Special Resolution at Item No. 2 are open for inspection by the Members and same shall be so made available for inspection in physical or in electronic form during business hours on a working day at the Registered Office of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company without payment of a fee. Any Member interested in obtaining such information may write to the Company Secretary at enil.investors@timesgroup.com and the same will be furnished on request.
- (24) As required under the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India ('ICSI') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of each of the existing Non-Executive Director, *inter-alia*, age, qualifications, experience, details of remuneration last drawn by such person, relationship with other directors and Key Managerial Personnel of the Company, the number of meetings of the Board attended during the year and other directorships, membership/ chairmanship of Committees of other Boards are set out in the *Annexure A* and *Annexure B* to the Notice. None of the Directors are related with other directors or key managerial personnel (*inter-se*).
- (25) Non-Executive Directors are concerned or interested in the Resolution set out at Item No. 2 of the accompanying notice relating to the payment of remuneration to them. Save and except Non-Executive Directors and their relatives to the extent of their shareholding interest, if any, in the Company, none of the Key Managerial Personnel of the Company or their relatives, are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.
- (26) The Board of Directors recommends the payment of remuneration and/or commission to the Non-Executive Directors of the Company and recommends the Special Resolution set out at Item No. 2 of the Notice for approval of the Members.
- (27) Kindly refer to para 28 of this Notice for additional information, including the explanation for reasons of inadequate profit and steps taken for improvement, as required under Schedule V – Part II – Section II of the Companies Act, 2013.

(28) **Additional information as per Schedule V of the Companies Act, 2013:**

1) **General Information:**

(1.1) Nature of industry:

The Company ('ENIL') is a music and entertainment company with a strong focus on city-centric operations. It conducts its business through well-known brands such as Radio Mirchi, Mirchi Plus, Mirchi 95, Mirchi Love, and Kool FM. The Company creates and distributes content in the music and entertainment space through various channels, including FM radio, its own digital app, website, and external platforms like Facebook, Instagram, YouTube, MX Player, Gaana, Spotify, and others. The digital content produced by ENIL is accessible across different regions and, in many cases, globally.

The primary aspect of ENIL's business model revolves around monetizing its audience through advertising, licensing, and direct selling. Audio ads are accepted on its FM network, and the Company has a significant presence in on-ground events, TV shows, and various multi-media solutions provided to clients. Brand sponsorships are accepted for events and video content released on TV or online platforms such as YouTube and social media channels like Facebook, Instagram, and Twitter. Licensing revenues are generated by granting limited rights to video content, such as web series, to OTT platforms. Approximately two-thirds of ENIL's revenues are derived from its core FM radio operations, with the remaining coming from the diverse sources mentioned earlier.

On December 1, 2023, ENIL acquired the business undertaking related to hosting and streaming services under the 'Gaana' brand through a Business Transfer Agreement (BTA) with Gamma Gaana Limited. This acquisition opens up numerous opportunities for digital transformation within ENIL.

(1.2) Date or expected date of commencement of commercial production:

The Company was incorporated as a public limited company on June 24, 1999. The Company has launched its Private FM radio stations under the brand name 'Radio Mirchi'® at various

places in India and first Private FM Radio Station was launched on October 4, 2001.

- (1.3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

- (1.4) Financial performance based on given indicators:

As per published audited financial results of the Company for the financial year ended March 31, 2023;

Particulars	(₹ in lakhs)
Total Income	43,840.6
(Loss) as per the Statement of Profit and Loss	(1,948.1)
Profit as computed under Section 198 of the Act	428.8
Net Worth	74,733.3

- (1.5) Foreign investments or collaborators, if any:

During the reporting period, no Foreign Direct Investment (FDI) has been made in the Company and foreign investments made in the Company is through Stock Exchanges/ under Portfolio Investment Scheme. Further, there is no foreign collaboration.

2) **Information about the appointee (relevant directors):**

Brief resume of the relevant directors has been furnished separately at *Annexure B* to the Notice.

- Background details, recognition or awards, job profile and suitability: Kindly refer *Annexure B* to the Notice.
- Past remuneration: Kindly refer to Para 28 (4) (Disclosures)
- Remuneration proposed: The details of the proposed remuneration have been furnished in para 10 and para 21 of the Explanatory Statement of this Notice.
- Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Given the competitive environment in which the Company operates, which is expected to become even more intense, the Directors are required to make complex business decisions in a timely manner, dedicating their time and attention to the task. Furthermore, they

must ensure compliance with stringent accounting standards and a high level of Corporate Governance.

