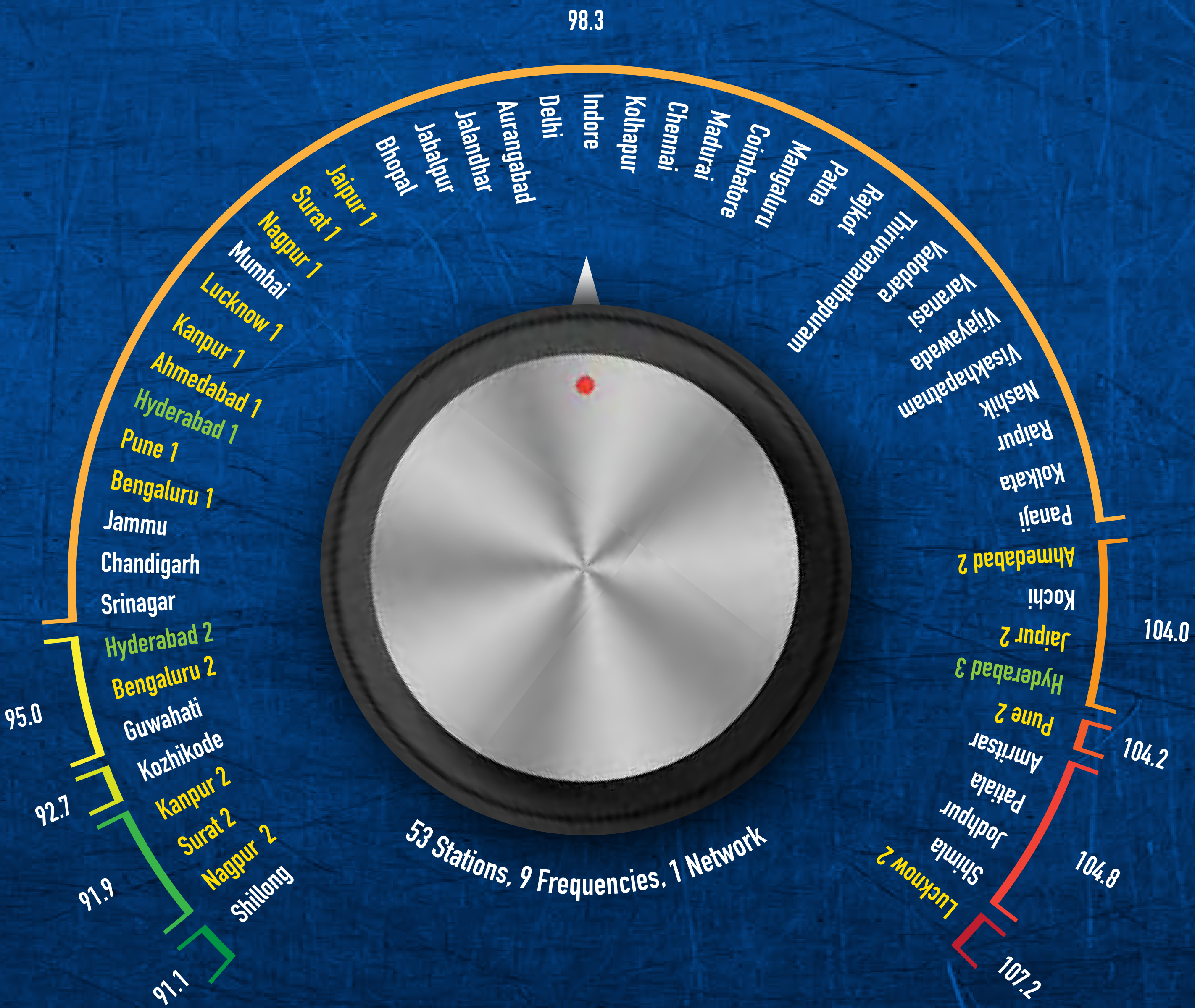
RADIO MIRCHI
It's hot!

ENIL
ENTERTAINMENT NETWORK (INDIA) LTD.

ANNUAL REPORT
2015-16

Mirchi Everywhere

On-Air • On-line • On-Ground



ON OFF

CORPORATE INFORMATION

BOARD OF DIRECTORS
(As on May 19, 2016)

Mr. Vineet Jain
(DIN: 00003962) - Non-Executive Chairman

Mr. B. S. Nagesh
(DIN: 00027595) - Independent Director

Mr. N. Kumar
(DIN: 00007848) - Independent Director

Ms. Punita Lal
(DIN: 03412604) - Independent Director

Mr. Ravindra Kulkarni
(DIN: 00059367) - Independent Director

Mr. Richard Saldanha
(DIN: 00189029) - Independent Director

Mr. Prashant Panday
(DIN: 02747925) - Managing Director & CEO

MANAGEMENT TEAM

Prashant Panday
Managing Director & CEO

N. Subramanian
Group Chief Financial Officer

Tapas Sen
Chief Programming Officer

Mahesh Shetty
Chief Operating Officer

Yatish Mehrishi
Chief Revenue Officer

GG Jayanta
EVP - Marketing

Rahul Balyan
EVP - Digital

Kaizad Irani
VP & Legal Head

COMPANY SECRETARY

Mehul Shah
SVP- Compliance & Company Secretary

AUDITORS

S. R. Batliboi & Associates LLP
Chartered Accountants
(ICAI Firm Registration number - 101049W/E300004)

LEGAL ADVISORS

Singh & Singh Lall & Sethi
Halai & Co., Advocates & Legal Consultants
Khaitan & Co.

BANKERS

HDFC Bank Limited

REGISTRAR & SHARE TRANSFER AGENTS (R & TA)

Karvy Computershare Private Limited,
Unit: - Entertainment Network (India) Limited,
Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad - 500 032.
Phone: 040-67162222, Fax: 040-23001153
Toll Free No.: 1800-345-4001

REGISTERED OFFICE

Entertainment Network (India) Limited,
CIN: L92140MH1999PLC120516,
4th Floor, A-Wing, Matulya Centre,
Senapati Bapat Marg, Lower Parel (West),
Mumbai - 400 013.
Phone: 022-66620600, 022-67536983
Fax: 022-67536800
E-mail: stakeholder.relations@timesgroup.com
website: www.enil.co.in

CORPORATE OFFICE

Entertainment Network (India) Limited,
Trade Gardens, Ground Floor, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel (West),
Mumbai - 400 013.
Phone: 022-67536983
website: www.enil.co.in

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FINANCIAL STATEMENTS

FINANCIAL HIGHLIGHTS

(₹ crores)

Particulars	2015-16	2014-15	2013-14	2012-13	2011-12
Results of Operations					
Total Revenue	**533.7**	470.7	407.2	355.4	312.9
Earnings Before Interest, Taxes, Depreciation and Amortisation (EBITDA) & Exceptional Items	**184.5**	177.5	147.3	121.2	112.2
Profit Before Tax	**148.2**	144.6	115.5	89.4	79.7
Net Profit	**100.0**	106.0	83.4	67.7	56.5
Earnings Per Share (Basic & Diluted) (₹)	**21.0**	22.2	17.5	14.2	11.9
Financial Position					
Equity Share Capital	**47.7**	47.7	47.7	47.7	47.7
Reserves and Surplus	**721.1**	626.9	532.5	454.6	392.5
Net Worth	**768.8**	674.6	580.2	502.3	440.2


Jammu Chandigarh Srinagar Ahmedabad Hyderabad Panaji Bengaluru Kolkata Guwahati Raipur Kozhikode
Nashik Kanpur Visakhapatnam Surat Vijayawada Nagpur Varanasi Shillong Vadodara Thiruvananthapuram Rajkot
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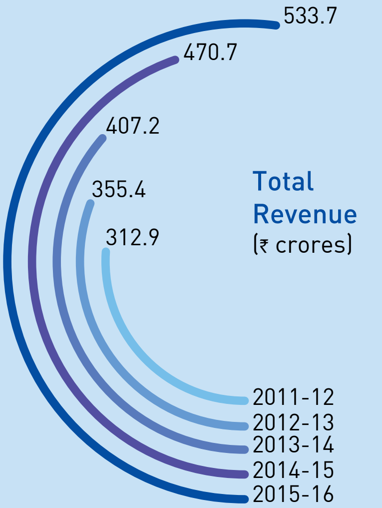
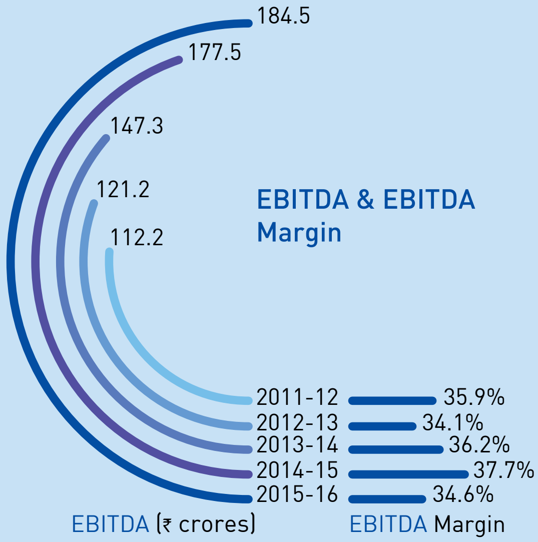
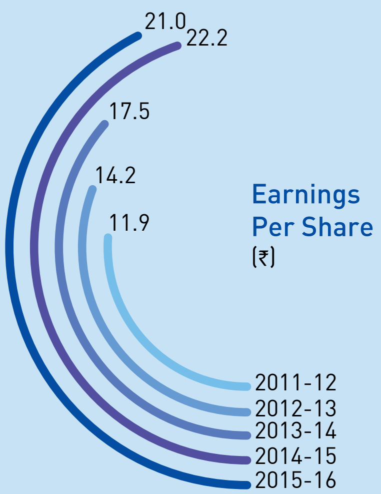
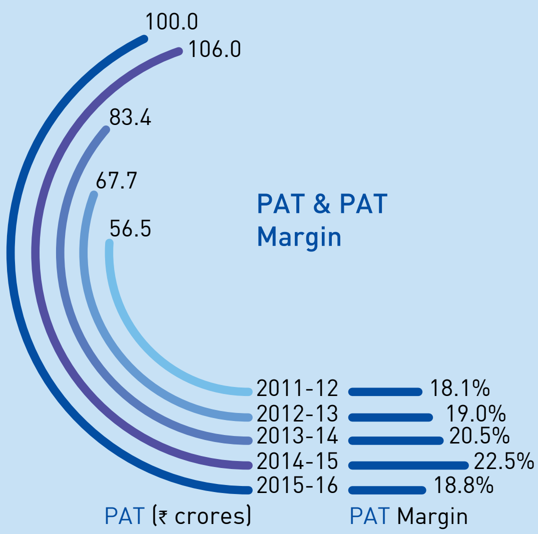
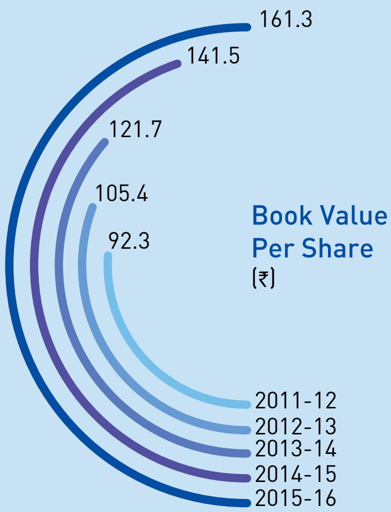
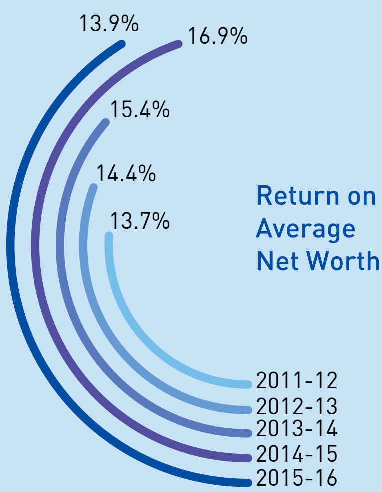

533.7
470.7
407.2
355.4
312.9
Total Revenue
(₹ crores)
2011-12
2012-13
2013-14
2014-15
2015-16


184.5
177.5
147.3
121.2
112.2
EBITDA & EBITDA Margin
2011-12 35.9%
2012-13 34.1%
2013-14 36.2%
2014-15 37.7%
2015-16 34.6%
EBITDA (₹ crores)
EBITDA Margin


21.0
22.2
17.5
14.2
11.9
Earnings Per Share
(₹)
2011-12
2012-13
2013-14
2014-15
2015-16


100.0
106.0
83.4
67.7
56.5
PAT & PAT Margin
2011-12 18.1%
2012-13 19.0%
2013-14 20.5%
2014-15 22.5%
2015-16 18.8%
PAT (₹ crores)
PAT Margin


161.3
141.5
121.7
105.4
92.3
Book Value Per Share
(₹)
2011-12
2012-13
2013-14
2014-15
2015-16


13.9%
16.9%
15.4%
14.4%
13.7%
Return on Average Net Worth
2011-12
2012-13
2013-14
2014-15
2015-16

Jammu Chandigarh Srinagar Ahmedabad Hyderabad Panaji Bengaluru Kolkata Guwahati Raipur Kozhikode
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Kochi Jai... Shimla Jodhpur Patiala Amritsar Bengaluru

MIRCHI EVERYWHERE

ON-AIR, ON-LINE, ON-GROUND

Mirchi is everywhere. It is most widely available on-air of course. The dial on the cover exemplifies our geographical reach across India. After the Phase – 3 batch-1 auctions and new acquisitions, we have 21 new stations – taking our total to 53 spread across 43 cities, spanning several languages and formats. Of these 21, four were acquired from TV Today, while the remaining 17 were won via auctions held between July-September 2015. Of the 53 stations, as many as 40 are currently live and counting. We are now also present in Amritsar, Patiala, Jodhpur, Shimla, Kochi and Guwahati. And in Bengaluru & Hyderabad, we now have a second channel both of which play Bollywood music. So now whether you want to listen to regional music or Hindi in these two cities – Mirchi has you covered.

We have a large presence online as well. We have added 6 new online stations to our bouquet of 10 existing ones, taking the total to 16. These new stations play music ranging from urban Bhangra to the latest Tamil and Telugu hits, from ghazals to pacy Hindi retro numbers. These stations are Yo Punjabi Mirchi (Punjabi), Mirchi Tapaka (Telugu), Mirchi Top Takkar (Tamil), Wakao (cool Hindi retro), Mirchi Mehfil (Ghazals) and Mirchi Top 20.

More than 240,000 subscribers on Mirchi's YouTube channel

Mirchi is everywhere even on social networks. We stream more than 10 million video views a month on our YouTube channel which has over 240,000 subscribers. On Facebook, we have over 2.7 million fans; on our national Twitter handle, we have close to 54,000 followers (there are many more on our regional handles).

Mirchi is also on TV through its popular television properties like the Mirchi Music Awards, Mirchi Top 20 and Spell Bee. The Mirchi Music Awards (MMAs), which are amongst the most respected awards in the film and music industry, are now held in eight languages – Hindi, Bengali, Tamil, Telugu, Kannada, Malayalam, Marathi and Punjabi. These are telecast on TV and this year had a gross viewership of over 165 million people all over India. Through Spell Bee which is targeted at school children, we reach over 1,000 schools and more than 1 million students.

Mirchi is present on-ground everywhere too. We are connected with some of the largest events in India. We also organize some of the most quirky events on our own. We partner with the biggest marathon runs in the country creating the country's biggest health and lifestyle expos in Mumbai, Delhi, Bengaluru and Kolkata which see over 150,000 visitors. We do over 20 major runs across the year including quirky innovations like the popular Mirchi Neon Run and Mirchi Monsoon Marathon. We have also created large-scale cricket and football properties like Mirchi Premier League and Mirchi Para Football.

We are now ever more visible in musical concerts as well. Our concerts business, branded Mirchi Live, took off this year with as many as 40 concerts being organised. That's approximately 1 concert every 10 days. As with all things Mirchi, these concerts also feature the biggest names in music delivering electrifying performances at sold-out venues.

In our quest to be everywhere, we are constantly trying to push the envelope and one way we did it this year was by launching "Mirchi T3" – India's first-ever exclusive Airport Radio at Delhi's Terminal-3. So, in addition to everywhere else, Mirchi is also present in airports now. More than 23 million passengers pass through Terminal-3 – typically comprising opinion leaders and influencers like business travellers, political bigwigs and dynamic young people. The music on this station is co-curated by none other than the award-winning music composers, Shankar-

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Radio Mirchi

Shankar Mahadevan, Ehsaan Noorani & Loy Mendonsa launch Mirchi T3

Ehsaan-Loy. So the next time you're at Terminal-3- give Mirchi T3 a listen. And feel the boredom lift!

Mirchi was also present on every advertising medium this past year. We were on TV with a powerful new ad based on the concept of "Rudaalis". This award-winning ad was much appreciated all over. Apart from TV, Mirchi's high-impact advertising was present all over other media as well – including print, outdoors, digital and cinema.

Mirchi Everywhere is responsible for your Company's strong financial performance. In an economy that is still getting back on its feet, your Company's revenues crossed the important landmark of ₹ 500 crores - growing 16% to ₹ 508.6 crores. Your Company reported an EBITDA from operations of ₹ 159.4 crores and net profit of ₹ 100.0 crores. Your Company is one of the few media companies in the country to report such a performance.

But, as that famous line goes – picture abhi baaki hai mere dost. This year promises to be even more action-packed with the launch of several new FM stations acquired during Phase-3 auctions, a significant increase in the number of online radio stations, concerts and on-ground activations scaling higher heights. Here's to More Mirchi Everywhere!!!

MIRCHI ADVERTISING EVERYWHERE

After a gap of 8 years, Mirchi was back on TV with a powerful new television commercial!

The ad is based on our core positioning of "Mirchi Sunnewale Always Khush". In it are shown young Rudaalis (professional mourners at funerals, famous particularly in Rajasthan) who are now finding themselves unable to cry. This is a source of extreme aggravation for the elderly Rudaali who is training them to continue the tradition and the "profession". Everytime *Amma*, as the young trainees fondly call their rudaali mother, takes them to a funeral to cry, they end up embarrassing her. They just can't do it! Finally the reason is revealed and after much heartache *Amma* finally understands them when she listens to Mirchi herself and becomes khush!

The commercial was played out on TV and on YouTube and won rave reviews, with Brand Equity naming it the Best Ad of 2015 in the Long Ad category and NDTV Profit naming it the Creative of the Week in their show "All about Ads" which aired on December 26th, 2015. It also won the Silver Lotus in the Film category at the prestigious Adfest 2016 held in Thailand and Silver in the 'Film Single' category at the Creative Abbys held at Goafest 2016. The film received rave reviews on Facebook as well with more than 2 million views and 32,000 "shares".

Mirchi's advertising was visible on other media as well. In Delhi, there was a fun Murga campaign which was carried on print; while in Bengaluru and Mumbai, we used outdoors to promote our evening drive time shows. We also used digital and cinema advertising to ensure Mirchi was visible everywhere!

Radio Mirchi


Radio Mirchi - Rudaali (Best)

Hovering somewhere near Best and Best Amid a Bad Lot, is a film for Radio Mirchi. Still about a minute longer than we'd have preferred, but there's much to like in this narrative about an aging *rudaali* unable to corral together an effective second-in-line set of criers. Turns out, because they are tuned in to a radio station, they are "always *khush*." For once, the ad actually links back to the service being advertised and its tagline, a bit of a rarity in these films where "Cut" and "But where's the product yaar?" seem to be things that few people dare say aloud.

Brand Equity December 30, 2015

Radio Mirchi


Ahead of T20 series, Ravi Shastri comes up with inimitably sharp retorts about ODI series

Amit Gupta

Team India director Ravi Shastri would make for an apt brand ambassador of *Radio Mirchi*, an FM radio station the tagline of which is Mirchi sunne wale always khush (Those tuning into Mirchi are always happy).

He is always on a high. The team loses: Doesn't matter. Seniors flop: It can happen. Juniors not rising to the occasions: It's a learning curve. Inexperience in the side: It's an opportunity for the youngsters to stand out and be counted. Oldies called back to the team: You can't buy experience in a supermarket.

He always wants you to believe that a revolution is just round the corner, doesn't matter if the team has lost everything that they have played in

Mumbai Mirror January 26, 2016

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Radio Mirchi

Mirchi campaigns on various media

MIRCHI EVERYWHERE IN THE MUSIC INDUSTRY

The Mirchi Music Awards

Mirchi believes in celebrating excellence especially in music. That is why we started the Mirchi Music Awards to salute the talent of our friends in the music industry without whom the Indian film industry would be incomplete. The tagline for this event says it all - "Music *ko* Mirchi *ka salaam*"! The Awards scale new heights with every passing year... so much so that it is now bigger than several film award shows as well. The 8th edition of the Mirchi Music Awards (MMAs) saw onstage action from the biggest stars of the Hindi film and music industry - including the Baadshah of Bollywood himself, Shah Rukh Khan! Hrithik Roshan not only attended but also sang his favourite tunes on stage. So did the versatile Govinda and Shakti Kapoor. One of the most popular young stars of today, the handsome Arjun Kapoor shook a leg. Also in attendance were Vidya Balan, Dia Mirza and Aditi Rao Hydari who presented awards to the winners. The show was hosted by the incomparable Sonu Nigam. Amongst the performances by music stars were those by Badshah and Mika Singh, another by Yo Yo Honey Singh and a medley of songs by the young hotties Aditi Singh Sharma, Anusha Mani, Nakash Aziz, and brothers, Armaan and Amaal Malik. The emotional highlight of this year's show was a musical tribute to the late Aadesh Shrivastava by some of the most renowned names in the industry including Alka Yagnik, Babul Supriyo and Shaan. Among the awards that were handed out during the night, Rajesh Roshan was felicitated with the Lifetime Achievement Award while Sanjay Leela Bhansali received the Make It Large Award. Govinda was felicitated with the "Face of Dhamaakedar Bollywood Hits" Award.

"Song of the Year" was won by the runaway hit 'Gerua' from *Dilwale*; "Album of the Year" by the movie *Bajirao Mastani*; "Male Vocalist of the Year" was won by the talented Papon for the song 'Moh Moh Ke Dhaage' from the movie *Dum Laga Ke Haisha* while Shreya Ghoshal walked away with "Female Vocalist of the Year" for the song 'Mohe Rang Do Laal' from *Bajirao Mastani*. "Lyricist of the Year" went to the talented Varun Grover for 'Moh Moh Ke Dhaage' and the "Music Composer of the Year" award went to the inimitable Pritam for 'Gerua'.

Telecast on Zee TV, Zee Anmol & Zing, the show was a resounding success among viewers with over 140 million people in total tuning in to watch it all over India.

Radio Mirchi

The entire Bollywood music fraternity came together to honor Rajesh Roshan for winning the Lifetime Achievement Award

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Radio Mirchi

The Baadshah of Bollywood, the one and only Shah Rukh Khan in his trademark pose on stage

Radio Mirchi

Bollywood's versatile actress, Vidya Balan, presents Alka Yagnik the award for Listeners Choice Song of the Year

Radio Mirchi

Hrithik Roshan sang his favorite song while Rakesh Roshan looked on

THE MIRCHI MUSIC AWARDS

Radio Mirchi

Arjun Kapoor shook a leg on stage

Radio Mirchi

Sanjay Leela Bhansali accepted the Make It Large Award from Aditi Rao Hydari

Radio Mirchi

Javed Akhtar presented the Lifetime Achievement Award to Rajesh Roshan

Radio Mirchi

The Face of Dhamakedaar Bollywood Hits, the ever-popular Govinda, with host Sonu Nigam

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Radio Mirchi

The popular duo of Mika & Badshah

Radio Mirchi

Honey Singh's powerpacked performance

Radio Mirchi

Adnan Sami's soulful ballads

Radio Mirchi

Musical duo, Sachin-Jigar belted out their hits

MIRCHI MUSIC AWARDS MARATHI

The 4th edition of the Mirchi Music Awards (Marathi) was held at Pune this year. It was attended by the biggest names of the Marathi film and music fraternity. The jury was chaired by Mr. Suresh Wadkar and the Head of the jury was Mr. Ashok Patki.

Radio Mirchi

Shankar Mahadevan left the audience speechless with his melodious notes

Radio Mirchi

Usha Mangeshkar honored with the Lifetime Achievement Award

Radio Mirchi

Sumit & Sonali enthralled the audience as hosts

Radio Mirchi

Mansi Naik's scintillating act

MIRCHI MUSIC AWARDS BANGLA

The Mirchi Music Awards (Bangla) completed their 5th edition in February this year. Like everywhere else, the show was an outstanding success with almost the entire Bengali music industry in attendance.

Radio Mirchi

An incredible act by the reigning superstar of commercial Bengali films, Dev

Radio Mirchi

Anupam Roy won the Make It Large Award

Radio Mirchi

Veteran playback singer of Bengali films, Arati Mukherjee, was honored with the Lifetime Achievement Award

MIRCHI MUSIC AWARDS PUNJABI

This year the 2nd edition of Mirchi Music Awards (Punjabi) was held in Amritsar and was attended by Bollywood superstars Deepika Padukone, Ranveer Singh and Sunny Deol. Performances by Diljit Dosanjh and Bohemia kept audiences on their feet. The Jury Chairman was Mr. Charanjit Ahuja.

Radio Mirchi

Star guests, Deepika Padukone & Ranveer Singh, charmed the crowd in their inimitable style

Radio Mirchi

Sunny Deol's charisma at work at MMA Punjabi

Radio Mirchi

Everyone's favourite, Diljit Dosanjh, enthralled audiences

Radio Mirchi

Bohemia rocked the stage

MIRCHI MUSIC AWARDS SOUTH

The Mirchi Music Awards (South) completed their 6th edition in August 2015. We are the only pan-South music award show. Mr. Gangai Amaran (Tamil), Mr. Nagabharana (Kannada), Mr. Suresh Babu (Telugu) and Mr. Sreekumaran Thampi (Malayalam) were the jury Chairmen for these awards.

Radio Mirchi

Superstar Kamal Haasan received the award for "An Actor's Outstanding Contribution to Film Music" from industry veterans Pt. Hariprasad Chaurasia, S. Janaki and Kushboo

Radio Mirchi

Mahesh Babu presented Manikant Kadri with the award for "Best Music Director (Kannada)"

Radio Mirchi

Popular actress, Charmee, presented a colorful act

MIRCHI EVERYWHERE ON-GROUND TOO

Mirchi created some of the largest experiential properties on-ground, on television and online last year. The brand took these experiences to consumers with over 170 events and extended its connect with them beyond just radio.