Taking into consideration the nature of the industry and size of the Company, the profile of the directors, the responsibilities associated with such position and the industry benchmark, the remuneration proposed to be paid to the relevant directors is commensurate with the remuneration structure in other companies and in conformity with the industry norms, considering the knowledge domain, skill sets and expertise they bring to the Company.

- Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any:

Mr. Vineet Jain is the Non-Executive Chairman of the Company. He holds the office of Managing Director on the Board of Bennett, Coleman & Company Limited- the Company's promoter and holding company.

During the financial year 2022-23, the Company paid Rs. 9.50 lakhs as fees for professional services to Khaitan & Co., a firm in which the Company's Director, Mr. Ravindra Kulkarni is a partner. However, the association of Khaitan & Co. cannot be said to be a material association as the fees paid by the Company to Khaitan & Co. was less than 0.1% of the total professional fees earned by the Khaitan & Co. during the financial year 2022-23.

Mr. N. Subramanian was holding the office of Executive Director & Group CFO of the Company till June 30, 2023. With effect from July 1, 2023, he took up a larger role in the Company's holding company, i.e., Bennett, Coleman & Company Limited. Accordingly, with effect from July 1, 2023, Mr. N. Subramanian ceased to be the Group CFO and Key Managerial Personnel ('KMP') of the Company under the provisions of Section 203 of the Companies Act, 2013. With effect from July 1, 2023, Mr. N. Subramanian also ceased to be an Executive Director of the Company and continued to serve on the Board of the Company as a Non-Executive Non-Independent Director without a break in his term as a Director.

None of the other directors has any pecuniary relationship, directly or indirectly, with the Company or with any managerial personnel. None of the directors hold any equity share in the Company as on date of this Notice.

3) **Other information:**

(3.1) Reasons of loss or inadequate profits:

The emergence of the Covid-19 pandemic and the subsequent imposition of lockdown measures in the Financial Year 2020-21 significantly impeded economic growth. The Company's financial performance in both the Financial Year 2020-21 and 2021-22 was adversely impacted by the ongoing effects of the pandemic. The advertising industry sentiment suffered greatly, resulting in a substantial decrease in the Company's revenues and profits. The pervasive impact of the pandemic persisted throughout the entirety of the Financial Year 2020-21, continuing to influence the Company's financial standing to date. This prolonged effect has contributed to a gradual recovery and a reduction in the Company's revenue.

Starting from the Financial Year 2022-23, positive indications of overall economic recovery became apparent, marking the first full year of recovery post the Covid-induced downturn. Radio ad volumes and contributions from the digital segment played a crucial role in driving the overall business. While revenues experienced a rebound during the year, driven primarily by increased volumes surpassing pre-pandemic levels, pricing remained subdued. The combination of geopolitical tensions and inflationary pressures imposed constraints on pricing, making it challenging for businesses to fully restore their pre-Covid revenue levels.

In the Financial Year 2022-23, the Company reported a revenue of ₹ 419.5 crores, compared to ₹ 307.5 crores in the previous year, reflecting a notable 37% growth. However, there was a loss of ₹ 19.5 crores, attributed to an exceptional item of ₹ 17.8 crores and an investment of ₹ 16.4 crores in the Digital Platform.

(3.2) Steps taken or proposed to be taken for improvement:

Indeed, during the third quarter of the Financial Year 2023-24, the Company disclosed a revenue of ₹ 140.2 crores in Q3FY24, marking an increase from ₹ 116.3 crores reported in the corresponding quarter of the previous year. In Q3FY24, the Company's standalone Profit Before Tax reached

₹ 20.6 crores, with Profit After Tax standing at ₹ 16.6 crores, factoring in the Company's investment of ₹ 6.2 crores in the Digital Platform during the same quarter. Despite facing macro-economic challenges, the Company achieved robust top-line growth in Q3FY24. Additionally, the EBITDA of the Company's international business turned positive. The Company remains vigilant in controlling its costs throughout the current financial year.