With national properties like Freshers, Rock & Dhol and Durga Puja celebrations scaled up from last year, innovative concepts like the Mirchi Monsoon Marathon were launched during the year. Mirchi Live, Mirchi's live music banner, brought concerts to consumers with more than 40 concerts organized during the year.

Radio Mirchi

Soha Ali Khan presenting the winner of Spell Bee with the grand prize

Radio Mirchi

Mirchi's standout college property - Mirchi Freshers

Radio Mirchi

The wildly popular Mirchi Neon Run

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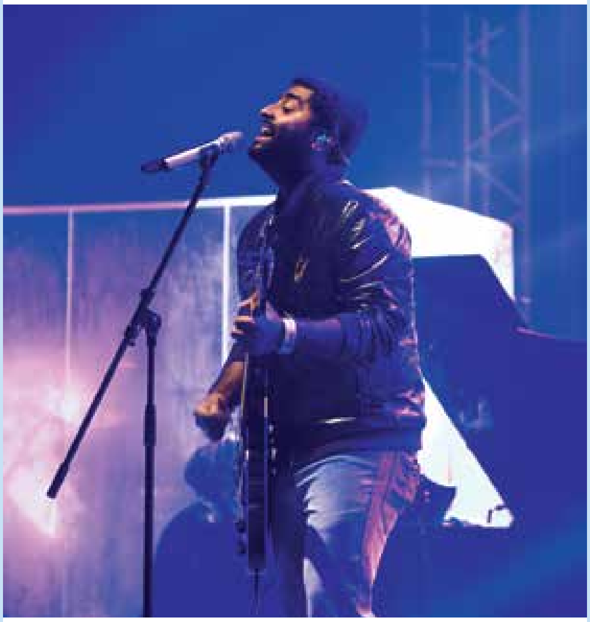
Radio Mirchi



Arijit Singh mesmerizing the audience in Delhi

Radio Mirchi

Electrifying performance by Sunidhi Chauhan in Gurugram

Radio Mirchi

Kailash Kher's sell-out show in Thane

Radio Mirchi

KK hitting the right notes in Jaipur

MIRCHI EVERYWHERE ONLINE

Mirchi has undergone significant expansion even in the online space. Mirchi now streams a total of 16 online stations on the Gaana.com platform. Mirchi has further strengthened its presence on Facebook, Twitter and YouTube as well. Many of our campaigns trended nationally last year. Our campaign on Mirchi Mirchi Awards reached 22 million Facebook and 37 million Twitter accounts, making it one of the biggest social media activities in the country!

Our website – www.radiomirchi.com - has become the number one site on the internet for searches related to terms like - 'Best Bollywood songs', 'Top Bollywood songs', 'Top Tamil songs' etc. We get more than 1.5 million unique users per month on our website.

Radio Mirchi

MIRCHI EVERYWHERE IN THE AWARDS CIRCUIT

Mirchi's 'Rudaali' ad wins everywhere

Mirchi's 'Rudaali' television commercial won the Silver Lotus in the Film Category at the prestigious Adfest 2016 held in Pattaya, Thailand.

This television commercial also won the Silver in the 'Film Single' category at the Creative Abbys held at Goafest 2016.

Radio Mirchi UAE's RJ Anup wins Best Asian RJ at Masala Awards 2015

At the Masala Awards 2015 held in Dubai, Mirchi's RJ Anup was declared the Best Asian RJ.

Mirchi wins at the prestigious 2016 New York Festivals® International Radio Program Awards

Mirchi emerged victorious in important categories. "Sunday Suspense Presents - The Hound of the Baskervilles" won the Bronze in the 'Best Audio Book – Fiction' category. RJ Jeeturaaj won a Finalist Certificate for 'Best Radio Personality: Local Market' while Mirchi's New Year Mix station jingle won a Finalist Certificate in the 'Station Id' category.

Mirchi wins at the Golden Mikes Award

Mirchi won 3 Golden Mikes awards this year – 2 awards for Effectiveness (Best Use of Radio and Best Use of Radio for Long-Term Effectiveness) and 1 award for Promotions (Best On-Air Promotion for a Client - Single Station).

Mirchi wins at APAC Customer Engagement Awards

Radio Mirchi won 4 awards at the APAC Customer Engagement Awards – 1 gold in the BTL Activity Category (Successful Use of Technology for the Meera & Suren Show), 1 silver for Mirchi Neon Run for "Innovation" in the Events & Promotion category, 1 silver for "Innovation" in the Radio Category for Mirchi & Hero and 1 bronze for "Innovation" in the Radio Category for Flat 983.

Mirchi wins at the IRF awards

We bagged six awards in various prominent categories. We won the Best Radio Station Imaging Award. Our Kolkata Station won two awards - Best Radio Programme (Bengali) for "The Hound of the Baskervilles" (Sunday Suspense) while the RJ of the Year (Bengali) went to RJ Mir. Our Delhi station bagged two awards - one for Best FM Station and another for Excellence in New Media Initiative for "Viral Mirchi Delhi"! Radio Mirchi's Pune station won the award for Best Radio Promo - In-House (Marathi) for "Ekda Kay Zhala".

Radio Mirchi

Mirchi wins awards everywhere

CSR Awards

Mirchi Cares, the CSR initiative which provides support to the visually impaired has won numerous awards. The all-accessible menu card won the ABP NEWS CSR Leadership Awards 2015-16 for outstanding social impact, was adjudged as the Finalist by the Grand Jury of Manthan Awards and also found a mention in the Limca Book of Records 2016. Mirchi also won the Blue Dart Global CSR Excellence & Leadership Awards for 'Innovation in Corporate Social Responsibility Practices 2015-16" for the overall CSR initiative of Mirchi Cares with a highlight on the Good Food Talks project. ACEF - Asian Award for Excellence in Branding, Marketing with CSR & PR-2014 for the overall CSR initiative of Mirchi Cares highlighting the 3-in-1 all accessible restaurant menu.

LETTER FROM THE MANAGING DIRECTOR

MIRCHI EVERYWHERE

Yes, Mirchi everywhere. This succinct phrase has been a mantra for the Mirchi team for a few years now.

Today, we can happily say that Mirchi, as an FM radio broadcaster, is only one of its many avatars. Its bouquet of 40 FM stations (soon to rise to 56) is still its biggest and most well-known avatar. But the other avatars are becoming bigger as well. Mirchi is present in a very big way online, as a streaming service on gaana.com, with 16 radio stations as on date. It is available at Delhi's T3 international airport catering to its 23 million passengers. And its presence on TV, in the form of reputed and much-watched annual award shows, is extensive.

Apart from being heard everywhere, Mirchi is followed extensively on Facebook and Twitter with more than 2.7 million of its fans following it on Facebook alone. Video content made by its creative team generates as many as 10 million views a month on YouTube. Its presence on broadcast TV is vast and growing. The Mirchi Music Awards, in 8 languages, generate a gross viewership upwards of 165 million. Mirchi Top 20, India's most followed countdown property, is a big draw on TV too, apart from being present weekly on radiomirchi.com, The Times of India and of course on Radio Mirchi itself. Thanks to its strong online and on-TV presence, brand Mirchi, and its star RJs are stars worldwide. Just ask any NRI anywhere in the world if she has heard of Mirchi, and don't be surprised to hear paeans being sung to the brand and its RJs!

Mirchi's RJs and its programming team are the reason for its widespread popularity and visibility everywhere. Its RJs can be seen picking up awards at award shows, in India and overseas. In every city, Mirchi's RJs are the most well-known and loved radio personalities, engaging more than an estimated 60 million listeners on a weekly basis. Mirchi is widely visible on-ground in numerous "activations" it organizes every year – inside colleges and residential colonies, and in the areas of sports and entertainment. It organized more than 40 concerts last year featuring some of the biggest names in Indian music – the likes of Arijit Singh and Sunidhi Chauhan.

Mirchi everywhere is the vision of the Company's

promoters, its Board and its management team. We want to see Mirchi in every nook and corner of the country. To achieve that, we participated enthusiastically in the auctions held by the government last year. We won 17 new licenses, taking our tally to 49. We also acquired 4 stations from the TV Today group, making it 53. And we hope to secure permission for 3 other TV Today group stations, taking our total to the currently maximum permissible 56 stations. Of these 56, the core Mirchi brand will be available in 43 cities. In 12 cities additionally, Mirchi will be available as two channels. And lastly, in 1 city (Hyderabad), it will have three channels. It is the only broadcaster to have such an extensive network of 2nd and 3rd channels. That's why we like to compare ourselves not with other radio broadcasters, but with the biggest TV broadcasters who have 2 GECs (General Entertainment Channels) in their fold. Like Star group has Star Plus and Life OK as Hindi GECs, and Zee group has Zee TV and "&"channels, so also does Mirchi have its 1st and 2nd channels all over.

New auctions scheduled later this year (in Sept-Oct 2016) will see Mirchi extend its footprint to even more cities, as the cap of 56 is raised. There is a whole new dynamism in smaller towns, the ones we prefer to call "growth markets". The economic growth is getting more widespread, with large new states, hitherto laggards, starting to join the growth bandwagon. Mirchi plans to enter such states in a big way, acquiring large footprints in economically vibrant states.

Mirchi is the biggest radio broadcaster by a mile. Our revenues crossed ₹ 500 crores last year, and ended at ₹ 508 crores. Despite a huge investment of over ₹ 710 crores in the auctions, renewals of old licenses and in capex – and consequent reduction in treasury income – it still reported ₹ 100 crores in PAT. The next radio broadcaster has revenues estimated at less than ₹ 350 crores.

All this has been possible because of the dynamism of Mirchi's sales teams. Its single minded focus on providing solutions to clients, rather than selling radio "inventory", has led to the creation of several new sales products. Our ability to offer "multi-media solutions" to clients has made clients see us as marketing consultants. Today, we get briefed first on creative requirements and then on media. We make hundreds of creatives for our clients and are perhaps one of the biggest producers of "jingles" across the country.

Mirchi everywhere is possible because there is a huge public demand for "adding spice" to humdrum lives. Our Annual Report in 2011 captured this in its theme. But our zest for this started much earlier....in fact, when we began our journey in 2001. At that time, our Chairman Mr. Vineet Jain said "once you've tasted Mirchi, everything else feels bland". That mantra still guides us. We see ourselves as "boredom busters"; our mission is to remove boredom from our listeners' lives!

Thank you for believing in us, and in joining hands in spreading Mirchi everywhere, and in busting boredom everywhere!

Prashant Panday
Managing Director & CEO
(DIN:02747925)

BOARD OF DIRECTORS

Mr. Vineet Jain

(Chairman & Non- Executive Director)

A trustee and board member of several organizations, Mr. Vineet Jain – Chairman & Non- Executive Director (ENIL) holds a Bachelor's degree (B. Sc.) in International Business Administration in Marketing from Switzerland.

As the Managing Director of Bennett, Coleman & Co. Ltd., Mr. Jain is acknowledged as a thought leader in transforming the Times Group from a publishing house to a diversified media conglomerate. He has made a significant difference to the landscape of the new age media in India. His leadership in the domain of Internet, Radio and Out of Home has added a new impetus to the categories.

He is on the managing committees of philanthropic organizations viz. The Times Foundation, The Times of India Relief Fund and the S. P. Jain Foundation.

Mr. Jain is also a member of the Board of Directors of The Press Trust of India Ltd.

Mr. B. S. Nagesh

(Independent Non- Executive Director)

Mr. B. S. Nagesh has been with Shoppers Stop Limited since its inception in 1991. Recognized as the pioneer of the retail boom in India, Mr. Nagesh was voted by Business India as one of the top 50 managers in India who will influence the Indian business scenario in the 21st century. Mr. Nagesh was also instrumental in acquiring of the Crossword chain of bookstores in the year 2000. Ernst & Young nominated him for the Entrepreneur of the Year Award 2005 as one of the top 30 finalists.

Mr. Nagesh is the first Asian to be inducted into the 'World Retail Hall of Fame' 2008 along with Mr. Millard Drexler of J Crew, Sir Philip Green of BHS and Arcadia and Mr. Amancio Ortega of Inditex at the World Retail Congress 2008 conducted in Barcelona. The four iconic retailers have been selected by retail industry leaders and experts from across the Globe in recognition of their supreme industry achievements. Shoppers Stop Limited also won the 'Emerging Market Retailer of the Year' Award at the World Retail Congress 2008.

Mr. Nagesh has been involved in setting up and opening the country's largest hypermarket HyperCity, which was launched in May 2006. HyperCity has been declared as one of the top 100 retail destinations in the world by Retail Week, UK and the best hypermarket at the United States International Design Awards in New York. In the year 2009, Mr. Nagesh was elevated as the Vice Chairman of Shoppers Stop in a non executive position.

As part of his personal philosophy of Learn, Earn & Return, Mr. Nagesh stepped down from all operational roles in the K. Raheja Corp Group in August 2009 at the age of 50. He has set up a charitable trust called TRRAIN (Trust for Retailers and Retail Associates of India). He has also established Section 25 company called TRRAIN Foundation with a not-for-profit objective. Both these organisations are working towards empowering people in retail by helping them through financial literacy, skilling, education and getting them pride and respect through awards and celebrations.

Mr. N. Kumar

(Independent Non- Executive Director)

Mr. N. Kumar is the Vice Chairman of The Sanmar Group (www.sanmargroup.com), a multinational US $ 1 billion conglomerate headquartered in Chennai, India with manufacturing facilities in India, the US, Mexico, and Egypt. The Group is engaged in key business sectors - Chemicals (including Speciality Chemicals), Engineering (Products and Steel Castings) and Shipping.

Mr. N. Kumar is the Honorary Consul General of Greece in Chennai. As a spokesman of Industry and Trade, Mr. N. Kumar has been a President of CII and participated in other apex bodies. He is also the President of the Indo-Japan Chamber of Commerce & Industry. Mr. N. Kumar is the Chairman of National Accreditation Board for Certification Bodies, which is a constituent of Quality Council of India.

Mr. N. Kumar is on the Board of various public companies and carries with him over four decades of experience in the spheres of Electronics, Telecommunications, Chemicals, Engineering, Technology, Education, Management and Finance.

Mr. N. Kumar has a wide range of public interests going beyond the confines of corporate management in areas of health, social welfare, education and sports. Mr. N. Kumar is a Governing Council Member of Save the Children, India with a key responsibility of Child Safeguarding. He is one of the Trustees of WWF-India (World Wide Fund for Nature - India). He is the Chairman of Madhuram Narayanan Centre for Exceptional Children and Managing Trustee of The Indian Education Trust which runs two Schools (one School Affiliated to CBSE, New Delhi and one School recognized by the Government of Tamil Nadu).

Mr. N. 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. He is an avid golfer and a patron of cricket and tennis.

Ms. Punita Lal

(Independent Non- Executive Director)

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

Ms. Lal's last held role was as CEO for NourishCo, a strategic joint venture between the Tatas and PepsiCo in the area of healthier beverages, where she launched the JV's first value beverages, Tata Gluco Plus, and Tata Water Plus.

In her prior role, as Executive Director - Marketing, PepsiCo Beverages, Ms. Lal was a key member of the Executive Committee of PepsiCo India Beverages, handling the strategic development of a diverse and large portfolio of beverages worth over $1 bn.

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

BOARD OF DIRECTORS

Mr. Ravindra Kulkarni
(Independent Non- Executive Director)

Mr. Ravindra Kulkarni is one of the most experienced corporate lawyers in India with over 45 years of practice and has immense experience of all aspects of 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 in several developers and utilities in government bids for development of independent power projects and other projects involving private public partnership.

He is a senior partner of M/s. Khaitan & Co., one of India's leading law firms and heads their Mumbai office. He is on the Boards of several listed companies as an independent director.

Mr. Richard Saldanha
(Independent Non- Executive Director)

Mr. Saldanha, a graduate Mechanical Engineer, served Hindustan Lever & Unilever plc with distinction 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 Ltd., a 1.5 BN $ enterprise.

Later 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 range of Portfolio Companies.

He is currently Executive Chairman of Trans Maldivian Airways and Gokaldas Exports, and is on the Boards of a few of the Blackstone Portfolio Cos. He also is on the Board of ENIL (a Times of India Group Co.) and member of the Court of Governors of the Administrative Staff College of India.

Mr. Saldanha is actively involved with NGOs and CSR Initiatives.

Mr. Prashant Panday
(Managing Director & CEO)

Mr. Prashant Panday is an Engineering graduate in Electronics & Communication and has done his PGDM from IIM Bangalore (1990).

Mr. Panday is the Managing Director and Chief Executive Officer of the Company. He has been associated with the Company since August 2000 and has played a key role in bringing in the radio revolution in India. Over the last 16 years, he has played a significant role in making Mirchi the #1 radio brand in the Country in terms of listenership. In 2008, Mirchi was rated the #1 media brand – ahead of The Times of India and Star Plus – in the IMRB- Pitch survey.

Mr. Panday has total experience of over 26 years in industries ranging from Advertising, Banking, FMCG & Media. Prior to joining the Company, he has worked with Citibank, Pepsi, HUL, Mudra and Modi Revlon. His areas of strength include Marketing & Sales, Analytics & Strategy and People Management. Mr. Panday is the Chairman of the FICCI Radio committee, the Sr. VP in the Association of Radio Operators of India (AROI), and a member of the CII Entertainment Committee. He also served as a member of the Ministry of I&B's committee on fighting piracy. He is a speaker at various industry forums.

NOTICE

NOTICE is hereby given that the **SEVENTEENTH** Annual General Meeting (AGM) of the Members of **ENTERTAINMENT NETWORK (INDIA) LIMITED** will be held on **Wednesday, August 3, 2016** at **3.00 p.m.** at Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai: 400018, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.

2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2016 and the Report of the Auditors thereon.

3. To declare dividend on equity shares.

4. To appoint a director in place of Mr. Vineet Jain (DIN: 00003962) who retires by rotation pursuant to the provisions of section 152 of the Companies Act, 2013 and who is not disqualified to become a director under the Companies Act, 2013 and being eligible, offers himself for reappointment.

5. **Ratification of appointment of auditors**

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

"RESOLVED THAT based on the recommendation of the Audit Committee and pursuant to the provisions of Sections 139, 142 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the Members of the Company at the Fifteenth Annual General Meeting (AGM) held on August 12, 2014; the appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration number - 101049W/ E300004) as the auditors of the Company be and is hereby ratified to hold office from the conclusion of the fifteenth Annual General Meeting (AGM) till the conclusion of the sixth consecutive AGM (with the meeting wherein such appointment has been made being counted as the first meeting), at a remuneration as may be recommended by the Audit Committee and fixed by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things for giving effect to this resolution."

Special Business:

6. **Ratification of remuneration payable to cost auditors**

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

"RESOLVED THAT pursuant to the provision of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Cost Auditors, M/s. R. Nanabhoy & Co., Cost Accountants (Firm registration number-00010), appointed by the Board of Directors of the Company as recommended by the Audit Committee to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2017, be paid the remuneration as set out in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things for giving effect to this resolution."

7. **Reappointment of Mr. Prashant Panday - Managing Director & CEO**

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

"RESOLVED THAT based on the approval and recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of sections 152, 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and all applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as 'the Act'), and subject to the approvals, consents, permissions, sanctions, etc., of the Central Government and all other concerned statutory, regulatory and other authorities, if and to the extent applicable and required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which shall include duly authorized committee thereof for the time being in force exercising the powers conferred upon it by the Board), the Company hereby approves the reappointment of Mr. Prashant Panday (DIN: 02747925) on continuation basis, without any interruption/ break in service, as the Managing Director & Chief Executive Officer ('MD & CEO') of the Company, whose office shall be liable to retire by rotation, for a period of 5 (five) years with effect from July 1, 2016 till June 30, 2021, upon the terms and conditions including remuneration, as stated in the Statement pursuant to section 102 of the Act annexed to this Notice;

RESOLVED FURTHER THAT Mr. Panday will be a key managerial personnel of the Company under the provisions of section 203 of the Act;

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Prashant Panday as the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to Mr. Panday remuneration by way of salary, benefits, perquisites, allowances, etc. as specified in the Statement annexed herewith as the minimum remuneration for a period not exceeding 3 (three) years, subject to compliance with the applicable provisions of sections 196, 197 and all other applicable provisions, if any, of the Act read with Schedule V of the Act as amended from time to time, subject to the approval of the Central Government, if and to the extent necessary and applicable;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution, to make modifications as may be deemed to be in the interest of the Company, with liberty to the Board to alter and vary the terms and conditions of the aforesaid reappointment, including but not limited to determine the remuneration payable to Mr. Panday and also the types and amount of perquisites, other benefits and allowances, from time to time, in accordance with the provisions of the Act and to do all such acts, deeds, matters and things for giving effect to this resolution;

RESOLVED LASTLY THAT the Board be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any director or officer or person, to give effect to the aforesaid resolution."

8 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 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as 'the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'] and subject to all applicable approval(s) if and to the extent required, the directors who are neither managing directors nor whole - time directors of the Company (i.e. non - executive directors) be paid profit related commission / remuneration (in addition to the sitting fees paid/ payable for attending the meetings of the Board of Directors and any of its Committees) for each of the five financial years of the Company commencing from April 1, 2016, provided that the profit related commission shall not exceed,

a) one percent of the net profits of the Company computed in the manner laid down in Section 198 of the Act, if there is a managing or whole - time director or manager,

b) three percent of the net profits of the Company computed in the manner laid down in Section 198 of the Act in any other case,

RESOLVED FURTHER THAT criteria, amount, proportion, manner and distribution of the aforesaid profit related 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 do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals and to settle any questions, difficulties or doubts that may arise for giving effect to this resolution."

Notes:

a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, WHO NEED NOT BE A MEMBER, TO ATTEND AND VOTE ON POLL ON BEHALF OF HIMSELF/ HERSELF. The instrument appointing the Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 (forty eight) hours before the commencement of the Meeting. A proxy form for the Annual General Meeting (AGM) is enclosed.

A person can act as a proxy on behalf of the Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Member. Proxies submitted on behalf of limited companies, societies, etc. must be supported by valid and effective resolution/ authority, as applicable.

b) The Company's Registrar & Share Transfer Agents are Karvy Computershare Private Limited ('**R & TA**'), Unit: Entertainment Network (India) Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032. Phone: 040-67162222; Fax: 040-23001153; Toll Free no.: 1800-345-4001.

c) The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, July 28, 2016 to Wednesday, August 3, 2016, both days inclusive**, for taking record of the Members of the Company for the purpose of AGM and determining the names of the Members eligible for dividend on equity shares, if declared at the AGM.

d) The Dividend**,** if declared at the AGM, would be paid/ dispatched on/ after August 4, 2016 and within thirty days from the date of declaration of dividend to those persons (or their mandates):

- whose names appear as beneficial owners as at the end of the business hours on July 27, 2016 in the list of the Beneficial Owners to be obtained from the Depositories i.e. National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL], in respect of the shares held in electronic/ dematerialized mode; and
- whose names appear as Members in the Register of Members of the Company as on July 27, 2016, after giving effect to valid share transfers in physical forms lodged with the Company/ R & TA, in respect of the shares held in physical mode.

In respect of the Members holding shares in electronic form, the bank details obtained from the respective depositories will be used for the purpose of distribution of dividend through various approved/ permissible electronic mode of payment viz. Electronic Clearing Services (ECS), National Electronic Funds Transfer (NEFT), Real Time Gross Settlement (RTGS), etc. The Company/ R & TA will not act on any direct request from the Members holding shares in dematerialized form for change/ deletion of such bank details. Such changes are to be intimated by the Members to their depository participants.

Members holding shares in the physical form and desirous of availing approved/ permissible electronic mode of payment facility for direct credit of dividend to their bank account may submit their requisite request to R & TA. Any query related to dividend should be directed to R & TA.

e) The relevant Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), setting out the material facts relating to the special business as set out in the Notice is annexed hereto.

f) As per the provisions of Section 197 of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other relevant particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of the Annual Report. As per the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the Members of the Company. The said information is made available for inspection at the Registered Office and Corporate Office of the Company during working hours for a period of 21 days before the date of AGM. Any Member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request. The Annual Report is available on the Company's website at: ***www.enil.co.in***

g) As required under the Secretarial Standard - 2 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], the details of all the Directors, *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, etc. are annexed to the Notice and form part of the Explanatory Statement. Brief resume of all the Directors of the Company has also been furnished separately in the Annual Report. The directors have furnished the relevant consents, declarations, etc. for their appointment/ reappointment. None of the Directors are related with other directors or key managerial personnel (*inter-se*).

h) As per Sections 101, 136 and all other applicable provisions of the Act, read with the rules made under the Act, companies can serve/ send various reports, documents, communications, including but not limited to annual report comprising of the report of the board of directors, auditors' report, financial statements, notice of general meeting, etc. (hereinafter referred to as 'the Documents') to its members through electronic mode at their e-mail addresses.

   Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses with their depository participants, in respect of electronic holdings.

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

   The Company believes in green initiative and is concerned about the environment. The Company has e-mailed the Documents in electronic mode at your e-mail address obtained from the depositories/ available with R & TA. Members who have not registered their e-mail addresses have been furnished hard copy of the Documents.

   Members are requested to furnish/ update the details of their address, e-mail address, bank account details, relevant information for availing various approved/ permissible modes of electronic funds transfer facilities viz. Electronic Clearing Services (ECS), National Electronic Funds Transfer (NEFT), Real Time Gross Settlement (RTGS), etc.:

   i) to their depository participants in respect of their shareholdings in electronic (dematerialized) form;

   ii) to R & TA, in respect of their shareholdings in physical form, quoting their folio numbers.

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

i) Pursuant to Section 108 of the Act, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and all other relevant rule made under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['the Listing Regulations'], the Company is pleased to provide the facility to the Members to exercise their right to vote on the resolutions proposed to be considered at AGM by electronic means and the business may be transacted through such voting. **The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, July 27, 2016 are entitled to vote on the Resolutions set forth in this Notice. The cut-off date for the purpose of remote e-voting and voting at the AGM is July 27, 2016. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.** The Members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The Company has appointed Karvy Computershare Private Limited ('KCPL' / 'Karvy' / 'Service Provider' / 'R & TA') for facilitating remote e-voting.

   Subject to the applicable provisions of the Act read with the rules made thereunder (as amended), the voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date for the purpose of remote e-voting, being July 27, 2016. Members are eligible to cast vote only if they are holding shares as on July 27, 2016.

The remote e-voting period will commence at 9.00 a.m. (IST) on Saturday, July 30, 2016 and will end at 5.00 p.m. (IST) on Tuesday, August 2, 2016. During this period, the Members of the Company holding shares in physical form or in dematerialized form may cast their vote through remote e-voting. **The remote e-voting module shall be blocked/ disabled for voting thereafter**.

Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again. The Members may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.

The facility for voting, either through electronic voting system or ballot or polling paper, shall also be made available at the AGM and the Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.

The Members are requested to refer to the detailed procedure on remote e-voting furnished separately to vote through electronic mode and same shall be available on the Company's website: ***www.enil.co.in***. In case of any query pertaining to remote e-voting, please visit *Help* and *FAQ's* section of **https://evoting.karvy.com** (Karvy's website) or download *User Manual for Shareholders* available at the *Downloads* section of **https://evoting.karvy.com** or e-mail to **evoting@karvy.com** or contact Mr. P. A. Varghese of Karvy, Contact No. 040-67162222; Fax: 040-23001153; Toll Free no.: 1800-345-4001.

j) Annual Report including *inter alia* the Report of the Board of Directors, Auditors' Report, Financial Statements, Notice of this AGM, instructions for remote e-voting, attendance slip, proxy form, etc. is being sent by electronic mode to all Members whose e-mail addresses are registered with the Company/ R & TA/ depositories unless a Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the relevant documents are being sent by the permitted mode.

k) In case a person has become the Member of the Company after the dispatch of the AGM Notice but on or before the cut-off date i.e. **July 27, 2016**, he may write to R & TA on the email ID: **evoting@karvy.com** or to Mr. P. A. Varghese, Contact No. 040-67162222; Fax: 040-23001153; Toll Free no.: 1800-345-4001, at Karvy Computershare Private Limited [Unit: Entertainment Network (India) Limited], Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password.

l) In terms of Section 72 of the Act read with the applicable rules made under the Act, every holder of shares in the Company may at any time nominate, in the prescribed manner, a person to whom his/ her shares in the Company shall vest, in the event of his/ her death. Nomination form can be obtained from the R & TA.

m) Members/ Proxies should bring their copy of the Annual Report and Attendance Slip sent herein, duly filled in, for attending the Meeting.

n) Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a certified copy of the relevant board resolution authorizing their representatives to attend and vote at the Meeting on their behalf.

o) In case of joint holders, the vote of only such joint holder who is higher in the order of names, whether in person or proxy, shall be accepted to the exclusion of the votes of other joint holders.

p) Members desiring any information pertaining to the financial statements are requested to write to the Company Secretary at an early date so as to enable the Management to reply at the AGM.

q) Statutory registers and all other documents relevant to the business as stated in the Notice convening the AGM are open for inspection by the members at the Registered Office and Corporate Office of the Company during business hours on any working day of the Company without payment of fee and will be available at the AGM.

r) Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the R & TA/ Company Secretary at the registered address. Members are requested to note that as per Section 205A of the Companies Act, 1956 (corresponding Section 124 of the Companies Act, 2013), dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund. Details of the unclaimed dividend amount is available on the Company website- ***www.enil.co.in*** at the url: *http://www.enil.co.in/unclaimed-dividend.php*

s) The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their Depositories Participant(s). Members holding shares in physical form shall submit their PAN details to R & TA.

t) Annual Report containing *inter alia* the Notice convening the Seventeenth Annual General Meeting, the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors, Report on Corporate Governance, Management Discussion & Analysis, etc. are available on the Company's website at: ***www.enil.co.in.*** Copies of the aforesaid documents are available for inspection at the Registered Office and Corporate Office of the Company during business hours on any working day of the Company.

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

sd/-

Mehul Shah
SVP – Compliance & Company Secretary
FCS: 5839

Mumbai, May 19, 2016

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

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

The following Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 8 of the accompanying Notice dated May 19, 2016.

1. **Item No. 5:** The Members of the Company, at the fifteenth Annual General Meeting (AGM), approved the appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration number - 101049W/ E300004) as the auditors of the Company to hold office from the conclusion of the fifteenth AGM till the conclusion of the sixth consecutive AGM (with the meeting wherein such appointment has been made being counted as the first meeting), at a remuneration as may be recommended by the Audit Committee and fixed by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit. The aforesaid appointment was subject to the ratification of the appointment by the Members of the Company at every AGM after the fifteenth AGM. Accordingly, consent of the Members is sought for passing the ordinary resolution as set out at Item No. 5 of the notice for ratification of the appointment of the auditors of the Company.

2. S. R. Batliboi & Associates LLP have given their consent for ratification of the aforesaid appointment as the Statutory Auditors of the Company. They have submitted a certificate in terms of the Rule 4 of the Companies (Audit and Auditors) Rules, 2014 and confirmed their eligibility in terms of the applicable provisions of the Companies Act, 2013, read with the applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force). They have also confirmed that they are not disqualified for appointment under the applicable provisions of the Companies Act, 2013.

3. In terms of the Rule 4(1)(d) of the Companies (Audit and Auditors) Rules, 2014, S. R. Batliboi & Associates LLP have confirmed that to the best of their knowledge, as on date there are no pending proceedings against them or any of their partner(s) with respect to professional matters of conduct, except for one item related to professional matters of conduct detailed as below:

   a) There is one matter of professional misconduct where proceedings with the Disciplinary

Committee of the Institute of Chartered Accountants of India are currently ongoing.

4. Relevant documents are available for inspection by the members at the Registered Office and Corporate Office of the Company during business hours on any working day of the Company without payment of fee and same shall be available at the AGM.

5. None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the notice. The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the notice for approval by the Members.

6. **Item No. 6:** The Board of Directors, on recommendation of the Audit Committee and pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), has approved the appointment and remuneration of the Cost Auditors, M/s. R. Nanabhoy & Co., Cost Accountants (Firm registration number- 00010) to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2017. The aforesaid appointment of M/s. R. Nanabhoy & Co. is subject to the relevant notifications, orders, rules, circulars, etc. issued by the Ministry of Corporate Affairs and other regulatory authorities from time to time. The remuneration payable to M/s. R. Nanabhoy & Co. shall be ₹ 4,50,000 (Rupees four lacs fifty thousand only) plus out of pocket expenses and applicable taxes for the aforesaid audit. A Certificate issued by the above firm regarding their independence and eligibility for appointment as Cost Auditors and other relevant documents are available for inspection by the members at the Registered Office and Corporate Office of the Company during business hours on any working day of the Company without payment of fee and same shall be available at the AGM.

7. In accordance with the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules 2014 and all other applicable rules, the remuneration payable to the Cost Auditors is required to be ratified subsequently by the shareholders. Accordingly, consent of the Members is sought for passing the ordinary resolution as set out at Item No. 6 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending on March 31, 2017.

8. None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the notice. The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the notice for approval by the Members.

9. **Item No. 7:** Mr. Prashant Panday (Indian, date of birth - July 8, 1965) has been associated with the Company since August 2000. Owing to his outstanding qualities of leadership, maturity and performance over the years, he was promoted to the rank of Deputy Chief Executive Officer in August 2005 and to Chief Executive Officer in August 2007. The Members of the Company, at the 11th Annual General Meeting (AGM) held on September 7, 2010, had approved the appointment of Mr. Prashant Panday as the Whole-time Director designated as 'Executive Director & Chief Executive Officer' of the Company for a period of 3 (three) years with effect from July 1, 2010 till June 30, 2013. He was re-appointed by the members of the Company for the period of 3 (three) years commencing from July 1, 2013 and ending on June 30, 2016, on continuation basis, without any interruption/ break in service, on various terms and conditions including remuneration as approved by the members at the 14th AGM held on August 8, 2013. At the 15th AGM held on August 12, 2014, he was re-designated as the *Managing Director & Chief Executive Officer* for his remaining tenure i.e. up to June 30, 2016.

10. Mr. Panday has excellent academic and professional qualifications. He holds a Post Graduate Diploma in Management from Indian Institute of Management, Bangalore and also holds a degree of B. E. Electronics and Communication- Gujarat University. His academic brilliance is combined with rich experience of over twenty six years in various industries, including but not limited to marketing, advertising, financial services. Prior to joining the Company, Mr. Panday was the Director-Marketing, Modi-Revlon Limited, Delhi.

11. Mr. Panday has played a significant role in supporting the Board of Directors of the Company in Radio Mirchi's success; particularly in the

context of geographical coverage, growth of listenership and revenues.

12. Based on the approval and recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 152, 196, 197, 203 read with Schedule V and all other applicable provisions of the Act and all applicable rules made under the Act, the Board of Directors of the Company, at their meeting held on May 19, 2016, unanimously approved the reappointment of Mr. Prashant Panday (DIN: 02747925) as the *Managing Director & Chief Executive Officer* ['MD & CEO'] for a period of 5 (five) years commencing from July 1, 2016 and ending on June 30, 2021. The aforesaid reappointment is on a continuation basis, without any interruption/ break in the service and is subject to the approvals, consents, permissions, sanctions and the like of the Members of the Company and all other concerned statutory and other authorities, if and to the extent applicable and required. Mr. Panday is also designated as a key managerial personnel of the Company under the provisions of section 203 of the Act.

13. The period of office of Mr. Panday shall be liable to determination by retirement of directors by rotation. If Mr. Panday is re-appointed as a director immediately on retirement by rotation, he shall continue to hold office of MD & CEO and such re-appointment as director shall not be deemed to constitute break in his appointment as the MD & CEO.

14. Mr. Panday is a committee member of the Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Company. He is also holding the office of the Non-executive Director on the Board of Directors of Alternate Brand Solutions (India) Limited-subsidiary of the Company.

15. Mr. Prashant Panday satisfies all the applicable conditions as set out under Section 196 read with Schedule V of the Act for being eligible for the office of the MD & CEO. The Company has received from Mr. Panday:

    i) Consent to act as the MD & CEO in the prescribed form *DIR-2* pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014;

    ii) Intimation in the prescribed form *DIR-8* pursuant to Section 164 of the Act and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to become a director under the Act;

    iii) Declaration under Section 152 of the Act to the effect that he is not disqualified to become a director under the Act.

16. Pursuant to the provisions of Section 190 of the Act, the written memorandum setting out the terms and conditions including remuneration and other relevant documents are open for inspection by the members at the Registered Office and Corporate Office of the Company during business hours on any working day of the Company without payment of fee.

17. The material terms and conditions of the reappointment of Mr. Prashant Panday, as the MD & CEO, are as follows:

    a) Designation and period of reappointment:

    Mr. Prashant Panday has been reappointed as the *Managing Director & Chief Executive Officer* ['MD & CEO'] under the provisions of Section 196 and all other applicable provisions, if any, of the Act. The aforesaid reappointment of Mr. Prashant Panday is for the period of 5 (five) years commencing from July 1, 2016 and ending on June 30, 2021, on continuation basis, without any interruption/ break in service. His period of office shall be liable to determination by retirement of directors by rotation.

    b) Remuneration:

    The terms and conditions of the reappointment of Mr. Panday, including remuneration, have been approved by the unanimous resolution passed by the Nomination & Remuneration Committee and the Board of Directors. Mr. Panday shall be entitled to the remuneration, perquisites, allowances, reimbursement, etc. as listed below:

    i) Basic Salary: ₹ 5,61,790 (Rupees five lacs sixty one thousand seven hundred ninety only) per month with such increments as may be determined by the Board of Directors of the Company (hereinafter referred to as the 'Board' which shall include committee thereof for the time being in force, exercising the powers conferred upon it by the Board), at its sole discretion, based on the performance;

ii) House Rent Allowance: Either the Company's owned/ hired/ leased fully furnished residential accommodation or house rent allowance of equivalent amount in lieu thereof or a combination of both, the cost of which shall not exceed 50 % of the Basic Salary, with authority to the Board to revise the limit from time to time;

iii) Special Pay Allowance: ₹ 11,12,192 (Rupees eleven lacs twelve thousand one hundred ninety two only) per month with such increments as may be determined by the Board, at its sole discretion, based on the performance;

iv) Other Allowance: Other allowances including but not limited to transportation allowance, medical reimbursement, car allowance/ company car/ monetized value of leased car, leave travel allowance, other allowances, reimbursements, etc. up to 15% of the Basic Salary, as may be determined by the Board;

v) Performance Bonus, incentive, deferred cash incentive, ex gratia payment etc.: ₹ 1,37,70,137 (Rupees one crore thirty seven lacs seventy thousand one hundred thirty seven only) per annum (payable annually or monthly on pro rata basis at the sole discretion of the Board), based on merit and taking into consideration the Company's performance, with such increments / revisions as may be determined by the Board;

vi) Remuneration / profit related commission as permissible and subject to the provisions of Section 197 and other applicable provisions of the Act, as determined by the Board at its sole discretion;

vii) During the tenure of the reappointment (i.e. commencing from July 1, 2016 and ending on June 30, 2021), aggregate increments in the remuneration as referred to at para b) i to vi hereof shall be limited to a maximum of 100% (hundred per cent) in aggregate;

viii) Others:

- Contribution to provident fund, superannuation fund, pension scheme, national pension scheme (NPS), annuity fund, payment of gratuity, encashment of leave, etc. shall be subject to the Company's policy/ rules;
- Club Fees - Membership and annual fees of clubs shall be incurred by the Company subject to maximum of two clubs and shall be subject to the Company's policy/ rules or as may be permitted by the Board;
- Contribution to medical/ accident insurance and such other perquisites and allowances in accordance with the Company's policy/ rules or as may be permitted by the Board;

ix) Minimum Remuneration:

Where in any financial year during the currency of the tenure of Mr. Prashant Panday as the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to Mr. Panday remuneration by way of salary, benefits, perquisites, allowances, etc. as specified above as the minimum remuneration for a period not exceeding 3 (three) years, subject to compliance with the applicable provisions of sections 196, 197 and all other applicable provisions, if any, of the Act read with Schedule V of the Act as amended from time to time, subject to the approval of the Central Government, if and to the extent necessary and applicable.

c) Mr. Panday shall be entitled to reimbursement of all expenses relating, including but not limited to traveling, field visits, mobile, e-mail devices, communication facilities, entertainment, other out-of-pocket expenses, etc. incurred by him in connection with or relating to the business of the Company.

d) Mr. Panday shall also be entitled to stock options as per the employees' stock option plan as may be formulated/ amended by the Board from time to time pursuant to the provisions of the Act, read with the applicable rules, regulations and guidelines thereon.

e) Mr. Panday shall devote his whole time and attention to the business of the Company and he shall carry out such functions, exercise such powers and perform such duties as the Board shall, from time to time, in its absolute discretion determine and entrust upon him. Subject to the superintendence, control and direction of the Board, Mr. Panday shall have general control of the business of the Company and be entrusted with substantial powers of management of the affairs of the Company and is authorized to enter into contracts on behalf of the Company and to do and perform all other acts and things which, in the ordinary course of business, he may consider necessary or proper in the best interest of the business of the Company and the business of any one or more of its associated companies and/ or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/ or subsidiaries or any other executive body or any committee of such company.

f) The aforesaid reappointment may be terminated by either party by giving to the other party not less than three months' prior notice in writing of such termination or payment in lieu of notice.

g) If and when the aforesaid reappointment/ employment of Mr. Panday expires or is terminated, Mr. Panday shall cease to be the MD & CEO and also Director of the Company from such date of cessation.

h) The terms and conditions of the aforesaid reappointment/ employment including but not limited to the remuneration payable to Mr. Panday may be revised, modified, altered and varied from time to time as may be determined by the Board at its sole discretion.

18. The Special Resolution at Item No. 7 is necessary having regard to the provisions of Sections 196, 197 and other applicable provisions, read with Schedule V of the Act and to allow a certain amount of flexibility to the Board to recognize merit and reward outstanding performance. The Company has not made any default in repayment of any of its undisputed debts (including public deposits) or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of reappointment of such managerial person.

19. Mr. Panday is holding 21900 equity shares in the Company (0.05% of the paid up capital of the Company) as on date of this Notice. He is not having any interest in the capital of the Company or its holding Company, directly or indirectly or through any other statutory structures and not having any direct or indirect interest or related to the directors or promoters of the Company or its holding Company at any time during last two years before or on the date of the reappointment and is having a graduate level qualification with expert and specialized knowledge in the field of his profession.

20. Taking into consideration the size of the Company, the profile of the incumbent, the responsibilities shouldered by him and the industry benchmark, the remuneration proposed to be paid to the incumbent is commensurate with the remuneration packages paid to similar senior level incumbents in other companies. The Board of Directors, therefore, recommends the Special Resolution at Item No. 7 of the accompanying Notice for approval by the Members.

21. Copies of the relevant resolutions passed by the Board and other relevant documents relating to the aforesaid reappointment of Mr. Panday are available for inspection by the members of the Company during business hours on any working day of the Company.

22. Except Mr. Prashant Panday, to whom the resolution relates, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the notice.

Additional information as per Schedule V of the Companies Act, 2013:

1. General Information:

1.1 Nature of industry:

The Company is in the business of Private FM Radio Broadcasting. Radio broadcast commenced in India in the early 1920's. It is one of the oldest and the most accessible segments of the entertainment industry.

Today radio has become an integral part of a media plan due to its phenomenal reach in India. It is the only medium which is local, live and interactive. Advertisers can actually create localized and segmented advertising for their target customers. They can use radio to reach out to specific pockets of audiences and get real time responses to their communication.

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, 2016;

Particulars	(In ₹)
Total Income	5,33,71,76,003
Net Profit as per the Statement of Profit and Loss	1,00,00,11,273
Profit as computed under Section 198 of the Act	1,30,42,43,814
Net Worth	7,68,84,11,286

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.

2. Information about the appointee:

2.1 Back ground details, recognition or awards, job profile and his suitability:

During his illustrious tenure, Mr. Prashant Panday has played a commendable role in the success and growth achieved by the Company.

For the under mentioned reasons, it is deemed expedient to reappoint Mr. Prashant Panday as the Managing Director & Chief Executive Officer of the Company:

- Mr. Panday has excellent academic and professional qualifications. He holds a Post Graduate Diploma in Management from Indian Institute of Management, Bangalore and also holds a degree of B. E. Electronics and Communication- Gujarat University.
- His academic brilliance is combined with rich experience of over twenty six years in various industries, including but not limited to marketing, advertising, financial services.
- Prior to joining the Company, Mr. Panday was the Director-Marketing, Modi-Revlon Limited, Delhi.
- Being a people intensive industry, the proposed remuneration is in line with current job market norms.
- Taking into consideration the size of the Company, the profile of Mr. Panday, the responsibilities shouldered by him and the industry benchmark, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents in other companies.

2.2 Past remuneration:

Remuneration	(In ₹)
For the financial year 2015-2016	* 3,70,28,721
For the financial year 2014-2015	2,79,72,269
For the financial year 2013-2014	2,60,22,370

* includes one time payment of ₹ 62,34,839

2.3 Remuneration proposed:

The details of the proposed remuneration have been furnished hereinbefore in para 17 of the Explanatory Statement.

2.4 Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):

Generally, in the Media & Entertainment industry, talent (personnel/ employee) cost forms a large part of overall costs as compared to other industries. Taking into consideration the nature of the industry and size of the Company, the profile of the incumbent, the responsibilities shouldered by him and the industry benchmark, the remuneration proposed to be paid to the incumbent is commensurate with the remuneration packages paid to similar senior executives in other companies. It is therefore necessary to reappoint Mr. Panday as the 'Managing Director & Chief Executive Officer' on the aforesaid terms, conditions and remuneration, which are similar to the industry norms, considering the knowledge domain, skill sets and expertise he brings to the Company.

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

Mr. Prashant Panday has no pecuniary relationship, directly or indirectly, with the Company or with any managerial personnel, other than his present office of the Managing Director & Chief Executive Officer of the Company. He is also designated as the Key Managerial Personnel as per section 203 of the Act. Mr. Panday is holding 21900 equity shares in the Company as on date of this Notice. Mr. Panday draws remuneration, as the Managing Director & Chief Executive Officer, only from the Company i.e. Entertainment Network (India) Limited. He is holding the office of Non - Executive Director on the Board of Alternate Brand Solutions (India) Limited, subsidiary of the Company and does not draw remuneration from the said subsidiary.

3. Other information:

- **Reasons for loss or inadequate profits, steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:** As on date, the Company has adequate profit. Industry growth, future outlook, relevant government policies, operating performance, etc. have been discussed at a length in the Management Discussion and Analysis Report which forms part of the Annual Report.

4. Disclosures:

All the elements of remuneration package of all the directors, etc. have been furnished in the Corporate Governance Report.

Mr. Panday satisfies all the conditions set out in Part - I of Schedule V to the Act as also conditions set out under section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of section 164 of the Act.

23. **Item No. 8:** The Company operates in a competitive environment which is expected to further intensify. The Directors are required to take complex business decisions in small time windows and therefore compelled to commit their time and attention. The Board of Directors ('Board') is required to ensure compliance with stringent accounting standards and high level of Corporate Governance.

24. The Members of the Company, at their 12th Annual General Meeting held on August 30, 2011, had approved the payment of commission to the non - executive directors of the Company for each of the five financial years commencing from April 1, 2011,

    a) up to one percent of the net profit of the Company so long as the Company has a managing or whole-time director, and

    b) up to three percent of the net profit of the Company if the Company does not have a managing or whole- time director.

25. The said approval is required to be renewed in line with the applicable provisions of the Companies Act, 2013. The provisions of section 197 and all other applicable provisions of the Companies Act, 2013 and all applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as 'the Act') empower the Board to approve remuneration to the directors who are neither managing directors nor whole - time directors, not exceeding one percent of the net profits of the Company if there is a managing or whole - time director or manager and three percent of the net profits of the Company in any other case. However, 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 in general meeting.

26. As stated at the Resolution no: 8, the consent of the Company is sought for the payment of profit related commission/ remuneration 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) for each of the five financial years of the Company commencing from April 1, 2016, provided that the profit related commission shall not exceed,

    a) one percent of the net profits of the Company computed in the manner laid down in Section 198 of the Act, if there is a managing or whole-time director or manager,

    b) three percent of the net profits of the Company computed in the manner laid down in Section 198 of the Act in any other case.

27. The aforesaid limit is an overall limit and the actual amount of commission payable to the non – executive directors will be lower than the overall limit. Within such overall limit, the Board shall be authorised to determine the criteria, amount, proportion, manner and distribution of the aforesaid profit related commission payable to the non – executive directors. While fixing the manner/ criteria, the Board shall *inter-alia* consider the membership of board committees, chairmanships, time devoted by the Directors etc. The payment of profit related commission will be subject to the availability of sufficient profit and compliance with the applicable statutory requirements and shall be over and above the sitting fees payable to them for attending the meetings of the Board of Directors and any of its committees. The details of remuneration paid to Non-Executive Directors for financial year 2015-16 is disclosed in the Corporate Governance Report.

28. As required under the Secretarial Standard-2 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*, including 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 annexed to the Notice. Brief resume of all the Directors of the Company has also been furnished separately in the Annual Report. None of the Directors are related with other directors or key managerial personnel (*inter-se*).

29. The Board of Directors recommends the payment of profit related commission/ remuneration to the Non - Executive Directors of the Company and proposes to pass the resolution set out at item no. 8 of the notice as a Special Resolution.

30. None of the Directors (except Non-Executive Directors) or Key Managerial Personnel of the Company and their relatives are concerned or interested (financially or otherwise) in the Resolution set out in Item No. 8 of the Notice.

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

sd/-

Mehul Shah
SVP – Compliance & Company Secretary
FCS: 5839

Mumbai, May 19, 2016

Registered Office:

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

www.enil.co.in

Annexure to Item Nos. 4, 7 and 8 of the Notice

(Details as required to be furnished under the Secretarial Standard – 2 – para 1.2.5 and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015).

Brief resume of all the Directors of the Company (including their experience / expertise in specific functional areas) has been furnished separately in the Annual Report. None of the Directors are *inter-se* related with other directors or key managerial personnel.