Note: The figures mentioned above are reported before restating the results of Gamma Gaana Limited, as outlined in the published financial statement for the period ending Dec 31, 2023.

(3.3) Expected increase in productivity and profits in measurable terms:

Radio stands out as a significant avenue for interaction in India, engaging audiences with socially pertinent content and outstanding on-air programming. Forecasts from industry specialists indicate a prospective recovery in radio advertising rates in the upcoming years. Digital media is set to be the primary channel for digital-first brands and consumer technology firms. The acquisition of the Gaana Audio App aligns with the company's strategic move toward digital transformation.

4) **Disclosures: All the elements of remuneration package of all the directors:**

(4.1) Criteria for making payments to Non-Executive Directors:

Independent Directors of the Company have been paid sitting fees as tabulated below per meeting, subject to deduction of applicable taxes, levies, etc., if any, for attending:

For attending the meeting of:	Sitting fees per meeting (in ₹)
Board of Directors	₹ 1,00,000
Audit Committee	₹ 75,000
Nomination & Remuneration Committee	₹ 75,000
Corporate Social Responsibility Committee	₹ 20,000

The remuneration structure is in line with the practices followed by similar sized companies, keeping in view the role, responsibilities and contribution

of the Non- Executive Directors, read with the Company's Nomination & Remuneration Policy, which is available at the Company's website at: <https://www.enil.co.in> at web link: <https://www.enil.co.in/policies-and-code-of-conduct.php>.

- (4.2) Disclosures with respect to remuneration: Details of sitting fees and remuneration/ commission for the financial year 2022-2023:

(₹ in lakhs)		
Name of the Non-Executive Directors	Sitting Fees	Remuneration/ Commission
Mr. Vineet Jain@	Nil	Nil
Mr. N. Kumar *	21.50	1.00
Mr. Ravindra Kulkarni *§	21.70	1.00
Mr. Richard Saldanha*	21.50	1.00
Ms. Sukanya Kripalu#	21.50	1.00

Remuneration/ commission amount has been provided for the financial year 2022-2023 based on the time and contribution committed by the independent board members.

@ liable to retire by rotation.

* Reappointed for a term of five consecutive years commencing from August 12, 2019.

Reappointed for a term of five consecutive years commencing from May 23, 2023.

§ The sitting fees and remuneration/ commission were paid/ payable to Khaitan & Co., in which Mr. Ravindra Kulkarni is a partner.

Independent Directors are not liable to retire by rotation under the Companies Act, 2013.

The Company does not have any scheme for granting stock options, as on date.

Details of remuneration paid to Mr. Prashant Panday, Managing Director and Mr. N. Subramanian, Executive Director & Group CFO during the financial year 2022-2023 are

given below:

(₹ in lakhs)		
Particulars	Mr. Prashant Panday	Mr. N. Subramanian
Salary	394.54	417.56
Value of perquisites	10.50	2.61
Total	405.04	420.17

- Mr. Prashant Panday resigned with effect from the close of business hours on January 31, 2023.
- Appointment, terms, conditions and payment of remuneration to the Managing Director and Whole-time / Executive Director are governed by the resolution(s) passed by the Nomination & Remuneration Committee, Board of Directors and Members of the Company and approval from the Central Government, if and to the extent applicable and required. The remuneration structure comprises salary, incentive, allowances, perquisites, bonus, profit related commission, deferred cash incentive, performance based remuneration, contribution to provident fund, pension scheme, national pension scheme, annuity fund, superannuation fund, etc.
- The aforesaid appointment may be terminated by either party by giving to other party not less than three months' prior notice in writing of such termination or payment in lieu of notice.
- The Company does not have any scheme for grant of stock options to the employees or directors of the Company.

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

sd/-

Mehul Shah

*EVP – Compliance
& Company Secretary
FCS: 5839*

Mumbai, March 19, 2024

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 - A:

Annexure to Item Nos. 1 and 2 of the Notice (Details as required to be furnished under the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India ('ICSI')-para 1.2.5 and Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015).

As per the requirement of the circular from the stock exchange (no: LIST/COMP/14/2018-19 Dated June 20, 2018), the Board of Directors and its Nomination & Remuneration

Committee, while considering the appointment of the director, have verified that he is not debarred from holding the office of director pursuant to any SEBI order or any other such authority. Accordingly, the Company affirms that the Director proposed to be appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

None of the Directors are *inter - se* related with other directors or key managerial personnel.

Name	Mr. Mohit Gupta
DIN	06427582
Date of Birth and age	September 22, 1973 (age: 50 years)
Qualifications	Bachelor's degree in Mechanical Engineering from S.P. University and a post graduate diploma in business management from IIM Calcutta.
Nature of expertise in specific functional areas/ experience	His resume is furnished hereof at <i>Annexure - B</i> .
Nationality	Indian
Terms and conditions of appointment / reappointment	Proposed to be appointed as the Independent Director for the first term of five consecutive years commencing from March 19, 2024 to March 18, 2029, not liable to retire by rotation, as set out in the Explanatory Statement pursuant to Section 102 of the Act annexed to this Notice.
Details of remuneration sought to be paid	Kindly refer to Para 10 of the Explanatory Statement of this Notice.
Details of remuneration last drawn	Not applicable
Date of first appointment on the Board	March 19, 2024
Number of board meetings attended during the year	Attended 1 st Board Meeting on March 19, 2024, held after his appointment.
List of Directorships held in other Companies	Unlisted entities: Lyskraft India Private Limited and Infiniversity Private Limited
Committee membership	Nil
Shareholding in the Company	Nil
Relationship with Directors, Managers or other KMP	Not applicable
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As stated in the Explanatory Statement, the Board has identified core skills/ expertise/ competencies, as required in the case of an independent director. The Nomination & Remuneration Committee and the Board have evaluated the profile of Mr. Mohit Gupta and concluded that he possesses the relevant skill and capabilities to discharge the role of the Independent Director.

Name of the Director	Mr. Vineet Jain	Mr. Narayanan Kumar (Mr. N. Kumar)
DIN	00003962	00007848
Date of Birth and age	February 12, 1966 (age: 58 years)	January 28, 1950 (age: 74 years)
Qualifications	B. Sc. degree in International Business Administration in Marketing from Switzerland	Engineering Graduate in Electronics and Communication from Anna University, Chennai.
Nature of his expertise in specific functional areas/ Experience	As per the resume stated hereof at <i>Annexure - B</i> .	As per the resume stated hereof at <i>Annexure - B</i> .
Nationality	Indian	Indian
Terms and conditions of appointment / reappointment	Liable to retire by rotation	Reappointed as an Independent Director for a second term of five consecutive years commencing from August 12, 2019 to August 11, 2024, not liable to retire by rotation.
Details of remuneration sought to be paid	Kindly refer to the Resolution No: 2 and para 21 of the Explanatory Statement of this Notice.	Kindly refer to the Resolution No: 2 and para 21 of the Explanatory Statement of this Notice.
Details of remuneration last drawn (per annum)	Nil	₹ 22.50 lakhs
Date of first appointment on the Board	January 19, 2007	November 5, 2005
Number of board meetings attended during the year	8 out of 9	8 out of 9
List of Directorships held in other Companies	Unlisted entities: Bennett, Coleman & Company Limited, The Press Trust of India Limited, Times Global Broadcasting Company Limited, Times Internet Limited, Zoom Entertainment Network Limited, Times Edutech and Events Limited, Magicbricks Realty Services Limited, Credence Trusteeship Company Private Limited, Times United Private Limited and Times Zenith Private Limited	Listed entities: Indus Towers Limited, Mphasis Limited, Larsen & Toubro Limited and L & T Technology Services Limited. Unlisted entities: N. K. Trading & Consultancy Private Limited, Bala Mandir Foundation, Singapore India Partnership Foundation, Risk Educators Private Limited, Manipal Health Enterprises Private Limited and OPG Power Ventures Plc. (foreign company).
Committee membership, i.e.	Bennett, Coleman & Company Limited: [Member of CSRC, Member of NRC]	Entertainment Network (India) Limited: [Chairman of AC, Chairman of NRC and Member of RMC]
Audit Committee (AC); Stakeholders Relationship Committee (SRC);	Entertainment Network (India) Limited: [Member of CSRC, Member of NRC, Member of RMC]	Mphasis Limited: [Chairman of AC, Chairman of CSRC, Member of RMC] L & T Technology Services Limited: [Chairman of NRC, Member of AC]
Nomination & Remuneration Committee (NRC);		Larsen & Toubro Limited: [Chairman of SRC, Member of NRC]
Corporate Social Responsibility Committee (CSRC);		Indus Towers Limited: [Member of NRC, Member of AC, Member of CSRC, Member of RMC]
Risk Management Committee (RMC)		Manipal Health Enterprises Private Limited: [Member of AC, Member of CSRC, Member of NRC]
Shareholding in the Company	Nil	Nil