Name of the Director	Mr. Vineet Jain	Mr. B. S. Nagesh
DIN	00003962	00027595
Date of Birth	February 12, 1966 (age: 50 years)	April 12, 1959 (age: 57 years)
Qualifications	B. Sc. degree in International Business Administration in Marketing from Switzerland	A degree of Masters in Management Studies from the Banaras Hindu University
Nationality	Indian	Indian
Terms and conditions of appointment / reappointment	Liable to retire by rotation	Appointed for a term of five consecutive years commencing from August 12, 2014
Details of remuneration sought to be paid	Nil	Kindly refer to the Resolution No: 8
Details of remuneration last drawn	Nil	₹ 7.60 lacs
Date of first appointment on the Board	January 19, 2007	August 14, 2012
Shareholding in the Company	Nil	Nil
Number of board meetings attended during the year	5	5
List of Directorships held in other Companies (excluding Entertainment Network (India) Limited)	Bennett, Coleman & Company Limited, The Press Trust of India Limited, Times Global Broadcasting Company Limited, Times Internet Limited, Zoom Entertainment Network Limited, Times Centre for Learning Limited, Times for India Org, Vinabella Media & Entertainment Private Limited	Shoppers Stop Limited, Marico Limited, Hypercity Retail (India) Limited, Kaya Limited, Nagesh (BSN) Consults Private Limited, NeoGrowth Credit Private Limited, TRRAIN Foundation, Retailers Association's Skill Council of India
Committee membership	1. Bennett, Coleman & Company Limited: [Member of Corporate Social Responsibility Committee, Member of Nomination & Remuneration Committee] 2. Entertainment Network (India) Limited: [Member of Corporate Social Responsibility Committee, Member of Nomination & Remuneration Committee]	1. Shoppers Stop Limited: [Member of Stakeholders Relationship Committee] 2. Marico Limited: [Member of Audit Committee, Member of Corporate Social Responsibility Committee] 3. Kaya Limited: [Member of Audit & Risk Management Committee, Member of Corporate Social Responsibility Committee, Chairperson of Nomination & Remuneration Committee] 4. Entertainment Network (India) Limited: [Member of Audit Committee , Member of Corporate Social Responsibility Committee]

Name of the Director	Mr. N. Kumar	Ms. Punita Lal
DIN	00007848	03412604
Date of Birth	January 28, 1950 (age: 66 years)	October 26, 1962 (age: 53 years)
Qualifications	Engineering Graduate in Electronics and Communication from Anna University, Chennai.	BA (Hons.) Economics, MBA from Indian Institute of Management, Calcutta
Nationality	Indian	Indian
Terms and conditions of appointment / reappointment	Appointed for a term of five consecutive years commencing from August 12, 2014	Appointed for a term of five consecutive years commencing from March 28, 2016
Details of remuneration sought to be paid	Kindly refer to the Resolution No: 8	Kindly refer to the Resolution No: 8
Details of remuneration last drawn	₹ 6.00 lacs	Nil (appointed effective from March 28, 2016)
Date of first appointment on the Board	November 5, 2005	March 28, 2016
Shareholding in the Company	Nil	Nil
Number of board meetings attended during the year	4	Nil
List of Directorships held in other Companies (excluding Entertainment Network (India) Limited)	Bharti Infratel Limited, Times Innovative Media Limited, MRF Limited, Take Solutions Limited, Mphasis Limited, Aegon Life Insurance Company Limited, eG Innovations Private Limited, Madhura Kumar Properties Private Limited, N. K. Trading & Consultancy Private Limited, Madhuram Narayanan Centre for Exceptional Children, Cubbon Road Properties Private Limited, Nani Palkhivala Arbitration Centre, Singapore India Partnership Foundation, eG Innovations Pte Limited (foreign company)	Ceat Limited, Cipla Limited, Airtel Payments Bank Limited
Committee membership	1. Entertainment Network (India) Limited: [Chairman of Audit Committee, Chairman of Nomination & Remuneration Committee] 2. Aegon Life Insurance Company Limited: [Member of Audit Committee, Member of Nomination & Remuneration Committee] 3. Mphasis Limited: [Chairman of Audit Committee] 4. Bharti Infratel Limited: [Chairman of HR, Nomination & Remuneration Committee, Chairman of Corporate Social Responsibility Committee] 5. Take Solutions Limited: [Chairman of Shareholders'/ Investors' Grievance Committee] 6. Times Innovative Media Limited: [Member of Audit Committee and Member of Remuneration Committee]	

Name of the Director	Mr. Ravindra Kulkarni	Mr. Richard Saldanha
DIN	00059367	00189029
Date of Birth	May 23, 1945 (age: 71 years)	February 3, 1944 (age: 72 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
Nationality	Indian	Indian
Terms and conditions of appointment / reappointment	Appointed for a term of five consecutive years commencing from August 12, 2014	Appointed for a term of five consecutive years commencing from August 12, 2014
Details of remuneration sought to be paid	Kindly refer to the Resolution No: 8	Kindly refer to the Resolution No: 8
Details of remuneration last drawn	₹ 6.60 lacs	₹ 7.60 lacs
Date of first appointment on the Board	January 19, 2007	November 23, 2010
Shareholding in the Company	Nil	Nil
Number of board meetings attended during the year	4	5
List of Directorships held in other Companies (excluding Entertainment Network (India) Limited)	Elantas Beck India Limited, Mahindra & Mahindra Limited, Shamrao Vithal Co-op Bank Limited, Tech Mahindra Limited, Chowgule Steamships Limited, Khaitan Consultants Limited, Lavgan Dockyard Private Limited, New Democratic Electoral Trust, Landmark Education- India	Gokaldas Exports Limited, Nuziveedu Seeds Limited, Gateway Rail Freight Limited, Bennett Coleman & Company Limited, Zoom Entertainment Network Limited, Times Global Broadcasting Company Limited, World Wide Media Private Limited, Trans Maldivian Airways (foreign company)
Committee membership	1. Elantas Beck India Limited: [Chairman of Audit Committee] 2. Mahindra & Mahindra Limited: [Member of Audit Committee, Chairman of Stakeholders Relationship Committee, Member of Governance - Remuneration & Nomination Committee, Member of Corporate Social Responsibility Committee] 3. Tech Mahindra Limited: [Chairman of Nomination & Remuneration Committee, Chairman of Stakeholders Relationship Committee] 4. Entertainment Network (India) Limited: [Member of Audit Committee, Member of Nomination & Remuneration Committee, Member of Corporate Social Responsibility Committee, Member of Stakeholders Relationship Committee] 5. Chowgule Steamships Limited: [Member of Nomination & Remuneration Committee, Member of Stakeholders Relationship Committee] 6. Lavgan Dockyard Private Limited: [Member of Audit Committee]	1. Entertainment Network (India) Limited: [Member of Audit Committee, Member of Nomination & Remuneration Committee, Chairman of Stakeholders Relationship Committee] 2. Times Global Broadcasting Company Limited: [Member of Audit Committee, Member of Nomination & Remuneration Committee] 3. Bennett Coleman & Company Limited: [Chairman of Audit Committee, Chairman of Nomination & Remuneration Committee] 4. Zoom Entertainment Network Limited: [Member of Audit Committee, Member of Nomination & Remuneration Committee] 5. Nuziveedu Seeds Limited: [Member of Audit Committee] 6. Gokaldas Exports Limited: [Member of Stakeholders Relationship Committee, Member of Corporate Social Responsibility Committee]

Name of the Director	Mr. Prashant Panday
DIN	02747925
Date of Birth	July 8, 1965 (age: 50 years)
Qualifications	Post Graduate Diploma in Management from Indian Institute of Management, Bangalore and Degree of B.E. Electronics and Communication- Gujarat University
Nationality	Indian
Terms and conditions of appointment / reappointment	Proposed to be reappointed for a term of five years effective from July 1, 2016. His office shall liable to retire by rotation
Details of remuneration sought to be paid	Kindly refer to the Resolution No: 7
Details of remuneration last drawn	₹ 370.28 lacs (includes one time payment of ₹ 62.35 lacs)
Date of first appointment on the Board	July 1, 2010
Shareholding in the Company	21900 equity shares of ₹ 10/- each
Number of board meetings attended during the year	5
List of Directorships held in other Companies (excluding Entertainment Network (India) Limited)	Alternate Brand Solutions (India) Limited, Media Research Users Council
Committee membership	1. Entertainment Network (India) Limited: [Member of Corporate Social Responsibility Committee, Member of Stakeholders Relationship Committee]

Route map to the venue of the AGM

BOARD OF DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Seventeenth Annual Report together with the audited financial statements of Entertainment Network (India) Limited ['the Company'/ 'ENIL'/ 'Radio Mirchi'] for the financial year ended March 31, 2016.

1 Financial Highlights

Amount in ₹

	Standalone		Consolidated	
	Financial Year 2015-16	Financial Year 2014-15	Financial Year 2015-16	Financial Year 2014-15
Total Income	**5,337,176,003**	4,706,548,014	**5,337,314,234**	4,707,588,061
Profit before taxation	**1,481,637,875**	1,446,093,211	**1,481,550,729**	1,446,144,866
Tax expense	**481,626,202**	386,372,615	**481,664,185**	386,374,869
Profit after taxation	**1,000,011,273**	1,059,720,596	**999,886,544**	1,059,769,997
Profit brought forward	**4,383,854,432**	3,439,832,942	**4,384,869,145**	3,440,798,255
Authorised Capital	**1,200,000,000**	1,200,000,000	**1,200,000,000**	1,200,000,000
Equity (issued, subscribed & paid up share capital)	**476,704,150**	476,704,150	**476,704,150**	476,704,150
Transfer to General Reserve	**Nil**	Nil	**Nil**	Nil
Adjustments due to change in rates of Depreciation	**Nil**	58,324,116	**Nil**	58,324,117
Proposed dividend (including dividend distribution tax)	**57,374,990**	57,374,990	**57,374,990**	57,374,990
Surplus carried to Balance Sheet	**5,326,490,715**	4,383,854,432	**5,327,380,699**	4,384,869,145

2 Financial Performance, Operations and state of the Company's affairs

Your Company retained its position as the market leader in Private FM Radio Broadcasting Industry. Total income of the Company increased from ₹ 4,706,548,014 during the previous year to ₹ 5,337,176,003 during the year under review. Profit after tax was ₹ 1,000,011,273.

On a consolidated basis, total income of the Company increased from ₹ 4,707,588,061 during the previous year to ₹ 5,337,314,234 during the year under review. Profit after tax was ₹ 999,886,544.

The financial performance is discussed in detail in the Management Discussion and Analysis Report which forms part of the Annual Report.

In July, 2015, the Company had received the approval from the Ministry of Information & Broadcasting (MIB) to purchase TVTN's four radio stations i.e. radio business in Amritsar, Jodhpur, Patiala and Shimla. The said purchase was subject to fulfilment of conditions specified by the MIB, execution of relevant documents with TVTN and completion of all other relevant formalities.

In September, 2015, the Company had executed a Business Transfer Agreement ('BTA') with TVTN to purchase the aforementioned radio business on the terms and conditions stipulated in the BTA. The purchase consideration was Rupees Four Crores subject to closing net working capital adjustments as defined more specifically in the BTA and also payment of migration fees to MIB for migration of the aforesaid four stations from Phase II to Phase III.

The Company participated in the 1st batch of Phase - 3 auctions and has expanded its network substantially.

In the bidding, the Company focused on building a strong "2nd frequency" network in the biggest A+ and A category towns. ENIL has won a 2nd frequency in Bengaluru, Hyderabad, Ahmedabad, Pune, Kanpur, Lucknow, Jaipur, Nagpur and Surat. In addition to acquiring a second channel in the major cities, the Company also bid and won important cities that the Company was not already present in. These are Chandigarh (and along with Amritsar and Patiala acquired from TV Today, this has made the Company's North footprint strong), Guwahati (the gate-way to the North East), Shillong (a buzzing border town), Kochi and Kozhikode (which, along with the Company's existing Trivandrum, are the three biggest cities in Kerala) and Jammu and Srinagar (important border towns). With these seven cities, the core Mirchi brand will now be available in 43 cities (32 from Phase-2 + 4 acquired from TV Today + these 7).

The Company commenced broadcast from its radio stations at Guwahati, Kochi and Bengaluru (acquired under Phase 3 auctions) as on the date of this report.

In March 2016, the Company issued Unsecured Commercial Papers (CPs) to BNP Paribas. The amount raised through issuance of CPs was ₹ 249.43 crores. The CPs have a tenor of one year and will mature on March 17, 2017. The maturity value of CPs is ₹ 270 crores. The effective yield of the CPs is 8.25% per annum. The proceeds from the CPs were used to fully repay the outstanding bank loans.

The Scheme of Amalgamation and Arrangement ('Scheme') of Times Infotainment Media Limited ['TIML'], the holding company of the Company with Bennett, Coleman & Company Limited ('BCCL'), the holding Company of TIML was filed under the Companies Act, 1956. The Scheme was approved by the Hon'ble Bombay High Court vide Order dated July 3, 2015 ('Order'). The Hon'ble Bombay High Court's approval was however subject to the approval of the Ministry of Information & Broadcasting, Government of India ('MIB').

The MIB, vide its letter dated April 25, 2016 (received by the Company on April 26, 2016), accorded its approval to the change in ownership pattern of the Company under the Scheme. Consequently, TIML's entire shareholding in the Company transferred to BCCL, and BCCL is the sole promoter shareholder of the Company.

There were no other material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which this financial statements relate and the date of this Report.

3 Dividend

Your Directors are pleased to recommend a dividend of ₹ 1.00 (Rupee one only) per equity share of ₹ 10/- each for the financial year ended March 31, 2016, aggregating ₹ 573.75 lacs including dividend distribution tax of ₹ 97.05 lacs. The dividend payment is subject to the approval of the shareholders at the ensuing Annual General Meeting (AGM).

The dividend, if declared at the AGM, would be paid/ dispatched within thirty days from the date of declaration of dividend to those persons or their mandates:

- whose names appear as beneficial owners as at the end of the business hours on July 27, 2016 in the list of the Beneficial Owners to be obtained from the Depositories i.e. National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL], in respect of the shares held in electronic/ dematerialized mode; and
- whose names appear as Members in the Register of Members of the Company as on July 27, 2016, after giving effect to valid share transfers in physical forms lodged with the Company/ Registrar & Share Transfer Agents, in respect of the shares held in physical mode.

4 Deposits from public

The Company has not accepted any deposits from public and therefore the details relating the deposits covered under Chapter V of the Companies Act, 2013 are not required to be furnished.

5 Directors and Key Managerial Personnel

In accordance with the provisions of the Companies Act, 2013 read with the applicable rules thereto, including any statutory modification(s) or re-enactment thereof for the time being in force ('the Act'), Mr. Vineet Jain (DIN: 00003962) retires by rotation at the ensuing AGM and being eligible, offers himself for reappointment.

The Members of the Company have approved the appointment of Ms. Punita Lal (DIN: 03412604) as the Independent Non-executive Director of the Company through postal ballot voting process. Her appointment as the Independent Non-executive Director is for a term of five consecutive years commencing from March 28, 2016.

On the basis of the approval and recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company, on May 19, 2016, unanimously approved the reappointment of Mr. Prashant Panday (DIN: 02747925) as the Managing Director & Chief Executive Officer ('MD & CEO') pursuant to the provisions of sections 152, 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and all applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as 'the Act'), for a period of 5 (five) years commencing from July 1, 2016 and ending on June 30, 2021. The aforesaid reappointment is on a continuation basis, without any interruption/ break in the service and is subject to the approvals, consents, permissions, sanctions and the like of the Members of the Company and all other concerned statutory and other authorities, if and to the extent applicable and required. His term of office shall be liable to retire by rotation. Terms, conditions of his reappointment including remuneration and all other relevant details have been furnished in the Notice convening this AGM.

The Company has received the declarations from all the Independent Directors of the Company pursuant to the provisions of Section 149 and all other applicable provisions of the Act stating that they meet the criteria of independence as provided under the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and that they are not disqualified to become directors under the Act; and in the opinion of the Board of Directors, all the Independent Directors fulfill the criteria of independence as provided under the Act, rules made thereunder, read with the Listing Regulations and that they are independent of the management.

Brief resume of the directors proposed to be reappointed, relevant information including nature of their expertise in specific functional areas, qualifications, terms of appointment, details of remuneration, names of the companies in which they hold directorships and the memberships/ chairmanships of Committees of the Board, their shareholding in the Company, etc., as stipulated under the Listing Regulations and Secretarial Standards have been furnished separately in the Notice convening the AGM read with the Annexure thereto forming part of this Report.

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

Details of the number of meetings of the Board of Directors and Committees and attendance at the meetings have been furnished in the *Report on Corporate Governance*.

Following persons are designated as Key Managerial Personnel (KMP):

- Mr. Prashant Panday: Managing Director & CEO
- Mr. N. Subramanian: Group CFO
- Mr. Mehul Shah: SVP Compliance & Company Secretary

6 Board Evaluation

The Board of Directors is committed to continued improvement in its effectiveness. Accordingly, the Board participated in the annual formal evaluation of its performance. This was designed to ensure, amongst other things, that the Board, its Committees and each director continue to contribute effectively.

The Board and its Committees evaluations involved questionnaire-driven discussions that covered a number of key areas / evaluation criteria *inter alia* the roles and responsibilities, size and composition of the Board and its Committees, dynamics of the Board and its Committees and the relationship between the Board and management. The results of the reviews were discussed with the relevant Committees and collectively by the Board as a whole. Feedback was also sought on the contributions of individual directors. Independent directors, at their Meeting led by the Chairman of the Nomination & Remuneration Committee, conducted the performance review of the Chairman, Non-Independent Directors and the Board as a whole in respect of the financial year under review.

Formal Annual Evaluation was made in compliance with all the applicable provisions of the Act and the Listing Regulations. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

7 Board Familiarization Program

At the time of appointment of new director, through the induction process, he/ she is familiarized with the Company, director's roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. Detailed presentations are made before the Board Members at the Board and its Committee meetings covering various areas including business strategy, branding, programming, financial performance and forecast, compliances/ regulatory updates, audit reports, risk assessment and mitigation, etc. The details of the familiarization program are available on the Company's website at: ***www.enil.co.in*** at web link: *http://www.enil.co.in/policies-code-of-conduct.php*

8 Policy on directors' appointment and remuneration

The Company's Policy on the Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of director and other matters as provided under Section 178 of the Act is annexed to this Report at the Nomination & Remuneration Policy and appended as *Annexure A* to this Report.

9 Audit Committee

The Audit Committee of the Company presently comprises of Mr. N. Kumar (Chairman), Mr. Ravindra Kulkarni, Mr. Richard Saldanha and Mr. B. S. Nagesh. The Internal Auditors of the Company report directly to the Audit Committee. All the recommendations of the Audit Committee were accepted by the Board of Directors. Brief description of terms of reference and other relevant details of the Audit Committee have been furnished in the *Report on Corporate Governance*.

10 Vigil Mechanism

The Company has a 'Whistle Blower Policy' / 'Vigil Mechanism' in place. The objective of the Vigil Mechanism is to provide the employees, directors, customers, vendors, contractors and other stakeholders of /in the Company an impartial and fair avenue to raise concerns and seek their redressal, in line with the Company's commitment to the highest possible standards of ethical, moral and legal business conduct and fair deal to all its stakeholders and constituents and its commitment to open communication channels. The Company is also committed to provide requisite safeguards for the protection of the persons who raise such concerns from reprisals or victimization, for whistle blowing in good faith. The Board of Directors affirms and confirms that no personnel has been denied access to the Audit Committee. The Policy contains the provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

Whistle Blower Policy/ Vigil Mechanism is available on the Company's website at: ***www.enil.co.in*** at *http://www.enil.co.in/policies-code-of-conduct.php*

11 CSR Committee

The constitution, composition, quorum requirements, terms of reference, role, powers, rights, obligations of 'Corporate Social Responsibility Committee [CSR Committee]' are in conformity with the provisions of Section 135 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment or amendments thereof).

The Committee comprises of the following Directors as on the date of this Report:

- Mr. Vineet Jain (Non- Executive Director)
- Mr. B. S. Nagesh (Independent Non- Executive Director)
- Mr. Ravindra Kulkarni (Independent Non-Executive Director)
- Mr. Prashant Panday (Managing Director & CEO)

During the financial year under review, the Committee met four times, i.e. on May 19, 2015; August 4, 2015; October 26, 2015; and February 8, 2016.

Brief description of terms of reference of the Committee *inter alia* includes to:

- formulate and recommend to the Board of Directors (Board), a Corporate Social Responsibility (CSR) Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013
- approve CSR activities
- recommend to the Board the amount of expenditure to be incurred on the CSR activities
- monitor the CSR Policy of the Company from time to time

- institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company
- carry out any other functions as authorized by the Board of Directors from time to time or as enforced by statutory/ regulatory authorities

CSR Policy development and implementation:

The CSR Policy is available on the Company's website at ***www.enil.co.in*** *http://www.enil.co.in/policies-code-of-conduct.php*

Annual report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended as *Annexure B* to this Report.

12 Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company presently comprises of Mr. N. Kumar (Chairman), Mr. Ravindra Kulkarni, Mr. Richard Saldanha and Mr. Vineet Jain. Brief description of terms of reference and other relevant details of the Nomination and Remuneration Committee have been furnished in the *Report on Corporate Governance*.

13 Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Company presently comprises of Mr. Richard Saldanha (Chairman), Mr. Ravindra Kulkarni and Mr. Prashant Panday. Brief description of terms of reference and other relevant details of the Stakeholders Relationship Committee have been furnished in the *Report on Corporate Governance*.

14 Audit Report

The Audit Report does not contain any qualification, reservation or adverse remark.

15 Auditors

At the 15th AGM held on August 12, 2014, the Members had approved the appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration number - 101049W/ E300004) as the statutory auditors of the Company to hold the office from the conclusion of the 15th AGM till the conclusion of the sixth consecutive AGM (with the meeting wherein such appointment has been made being counted as the first meeting). As per the provisions of Section 139 of the Act, the Company shall place the matter relating to such appointment for ratification by members at every AGM. Accordingly, the appointment of S. R. Batliboi & Associates LLP, Chartered Accountants, as the statutory auditors of the Company is placed for ratification by the members of the Company.

S. R. Batliboi & Associates LLP have furnished a certificate in terms of the Companies (Audit and Auditors) Rules, 2014 and confirmed their eligibility in terms of Section 141 and all other applicable provisions of the Act, read with the applicable rules thereto.

Other relevant information has been furnished at Item No. 5 of the Notice convening the AGM.

16 Secretarial Auditor and report

The Board of Directors had appointed M/s. Hemanshu Kapadia & Associates, Company Secretaries (C. P. No: 2285), to conduct Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report for the financial year ended March 31, 2016 is appended as *Annexure C* to this Report.

The Secretarial Audit Report dated May 19, 2016 contains one qualification for not appointing a woman director as per the provisions of Section 149 of the Companies Act, 2013 during the financial year under review. The Company wishes to place on record that a woman director (Ms. Vibha Paul Rishi) was on the Board since August 2012. As per the relevant regulatory policy applicable to the Company, she resigned from the Board effective from March 5, 2015. As per the provisions of section 149 of the Companies Act, 2013 read with the applicable rules thereto, any intermittent vacancy of a woman director shall be filled- up by the Board at the earliest but not later than the immediate next Board meeting or three months from the date of such vacancy whichever is later.

The Board of Directors, at their meeting held on May 19, 2015, had proposed the appointment of Ms. Punita Lal (DIN: 03412604) as an Independent Director of the Company. The Company, in compliance with the applicable regulatory requirements requiring it to obtain prior permission of the Ministry of Information & Broadcasting ('MIB') for any appointment of director to its Board of Directors, duly applied to the MIB on June 1,

2015. MIB, vide its letter dated February 5, 2016, conveyed its approval for Ms. Lal's appointment as a Director. Members of the Company have approved the appointment of Ms. Punita Lal (DIN: 03412604) as the Independent Non-executive Director of the Company through postal ballot voting process. Her appointment as the Independent Non-executive Director is for a term of five consecutive years commencing from March 28, 2016. With effect from March 28, 2016, the Company is in compliance with the requirements of the Companies Act, 2013 and Listing Regulations relating to the composition of the Board of Directors.

17 Cost Auditor and report

The Board of Directors, on recommendation of the Audit Committee and pursuant to Section 148 and all other applicable provisions of the Act, read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), has approved the appointment and remuneration of the Cost Auditors, M/s. R. Nanabhoy & Co., Cost Accountants (Firm registration number-00010) to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2017. The aforesaid appointment of M/s. R. Nanabhoy & Co. is subject to the relevant notifications, orders, rules, circulars, etc. issued by the Ministry of Corporate Affairs and other regulatory authorities from time to time. The remuneration payable to M/s. R. Nanabhoy & Co. shall be ₹ 4,50,000 (Rupees four lacs fifty thousand only) plus out of pocket expenses and applicable taxes for the aforesaid audit. The remuneration payable to the Cost Auditors is required to be ratified subsequently by the shareholders. Accordingly, consent of the members has been sought for passing the resolution as set out at Item No. 6 of the Notice convening the AGM for ratification of the remuneration payable to the Cost Auditors for the financial year ending on March 31, 2017.

The Cost Audit Report for the financial year 2014-15 was filed on September 24, 2015. The Cost Audit Report for the financial year 2015-16 will be filed on/ before the due date.

18 Conservation of energy, Technology absorption and Foreign exchange earnings and Outgo

The Company is in the business of Private FM Radio Broadcasting. Hence, most of the information required to be provided relating to the Conservation of energy and Technology absorption is not applicable.

However the information, as applicable, is given hereunder:

i) **Conservation of energy:**

The operations of the Company are not energy intensive. Nevertheless, continuous efforts such as installation of energy efficient electronic devices, implementation of SOPs etc. aimed at reducing energy consumption are being made by the Company and its employees to reduce the wastage of scarce energy resources.

ii) **Technology absorption:**

- The efforts made towards technology absorption and benefits derived like product improvement, cost reduction, product development or import substitution:
  - The Customer Relationship Management (CRM) solutions has seen high level of adoption. And with this headway, the natural progression for ENIL is to get to Mobility and Analytics. We are in the process of rolling out CRM on mobile and also build reporting and analytical tools to improve business opportunities.
  - We have rolled out Digital Content Repository system to manage the programming content. This helps in archival, meta tag and easy search of content at any given point of time. We look forward to reaping the benefits during the ensuing years.
  - As part of the expansion of Mirchi under Phase III, we have taken care to adopt the best of technology at optimum pricing, to ensure good return on investments.
- Imported technology (imported during last three years reckoned from the beginning of the financial year): Nil
- The expenditure incurred on Research & Development *(R & D):* Foray in the

Digital Space:

We have strengthened our presence and now stream 14 radio stations with many more in the pipeline. We have launched regional online radio stations too - in Tamil, Telugu, Punjabi to diversify our appeal. Our partnership with Gaana is helping us get a world class technology and marketing infrastructure to reach our online consumers. We have plans for strengthening our online presence through a refresh of our website and development of new apps. We now stream more than 8Mn video views a month on our YouTube channel.

iii) **Foreign exchange earnings and outgo:**

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

Amount in ₹

	Financial Year 2015-2016	Financial Year 2014-2015
Foreign exchange earnings	56,684,997	47,964,561
Foreign exchange outgo	64,831,617	4,145,846

19 Particulars of Employees

Disclosures pertaining to remuneration and other details as required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are appended as *Annexure D* to this Report.

The Managing Director of the Company does not receive any remuneration or commission from holding Company or any of its subsidiaries.

As per the provisions of Section 197 of the Act read with the Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other relevant particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of the Annual Report. As per the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is made available for inspection at the Registered Office and Corporate Office of the Company during working hours for a period of 21 days before the date of AGM. Any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request. The Annual Report is available on the Company's website at: ***www.enil.co.in***

20 Extract of Annual Return

Extract of Annual Return of the Company as required under Section 92 of the Act is attached as *Annexure E* to this Report in the Form MGT 9.

21 Share Capital & Listing of Securities

During the financial year under review, the Company has not issued:

- any equity shares with differential rights as to dividend, voting or otherwise;
- any shares to its employees under the Employees Stock Option Scheme;
- any Sweat Equity Shares.

The equity shares of the Company are listed and admitted to dealings on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) since February 15, 2006. Annual Listing Fee has been paid to each exchange. As required under the Listing Regulations, the Company has executed the Uniform Listing Agreement with NSE and BSE.

22 Management Discussion and Analysis Report

Management Discussion and Analysis Report for the financial year under review as stipulated under Regulation 34 of the Listing Regulations is set out in a separate section forming part of this Report.

23 Business Responsibility Report

As per the amendment in the Regulation 34 of the Listing Regulations notified on December 22, 2015, the requirement of mandatory reporting of *Business Responsibility Report* in the Annual Report has been raised from top hundred to top five hundred listed entities based on market capitalization and said notification is applicable effective from April 1, 2016 and should form part of the Annual Report for the financial year 2016-17 onwards. As a matter of proactive corporate governance compliance, the Company has voluntarily published a separate *Business Responsibility Report* ('BRR') for the financial year under review as stipulated under Regulation 34 of the Listing Regulations. BRR is in line with the key principles stated in the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business' framed by the Ministry of Corporate Affairs.

As a green initiative, the BRR is made available on your Company's website, ***www.enil.co.in.*** The BRR shall be kept open for inspection at the Registered Office and Corporate Office of the Company. Any member interested in obtaining a hard copy of the BRR may write to the Company Secretary.