Name of the Director	Mr. Ravindra Kulkarni	Mr. Richard Saldanha
DIN	00059367	00189029
Date of Birth and age	May 23, 1945 (age: 78 years)	February 3, 1944 (age: 80 years)
Qualifications	Masters degree in Law from University of Mumbai, also holds a Bachelors degree in Science from University of Mumbai.	Graduate Mechanical Engineer from College of Engineering- Pune
Nature of his expertise in specific functional areas/ Experience	As per the resume stated hereof at <i>Annexure-B</i> .	As per the resume stated hereof at <i>Annexure-B</i> .
Nationality	Indian	Indian
Terms and conditions of appointment / reappointment	Reappointed as an Independent Director for a second term of five consecutive years commencing from August 12, 2019 to August 11, 2024, not liable to retire by rotation.	Reappointed as an Independent Director for a second term of five consecutive years commencing from August 12, 2019 to August 11, 2024, not liable to retire by rotation.
Details of remuneration sought to be paid	Kindly refer to the Resolution No: 2 and para 21 of the Explanatory Statement of this Notice.	Kindly refer to the Resolution No: 2 and para 21 of the Explanatory Statement of this Notice.
Details of remuneration last drawn (per annum)	₹ 22.70 lakhs (remuneration credited to Khaitan & Co.)	₹ 22.50 lakhs
Date of first appointment on the Board	January 19, 2007	November 23, 2010
Number of board meetings attended during the year	9 out of 9	9 out of 9
List of Directorships held in other Companies	Unlisted entities: Shamrao Vithal Co-op Bank Limited, Khaitan Consultants Limited and Landmark Education-India.	Unlisted entities: Nuziveedu Seeds Limited, Apollo Health and Lifestyle Limited, Times Internet Limited, Pridhvi Asset Reconstruction and Securitisation Company Limited, and Stonebridge Acquisition Corporation TX, USA (a foreign listed entity-APAC)
Committee membership, i.e. Audit Committee (AC); Stakeholders Relationship Committee (SRC); Nomination & Remuneration Committee (NRC); Corporate Social Responsibility Committee (CSRC); Risk Management Committee (RMC)	Entertainment Network (India) Limited: [Member of AC, Member of NRC, Member of SRC, Member of CSRC]	Entertainment Network (India) Limited: [Member of AC, Member of NRC, Chairman of SRC] Nuziveedu Seeds Limited: [Member of AC, Member of CSRC, Member of NRC] Apollo Health and Lifestyle Limited: [Member of AC]
Shareholding in the Company	Nil	Nil

Name of the Director	Ms. Sukanya Kripalu	Mr. Subramanian Narayanan (Mr. N. Subramanian)
DIN	06994202	03083775
Date of Birth and age	October 30, 1960 (age: 63 years)	August 12, 1967 (age: 56 years)
Qualifications	Graduate from St. Xavier's College and an alumni of the Indian Institute of Management, Calcutta	Graduate Degree in Commerce and is a Chartered Accountant, a Cost Accountant and a Company Secretary. He is also an Alumnus of the Harvard Business School.
Nature of his expertise in specific functional areas/ Experience	As per the resume stated hereof at <i>Annexure - B</i> .	As per the resume stated hereof at <i>Annexure - B</i> .
Nationality	Indian	Indian
Terms and conditions of appointment / reappointment	Reappointed as an Independent Director for a second term of five consecutive years commencing from May 23, 2023 to May 22, 2028, not liable to retire by rotation.	With effect from July 1, 2023, Mr. N. Subramanian continues to serve on the Board of the Company as a Non-Executive Non-Independent Director, liable to retire by rotation.
Details of remuneration sought to be paid	Kindly refer to the Resolution No: 2 and para 21 of the Explanatory Statement of this Notice.	Kindly refer to the Resolution No: 2 and para 21 of the Explanatory Statement of this Notice.
Details of remuneration last drawn (per annum)	₹ 22.50 lakhs	₹ 420.17 lakhs.
Date of first appointment on the Board	May 23, 2018	November 2, 2018
Number of board meetings attended during the year	9 out of 9	9 out of 9
List of Directorships held in other Companies	<p>Listed entities: Aditya Birla Fashion & Retail Limited, UltraTech Cement Limited, Colgate-Palmolive (India) Limited and Ceat Limited.</p> <p>Unlisted entities: Aditya Birla Health Insurance Company Limited, Indivinity Clothing Retail Private Limited, and Avanti Finance Private limited.</p>	<p>Unlisted entities: Zoom Entertainment Network Limited, Magicbricks Realty Services Limited, Bennett, Coleman & Company Limited, Global Rhythm Limited, TIM Delhi Airport Advertising Private Limited, Times Internet Limited, Times Innovative Media Limited, Bennett Property Holdings Company Limited, Times Edutech and Events Limited, Jacaranda Investments and Finance Pvt Ltd, Credence Trusteeship Company Private Limited, Geranium Plus Investments Private Limited, Times United Private Limited, Times Zenith Private Limited, Bennett Hatchery Foundation, Bennett Alumni Association, Times Employ India Foundation, Bennett Institute of Higher Education.</p> <p>Foreign entities: Entertainment Network, INC, Entertainment Network, LLC and American Cricket Enterprises Inc.</p>

Name of the Director	Ms. Sukanya Kripalu	Mr. Subramanian Narayanan (Mr. N. Subramanian)
Committee membership, i.e.	Entertainment Network (India) Limited: [Member of AC, Member of NRC]	Entertainment Network (India) Limited: [Member of RMC, Member of CSRC, Member of SRC]
Audit Committee (AC); Stakeholders Relationship Committee (SRC);	Aditya Birla Fashion & Retail Limited: [Member of AC, Member of SRC and Chairperson of NRC] Ultratech Cement Limited: [Member of SRC, Member of CSRC, Member of RMC]	Times Innovative Media Limited: [Member of CSRC] Bennett Property Holdings Company Limited: [Member of AC and Member of CSRC]
Nomination & Remuneration Committee (NRC);	Colgate-Palmolive (India) Limited: [Member of AC, Member of NRC, Member of SRC]	Junglee Pictures Limited: [Member of CSRC]
Corporate Social Responsibility Committee (CSRC);	Ceat Limited: [Member of NRC, Member of CSRC] Aditya Birla Health Insurance Co. Limited: [Chairperson of NRC, Member of AC]	
Risk Management Committee (RMC)	Indivinity Clothing Retail Private Limited: [Chairperson of NRC, Member of AC]	
Shareholding in the Company	Nil	Nil

Annexure - B:

Resume of the directors relevant to Item Nos. 1 and 2 of the Notice (Covering nature of expertise in specific functional areas/ Experience)

Mr. Mohit Gupta (Independent Non-Executive Director)

Mr. Mohit Gupta is a seasoned professional and industry leader. He has twenty six years of professional experience spanning across a diverse range of consumer product and service industries. He has also had the rare distinction of being a part of the core leadership teams that took two young Indian startups to successful IPOs.

He worked for a decade with Pepsico, where he led the setting up of the organised retail go to market and drove the scale up of leading beverage brands like 7Up. He joined Makemytrip in its early stages of scaling in 2008 as the CMO and played a pivotal role in getting it to profitable leadership and a successful IPO at NASDAQ in 2010. He later took on the role of COO and led the business to scale to multifold revenue growth and sustained market leadership. In 2018, he joined Zomato as the CEO-Food delivery in the early days of Zomato's entry into food delivery and was subsequently made a co-founder. Mr. Mohit Gupta helped build the business and take it to market leadership, profitability and a stellar IPO in 2021. Most recently Mr. Gupta has founded a new venture in the premium fashion retail space.

Mr. Mohit Gupta has a bachelor's degree in Mechanical Engineering from S.P. University and a post graduate diploma in business management from IIM Calcutta.