24 Corporate Governance

The Company is adhering to good corporate governance practices in every sphere of its operations. The Company has taken adequate steps to comply with the applicable provisions of Corporate Governance as stipulated under the Listing Regulations. A separate *report on Corporate Governance* is enclosed as a part of this Report along with the Certificate from the Practicing Company Secretary.

25 Directors' Responsibility Statement

Pursuant to the provisions of Section 134 of the Act, the Directors hereby confirm that:

a) in the preparation of the annual accounts for the financial year ended on March 31, 2016, the applicable accounting standards have been followed and that there are no material departures from the same;

b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended on March 31, 2016 and of the profit of the Company for that period;

c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) they have prepared the annual accounts on a going concern basis;

e) they have laid down internal financial controls for the Company and such internal financial controls are adequate and operating effectively; and

f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

26 Contracts and arrangements with related parties

All contracts / arrangements / transactions entered into by the Company during the financial year under review with related parties were in the ordinary course of business and on an arm's length basis. During the financial year under review, the Company has not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the Company's Policy on materiality of related party transactions. Since no *Material Related Party Transactions*, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by the Company, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Act in the Form AOC 2 is not applicable.

The Company's Policy on Materiality of related party transactions and dealing with related party transactions is available on the Company's website at: ***www.enil.co.in*** at *http://www.enil.co.in/policies-code-of-conduct.php*

The related party transactions are entered into based on business exigencies such as synergy in operations, profitability, market share enhancement etc. and are intended to further the Company's interests. In accordance with the applicable accounting standards, transactions with related parties are furnished in the financial statements.

27 Particulars of loans given, investment made, guarantees given and securities provided

The Company has not given any loans, guarantees under Section 186 of the Act. Particulars of investments made by the Company during the financial year 2015-16 are provided in the financial statements. Please refer to the Note no. 12 to the standalone financial statements for details of investments made by the Company.

28 Risk Management

The Board of Directors is entrusted with various key functions including framing, implementing and monitoring the risk management plan for the Company; ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the laws and relevant standards.

The Board of Directors has adopted the Risk Management Policy coupled with the *Enterprise Risk Management* framework and also established related procedures to inform Board Members about the risk assessment and minimization procedures. Major risks are identified, adequately mitigated continuously and the same are reported to the Audit Committee and Board of Directors along with the *action taken report*. Risk Management Policy envisages assessment of strategy risk, operational risk, financial risk, regulatory risk, human resource risk, technological risk.

Risk Management Policy adopted by the Company involves identification and prioritization of risk events, categorization of risks into High, Medium and Low based on the business impact and likelihood of occurrence of risks and Risk Mitigation & Control.

The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's Risk Management policies, systems and procedures. Internal Audit function is entrusted to KPMG- the independent Internal Auditors. Internal Audit covers all the radio stations at pan India level and corporate office as per the annual audit plan approved by the Audit Committee. Internal Audit report is presented to the Audit Committee on regular basis and the Chairman of the Audit Committee briefs the Board of Directors about the same.

29 Internal Financial Controls

The Company has in place adequate internal financial controls with reference to financial statements. The Company's internal control systems, including internal financial controls, are commensurate with the nature of its business and the size and complexity of its operations and same are adequate and operating effectively. These systems are periodically tested and no reportable material weakness in the design or operation was observed. The Audit Committee reviews adequacy and effectiveness of the Company's internal control system including internal financial controls.

30 Consolidated Financial Statements

In accordance with the Companies Act, 2013 and applicable accounting standard, the audited Consolidated Financial Statements are provided and forms part of the Annual Report.

31 Subsidiary Company

Alternate Brand Solutions (India) Limited (ABSL) is the Company's wholly owned subsidiary since 2007. ABSL recorded a total income of ₹ 138,231 during the financial year 2015-16. Loss after Tax stood at ₹ 134,671 for the financial year under review.

As per Section 129 of the Companies Act, 2013, separate statement containing the salient features of the financial statements of the Subsidiary Company are attached along with the financial statements in the prescribed Form AOC-1. The Company does not have any associate company or joint venture.

The Company shall make available the financial statements and the related detailed information of its subsidiary to any Member of the Company or its subsidiary who may be interested in obtaining the same at any point of time and same is also available on the website: ***www.enil.co.in***. These documents will also be available for inspection during business hours at the Registered Office and Corporate Office of the Company. The Consolidated Financial Statements presented by the Company include financial results of its Subsidiary Company.

The audited financial statements, including consolidated financial statements and all other relevant documents required to be attached thereto are available on the Company's website: ***www.enil.co.in***

The Policy for determining material subsidiaries is available on the Company's website: ***www.enil.co.in*** at *http://www.enil.co.in/policies-code-of-conduct.php*

32 Significant or material order

During the financial year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

33 Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has always believed in providing a safe and harassment-free workplace for every individual working in the Company. During the financial year under review, four complaints pertaining to sexual harassment were reported to the Internal Complaints Committee of the Company. After detailed investigation and following due procedure under the applicable law, guidelines and regulations, the said complaints were appropriately dealt with during the financial year under review and appropriate action was taken.

34 Acknowledgements

Your Directors take this opportunity to convey their appreciation to all the members, listeners, advertisers, media agencies, dealers, suppliers, bankers, regulatory and government authorities and all other business associates for their continued support and confidence in the management of the Company. Your Directors are pleased to place on record their appreciation of the consistent contribution made by employees at all levels through their hard work, dedication, solidarity and co-operation and acknowledge that their efforts have enabled the Company to achieve new heights of success.

For and on behalf of the Board of Directors

sd/-

Vineet Jain
Chairman
(DIN: 00003962)

Mumbai, May 19, 2016

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

Annexure A to the Directors' Report

Nomination & Remuneration Policy:

Introduction:

The Policy on Nomination and Remuneration of Directors, Key Managerial Personnel, Senior Management and other employees was formulated, approved and adopted by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee ('**Committee'**). The features of the Policy are as under:

1. Appointment / Nomination criteria and qualifications

a) The Committee shall identify and ascertain the integrity, qualification, background, standing in profession, positive attributes, expertise and experience of the person for appointment as a director and will conduct evaluation of candidates in accordance with a process that it sees fit and appropriate and recommend to the Board his / her appointment.

b) A person should possess relevant qualification, expertise and experience for the position he / she is considered for appointment as a director. The Committee has the discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

c) The Company shall not appoint or continue the employment of any person as whole-time director or managing director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of the Members by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

d) In addition to the above, the Independent Director shall fulfil all the criteria of independence as laid down in the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations']. The Independent Director shall adhere to the Schedule IV ['Code for Independent Directors'] of the Companies Act, 2013. Every independent director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, give a declaration that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and the Listing Regulations.

2. Performance evaluation criteria

Performance evaluation of every director, KMP, Senior Management Personnel and other employees shall be carried out based on detailed performance parameters. Usefulness and relevance of such performance parameters shall be evaluated on regular basis. The performance parameters / criteria includes but not limited to the following:

- Integrity
- Qualifications, academic profile, experience and expertise
- Responsibilities
- Inquiring attitude, objectivity and independence
- Judgment
- Leadership qualities
- Professional and business standing
- Ability to take constructive stands when necessary
- Understanding of the Company's business and engagement level
- Understanding and commitment to duties and responsibilities
- Willingness to devote the time needed to prepare for and participate in deliberations
- Responsiveness (timeliness and quality)
- Approach to conflict, and whether the conflict is constructive and productive
- Achievement of set targets/ Key Result Areas (KRAs) (for KMP, Senior Management Personnel and other employees)

3. **Remuneration Policy**

The Company has adopted the Remuneration Policy for its directors, KMP and other employees keeping in view the following guidelines:

- The Remuneration Policy followed by the Company rewards employees based on the aforesaid performance evaluation criteria. Through this Policy, the Company endeavors to attract, retain, develop and motivate its highly skilled and dedicated workforce. The Company follows a compensation mix of fixed pay and performance based pay.
- The Remuneration Policy shall be simple, open and transparent.
- The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- Relationship of remuneration to performance shall be clear and meets appropriate performance benchmarks.
- Remuneration to directors, KMP and senior management shall involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

4. **Remuneration to Managing Director, Whole-time/ Executive Director(s), KMP, Senior Management Personnel and other employees**

- **Remuneration:**

  The Company follows a remuneration/ compensation mix of fixed pay and performance based pay. The Managing Director, Whole-time / Executive Director(s), KMP and Senior Management Personnel shall be eligible for a monthly remuneration, allowances, performance bonus/ incentive, profit based remuneration, etc. as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including employer's contribution to provident fund, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, if and to the extent required. Payment of managerial remuneration shall be pursuant to the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013.

  Remuneration payable to other employees shall be based on the performance evaluation criteria set out above.

5. **Remuneration to Non- Executive / Independent Director**

- **Remuneration:**

  Non- Executive / Independent Directors may be paid managerial remuneration (including remuneration as a percentage to the net profits) pursuant to the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013.

- **Sitting Fees:**

  The Non- Executive / Independent Directors may receive remuneration by way of fees for attending meetings of Board or Committee(s) thereof and in line with the applicable provisions of the Companies Act, 2013.

For and on behalf of the Board of Directors

sd/-

Vineet Jain
Chairman
(DIN: 00003962)

Mumbai, May 19, 2016

Annexure B to the Directors' Report

Annual report on Corporate Social Responsibility (CSR) activities:
(Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014

1. **A brief outline of the company's Corporate Social Responsibility (CSR) policy, including overview of projects or programs proposed to be undertaken:**

   Entertainment Network (India) Limited ['ENIL'/ 'the Company'] considers CSR as its commitment to its stakeholders, including the society at large, to conduct business in an economically, socially and environmentally sustainable manner that is transparent and ethical. ENIL is committed to undertake CSR activities in accordance with the provisions of Section 135 and all other applicable provisions of the Companies Act, 2013 read with all the rules thereto, as amended from time to time ('the Act').

   The Company's CSR Policy aims to develop and implement a long-term vision and strategy for ENIL's CSR initiatives including formulating relevant potential CSR activities, their timely and expeditious implementation and establishing an overview mechanism of the activities undertaken/ to be undertaken, in synchronization with the various eligible activities prescribed under Schedule VII of the Act.

   The CSR Policy is available on the Company's website at: ***www.enil.co.in*** at *http://www.enil.co.in/policies-code-of-conduct.php*

2. **The Composition of the CSR Committee:** The CSR Committee presently comprises of Mr. Vineet Jain, Mr. B. S. Nagesh, Mr. Ravindra Kulkarni and Mr. Prashant Panday.

3. **Average net profit of the company for last three financial years:** ₹ 1,003,642,599.

4. **Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):** ₹ 20,072,852.

5. **Details of CSR spent during the financial year:**

   a) Total amount to be spent for the financial year under review: ₹ 20,084,000.

   b) Amount unspent , if any: Nil.

   c) Manner in which the amount spent during the financial year under review:

1	2	3	4	5	6	7	8
Sl. No.	**CSR project or activity identified**	**Sector in which the project is covered (Clause no. of Schedule VII to the Companies Act, 2013)**	**Projects or programs 1) Local area or other 2) Specify the state and district where projects or programs was undertaken**	**Amount outlay (budget) project or programs wise**	**Amount spent on the projects or programs 1) Direct Expenditure on projects or programs 2) Overhead***	**Cumulative Expenditure upto the reporting period**	**Amount spent: Direct or through implementing agency ***
1	Employment enhancing vocational skills of the under privileged children	Clause No. ii	Chennai	3,000,000	3,000,000	3,000,000	NalandaWay Foundation (Charitable Trust)
2	Education and employment enhancing vocational skills for under privileged students and aid in disaster relief	Clause No. i, ii	Chennai	4,800,000	4,800,000	4,800,000	AR Rahman Foundation (Charitable Trust)

1	2	3	4	5	6	7	8
3	Welfare for the blind children/ students	Clause No. ii	New Delhi	2,454,000	2,454,000	2,454,000	National Association for the Blind (Charitable Trust)
4	Employment enhancing vocational skills	Clause No. ii	New Delhi	98,30,000	98,30,000	98,30,000	Times Foundation for Social Justice Benefit & Welfare (Section 8 Company)
	TOTAL			**2,00,84,000**	**2,00,84,000**	**2,00,84,000**	

* Amount has been contributed to the aforesaid entities during the financial year under review.

6. **Reasons for not spending the prescribed amount:**

As mentioned earlier, the amount required to be contributed for CSR initiatives is ₹ 20,072,852. The Company has contributed ₹ 20,084,000 towards CSR activities.

7. **Responsibility statement of the CSR Committee:**

The CSR Committee confirms that the implementation and monitoring of CSR Policy is in compliance with CSR Objectives and Policy of the Company.

For and on behalf of the Board of Directors

sd/-
Prashant Panday
Managing Director & CEO
(DIN: 02747925)

sd/-
Vineet Jain
Chairman
(DIN: 00003962)

Mumbai, May 19, 2016

Annexure C to the Directors' Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial year ended 31st March 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Entertainment Network (India) Limited,
CIN: L92140MH1999PLC120516,
4th Floor, Matulya Centre, A-Wing, S. B. Marg,
Lower Parel (W), Mumbai- 400013.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Entertainment Network (India) Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2016 ("the audit period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance - mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2016, according to the provisions of:

i) The Companies Act, 2013 ("the Act") and the rules made thereunder read with The Companies Act, 1956 (wherever applicable);

ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not Applicable to the Company during the Audit period);

v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit period);

   d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable to the Company during the Audit period);

   e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit period);

   f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;

   g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit period); and

   h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit period);

vi) And the following industry specific laws, code, agreement for broadcasting industry, as informed and certified by the Management of the Company:

   a) The Indian Telegraph Act, 1885

   b) The Indian Wireless Telegraphy Act, 1933

c) The Prasar Bharati (Broadcasting Corporation of India) Act, 1990

d) The Telecom Regulatory Authority Act, 1997

e) GOPA (Grant of Permission Agreement)

f) The Code for Commercial Broadcasting

We have also examined compliance with the applicable clauses of the following:

i) Secretarial Standards issued by The Institute of Company Secretaries of India

ii) The Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited for the period 1st April, 2015 to 30th November 2015 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period 1st December, 2015 to 31st March, 2016.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to one observation:

1. *During the period from 6th March, 2015 to 27th March, 2016 the Company did not have Woman Director on its Board of Directors.*

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no instances of:

i) Public / Rights / Preferential issue of shares / debentures / sweat equity.

ii) Redemption / buy-back of securities.

iii) Merger /amalgamation /reconstruction, etc.

iv) Foreign technical collaborations.

For **Hemanshu Kapadia & Associates**
Practicing Company Secretaries

sd/-

Hemanshu Kapadia
Proprietor
C.P. No.: 2285
Membership No.: F3477

Mumbai, May 19, 2016

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure A

To,
The Members,
Entertainment Network (India) Limited,
CIN: L92140MH1999PLC120516,
4th Floor, Matulya Centre, A-Wing, S. B.Marg,
Lower Parel (W), Mumbai- 400013.

Our report of even date is to be read along with the letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was

done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required we have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Hemanshu Kapadia & Associates**
Practicing Company Secretaries

sd/-

Hemanshu Kapadia
Proprietor
C.P. No.: 2285
Membership No.: F3477

Mumbai, May 19, 2016

Annexure D to the Directors' Report

Disclosures pertaining to remuneration and other details as required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year and the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2015-2016:

Details for the financial year 2015-2016:

Sr. No	Name of the director/ KMP	Ratio of remuneration of each director to median remuneration of employee	% increase in remuneration
1	Mr. Vineet Jain- Chairman	–	–
2	Mr. B. S. Nagesh- Independent Director	1.55	40.76
3	Mr. N. Kumar- Independent Director	1.22	-21.05
4	Mr. Ravindra Kulkarni- Independent Director	1.35	00.00
5	Mr. Richard Saldanha- Independent Director	1.55	00.00
6	Mr. Prashant Panday- Managing Director & CEO	* 75.46	* 32.38
7	Mr. N. Subramanian- Group CFO	Not applicable	@ 34.71
8	Mr. Mehul Shah- SVP- Compliance & Company Secretary	Not applicable	8.27

* Mr. Panday was granted one time payment of ₹ 62.35 lacs and referred numbers include the said one time payment. Ratio of managerial remuneration to median remuneration would have been 62.75 and percentage increase in remuneration would have been 10.09% without considering one time payment.

@ Mr. Subramanian was granted one time payment of ₹ 44.74 lacs and referred number includes the said one time payment. Percentage increase in remuneration would have been 10.05% without considering one time payment.

ii) The percentage decrease in the median remuneration of employees in the financial year 2015-16 was 2.39%.

iii) The number of permanent employees on the rolls of the Company as on March 31, 2016 were 806.

iv) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company:

In line with the Company's Nomination & Remuneration policy, remuneration of the Key Managerial Personnel is linked with the individual performance, financial results of the Company and other relevant criteria. Revenue from operations of the Company increased by 16% and Earnings before interest, depreciation and amortization (EBITDA) from operations increased by 9.7% in the financial year 2015-16.

v) The explanation on the relationship between average increase in remuneration and company performance:

Remuneration and increase in the remuneration is guided by the Company's Nomination & Remuneration policy, as annexed to the Board of Directors' Report. The remuneration policy followed by the Company rewards people based on criteria such as the responsibilities shouldered by the person, his/ her academic and experience profile, his/ her performance vis-à-vis set Key Result Areas (KRAs), the financial results of the Company and industry benchmarks. Through its remuneration policy, the Company endeavors to attract, retain, develop and motivate its highly skilled and dedicated workforce. The Company follows a compensation mix of fixed pay and performance based pay.

vi) Variations in the market capitalisation, price earnings ratio and market quotations of the shares of the Company:

The Market Capitalisation of the Company as on March 31, 2016 was ₹ 3,751.42 crores as compared to ₹ 3,749.52 crores as on March 31, 2015. The price earnings ratio of the Company was 37.53 as at March 31, 2016 and was 35.38 as at March 31, 2015. The closing share price of the Company at National Stock Exchange of India Limited on March 31, 2016 was ₹ 786.95 per equity share of face value of ₹ 10/- each, which has grown 4.86 times since the last public offer (initial public offer) was made in the year 2006 (Offer Price was ₹ 162 per equity share of face value of ₹ 10/- each).

vii) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2015-16 was 10.69% and the percentage increase in the managerial remuneration in the financial year 2015-16 was 25.22%. Percentage increase in the managerial remuneration would have been 5.60% without considering one time payment made to Mr. Panday – Managing Director & CEO. As stated earlier, remuneration and increase in the remuneration is guided by the Company's Nomination & Remuneration policy.

viii) The key parameters for any variable component of remuneration availed by the directors:

Remuneration payable to the Directors is guided by the Company's Nomination & Remuneration policy, as annexed to the Board of Directors' Report.

ix) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: Not applicable, since none of the employees received remuneration in excess of the highest paid director in the financial year under review.

x) It is hereby affirmed that the remuneration is as per the remuneration policy of the Company.

For and on behalf of the Board of Directors

sd/-

Vineet Jain

Chairman

(DIN: 00003962)

Mumbai, May 19, 2015

Annexure E *to the Directors' Report*

FORM NO. MGT-9: EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2016
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I) Registration and other details:

i)	CIN	:	L92140MH1999PLC120516
ii)	Registration Date	:	June 24, 1999
iii)	Name of the Company	:	Entertainment Network (India) Limited
iv)	Category / Sub-Category of the Company	:	Public Limited Company - limited by shares
v)	Address of the Registered office and contact details	:	4th Floor, 'A' Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013, India. Tel.: 022 6662 0600. Fax: 022 6661 5030.
vi)	Whether listed company Yes / No	:	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Karvy Computershare Private Limited, Unit: Entertainment Network (India) Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032. Phone: 040-67162222; Fax: 040-23001153. Toll Free no.: 1800-345-4001.

II) Principal business activities of the company:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Private FM Radio Broadcasting	60100	97.9%

III) Particulars of Holding, Subsidiary and Associate Companies:

Sl. No.	Name and address of the Company	CIN	% of shares held
Holding Company [Section 2(46)]			
1	Bennett, Coleman & Company Limited [Ultimate Holding Company] The Times of India Building, Dr. D. N. Road, Mumbai- 400001.	U22120MH1913PLC000391	7.12
2	Times Infotainment Media Limited [Holding Company] 4th Floor, 'A' Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013, India. Tel: 022 40983000/ 6662 0600. Fax: 022 6661 5030.	U72900MH2002PLC134966	64.04
Subsidiary Company [Section 2(87)(ii)]			
1	Alternate Brand Solutions (India) Limited 4th Floor, 'A' Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013, India. Tel: 022 40983000/ 6662 0600. Fax: 022 6661 5030.	U92190MH2007PLC175549	100

IV) Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity):

i) Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2015)				No. of Shares held at the end of the year (March 31, 2016)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. PROMOTERS									
1) Indian									
a) Individuals/ HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
c) State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporate	33918400	0	33918400	71.15	33918400	0	33918400	71.15	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other									
Sub-total (A) (1)	**33918400**	**0**	**33918400**	**71.15**	**33918400**	**0**	**33918400**	**71.15**	**0.00**
2) Foreign									
a) NRIs- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other ..	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2)	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**33918400**	**0**	**33918400**	**71.15**	**33918400**	**0**	**33918400**	**71.15**	**0.00**
B. Public Shareholding									
1) Institutions									
a) Mutual Funds	1037079	0	1037079	2.18	1012693	0	1012693	2.12	-0.05
b) Banks / FI	1233	0	1233	0.00	2856	0	2856	0.01	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	7693955	0	7693955	16.14	7886370	0	7886370	16.54	0.40
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B) (1)	**8732267**	**0**	**8732267**	**18.32**	**8901919**	**0**	**8901919**	**18.67**	**0.36**
2) Non Institutions									
a) Bodies Corp.									
i) Indian	2331765	0	2331765	4.89	2545913	0	2545913	5.34	0.45
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1209686	302	1209988	2.54	1112873	302	1113175	2.34	-0.20
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1343225	0	1343225	2.82	1041347	0	1041347	2.18	-0.63
c) Others (specify)									
i) Clearing Members	10600	0	10600	0.02	2642	0	2642	0.01	-0.02
ii) Non Resident Indians	124130	0	124130	0.26	146959	0	146959	0.31	0.05
iii) Trust	40	0	40	0.00	60	0	60	0.00	0.00
Sub-total (B) (2)	**5019446**	**302**	**5019748**	**10.53**	**4849794**	**302**	**4850096**	**10.17**	**-0.36**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**13751713**	**302**	**13752015**	**28.85**	**13751713**	**302**	**13752015**	**28.85**	**0.00**
C. Shares held by custodian for GDRS & ADRS	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	**47670113**	**302**	**47670415**	**100.00**	**47670113**	**302**	**47670415**	**100.00**	**0.00**

ii) Shareholding of Promoters:

Sl. No	Shareholder's Name	Shareholding at the beginning of the year (April 1, 2015)			Shareholding at the end of the year (March 31, 2016)			% change in shareholding during the year
		No. of shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Times Infotainment Media Limited ['TIML']	30526560	64.04	0.00	30526560	64.04	0.00	0.00
2	Bennett, Coleman & Company Limited ['BCCL']	3391840	7.12	0.00	3391840	7.12	0.00	0.00
	Total	**33918400**	**71.15**	**0.00**	**33918400**	**71.15**	**0.00**	**0.00**

iii) Change in Promoters' Shareholding (please specify, if there is no change):

There is no change in the Promoters' Shareholding as on March 31, 2016.

TIML's entire shareholding in the Company was transferred to BCCL pursuant to a merger. BCCL is the sole promoter shareholder of the Company with effect from April 26, 2016.

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): (as furnished by the Registrar and Share transfer Agent)

Sl. No	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (April 1, 2015) / end of the year (March 31, 2016)	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Amansa Holdings Private Limited	2187611	4.59	1/Apr/15	0	Nil movement during the year		
		2187611	4.59	31/Mar/16			2187611	4.59
2	SBI Life Insurance Co. Ltd.	1831899	3.84	1/Apr/15				
				10/Apr/15	40421	Purchase	1872320	3.93
				17/Apr/15	3500	Sale	1868820	3.92
				1/May/15	697	Sale	1868123	3.92
				26/Jun/15	4213	Purchase	1872336	3.93
				30/Jun/15	7148	Purchase	1879484	3.94
				3/Jul/15	12300	Purchase	1891784	3.97
				24/Jul/15	10000	Sale	1881784	3.95
				30/Jul/15	1000	Purchase	1882784	3.95
				7/Aug/15	1000	Purchase	1883784	3.95
				14/Aug/15	2211	Purchase	1885995	3.96
				28/Aug/15	2000	Purchase	1887995	3.96
				4/Sep/15	2900	Purchase	1890895	3.97
				11/Sep/15	500	Purchase	1891395	3.97
				18/Sep/15	415	Purchase	1891810	3.97
				25/Sep/15	4172	Purchase	1895982	3.98
				30/Sep/15	8777	Purchase	1904759	4.00
				2/Oct/15	2000	Purchase	1906759	4.00
				9/Oct/15	8310	Purchase	1915069	4.02
				16/Oct/15	5000	Purchase	1920069	4.03
				23/Oct/15	7932	Purchase	1928001	4.04

Sl. No	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (April 1, 2015) / end of the year (March 31, 2016)	% of total shares of the Company				No. of shares	% of total shares of the Company
				30/Oct/15	2818	Purchase	1930819	4.05
				6/Nov/15	14886	Purchase	1945705	4.08
				13/Nov/15	5000	Purchase	1950705	4.09
				20/Nov/15	6580	Purchase	1957285	4.11
				27/Nov/15	5500	Purchase	1962785	4.12
				4/Dec/15	20201	Purchase	1982986	4.16
				31/Dec/15	28742	Purchase	2011728	4.22
				8/Jan/16	6000	Purchase	2017728	4.23
				15/Jan/16	42	Sale	2017686	4.23
				29/Jan/16	2	Sale	2017684	4.23
				5/Feb/16	1292	Purchase	2018976	4.24
				11/Mar/16	5827	Purchase	2024803	4.25
				18/Mar/16	6500	Purchase	2031303	4.26
				25/Mar/16	14286	Purchase	2045589	4.29
		2054984	4.31	31/Mar/16	9395	Purchase	2054984	4.31
3	Acacia Partners, LP	1557500	3.27	1/Apr/15				
				10/Apr/15	600	Sale	1556900	3.27
				17/Apr/15	4068	Sale	1552832	3.26
				30/Jul/15	386602	Sale	1166230	2.45
		1166230	2.45	31/Mar/16			1166230	2.45
4	Acacia Institutional Partners, LP	1213928	2.55	1/Apr/15				
				31/Jul/15	88817	Sale	1125111	2.36
		1125111	2.36	31/Mar/16			1125111	2.36
5	Acacia Conservation Fund LP	720000	1.51	1/Apr/15				
				7/Aug/15	41386	Sale	678614	1.42
		678614	1.42	31/Mar/16			678614	1.42
6	Acacia Banyan Partners	492400	1.03	1/Apr/15	0	Nil movement during the year		
		492400	1.03	31/Mar/16	0		492400	1.03
7	IDFC Equity Opportunity	205000	0.43	1/Apr/15				
				25/Mar/16	7171	Sale	197829	0.41
		197829	0.41	31/Mar/16			197829	0.41
8	Manish Prataprai Gandhi	416878	0.87	1/Apr/15				
				10/Apr/15	16878	Sale	400000	0.84
		400000	0.84	31/Mar/16			400000	0.84
9	Mousseganesh Limited	400000	0.84	1/Apr/15	0	Nil movement during the year		
		400000	0.84	31/Mar/16	0		400000	0.84
10	Jagrut Prataprai Gandhi	401536	0.84	1/Apr/15				
				10/Apr/15	16536	Sale	385000	0.81
		385000	0.81	31/Mar/16			385000	0.81

Sl. No	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (April 1, 2015) / end of the year (March 31, 2016)	% of total shares of the Company				No. of shares	% of total shares of the Company
11	Franklin India Smaller Companies Fund	387874	0.81	1/Apr/15				
				24/Jul/15	2666	Sale	385208	0.81
				11/Sep/15	1773	Purchase	386981	0.81
				18/Sep/15	2582	Purchase	389563	0.82
				19/Mar/16	5000	Sale	384563	0.81
		384563	0.81	31/Mar/16			384563	0.81

v) Shareholding of Directors and Key Managerial Personnel:

For Each of the Directors and KMP

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total Shares of the company
1	**Mr. Prashant Panday** Managing Director & CEO and KMP				
	At the beginning of the year (April 1, 2015)	21900	0.05		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	Nil movement during the year			
	At the end of the year (March 31, 2016)	21900	0.05	21900	0.05
2	**Mr. Mehul Shah** (Company Secretary & KMP)				
	At the beginning of the year (April 1, 2015)	400	0.00		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil movement during the year			
	At the end of the year (March 31, 2016)	400	0.00	400	0.00

Other directors and KMP do not hold any shares at the beginning, during and at the end of the year.