Mr. Vineet Jain (Chairman & Non-Executive Director)

Mr. Vineet Jain is the Managing Director of India's oldest, largest, and most respected media group, the 184-year-old Bennett, Coleman & Company Limited ('BCCL'), also known as Times Group. He has been driving all operations of BCCL,

as well as the content & editorial architecture for the entire Group. Mr. Vineet Jain has been the driving force behind the diversification and expansion of what began as a traditional publishing business under the flagship *The Times of India*. Today, the Times Group is No. 1 across the media spectrum - be it internet, radio, music, news television, OTT, or out-of-home - thanks to his vision and leadership, and hands-on approach.

A combination of business acumen, strategic insight, and creative energy - and a deep understanding of both content and marketing - has helped keep the Times Group future-focused. Underpinning all this is Mr. Jain's obsession with keeping the consumer at the centre of everything the Group does and his abiding belief in the transformative power of positive change. He built the largest omni-channel news network in the country with leadership across print, digital, and TV mediums, with a keen eye on the product and a constant focus on innovation across the different formats.

The brands - which straddle platforms and audiences - speak to his success. He revolutionized the content behind *The Times of India* and *The Economic Times*, making them more contemporary and appealing to even younger audiences today. He played a pivotal role in transforming BCCL into a multimedia company with a powerhouse of brands across Radio (Mirchi), TV (Times Network), OOH (Times OOH), Music (Times Music), Movies (Junglee), and Marquee IPs (Filmfare, Femina, as well as ET Awards and Global Business Summit to name a few).

Mr. Jain spotted the digital trend early on and was instrumental in putting together the building blocks for the internet businesses within the Group. He was actively involved in all aspects of the internet business, leading Times Internet to become the largest news publisher online. He was also

instrumental in launching Magicbricks, which is today India's largest real estate marketplace.

His belief that the future of India lies with an educated and engaged youth led to the establishment of Bennett University, and its growing recognition as a respected institution and brand. Under his leadership, Times Pro - the Edtech arm of the Group - has taken the Group's focus on education to the next level with its strong focus on higher education, upskilling, and executive education.

Mr. Jain has won several accolades including The Rajiv Gandhi Award for Corporate Excellence, and Indian Telly Award for his contribution to Indian TV Broadcasting Industry, in 2009; IMPACT Person of the Year, 2013; Entrepreneur of the Year Award 2013 from the Bombay Management Association; Media Person of the Year Award from the International Advertising Association (IAA) in 2015; the Indian Television Academy's 'Sterling Icon of Indian Entertainment – Media'; Art Karat Award for Excellence in Media; and AsiaOne Global Indian of the Year 2018; Lifetime Achievement Award at exchange4media News Broadcasting Awards (enba) 2018; Bharatiya Mahanatham Vikas Puraskar 2018-19; Impact Digital Power 100, 2020: Business Leaders; ITA Hall of Fame, 2020.

Mr. N. Kumar (Independent Non-Executive Director)

Mr. N. Kumar is the Vice Chairman of The Sanmar Group (www.sanmargroup.com), a global billion-dollar conglomerate headquartered in Chennai, India with manufacturing and distribution facilities in Mexico, Egypt and at several locations across India. The Group is engaged in three business sectors – Chemicals, Engineering and Shipping.

Mr. Kumar is an Electronics Engineering Graduate from Anna University, Chennai and a fellow member of the Indian National Academy of Engineering. He is also a fellow life member of The Institution of Electronics and Telecommunication Engineers. Mr. Kumar is the Honorary Consul General of Greece in Chennai.

He is on the Board of various public companies and carries with him over four decades of experience in the spheres of Electronics, Telecommunications, Engineering, Technology, Management and Finance. He is one of the Trustees of WWF-India (World Wide Fund for Nature-India).

As a spokesman of Industry and Trade, he is a former President of the Confederation of Indian Industry (CII) and has participated in other apex bodies. He is the Chairman of the Indo-Japan Chamber of Commerce and Industry.

Mr. Kumar has a wide range of public interests going beyond the confines of corporate management in areas of health, social welfare, education and sports. He is the President of Bala Mandir Kamaraj Trust and Managing Trustee of The Indian Education Trust which runs three Schools.