V) Indebtedness:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Amount in ₹

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	**0**	**0**	**0**	**0**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Change in Indebtedness during the financial year				
• Addition	0	7,290,471,704	0	7,290,471,704
• Reduction	0	-4,796,211,704	0	-4,796,211,704
Net Change	**0**	**2,494,260,000**	**0**	**2,494,260,000**
Indebtedness at the end of the financial year				
i) Principal Amount	0	2,494,260,000	0	2,494,260,000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	7,891,397	0	7,891,397
Total (i+ii+iii)	**0**	**2,502,151,397**	**0**	**2,502,151,397**

VI) Remuneration of Directors and Key Managerial Personnel:

A) Remuneration to Managing Director, Whole-time Directors and/or Manager:

Name of MD/WTD/ Manager: Mr. Prashant Panday - Managing Director & CEO

Amount in ₹

Sr. No.	Particulars of Remuneration	Total Amount
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	36,279,668
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	0
2	Stock Option	0
3	Sweat Equity	0
4	Commission	
	– as % of profit	0
	– others, specify...	0
5	Others: (Company's contribution to PF)	749,053
	Total (A)	*** 37,028,721**
	Ceiling as per the Act [5% of Net Profits as calculated under section 198 of the Companies Act, 2013]	**65,212,191**

* Remuneration includes one time payment of ₹ 6,234,839

B) Remuneration to other directors:

Amount in ₹

Particulars of Remuneration	Name of Directors				
	Mr. B. S. Nagesh	Mr. N. Kumar	Mr. Ravindra Kulkarni	Mr. Richard Saldanha	Total amount
1. Independent Directors					
• Fee for attending board/committee meetings	260,000	200,000	260,000	260,000	**980,000**
• Commission	500,000	400,000	400,000	500,000	**1,800,000**
• Others, please specify	0	0	0	0	**0**
Total (1)	**760,000**	**600,000**	**660,000**	**760,000**	**2,780,000**
2. Other Non- Executive Directors	**Mr. Vineet Jain**				
• Fee for attending board/committee meetings	0				
• Commission	0				
• Others, please specify	0				
Total (2)	**0**				**0**
Total (B)=(1+2)					**2,780,000**
Total Managerial Remuneration (A)+(B)					**39,808,721**
Overall Ceiling as per the Act	13,042,438	[1% of Net Profits as calculated under section 198 of the Companies Act, 2013]			
Overall Ceiling as per the Act	143,466,820	[11% of Net Profits as calculated under section 198 of the Companies Act, 2013]			

(Note: Ms. Punita Lal was appointed on the Board with effect from March 28, 2016 and therefore was not paid remuneration during the financial year under review.)

C) **Remuneration to Key Managerial Personnel Other than MD / Manager / WTD:**

Amount in ₹

Sl. No	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1	Gross salary			
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,840,143	23,834,621	28,674,764
	b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0	0	0
	c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission			
	– as % of profit	0	0	0
	– others, specify...	0	0	0
5	Others, (Company's contribution to PF)	148,061	597,447	745,508
	Total	**4,988,204**	*** 24,432,068**	**29,420,272**

* Remuneration paid to CFO includes one time payment of ₹ 4,473,712

VII) Penalties / Punishment/ Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A) Company					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B) Directors					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C) Other officers in default					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board of Directors

sd/-

Vineet Jain
Chairman
(DIN: 00003962)

Mumbai, May 19, 2016

REPORT ON CORPORATE GOVERNANCE

The core principles of Corporate Governance practices are fairness, transparency, accountability and responsibility. Effective Corporate Governance emphasizes efficiency, accountability and adaptability to the changing environment. Corporate Governance is a process to manage the business affairs of the company towards enhancing business prosperity and accountability with the objective of realizing long term shareholder value.

The equity shares of the Company are listed and admitted to dealings on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). Pursuant to the provisions of Regulation 34(3) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], a report on Corporate Governance for the financial year ended March 31, 2016 is furnished below:

1 Brief statement on the Company's Philosophy on Code of Governance

Your Company's philosophy on Corporate Governance envisages attainment of the highest level of integrity, fairness, transparency, equity and accountability in all the facets of its functioning and in its interactions with shareholders, employees, government, regulatory bodies, listeners and the community at large. Your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings.

The Company reiterates its commitment to adhere to the highest standards of Corporate Governance. The Company recognizes that good Corporate Governance is a continuing exercise and is committed to pursue the highest standard of governance in the overall interest of the stakeholders.

In compliance with the regulatory requirements and effective implementation of Corporate Governance practices, the Company has adopted the following policies, codes in accordance with the applicable provisions of the Companies Act, 2013 and Listing Regulations:

- Archival Policy
- Policy on diversity of the Board of Directors
- Business Responsibility Policy, principles and guidelines
- Code of Conduct, Ethics and Business Principles
- Policy for determining material subsidiaries
- Nomination and Remuneration Policy
- Policy for determination of materiality
- Policy for preservation of documents
- Policy on materiality of related party transactions and Policy on dealing with Related party transactions
- Risk Management Policy
- Whistle-Blower Policy/ Vigil Mechanism
- Corporate Social Responsibility Policy
- Code of Conduct to regulate, monitor and report trading by employees and other connected persons
- Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

These policies, codes and their effective implementation re-affirm the commitment of the Company towards putting in place the highest standards of Corporate Governance in every sphere of its operations. The Company's philosophy of Corporate Governance is not only compliant with the statutory requirements but also underlines our commitment to operate in the best interest of the stakeholders.

2 Board of Directors

a) Composition and category of the Board of Directors and number of other board of directors or committees in which a director is a member or chairperson:

The Company believes that an active, well-informed and independent Board of Directors is vital to achieve the apex standard of Corporate Governance. The Board of Directors of the Company comprises an optimal combination of executive, non-executive and independent directors so as to preserve and maintain the independence of the Board. As on date, the Board of Directors comprises seven directors, each being eminent persons with professional experience in varied fields. Brief profile of all the Directors of the Company has been furnished separately in the Annual Report.

In line with the Nomination & Remuneration policy, the Directors are identified based on their qualifications, positive attributes, area of expertise, etc. Appointment of the Directors of the Company is approved by the members at their general meetings.

Details relating to the composition of the Board of Directors, number of directorships, memberships and chairmanships of the Directors of the Company in other public limited companies (as on the date of this report) are as follows:

Name of the Directors	Category	As on date of this report		
		No. of other Directorships @	Committee positions @	
			Member	Chairman
Mr. Vineet Jain : [DIN: 00003962]	Non- Executive Chairman	6	0	0
Mr. B. S. Nagesh : [DIN: 00027595]	Independent Non- Executive	4	4	0
Mr. N. Kumar : [DIN: 00007848]	Independent Non- Executive	7	2	3
Ms. Punita Lal# : [DIN: 03412604]	Independent Non- Executive	3	0	0
Mr. Ravindra Kulkarni : [DIN: 00059367]	Independent Non- Executive	5	5	3
Mr. Richard Saldanha : [DIN: 00189029]	Independent Non- Executive	6	5	2
Mr. Prashant Panday : [DIN: 02747925]	Managing Director & CEO	1	1	0

@ For the purpose of considering the number of other directorships and committee positions, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under Section 25 of the Companies Act, 1956/ Section 8 of the Companies Act, 2013 have been excluded. Committee positions considered are only of Audit Committee and Stakeholders' Relationship Committee, including that of the Company.

Appointed for a term of five consecutive years commencing from March 28, 2016.

b) **Attendance of each directors** at the meetings of the Board of Directors, and Board Committees held during the financial year under review and at the last Annual General Meeting (AGM) are as follows:

Name of the Directors	Last AGM	For the Financial Year 2015-2016 Attendance at				
		Board Meeting	Audit Committee Meeting	Nomination & Remuneration Committee Meeting	Stakeholders Relationship Committee Meeting	CSR Committee Meeting
Mr. Vineet Jain	Yes	5 of 5	N. A.	4 of 4	N. A.	3 of 4
Mr. B. S. Nagesh	Yes	5 of 5	4 of 4	N. A.	N. A.	4 of 4
Mr. N. Kumar	Yes	4 of 5	3 of 4	3 of 4	N. A.	N. A.
Ms. Punita Lal #	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Ravindra Kulkarni	Yes	4 of 5	3 of 4	3 of 4	3 of 4	3 of 4
Mr. Richard Saldanha	Yes	5 of 5	4 of 4	4 of 4	4 of 4	N. A.
Mr. Prashant Panday	Yes	5 of 5	N. A.	N. A.	4 of 4	4 of 4

Appointed for a term of five consecutive years commencing from March 28, 2016.

None of the Directors are related with each other or key managerial personnel (*inter-se*) within the meaning of the Listing Regulations.

Apart from receiving the director's remuneration, none of the above referred Independent Non-Executive Directors have any material pecuniary relationships or transactions with the Company, its promoters, its directors, its senior management or its holding company, its subsidiaries and associates which may affect their independence.

The Company has not entered into any materially significant transactions with its Promoters, Directors or their relatives or with the Management, etc. that may have potential conflict with the interest of the Company at large.

c) **Number of meetings of the Board of Directors held and dates on which held and date of the last AGM held:**

Five Board Meetings were held during the financial year under review, the dates of which were: May 19, 2015; August 4, 2015;

September 14, 2015; October 26, 2015; and February 8, 2016.

The Sixteenth Annual General Meeting was held on September 14, 2015.

d) **Disclosure of relationships between directors *inter-se:*** None of the Directors are related with each other or key managerial personnel (*inter-se*) within the meaning of the Listing Regulations.

e) **Number of shares and convertible instruments of the Company held by Non-Executive Directors:** None of the Non-Executive Directors hold any equity share of the Company as on March 31, 2016 and as on the date of this Report.

f) **Weblink where details of familiarization programmes imparted to independent directors is disclosed:** http://www.enil.co.in/policies-code-of-conduct.php

g) Declaration by the Managing Director & Chief Executive Officer under Regulation 34(3) of the Listing Regulations regarding adherence to the Code of Conduct is forming part of the Report on Corporate Governance.

h) A certificate as stipulated under Regulation 17(8) of the Listing Regulations was placed before the Board of Directors.

i) In preparation of the financial statements, the applicable accounting standards have duly been followed and there are no material departures.

3 Audit Committee

The Company recognizes that the Audit Committee is indispensable for ensuring accountability amongst the Board, the Management and the Auditors, who are responsible for sound and transparent financial reporting. The Audit Committee is responsible for overseeing the processes related to financial reporting and information dissemination. It assists the Board of Directors (Board) in its responsibility for overseeing the quality and integrity of accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The primary objective of the Audit Committee of the Company is to monitor and effectively supervise the financial reporting process of the Company with a view to ensure accurate, timely and proper disclosures and transparency and integrity of financial reporting.

The constitution, composition, frequency of meetings, terms of reference, role, powers, rights, authority and obligations of the Audit Committee are in conformity with the applicable provisions of the Companies Act, 2013 and Listing Regulations (including any statutory modification(s) or re-enactment or amendments thereof).

a) **Brief description of terms of reference *inter alia* includes:**

- to recommend to the Board of Directors (Board) all appointments, including the filling of a casual vacancy of an auditor under Section 139 of the Companies Act, 2013
- to approve other services which auditors can provide to the Company
- to recommend the appointment, remuneration and terms of appointment of auditors of the Company
- to review and monitor the auditor's independence and performance, and effectiveness of audit process
- examination of the financial statement and the auditors' report thereon
- approval or any subsequent modification of transactions of the Company with related parties including granting omnibus approval for related party transactions
- scrutiny of inter-corporate loans and investments
- valuation of undertakings or assets of the Company, wherever it is necessary
- evaluation of internal financial controls and risk management systems
- monitoring the end use of funds raised through public offers and related matters
- may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company
- authority to investigate into any matter in relation to aforesaid items or referred

to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the Company

- oversee the vigil mechanism and to ensure that the vigil mechanism shall provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases and in case of repeated frivolous complaints being filed by a director or an employee, the audit committee may take suitable action against the concerned director or employee including reprimand
- to formulate the scope, functioning, periodicity and methodology for conducting the internal audit in consultation with the Internal Auditor
- to take into consideration the qualifications and experience of the individual or the firm proposed to be considered for appointment as auditor and whether such qualifications and experience are commensurate with the size and requirements of the Company, provided that while considering the appointment, the Audit Committee shall have regard to any order or pending proceeding relating to professional matters of conduct against the proposed auditor before the Institute of Chartered Accountants of India or any competent authority or any Court
- may call for such other information from the proposed auditor as it may deem fit
- to recommend the name of an individual or a firm as auditor to the Board for consideration
- to recommend appointment of cost auditor and their remuneration
- to appoint registered valuers as prescribed under the Companies Act, 2013
- may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Company. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013
  - b) Changes, if any, in accounting policies and practices and reasons for the same
  - c) Major accounting entries involving estimates based on the exercise of judgment by management
  - d) Significant adjustments made in the financial statements arising out of audit findings
  - e) Compliance with listing and other legal requirements relating to financial statements
  - f) Disclosure of any related party transactions
  - g) Modified opinion(s) in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval
- Reviewing, with the management, the statement of uses/ application of funds

raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter

- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
- Discussion with internal auditors of any significant findings and follow up there on
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors
- To review the functioning of the whistle blower/ vigil mechanism
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate
- Monitoring and review of the statement of deviation(s) or variation(s) as per Regulation 32 of the Listing Regulations
- carrying out any other functions as authorized by the Board of Directors from time to time or as enforced by statutory/ regulatory authorities

Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management
- Management letters / letters of internal control weaknesses issued by the statutory auditors
- Internal audit reports relating to internal control weaknesses
- The appointment, removal and terms of remuneration of the chief internal auditor
- statement of deviations:
    - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).
- Financial statements, in particular, the investments made by the unlisted subsidiary

Powers of Audit Committee *inter alia* includes:

- to investigate any activity within its terms of reference
- to seek information from any employee
- to obtain outside legal or other professional advice
- to secure attendance of outsiders with relevant expertise, if it considers necessary

b) **Composition, names of members and chairperson:**

The Audit Committee comprises of the following Directors as on date of the Report:

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

- Mr. Ravindra Kulkarni (Independent Non-Executive Director)
- Mr. Richard Saldanha (Independent Non-Executive Director)
- Mr. B. S. Nagesh (Independent Non-Executive Director)

All the Members of the Audit Committee are financially literate and have relevant accounting and financial management expertise as required under the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The Company Secretary acts as the Secretary of the Audit Committee.

c) Meetings and attendance during the year:

During the financial year under review, the Audit Committee met four times, i.e. on May 19, 2015; August 4, 2015; October 26, 2015; and February 8, 2016. Details of attendance are furnished at Para (2) (b) ('Board of Directors') of this report.

4 Nomination and Remuneration Committee

In pursuance of the Company's policy to consider human resources as its invaluable assets, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the Listing Regulations, as amended from time to time, the scope and the terms of reference of the Nomination and Remuneration Committee have been expanded. Its constitution, composition, quorum requirements, frequency of meetings, terms of reference, role, powers, rights, authority and obligations are in conformity with the applicable provisions of the Companies Act, 2013 and the Listing Regulations (including any statutory modification(s) or re-enactment or amendments thereof).

a) Brief description of terms of reference *inter alia* includes:

- to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board of Directors (Board) their appointment and removal and to carry out evaluation of every director's performance
- to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees
- while formulating the policy as aforesaid, to ensure that:

  a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

  b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

  c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals, provided that such policy shall be disclosed in the Board's report.

  - to approve the payment of remuneration as prescribed under Schedule V of the Companies Act, 2013
  - to determine, review and recommend to the Board, the remuneration of the Company's Managing/ Joint Managing/ Deputy Managing/ Whole time / Executive Director(s), including all elements of remuneration package
  - to determine, review and recommend to the Board, the remuneration of the Company's top executives who are one level below the managing/ joint managing/ executive director(s)
  - to formulate, implement,

supervise and administer the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory/ regulatory guidelines

- Formulation of criteria for evaluation of independent directors and the Board of Directors
- Devising a policy on diversity of the Board of Directors
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal
- whether to extend or continue the term of appointment of independent director, on the basis of the report of performance evaluation of independent director
- Aligning key executive and board remuneration with the longer term interests of the Company and its shareholders
- Ensuring a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board
- to carry out any other functions as authorized by the Board from time to time or as enforced by statutory/ regulatory authorities

b) Composition, names of members and chairperson:

Nomination and Remuneration Committee comprises of the following Directors as on date of the Report:

- Mr. N. Kumar – Chairman (Independent Non-Executive Director)
- Mr. Ravindra Kulkarni (Independent Non-Executive Director)
- Mr. Richard Saldanha (Independent Non-Executive Director)
- Mr. Vineet Jain (Non-Executive Director)

c) Meetings and attendance during the year:

During the financial year under review, the Committee met four times, i.e. on May 19, 2015; August 4, 2015; October 26, 2015; and February 8, 2016. Details of attendance are furnished at Para (2) (b) ('Board of Directors') of this report.

d) Performance evaluation criteria for independent directors:

The remuneration policy followed by the Company rewards people based on criteria such as the responsibilities shouldered by the person, his/ her academic and experience profile, his/ her performance vis-à-vis set Key Result Areas (KRAs), the financial results of the Company and industry benchmarks. Through its remuneration policy, the Company endeavors to attract, retain, develop and motivate its highly skilled and dedicated workforce. The Company follows a compensation mix of fixed pay and performance based pay. The Nomination & Remuneration Policy, which also covers the performance evaluation criteria is appended as Annexure A to the Board of Directors' Report.

5 Remuneration of Directors

a) Pecuniary relationship or transactions of the non – executive directors vis-à-vis the Company:

During the financial year under review, the Company has paid ₹ 132.64 lacs 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. were less than 1% of the total professional fees earned by the Khaitan & Co. during the financial year under review. There were no other pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company.

b) Criteria for making payments to Non-Executive Directors:

Independent Directors of the Company have been paid sitting fees of ₹ 20,000/- (Rupees twenty thousand only) per meeting during the financial year under review, subject to deduction of applicable taxes, levies, etc., if any, for attending;

- Meeting of the Board of Directors;
- Meeting of the Audit Committee;
- Meeting of the Corporate Social Responsibility Committee; and
- Meeting of the Nomination and Remuneration Committee.

Commission amount has been provided for the financial year 2015-2016 based on the time and contribution committed by the independent board members.

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 as annexed to the Board of Directors' Report.

c) **Disclosures with respect to remuneration:**
Details of sitting fees and commission for the financial year 2015 – 2016:

Name of the Non-Executive Directors	Sitting Fees for FY 2015-2016 (in Rupees)	Commission for FY 2015-2016 (in Rupees)
Mr. Vineet Jain @	Nil	Nil
Mr. B. S. Nagesh *	260,000	500,000
Mr. N. Kumar *	200,000	400,000
Mr. Ravindra Kulkarni *	260,000	400,000
Ms. Punita Lal #	Nil	Nil
Mr. Richard Saldanha *	260,000	500,000

@ liable to retire by rotation
* Appointed for a term of five consecutive years commencing from August 12, 2014
# Appointed for a term of five consecutive years commencing from March 28, 2016

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

During the financial year under review, the Company has not granted any stock option to any of its Directors.

Details of remuneration paid to Mr. Prashant Panday, Managing Director & CEO during the year 2015 - 2016 are given below:

Particulars	(in ₹)
Salary #	35,640,457
Benefits *	1,373,264
Perquisites	15,000
Total	**37,028,721**

Salary includes performance linked incentive ₹ 7,849,270 and ex-gratia payment of ₹ 5,087,343 paid during the financial year 2015-2016.

* Includes the Company's contribution to provident fund of ₹ 749,053 and national pension scheme of ₹ 624,211.

Notes:

- Present term of appointment of Mr. Prashant Panday is for a period of 3 (three) years with effect from July 1, 2013 till June 30, 2016 on various terms and conditions including remuneration as approved by the members at their meeting held on August 8, 2013. Approval of the shareholders is being sought at the ensuing AGM for reappointment of Mr. Panday for a term of five years with effect from July 1, 2016 till June 30, 2021.
- Appointment, terms, conditions and payment of remuneration to the Managing/ Whole-time Director is 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.
- Mr. Prashant Panday is holding 21900 equity shares of the Company as on the date of this Report.
- No option was granted to any director of the Company under any scheme for grant of stock options during the financial year under review.
- Mr. Panday does not receive any remuneration or commission from any of its subsidiaries.
- His period of office shall be liable to determination by retirement of directors by rotation.

6 Stakeholders Relationship Committee

The Company has always valued its investors' and stakeholders' relationships. In order to ensure the proper and speedy redressal of stakeholders' grievances, the Stakeholders Relationship Committee is constituted. Its constitution, composition, quorum requirements, frequency of meetings, terms of reference, role, powers, rights, authority and obligations are in conformity with the applicable provisions of the Companies Act, 2013 and the Listing Regulations (including any statutory modification(s) or re-enactment or amendments thereof).

a) Name of the non – executive director heading the Committee:

The Committee is headed by the Independent Non- Executive Director and comprises of the following Directors as on the date of this Report:

- Mr. Richard Saldanha – Chairman (Independent Non- Executive Director)
- Mr. Ravindra Kulkarni – (Independent Non- Executive Director)
- Mr. Prashant Panday– (Managing Director & CEO)

b) Name and designation of Compliance Officer:

Mr. Mehul Shah, *SVP - Compliance & Company Secretary* is the Compliance Officer of the Company. *(e-mail ID: mehul.shah@timesgroup.com)*

c) Details of the shareholders' complaints:

Number of shareholders' complaints/ queries, etc. received during the financial year 2015-2016	29
Number of complaints/ queries, etc. not resolved to the satisfaction of shareholders as on March 31, 2016	0
No. of pending complaints/ queries, etc. (The complaints/ queries have been resolved in consonance with the applicable provisions of the relevant rules/ regulations and acts for the time being in force)	0

d) Brief description of terms of reference of the Committee *inter alia* includes:

- to consider and resolve the grievances of security holders of the Company
- to specifically look into the redressal of grievances of shareholders, debenture holders and other security holders
- to consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of annual report, non-receipt of declared dividends, etc.
- to supervise the process relating to transfer, transmission, transposition, split, consolidation of securities
- to issue the duplicate share certificate(s) and supervise the process
- to supervise the process relating to consider re-materialization / de-materialization requests
- to oversee the performance of the Company's registrar & share transfer agents
- to implement and monitor the Company's Code of Conduct for Prohibition of Insider Trading in conformity with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended

- to make recommendations to improve service levels for stakeholders
- to carry out any other functions as authorized by the Board of Directors from time to time or as enforced by statutory/ regulatory authorities

e) Meetings during the year:
During the financial year under review, the Committee met four times, i.e. on May 19, 2015; August 4, 2015; October 26, 2015; and February 8, 2016. Details of attendance are furnished at Para (2) (b) ('Board of Directors') of this report.

7 General Body Meetings

a) Annual General Meetings:
Details of the location and time, where last three Annual General Meetings (AGMs) held and the special resolutions passed thereat are as follows:

Year, date and time	Location	Special Resolution(s) passed
FY 2014 – 2015 Sixteenth AGM held on September 14, 2015 at 3.00 p.m.	Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Near Siddhivinayak Temple, Prabhadevi, Mumbai: 400025	Nil
FY 2013 – 2014 Fifteenth AGM held on August 12, 2014 at 3.00 p.m.	Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.	To approve the change in the designation of Mr. Prashant Panday (DIN: 02747925) from 'Executive Director & Chief Executive Officer' to 'Managing Director & Chief Executive Officer' with effect from May 23, 2014.
FY 2012 – 2013 Fourteenth AGM held on August 8, 2013 at 3.00 p.m.	Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.	To approve the re-appointment and relevant terms and conditions thereof including remuneration payable to Mr. Prashant Panday, Whole-time Director of the Company for a period of 3 (three) years with effect from July 1, 2013 till June 30, 2016.

b) Special Resolutions passed through Postal Ballot:

During the financial year under review, postal ballot voting process was conducted two times.

- Below stated resolutions were passed through postal ballot voting process on April 3, 2015:

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

Details of voting pattern:

Special Resolution No:	Ballots Received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
1	171	39609502	148	39586672	6	389	17	22441
2	171	39609502	151	39608613	4	348	16	541
3	171	39609502	151	39608613	4	348	16	541
4	171	39609502	152	39608578	3	383	16	541
5	171	39609502	150	39608791	5	170	16	541

- Below stated resolutions were passed through postal ballot voting process on March 28, 2016:

Sr. No.	Type of Resolution	Brief particulars
1	Ordinary Resolution	Ordinary Resolution regarding appointment of Ms. Punita Lal (DIN: 03412604) as the Independent Director
2	Special Resolution	Regarding issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis

Details of voting pattern:

Special Resolution No:	Ballots Received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
1	120	36479205	111	36478918	1	2	8	285
2	120	36479205	105	36478710	7	131	8	364

c) **Person who conducted the aforesaid postal ballot exercise:**

Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477), (Scrutinizer) conducted the aforesaid two Postal Ballot voting process (including e-voting) in a fair and transparent manner.

d) **Whether any special resolution is proposed to be conducted through postal ballot: No.**

e) **Procedure for postal ballot:**

Pursuant to Section 110 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof from time to time) read with the Listing Regulations, the Company had provided to its members the facility to cast their votes by way of postal ballot process (including e-voting) on all the resolutions as stated above. The Company had appointed Karvy Computershare Private Limited for facilitating e-voting.

Postal Ballot Notice, Postal Ballot Form and results of the Postal Ballot Voting were uploaded on the Company's website: ***www.enil.co.in*** at url: *http://enil.co.in/postal-ballot.php*.

8 Means of Communication

a) **Quarterly results:**

Quarterly/ Half yearly/ Annual results are regularly submitted to the Stock Exchanges where the securities of the Company are listed pursuant to the Listing Regulations requirements and are published in the newspapers. The financial results are displayed on the Company's website i.e. ***www.enil.co.in***

b) **Newspapers wherein results normally published:**

Financial Express (English) and Loksatta (Marathi, the regional language).

c) **Any website, where displayed :**

www.enil.co.in

d) **Whether website also displays official news releases:**

The Company has maintained a functional website [***www.enil.co.in***] containing basic information about the Company e.g. details of its business, financial information, shareholding pattern, codes, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, etc.

e) **Presentations made to institutional investors or to the analysts:**

The presentations made to institutional investors/ analysts are posted on the Company's website i.e. ***www.enil.co.in***

9 General Shareholder Information

a) **Annual General Meeting (AGM):**

Day, Date and time	:	Wednesday, August 3, 2016; 3.00 p.m.
Venue	:	Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai: 400018.

b) **Financial year:**
April 1, 2015 to March 31, 2016.

c) **Dividend Payment Date:** The Dividend, if declared at the AGM, would be paid/ dispatched on / after August 4, 2016 and within thirty days from the date of declaration of dividend. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, July 28, 2016 to Wednesday, August 3, 2016, both days inclusive, for taking record of the Members of the Company for the purpose of AGM and determining the names of the Members eligible for dividend on equity shares, if declared at the AGM.

d) **Name and address of stock exchanges at which the Company's securities are listed:** The Company's shares are listed on the BSE- Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 and NSE- Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051. The Company has paid the applicable annual listing fees to BSE and NSE.

e) **Stock code :**

BSE Scrip Code	532700
NSE Trading Symbol	ENIL
ISIN Number for NSDL & CDSL	INE265F01028

f) **Market Price Data: High, Low during each month in last financial year***

The performance of the equity shares of the Company on BSE and NSE depicting the liquidity of the Company's equity shares for the financial year ended on March 31, 2016, on the said exchanges, is as follows:

Stock Market data – BSE

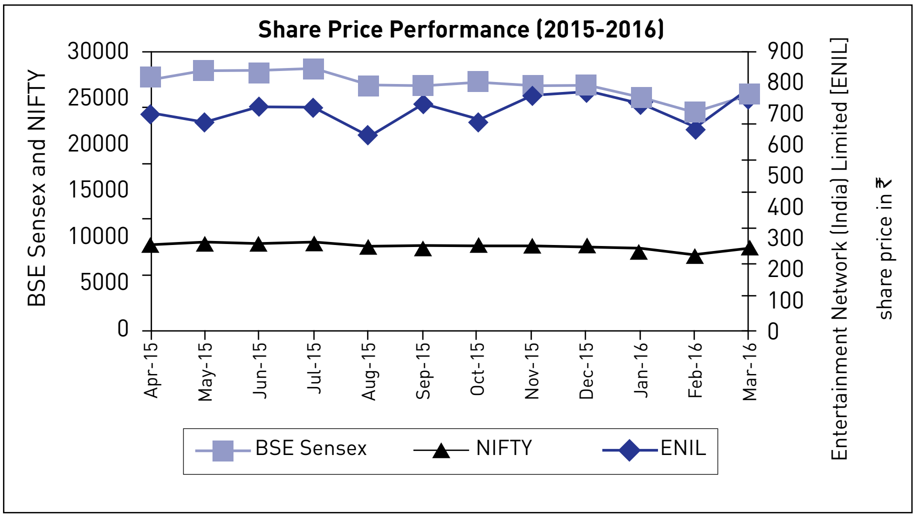
Month	Open Price (₹)	High Price (₹)	Low Price (₹)	Close Price (₹)	No. of shares	Total Turnover (₹ in lacs)
April-15	791.90	814.00	630.00	689.45	65547	487.56
May-15	681.00	721.75	652.00	663.85	30691	209.26
June-15	675.00	733.00	585.80	713.40	39230	255.90
July-15	731.30	849.00	677.00	712.70	380327	2,795.91
August-15	713.00	745.00	570.00	614.75	122921	854.38
September-15	614.00	750.00	590.00	721.30	28769	188.27
October-15	720.00	739.90	653.00	663.85	16722	115.79
November-15	679.95	757.50	586.00	752.55	18334	122.49
December-15	759.95	780.90	695.05	765.20	12567	92.38
January-16	773.00	783.00	650.00	727.60	9062	64.64
February-16	727.85	732.30	622.00	636.40	7354	48.68
March-16	640.00	792.55	625.00	780.60	16559	120.69

Stock Market data – NSE

Month	Open Price (₹)	High Price (₹)	Low Price (₹)	Close Price (₹)	No. of Shares	Total Turnover (₹ in lacs)
April-15	794.05	818.00	614.40	691.65	141994	1064.39
May-15	722.00	722.00	650.00	664.90	92898	637.92
June-15	665.00	752.00	588.50	731.80	227181	1515.73
July-15	730.00	850.05	671.50	712.65	791828	6028.65
August-15	712.65	749.80	563.00	606.50	404979	2810.02
September-15	605.00	746.00	585.25	728.00	118790	810.40
October-15	728.00	741.00	651.90	693.50	163445	1128.74
November-15	695.00	775.00	587.00	766.00	183124	1194.58
December-15	771.00	790.00	700.00	778.35	132727	1002.99
January-16	771.05	788.95	650.00	722.05	94894	668.38
February-16	720.00	744.00	612.20	634.80	49195	320.16
March-16	649.85	794.90	620.00	786.95	360869	2394.61

* *(Source: This information is compiled from the data available on the website of BSE and NSE)*

g) **Performance in comparison to broad-based indices:**



h) In case the securities are suspended from trading, reason thereof:

Not applicable, since the securities of the Company have not been suspended from trading.

i) Registrar and Share Transfer Agents (R & TA):

Karvy Computershare Private Limited, Unit: Entertainment Network (India) Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032. Phone: 040-67162222; Fax: 040-23001153; Toll Free no.: 1800-345-4001.

j) Share Transfer System:

Pursuant to the Listing Regulations, the Board of Directors of the Company, in order to expedite the process, has delegated the power of approving transfer, transmission, etc. of the securities of the Company to the R & TA. Securities lodged for transfer, transmission, etc. are normally processed within the stipulated time as specified under the Listing Regulations and other applicable provisions of the Companies Act, 1956 (and the Companies Act, 2013 from the effective date). The Company has duly obtained certificates on half yearly basis from the Practicing Company Secretary, certifying due compliance with the formalities of share transfer as required under Regulation 40 of the Listing Regulations and submitted a copy of the certificate to the Stock Exchanges where the securities of the Company are listed.

k) Distribution of shareholding as on March 31, 2016:

Category	No. of Members	% of Members	Total Shares	% of shares
1-5000	12304	96.68	630751	1.32
5001- 10000	186	1.46	145094	0.30
10001- 20000	96	0.75	142628	0.30
20001- 30000	38	0.30	96397	0.20
30001- 40000	21	0.17	74524	0.16
40001- 50000	12	0.09	56956	0.12
50001- 100000	20	0.16	144867	0.30
100001& Above	49	0.39	46379198	97.30
Total	**12726**	**100.00**	**47670415**	**100.00**

Shareholding pattern of the Company (as on March 31, 2016):

Category code	Category of shareholder	Number of shareholders	Total Number of shares	Total shareholding as a percentage of total number of shares
(A)	Shareholding of Promoter and Promoter Group			
(1)	Indian (Bodies Corporate) *	2	33918400	71.15
(2)	Foreign	0	0	0
	Total Shareholding of Promoter and Promoter Group	2	33918400	71.15
(B)	Public shareholding			
(1)	Institutions	41	8901919	18.68
(2)	Non-institutions	12683	4850096	10.17
	Total Public Shareholding	**12724**	**13752015**	**28.85**
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0.00
	GRAND TOTAL (A)+(B)+(C)	**12726**	**47670415**	**100.00**

* The Indian Promoter Group comprises of Times Infotainment Media Limited and Bennett, Coleman and Company Limited.

As on March 31, 2016 and as on the date of this report, none of the Promoters or Promoters' Group of the Company have pledged any shares of the Company.

l) **Dematerialization of shares and liquidity:** 99.99% of the paid up equity share capital of the Company is in dematerialized form as on March 31, 2016. Trading in equity shares of the Company is permitted only in dematerialized form as per the notification issued by Securities and Exchange Board of India. The trading / liquidity details are given in para (vii) hereinbefore.

m) **Outstanding global depository receipts or american depository receipts or warrants or any convertible instruments, conversion date and likely impact on Equity :** Nil.

n) **Commodity price risk or foreign exchange risk and hedging activities:** Not applicable.

o) **Location of Studios:**

1.	Ahmedabad	The Times of India Press Premises, Vejalpur, Ahmedabad – 380 015.
2.	Aurangabad	F 8, 9, 10, 5th Floor, Aurangabad Business Centre, Adalat Road, Opposite Session Court, Aurangabad – 431 005.
3.	Bengaluru	39/2, 3rd Floor, Sagar Building, Banerghatta Road, Bengaluru – 560 029.
4.	Bhopal	2nd Floor, C. P. Square, 2, Malviya Nagar, Opposite Raj Bhavan, Bhopal – 462 003.
5.	Chennai	No. 453, 6th & 7th Floor, Fathima Akhtar Court, Anna Salai, Teynampet, Chennai – 600 018.
6.	Coimbatore	1547, 8th Floor, Classic Towers, Trichy Road, Coimbatore – 641 018.
7.	Delhi	Times Centre, Plot No. 6, 3rd Floor, Sector 16A, Film City, Noida, Uttar Pradesh - 201 301.
8.	Hyderabad	1st Floor, Queen's Plaza, Sardar Patel Road, Opposite Begumpet Police Station, Begumpet, Secunderabad – 500 003.
9.	Indore	9th Floor, Industry House, 15 A B Road, Indore – 452 001.
10.	Jabalpur	1415, Wright Town, 2nd Floor, Shukla Bhawan, Jabalpur – 482 002.
11.	Jaipur	6th Floor, Prestige Tower, Amrapali Road, Amrapali Circle, Vaishali Nagar, Jaipur – 302 021.
12.	Jalandhar	6th Floor, Shakti Tower, Adjoining Swani Motors, GT Road, Near BMC Chowk, Jalandhar – 144001.
13.	Kanpur	6th Floor, Kan Chambers, 14/ 113, Civil Lines, Kanpur – 208 001.
14.	Kolhapur	517/2 E, Gamestone, 1st Floor, R D Vichare Complex, Near Central S.T. Stand, Opp. R.L. Jewellers, Kolhapur – 416 001.
15.	Kolkatta	Shantiniketan Building, 8, Camac Street, 13th Floor, Kolkatta – 700 017.
16.	Lucknow	6th Floor, Shalimar Tower, Vibhuti Khand, Gomti Nagar, Lucknow – 226 010.
17.	Madurai	2nd Floor, Nataraja Complex, Opposite New District Court, 128 Melur Road, K. K. Nagar, Madurai – 625 020.
18.	Mangalore	5th Floor, Maximus Commercial Complex, Light House Hill Road, Mangalore – 575 001.
19.	Mumbai	4th Floor, 'A' Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013.
20.	Nagpur	2nd Floor, Narang Towers, 27 Palm Road, Civil Lines, Nagpur – 440 001.
21.	Nashik	3rd Floor, United Legend, Plot No. 1, Serial 733/1/2, Opposite Parijat Nagar Bus Stop, Nashik – 422 005.
22.	Panjim, Goa	1st Floor, Above Times of India office, Vivenda De Hassan Building, D. B. Marg, Miramar, Panjim, Goa – 403 001.
23.	Patna	4th Floor, Lakshmi Apartments, Times of India Building, Fraser Road, Patna – 800 001.
24.	Pune	3rd Floor, Aditya Business Centre, Above ICICI Bank, Kondhwa Khurd, Pune – 411 048.
25.	Raipur	1st Floor, Chawla Towers, Shankar Nagar, Near Bottle House, Raipur, Chhattisgarh – 492 007.
26.	Rajkot	Property No. 23-24/P, Radhika House, Near Kinnari Flats, Opposite Princess School, Kalawad Road, Rajkot – 360 007.
27.	Surat	601- A, International Trade Centre, Maujra Gate Crossing, Ring Road, Surat – 395 002.
28.	Thiruvananthapuram	3rd Floor, Andoor Buildings, General Hospital Road, Vanchiyoor P.O., Thiruvananthapuram – 695 035.
29.	Vadodara	Property No. 1001/1002, 10th Floor, Gunjan Tower, Off. Alembic - Gorwa Road, Subhanpura, Vadodara – 390 023.
30.	Varanasi	2nd Floor, Unit 201-A & 204, RH Tower, The Mall Cantt, Varanasi – 221 002.
31.	Vijayawada	4th Floor, Matha Towers, Bishop House, Door No. 59 A 1-7, Vijayawada – 520 008.
32.	Visakhapatnam	3rd Floor, Varun Towers, Kasturba Marg, Siripuram Junction, Visakhapatnam – 530 003.
33.	Amritsar	2nd Floor 105, Lawrence Road, Opp. Rittu Wear, Amritsar, (Punjab) 143001.

34.	Patiala	All India Radio, Urban Estate, Phase -3, Patiala, (Punjab) 147002.
35.	Jodhpur	A-96-97, Manmeera Tower, Akhliya Circle, Chopasani Road, Jodhpur, Rajasthan, 342001
36.	Shimla	CTI Building, Doordarshan Kendra, Choura Maidan, Shimla, 171004.
37.	Guwahati	N. K. Production, Senduri Ali Path, Opp SBI Bank, Jonali, R. G. Baruah road, Guwahati: 781024.

p) Address for correspondence:

Investor Correspondence:

a) For share transfer / dematerialisation of shares / other queries relating to the securities:

Karvy Computershare Private Limited, Unit: Entertainment Network (India) Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032. Phone: 040-67162222; Fax: 040-23001153; Toll Free no.: 1800-345-4001.

b) For queries on Annual Report or investors' assistance:

Mr. Mehul Shah, *SVP - Compliance & Company Secretary*,

Trade Gardens, Ground Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013. Ph: 022 – 67536983.

Investors can register their complaints/ grievances at the Company's e-mail id: *stakeholder.relations@timesgroup.com*

The aforesaid e-mail id and other relevant details have been displayed on the website of the Company i.e. ***www.enil.co.in***

10 Other Disclosures

a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:

During the financial year under review, there were no materially significant related party transactions with the Promoters, Directors, etc. that may have potential conflict with the interests of the Company at large. The related party transactions are entered into based on business exigencies such as synergy in operations, profitability, market share enhancement etc. and are intended to further the Company's interests.

b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence no penalties, strictures have been imposed on the Company by Stock Exchanges or Securities and Exchange Board of India or any other statutory authority.

c) Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the Audit Committee:

The Company has a 'Whistle Blower Policy'/ 'Vigil Mechanism' in place, details of which have been furnished in the Board of Directors' Report. The Board of Directors affirms and confirms that no personnel has been denied access to the Audit Committee.

d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements of the Schedule V of the Listing Regulations. The status of compliance with the non-mandatory requirements of this clause has been detailed herein.

e) Web link where policy for determining 'material' subsidiaries is disclosed:

http://www.enil.co.in/policies-code-of-conduct.php

f) Web link where policy on dealing with related party transactions:

http://www.enil.co.in/policies-code-of-conduct.php

g) Disclosure of commodity price risks and commodity hedging activities:

Not applicable.

h) Risk Management:

The Company has adopted Risk Management Policy pursuant to the provisions of Section 134 and all other applicable provisions of the Companies Act, 2013 and Listing Regulations. The Company has a strong Enterprise Risk Management framework which is administered by the Senior Management team. This team periodically reviews the risk events that could affect the Company and initiates appropriate mitigation procedures and also reviews the progress made with respect to the mitigation plans and the effectiveness of the same in addressing the relevant risk. The Company has procedures in place to inform the Board Members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that the management controls risk through means of a properly defined framework. The Company's internal control systems are commensurate with the nature and size of its business. These are tested and reported by the Statutory as well as Internal Auditors. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

i) Reconciliation of Share Capital Audit:

A qualified practicing Company Secretary carried out a Share Capital Audit to reconcile the total admitted equity share capital with National Securities Depository Limited [NSDL], Central Depository Services (India) Limited [CDSL] and equity shares held in physical form and the total issued and listed equity share capital. The Audit Report confirms that the total issued/ paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. The equity shares of the Company are listed on BSE and NSE.

11 Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above, with reasons thereof shall be disclosed

The Company has complied with the requirements of corporate governance report of sub paras (2) to (10) of the Schedule V of the Listing Regulations except compliance relating to the composition of the Board of Directors. Kindly refer to para (13) of this report regarding explanation note on the composition of the Board of Directors.

12 Adoption of the discretionary requirements as specified in Part E of the Schedule II of the Listing Regulations

a) The Board:

The Company does not defray any expenses of the Chairman's Office.

b) Shareholder Rights:

The Company's quarterly and half-yearly results are furnished to the Stock Exchanges and are also published in the newspapers and on the website of the Company and therefore results were not separately sent to the Members. Quarterly/ Half yearly/ Annual results of the Company are displayed on the website of the Company i.e. ***www.enil.co.in***

c) Audit qualifications:

The Company is in the regime of financial statements with unmodified audit opinion.

d) Separate posts of Chairman and CEO:

The Board of Directors of the Company comprises of the Non- Executive Chairman and also Managing Director & CEO. Both the posts are separate.

e) Reporting of Internal Auditor:

The Internal Auditor reports directly to the Audit Committee.

13 Disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub - regulation (2) of regulation 46

The Company has complied with the corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub - regulation (2) of regulation 46, except the compliance relating to the composition of the Board of Directors.

Note relating to the composition of the Board of Directors:

Woman director (Ms. Vibha Paul Rishi) was on the Board since August 2012. As per the relevant regulatory policy applicable to the Company, she resigned from the Board effective March 5, 2015. As per the provisions of section 149 of the Companies Act, 2013 read with the applicable rules thereto, any intermittent vacancy of a woman director shall be filled- up by the Board at the earliest but not later than the immediate next Board meeting or three months from the date of such vacancy whichever is later.

The Board of Directors, at their meeting held on May 19, 2015, had proposed the appointment of Ms. Punita Lal (DIN: 03412604) as an Independent Director of the Company. The Company, in compliance with the applicable regulatory requirements requiring it to obtain prior permission of the Ministry of Information & Broadcasting ('MIB') for any appointment of director to its Board of Directors, duly applied to the MIB on June 1, 2015. MIB, vide its letter dated February 5, 2016, has conveyed its approval for Ms. Lal's appointment as a Director. The Company had completed all the regulatory formalities for induction of woman director before the due date. Members of the Company have approved the appointment of Ms. Punita Lal (DIN: 03412604) as the Independent Non-executive Director of the Company through postal ballot voting process. Her appointment as the Independent Non-executive Director is for a term of five consecutive years commencing from March 28, 2016. With effect from March 28, 2016, the Company is in compliance with the requirements of the Listing Regulations relating to the composition of the Board of Directors.

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	No
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Other corporate governance requirements	27	Yes

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/ No/ NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Not Applicable
New name and the old name of the listed entity	Not Applicable

For and on behalf of the Board of Directors

sd/-

Vineet Jain
Chairman
(DIN: 00003962)

Mumbai, May 19, 2016

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

DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT UNDER SCHEDULE V (F) OF THE LISTING REGULATIONS

Disclosure pursuant to the Schedule V (F) of the Listing Regulations in relation to the unclaimed shares, based on the disclosure furnished by Karvy Computershare Private Limited, the Registrar and Share Transfer Agent (R&TA) of the Company, for the financial year ended March 31, 2016, is as below:

	Particulars	Remarks
a)	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e. on April 1, 2015;	Number of Shareholders – 41 and Number of Outstanding shares – 1746 equity shares.
b)	Number of shareholders who approached issuer for transfer of shares from suspense account during the year 2015-2016;	Nil
c)	Number of shareholders to whom shares were transferred from suspense account during the year 2015-2016;	Nil
d)	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year under review;	Number of Shareholders – 41 and Number of Outstanding shares –1746 equity shares.
e)	Voting rights on these shares: Voting rights on the equity shares lying in the suspense account shall remain frozen till the rightful owner of such equity shares claims those equity shares.	

For and on behalf of the Board of Directors

sd/-

Vineet Jain
Chairman
(DIN: 00003962)

Mumbai, May 19, 2016

DECLARATION BY THE CEO UNDER SCHEDULE V (D) OF THE LISTING REGULATIONS REGARDING ADHERENCE TO THE CODE OF CONDUCT

To the best of our knowledge and belief, this is to affirm and declare, on behalf of the Board of Directors of the Company and senior management personnel, that:

- The Board of Directors has laid down a Code of Conduct, Ethics and Business Principles for all Board members and Senior Management of the Company ['the Code of Conduct'];
- The Code of conduct has been posted on the website of the Company;
- All the Board Members and Senior Management personnel have affirmed their compliance and adherence with the provisions of the Code of Conduct for the financial year ended March 31, 2016.

For and on behalf of the Board of Directors and

Senior Management Personnel

sd/-

Prashant Panday
Managing Director & CEO
(DIN: 02747925)

Mumbai, May 19, 2016

CEO & CFO certificate

The Board of Directors
Entertainment Network (India) Limited

In terms of the Regulation 17(8) of the Listing Regulations, we, to the best of our knowledge and belief, certify that:

A. We have reviewed financial statements and the cash flow statement for the financial year 2015-2016 and that to the best of our knowledge and belief :

   1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2015-2016 which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have not come across any reportable deficiencies in the design or operation of such internal controls.

D. We have indicated to the auditors and the Audit committee:

   1. That there are no significant changes in internal control over financial reporting during the financial year 2015-2016;

   2. That there are no significant changes in accounting policies during the financial year 2015-2016; and

   3. That there are no instances of significant fraud of which we have become aware.

sd/-	*sd/-*
Prashant Panday	**N. Subramanian**
Managing Director & CEO	*Group CFO*
(DIN: 02747925)	

Mumbai, May 19, 2016

COMPLIANCE CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of ENTERTAINMENT NETWORK (INDIA) LIMITED

We have examined the compliance of conditions of Corporate Governance by **ENTERTAINMENT NETWORK (INDIA) LIMITED** ("the Company"), for the financial year ended March 31, 2016, as stipulated under Clause 49 of the Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited for the period 1st April, 2015 to 30th November 2015 and under Schedule V (E) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'] for the period 1st December, 2015 to 31st March, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance as stipulated under the above mentioned Listing Agreement and Listing Regulations, as applicable. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under the above mentioned Listing Agreement and Schedule V (E) of the Listing Regulations, except *during the period from 6th March, 2015 to 27th March, 2016 the Company did not have Woman Director on its Board of Directors.*

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Hemanshu Kapadia & Associates**
Practicing Company Secretaries
sd/-
Hemanshu Kapadia
Proprietor
C.P. No. 2285
FCS: 3477

Mumbai, May 19, 2016

MANAGEMENT DISCUSSION & ANALYSIS

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events, or otherwise. Readers are cautioned not to place undue reliance on these forward looking statements that speak only as of their dates.

A Media Industry Structure and Developments

Growth estimates muted for World Economy:

The World Economic Outlook released in April 2016 by the IMF lowered the global growth estimate to 3.1% in 2015, 3.2% in 2016 and 3.5% in 2017 from 3.5% in 2015 and 3.8% for 2016 projected in April 2015.

In advanced economies, there has been a deceleration in growth momentum with growth projected to increase now by 1.9% in 2015 and 2016 and by 2% in 2017[1] compared to 2.4% in both 2015 and 2016 forecast last year. This deceleration can be attributed to the very real threat from global terrorism, the ongoing refugee crisis and the fluid political situation in the US and Europe (which is a result of an increasing economic inequality that has created a chasm between the elite and 'the others'). Another cause for weakening global growth is the weakening of investment demand leading to slower growth in international trade. As in previous years, the US is likely to grow the fastest amongst advanced economies with growth forecast at 2.4% in both 2015 & 2016 and 2.5% in 2017[2]. The outlook for the Euro area is more subdued – at 1.6% in 2015, 1.5% in 2016 and 1.6% in 2017[3].

In emerging markets and developing economies, growth is projected to slow down to 4.0% in 2015, 4.1% in 2016 and increase to 4.6% in 2017[4] from 4.3% in 2015 and 4.7% in 2016 forecast earlier. Among the emerging markets, although China and India continue to grow approximately in line with earlier projections, trade growth has slowed down considerably. Growth in China is projected to sharply slow down to 6.9% in 2015, 6.5% in 2016 and 6.2% in 2017[5]. Inspite of the slowdown, growth in China remains stronger than previous forecasts, indicating resilient domestic demand. Brazil and Russia remain in the grip of a recession.

Dropping oil prices adversely affected the economies of many nations like Russia, some CIS nations, sub-Saharan Africa and the Middle East.

Indian Economy – the 'bright spot' in a gloomy global scenario:

Although there seems to be a global economic slowdown, the Indian economy is expected to rebound in 2016. In his Union Budget Speech in February 2016, the Hon'ble Minister of Finance, Mr. Arun Jaitley, said that GDP growth had accelerated to 7.6%[6] in FY16. Quoting from his speech, he also said:

"... CPI inflation has come down to 5.4%, providing big relief to the public. This was accomplished despite two consecutive years of monsoon shortfall of 13%,..."