Mr. Ravindra Kulkarni (Independent Non-Executive Director)

Mr. Ravindra Kulkarni is one of the most experienced corporate lawyers in India with over fifty years of practice. He is a senior partner of M/s. Khaitan & Co., one of India's leading law firms and has immense experience in all aspects of the law. His practice areas range from mergers & acquisitions,

joint ventures, licensing, technology transfers, securities laws, capital markets, both advisory and documentation work relating to domestic IPOs and GDR/ FCCB offerings of securities by Indian companies and project finance. Mr. Kulkarni is also very experienced in transactions involving restructuring, sick companies financial reconstruction, demergers, spin-offs, sales of assets, etc. He has advised several developers and utilities in government bids for the development of independent power projects and other projects involving private-public partnerships.

Mr. Richard Saldanha (Independent Non-Executive Director)

Mr. Saldanha, a graduate Mechanical Engineer, served Hindustan Lever & Unilever plc for 30 years. He spent almost 10 years in Latin America. Rose to be Chairman and CEO of Unilever Peru and a Member of the Unilever Latin America Board.

He returned to India as Managing Director of Haldia Petrochemicals Limited, a 2.5 BN \$ enterprise. Later he spent 5 years as Executive Director and Member of the Board of The Times of India Group to help build organizational capability, culture and competitiveness. He then was 6 years with The Blackstone Group in India as Executive Director responsible for Operational Excellence in a wide range of Portfolio Companies.

Currently Mr. Saldanha is on the Boards of a few of other prominent firms in India including Apollo health and Lifestyle Ltd. He is Vice Chairman and member of The Court of Governors of the Administrative Staff College of India.

He has always been actively involved with NGOs and CSR initiatives.

Ms. Sukanya Kripalu (Independent Non- Executive Director)

Ms. Sukanya Kripalu is a graduate from St. Xavier's College and alumni of the Indian Institute of Management, Calcutta. She is a consultant specializing in the area of marketing, strategy, advertising and market research. Her experience includes working with leading corporates like Nestle India Limited, Cadbury India Limited and Kellogg's India. She was also the CEO of Quadra Advisory – a WPP group company.

Ms. Sukanya Kripalu is on the Board of Directors at Aditya Birla Fashion & Retail Limited, Aditya Birla Health Insurance Company Limited, UltraTech Cement Limited, Colgate-Palmolive (India) Limited and Ceat Limited.

Mr. N. Subramanian (Non-Executive Director)

Mr. N. Subramanian is currently the Executive Director and CEO (New Media & Investments) of Bennett, Coleman & Company Limited - the holding company of Entertainment Network (India) Limited ('ENIL'). Mr. Subramanian joined ENIL in December 2006 and was the Executive Director & Group Chief Financial Officer of ENIL till June 30, 2023. With effect from July 1, 2023, Mr. N. Subramanian continues to serve on the Board of the Company as a Non-Executive Non-Independent Director.

Mr. Subramanian serves on the Boards of several companies in the Times Group. He has successfully handled a diverse set

of roles across functions and businesses in the Times Group. These include transformation of Mirchi from a pure-play FM radio company into a Content, FM, Live Entertainment, and Digital company; turnaround, rise and the leadership of Times OOH, accelerating the growth trajectory of Times Music, shaping education verticals of the Group, and managing joint ventures and partnerships. Mr. Subramanian has also built competent teams under him for Corporate and M&A related deliverables.

He has more than three decades of experience across Media & Entertainment, Financial Services, and FMCG businesses in India and overseas. In addition to Business Strategy, Finance, and Legal, he has also handled Capital and Debt Markets, M&A, and Private Equity in his long and illustrious professional career.

Prior to joining the Times Group, he was the CFO of SBI Life Insurance. He has also held senior management positions in the ICICI Group and Dresdner Kleinworth Capital. During the early part of his professional career, he handled a variety of roles in Brooke Bond Lipton (a Hindustan Unilever Group Company). He holds a Graduate Degree in Commerce and

is a Chartered Accountant, Cost Accountant and Company Secretary. He is also an Alumnus of the Harvard Business School. Mr. N. Subramanian has also served on committees/sub-committees constituted by SEBI, RBI, IRDA and the Ministry of Finance.

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

sd/-

Mehul Shah

*EVP – Compliance
& Company Secretary*

FCS: 5839

Mumbai, March 19, 2024

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