The IMF, that has hailed India as a "bright spot" in a muted global economy, forecasts that growth in India is likely to be 7.5% in 2016-17[7] - well ahead of China. Lower energy prices and higher real incomes have benefited private consumption which in turn will fuel growth. Inflation has decreased unexpectedly fast due to lower crude and commodity prices, a range of supply side measures, and a relatively tight monetary stance. However, the report stresses that "upside risks to inflation could necessitate a tightening of monetary policy"[8]. A slowdown in trade growth is being seen which could be a cause for concern. Additionally, according to the IMF, for India's growth story to be sustained over the medium term, the need of the hour is continued fiscal consolidation, revenue

1 IMF's World Economic Outlook, April 2016, Chapter 1, Page 2

2 IMF's World Economic Outlook, April 2016, Chapter 1, Page 2

3 IMF's World Economic Outlook, April 2016, Chapter 1, Page 2

4 IMF's World Economic Outlook, April 2016, Chapter 1, Page 2

5 IMF's World Economic Outlook, April 2016, Chapter 1, Page 2

6 Budget 2016-17, Speech of Mr. Arun Jaitley, Hon'ble Minister of Finance, Point 4, Page 1 (http://indiabudget.nic.in/ub2016-17/bs/bs.pdf)

7 IMF's World Economic Outlook, April 2016, Chapter 1, Page 19

8 IMF's World Economic Outlook, April 2016, Chapter 1, Page 34

reforms, and further reductions in subsidies, labor market reforms and dismantling of infrastructure bottlenecks, especially in the power sector.

The IMF's forecasts are broadly in line with those of other international agencies including the World Bank and the Asian Development Bank. In fact the World Bank's South Asia Economic Focus Spring 2016 report states that India "... remains the leading force for sustained regional growth"[9] in South Asia. However, the World Bank also warns that the overall trends which seem to be favorable mask important underlying divergences - between urban and agricultural households; between domestic and external demand; and between public and private capital expenditure, which need to be addressed.

Good days expected as green shoots emerge:

In the past 2 years, the Government has focused on addressing major bottle necks in the economy. These include creation of infrastructure, resolving the issue of extremely high bad debts of banks and improving the ease of doing business in India.

The Insolvency and Bankruptcy Bill 2015 which was introduced in December 2015, if passed, will ensure that bankruptcy proceedings, which have so far been governed by multiple laws, are streamlined and have a quick resolution[10]. This will address the bad debt problem being faced by banks which in turn will help investors.

The government has also laid the Minimum Alternative Tax controversy to rest in the past year by exempting foreign companies without a permanent establishment in India and foreign portfolio investors from the MAT levy. This will encourage overseas investors to invest in India[11].

The Goods & Services Tax Bill, which has already been passed by the Lok Sabha and is awaiting a nod in the Rajya Sabha, is expected to come into force by April 2017 and will also go a long way in simplifying and standardizing tax structure in India.

To follow through on its promise of "minimum government and maximum governance", some initiatives have been proposed in Budget 2016-17 so that government subsidies and financial assistance can be transferred to the actual beneficiaries in an efficient and streamlined manner. The initiatives proposed include a bill for Targeted Delivery of Financial and Other Subsidies, Benefits and Services by using the *Aadhar* framework; Direct Benefit Transfer in fertilizers (similar to the DBT for LPG that has already been introduced); and, automation of Fair Price shops in the country.

A major area of concern is the rising NPA issue of mainly state-run banks which has to be dealt with immediately for a healthy business environment to continue. In fact, after the release of the Financial Stability Report in December 2015, the RBI warned these banks against paying out high dividends as they were at risk from bad loans. The RBI also took the banks to task for getting into this situation. "While adverse economic conditions and other factors related to certain specific sectors played a key role in asset quality deterioration, one of the possible inferences from the observations in this context could be that banks extended disproportionately high levels of credit to corporate entities/promoters who had much less 'skin in the game' during the boom period," said the report.

The incremental reforms being introduced by the Government will definitely help the Indian economy to grow but for this it is essential that these reforms become law without any further delays.

Global Advertising Spends to Strengthen moderately:

Global advertising spend forecasts for 2016 indicate a slight improvement in growth over 2015 due to the fact that 2016 is a 'quadrennial' year – i.e. the year of the Summer Olympics, the US presidential election and the UEFA football championship in Europe. These are expected to give a boost to advertising. The US will continue to be the biggest contributor of new ad dollars, followed by China, the UK and Indonesia.

According to Zenith Optimedia's Advertising Expenditure Forecasts – December 2015, global ad expenditure will likely grow 4.7% in 2016 compared to 3.9% achieved in 2015. The agency puts the global ad spends to be US$ 579 billion by the end of 2016. Growth forecast is 4.3% in 2017, followed by 4.2% in 2018. However, the agency forecasts that in "Fast-track Asia" – a bloc of which India is a part, advertising expenditure is expected to grow

9 World Bank's South Asia Economic Focus Spring 2016, Page 18

10 "All you wanted to know about... The Bankruptcy Code", The Hindu Businessline, December 28, 2015

11 "India lays MAT controversy to rest", Mint, Oct 15, 2015

Indian Advertising Industry Revenue

in ₹ Billion	2014	2015	2016(P)	2017(P)	2018(P)	2019(P)	2020(P)	CAGR (2015-2020 P)
TV	154.9	181.3	210.3	241.8	275.7	319.8	364.5	15.0%
Print	176.4	189.3	204.0	221.7	241.6	263.3	285.8	8.6%
Radio	17.2	19.8	23.4	28.4	32.7	37.8	43.3	16.9%
OOH	22.0	24.4	28.3	31.6	35.4	40.0	45.2	13.1%
Digital Advertising	43.5	60.1	81.1	113.6	153.3	199.3	255.2	33.5%
Total	**414.0**	**474.9**	**547.1**	**637.1**	**738.7**	**860.2**	**994.0**	**15.9%**

Source: KPMG – FICCI 2016 report

at an average rate of 8.4% a year between 2015 and 2018, down from 14.7% a year between 2009 and 2014. This is primarily due to the slowdown in China which is expectedly going to cause a slowdown in the ad spends of the country, and thereby of the region as a whole.

The Indian Advertising Industry has been resilient in the face of a fairly turbulent economy in 2015:

After a bumper year in 2014 (buoyed by election spends and a renewal of hope in the economy which led to increased media spends), 2015 was a year when the industry got down to the task at hand. Small towns and the rural economy did not perform upto expectations which led to some decrease in media spends.

Among traditional media, television and radio performed well while print faced challenges. Digital advertising continued on its strong growth trajectory due to a steadily growing internet user base and increased media spends in this category by marketers. This year there has been a reduction in ad spends by smaller e-commerce companies but the larger ones like Flipkart, Olx, Amazon, Snapdeal, Paytm & Quikr have more than made up for the reduction.

According to KPMG-FICCI's Indian Media and Entertainment Industry Report 2016, released in March 2016, the advertising industry grew by 14.7% in 2015 over 2014 (estimated at ₹ 475 billion in 2015). The 5-year (2015-2020) growth forecast is a strong 15.9% CAGR. Segment-wise growth trends are as tabulated above.

The Indian Radio Industry – shows strongest growth among traditional sectors:

Like in the past, radio continued to hold its own in the ad spends and is projected to be the fastest growing traditional medium, trailing only behind the new medium - digital. Following the licensing of new stations under Phase-3 and consolidation in the industry, radio reach is increasing significantly, with radio entering hundreds of smaller towns and taking on existing media options like print and OOH.

E-commerce companies emerged as big spenders in 2015 on radio. These players use radio to communicate tactical promotions. Large e-commerce brands which are usually big spenders look for uniqueness and content differentiation in their communication. Radio is able to provide this effectively.

Renewed ad spending by regular brick-and-mortar retail, consumer durables, automobile and the financial services industry helped to drive growth in radio this year. One of the biggest advertisers on radio was the Government sector – with both Central and State governments using the medium to communicate their programs and achievements.

B Radio Industry – Future Outlook, Opportunities and Threats

1) **Phase 3 policy of FM radio expansion:**
The much delayed Phase-3 auctions – the policy was first announced in July 2011 – finally took place last year bringing relief to the radio industry. But the auctions were split into two batches at the last moment. Batch-1 happened between July-September last year; batch-2 is expected in 2016. Batch-1 comprised left-over frequencies from Phase-2. In total about 135 frequencies in 69 cities were available for Batch-1. Batch-2 will include all the new towns that are proposed under Phase-3.

The auctions were hailed a success and the government netted ₹ 1,157 crores in the form of One Time Entry Fees (OTEF).

The splitting of the auctions into two batches created problems for radio broadcasters, especially the bigger ones. The "national cap" imposed by Phase-3 policy – no broadcaster can operate more than 15% of frequencies nationwide – was now applicable over a smaller base since only 135 frequencies were being auctioned in Batch-1, instead of the 950+ that were available in Phase-3. This created a cap of just 52 channels, not including the border towns, for each broadcaster. Naturally, the bigger ones who already operated 45 - 47 channels in Phase-2 were hurt the most as their ability to participate in the auctions was severely curtailed. ENIL also was impacted, but it was still able to grow its network from 32 stations (Phase-2) to 52. In addition, ENIL was also able to acquire a few border towns and take the tally further up to 56. Ideally, we would have liked to go further, but the national cap prevented us from doing so.

While the radio industry hailed the government's success in Batch-1, and praised it for transparency, there was also a major failure for the government. As many as 38 channels, out of 135, could not be auctioned off. This caused revenue loss to the government. There were two main reasons for the failure. First, the Reserve Prices (RPs) were too high in some cities. So not many broadcasters were interested. Second, there was the national cap, which stopped big broadcasters from bidding in smaller towns.

There were other issues with the auctions as well, which hurt the radio industry. Because there were very few frequencies available in the metros – Mumbai, Pune, Surat and Nagpur had 2 each, Delhi, Chennai, Bangalore, Ahmedabad and Jaipur just 1 – the bid prices went to irrational levels in some cases. Some broadcasters who have bid recklessly must be hurting from the "winner's curse". Having won at exorbitant prices, they must now be worried about generating returns from their investment. They will be forced to cut on marketing expenses, reduce hiring, and give up on experimenting with new programming formats. All of this is bad news for the radio industry, as its growth could be stymied. The government must take a part of the blame. It could have offered more channels in each city if it had accepted TRAI's recommendation of reducing the separation between channels (and thus offering many more channels in each city). That would have cooled the bid prices and avoided the problems mentioned earlier. The government would also have made more revenues by auctioning more channels. Now, it is stuck holding spectrum, whose value will only drop in the coming decades, as digital broadcasting (streaming) gains strength.

There were also glitches noticed in the auction design itself. For example, there is virtually no restriction in the auction design to curb the activities of rogue broadcasters – those who are not interested in acquiring a license but only in raising bid prices for others. A very small "earnest money deposit (EMD)" enables rogue bidders to participate even in cities in which they have no interest. Besides this, announcing the EMD before the start of the auctions lets everyone know exactly how much each competitor is capable of bidding, and in some cases, in which category of cities. Further, announcing the exact "excess demand (ED)" and "aggregate demand (AD)" figures after every round of the auction – rather than mentioning them in broad "bands" – enables rogue bidders to play their dangerous game and keep raising bids till the very end. The industry has requested the government to look into these issues before Batch-2 auctions are announced.

With Batch-1 auctions over, the attention of the radio industry will now move to Batch-2. These are expected in the 2nd half of CY16. The national cap is a big problem. As explained earlier, it put a limit of 52 channels in Batch-1. Then there are other problems that need to be sorted as well – removing the 3-year lock-in period, allowing news in an unrestricted manner, increasing FDI to 49%, and removing the city-cap (40% of the number of channels in a city, rounded down to the lower integer) – that we hope the government will address before getting into Batch-2.

Then there is the continuing problem of high

RPs for Batch-2 cities. The radio industry feels that TRAI's recommendations on RPs for small towns are impractical. The industry believes that lower RPs will ensure higher bidding intensity, and better determination of market prices. Low RPs will also ensure that all frequencies are allotted in the auctions and none is left behind like in Batch-1. The industry believes that the auction format (Simultaneous Multi Round Ascending – SMRA) takes care that the government does not lose revenues simply because the RPs are kept low. On the other hand, a low RP will ensure that someone acquires the licenses, and public interest is not sacrificed.

Despite the problems highlighted above, the radio industry is happy that Batch-1 auctions got completed last year. These new licenses will help the industry grow rapidly. We have always said that India remains vastly under-served by radio, and more channels are needed. We look forward to initiatives from the government towards increasing availability of spectrum. And hope it will accept the TRAI recommendation with respect to channel separation.

2) **Renewal of Phase 2 licenses:**

With Batch-1 auctions completed, the path to renewal (called "migration" in FM policy) of Phase-2 licenses was cleared up. By September 2015, new, 15-year licenses were issued by the government replacing Phase-2 licenses which were starting to expire or had already expired and were running on special extension. For the radio industry, the successful issuance of new licenses put to rest worries about continuance of business. It can now move ahead and focus on the next 15 years. It may be noted that the government netted nearly ₹ 2000 crores from incumbent broadcasters in the form of migration fees.

3) **FM radio in the age of digital streaming :**

Online radio consumption is still small in India, but we expect it to grow as internet and smart-phone penetration grows.

There are many factors holding back the growth of internet streaming. Many of these factors are present globally. The most important one is about extremely high royalty demands of the music industry. Global players like Spotify, Pandora and Apple Music each pays between 60-75% of their revenues to the music providers. In India, the figures are possibly worse, with players like Gaana and Saavn having to pay huge Minimum Guarantees (MGs) in addition to very high per-stream costs (A "stream" is basically one song played out to one listener. If 1 million listeners listen to 5 songs each for example, that's 5 million streams). MG makes the streaming business virtually a non-starter in India, as most streaming services incur more than 100% of their revenues in just music costs. This aside, the music industry issues licenses only for short periods of time – a maximum of two years. After that, they raise the MGs again, and usually very significantly. Streaming services which have managed to "catch-up" with previous MGs suddenly find themselves back in the red again.

Then there is the global phenomenon of users not willing to pay for the service. This problem is especially true in developing countries. In China, out of nearly 500 million users of streaming services, not more than 10 million pay for the service. In India, overall streaming numbers are much smaller (Monthly Active Users – MAUs – are of the order of 30 million or so), but the free nature of the business is similar. As a result of this, streaming services are forced to rely on advertising revenues. Till the streaming numbers grow, and till a large number of people start using these services regularly, advertising monies will be slow to come. It is reported that streaming services are losing hundreds of crores of rupees every year and there is no certainty that this will come down in the near future. Global brands like Pandora and Spotify continue to make huge losses even after being in business for nearly a decade, even though their revenues have become quite large (Spotify revenues reportedly crossed $2 billion in CY2015).

Then there is the usual bandwidth and data cost issues that plague all developing countries. But with the launch of 4G services, and the imminent launch of Reliance Jio in particular, there is hope that data speeds will increase and data costs will reduce. However, the huge license fees paid by telecoms in their spectrum auctions will make it virtually impossible for them to offer cheap data, making the digital revolution possibly smaller in scale than the mobile revolution seen in India.

Despite high costs and low speeds, internet penetration has increased rapidly in India. It is estimated that there are 400 million users of the internet in India[12]. This represents a growth of nearly 100 million in just the last year. As per industry estimates, internet penetration will cross 700 million by 2020[13]. As internet penetration increases, and smart phone penetration increases, usage of video OTT (Over-The-Top) services like HotStar, NetFlix, ErosNow and more than 2 dozen others will surely increase. So also will consumption of audio apps like Gaana and Saavn.

4) Regulatory issues & Litigations continue to challenge radio industry:

With music industry: The Copyright Amendment Act 2012 and the rules thereof contain provisions for Statutory License (SL) for broadcasting which has a significant impact on the operations of a radio company as it ensures unfettered access to music at rates fixed by the Copyright Board (CRB).

The Constitutional validity of the provisions of statutory licensing as described above have been challenged by way of writs filed in different High Courts, notably by Super Cassettes Industries **("T Series")** and Venus Worldwide Entertainment before the Hon'ble Delhi High Court, by Eskay Video before the Hon'ble Calcutta High Court and by the South Indian Music Companies Association (SIMCA) before the Hon'ble Madras High Court. Both Super Cassettes and Venus Worldwide Entertainment have withdrawn their petitions filed at Delhi and have filed applications before the Hon'ble Calcutta High Court in support of the petition files by Eskay

In a major boost to the Radio Industry the Hon'ble Madras High Court dismissed the petition filed by SIMCA and upheld the constitutional validity of the statutory licensing provisions of the Amendments.

The Copyright Board, a statutory authority which deals with important provisions of the Act including fixation of royalty, has not been constituted since April 2011. In a recent development the Union Cabinet has decided that the subject of copyrights will be shifted to the Department of Industrial Policy & Promotion (DIPP) from the Ministry of HRD. DIPP will now be the nodal department to deal with all issues related to copyrights in the country. In light of this development and at the request of the Government, the Hon'ble Delhi High Court has given 2 months' time to the Government to initiate steps for appointment of the Chairman/ the Members of Copyright Board and directed the Government to take all steps to amend copyright rules to that effect.

With the Government of India: The radio industry was caught by surprise when incumbent Phase-2 broadcasters were asked to pay their "annual license fees" based on the One Time Entry Fee (OTEF) paid by *new bidders* in Phase-3, even though they had themselves only paid Migration Fees (MFs) to migrate to Phase-3. This provision of the policy has caused a deep erosion of profits of many radio companies. Radio broadcasters have argued against this policy in the TDSAT as well as in the Delhi High Court. Currently, they are paying the annual license fees under protest.

Radio broadcasters are also upset with the 3-year lock-in clause that Phase-3 policy prescribes for all broadcasters, even those who have already served a 5-year lock-in during Phase-2. This provision has created bottlenecks to "ease of doing business", a much vaunted part of the Government's economic strategy. Radio broadcasters are questioning the government's motivation for having such a clause in the policy.

C FY16 – STRONG REVENUE GROWTH AND SUCCESSFUL AUCTIONS

1) FY 16 operating performance:

There was an improvement in the fortunes of the media industry in FY16. Print companies reported a marginal improvement in growth

12 IAMAI, Feb 2016
13 Groupe Speciale Mobile Association as mentioned in The Mint, November 27, 2015

rates. TV companies have also reported better results, with GECs especially faring well on the back of price increases. The OOH business has also reported better results than in FY15. Maintaining this pattern, radio companies have also reported better results in FY16.

Your Company's revenue from operations grew by a strong 16% to ₹ 508.6 crores, compared to a growth of 14% reported last year. EBITDA from operations grew by 9.7% to ₹ 159.4 crores, a lower growth rate compared to 16.6% reported last year, largely because of higher spends in marketing and Phase-3 expenses. The underlying "like-to-like" EBITDA growth was much stronger at 14.8%. However, PAT de-grew by 5.6% to ₹ 100.0 crores, compared to ₹ 106 crores last year, on account of a reduction in treasury income. Treasury income declined due to payment of OTEF (Phase 3 auctions) and Migration Fees for Phase-2 license renewals. In FY16, your Company entered the elite list of companies with more than ₹ 500 crores revenues. As per available information, this puts your Company in the top 10 of listed Media & Entertainment companies and in top 5 of electronic media companies.

Your Company exercised the option to migrate to FM Phase 3 for 35 out of its 36 stations for an amount of ₹ 365.6 crores. We have decided to surrender the Goa license because of poor profit forecast for the station. Your Company participated in Phase-3 auctions and successfully won 17 licenses for ₹ 339.2 crores.

During the year your Company achieved another benchmark. In June 2015, CRISIL assigned its 'CRISIL AA+/Stable/ CRISIL A1+' rating to debt instruments and bank facilities of the Company. With the AA+ / Stable rating for its long term debt instruments your Company is among the top 3% of all companies rated by CRISIL. The rating reflects your Company's leadership position in the FM radio broadcasting industry, strong operating efficiencies, and healthy financial risk profile. The rating also factors in the strong parentage.

Your Company also made its maiden Commercial Paper (CP) issuance during the year. The CPs were issued to prepay the bank loans that were availed earlier for acquiring the Phase 3 licenses. We raised ₹ 249.43 crores through the issuance of the CPs. The CPs have a tenure of one year and will mature on March 17, 2017. The maturity value of the CPs is ₹ 270 crores. The CPs were issued to BNP Paribas and carry an yield 8.25% per annum

Your Company generated operating cash of ₹ 108.7 crores in FY16 and has a Net Debt (after considering the market value of investments in mutual funds) of ₹ 3.1 crores as on March 31, 2016.

Like the rest of the economy, your Company is also hopeful of better growth rates following a recovery in the coming years. The Company had announced a dividend of 10% (a dividend of ₹ 1 per equity share) last year. In light of Batch-2 of auctions scheduled for FY17, your Company has decided to maintain the dividend at 10%.

2) Phase-3 auctions:

Notwithstanding the hurdle posed by the national cap (as discussed in section B of this MD&A), your Company participated aggressively in Batch-1 auctions. Our strategy was simple. Since the national cap was a modest 52, we decided to focus on the bigger cities. We bid successfully and acquired a second frequency in 9 cities out of the top 13 cities (called A+ and A categories by the Government). These 9 cities are Bangalore, Hyderabad, Ahmedabad, Pune, Kanpur, Lucknow, Jaipur, Nagpur and Surat. In these cities, we already have our first channel – Radio Mirchi 98.3FM. The second channel will give us a boost in listenership and revenue shares. In addition, we are hopeful of consummating the acquisition of TV Today's radio business, once the courts clear the deal, or the government approves it. Of the 7 cities that TV Today had, the government gave us permission to acquire 4 small cities – Jodhpur, Shimla, Amritsar and Patiala. This took our network strength up to 36, even before the auctions began. If we can now acquire the remaining three – Delhi, Mumbai and Kolkata, we will have a second-frequency network covering 12 of the top 13 cities.

These 12 cities account for nearly two thirds of the total radio market. This is akin to a TV broadcaster having a second GEC (General Entertainment Channel) in its bouquet. Star TV Group has Star Plus and Life OK and Zee TV Group has Zee TV and "&" TV. In a similar way, ENIL now will have a second channel in 12 of the 13 most important markets in the country. No other broadcaster has such a footprint. One competitor has a second channel in Delhi and Mumbai, while another one has a second channel in Mumbai and Chennai. No other competitor has a second channel at all. The advantage that this gives us is huge. As we rollout our second frequencies successfully, our market share would rise significantly from where it is presently.

In addition to acquiring a second channel in the major cities, we also bid and won important cities that we were not already present in. These are Chandigarh (and along with Amritsar and Patiala acquired from TV Today, this has made our North footprint strong), Guwahati (the gate-way to the North East), Shillong (a buzzing border town), Kochi and Kozhikode (which, along with our existing Trivandrum, are the three biggest cities in Kerala) and Jammu and Srinagar (important border towns). With these seven cities, the core Mirchi brand will now be available in 43 cities (32 from Phase-2 + 4 acquired from TV Today + these 7). After Goa is surrendered, sometime in FY18, we will be left with a presence in 42 cities.

While a brand launch in a new town is always difficult, we expect it to be a little easier for us. There is already a huge awareness (and demand) for brand Mirchi in these new towns. With a classy product on the lines of Mirchi nationally, we stand a good chance of rising quickly to the top-2 positions. Indeed, that is our short term goal. Our long term goal is to become the number 1 brand in all new cities.

We have also attempted something unique in Hyderabad. In this bustling metro, we have acquired a 3rd frequency as well. This allows us to experiment with programming. With diversified programming, we will be able to cater to different sections of Hyderabad. As the city grows, on the back of the I.T boom, we will get unparalleled presence in the city. The Southern cities have anyway been big for radio, with radio listenership a habit. If our strategy works in Hyderabad, we may then pursue acquiring a 3rd frequency in other major cities in the future.

Channels acquired under Phase-3 Batch-1 auctions will be on-air only for a few months in FY17. From FY18 onwards, these cities will start contributing fully to revenues and profits. As estimated by KPMG, Phase-3 auctions will give a boost to radio growth. We agree with that assessment.

3) Digital:

Your Company has invested significantly in the digital business in the past. The fruits of these investments are there to see.

Your Company has strengthened its online streaming presence, and today streams 14 radio stations online with many more in the pipeline. Our online stations are Meethi Mirchi (Hindi contemporary melodies), Purani Jeans (Hindi retro), Club Mirchi (Hindi club music), Filmy Mirchi (Latest Bollywood music), Pehla Nasha (Hindi '90s music), Mirchi Edge (Indi pop), Cassette Classics (English retro), Mirchi Rockistan (English Rock), Radio Romance (English Romance), Mirchi Tapaka (Telugu latest music), Mirchi Top Takkar (Tamil latest music), Devraag (devotional), Yo Punjabi Mirchi (Punjabi) and Wakao (cool Hindi retro). These are all 24x7 channels and can be consumed on mobiles as well as laptops/desktops. Except for a few, most can be consumed worldwide.

Our online radio stations have been launched on the Gaana.com platform. Our partnership with Gaana is helping us get a world class technology and marketing platform to reach online consumers.

Beyond online streaming, we have also developed a strong presence across our website and social media.

- We now stream more than 10 million video views a month on our YouTube channel, with over 200,000 subscribers.
- We have a fan base of over 2.5 million on Facebook, and 50,000 on our national

Twitter "handle" (there are many more on our regional handles). Many of our Twitter campaigns "trend" nationally. Our campaigns on Mirchi Music Awards this year reached 22 million Facebook accounts, and 37 million Twitter accounts, making it one of the biggest social media activities of the year.

- Our website radiomirchi.com has become the number one site on the internet for searches related to terms like - 'Best Bollywood songs', 'Top Bollywood songs', 'Top Tamil songs' etc. We get more than 1.5 million unique users per month on our website.

4) Listenership performance:

The Indian Readership Survey (IRS) is the only pan-India Radio Listenership Survey and is conducted by Media Research Users Council (MRUC). The last available survey results were for 2014 and were declared in March 2015.

According to IRS 2014, Radio Mirchi is the No. 1 station in India. Radio Mirchi has always been a leader and that has been reaffirmed in IRS 2014 as well.

Your Company also conducts its own survey using global research agency IPSOS. The research is conducted monthly in the top 4 metros and once in two months in 4 other large cities. From January 2016, the research has been extended to 4 other large cities once in every two months. IPSOS research consistently puts your Company in pole position. Mirchi is ranked #1 in 8 cities on a regular basis out of 10 (of the remaining two cities, Mirchi has just launched in one and is not yet present in the other).

Your Company's listenership lead is recognized by the advertising fraternity. Clients repeatedly use the services of your Company in promoting their brands.

5) Awards & Recognition:

- **'Rudaali' TV ad wins at Adfest 2016 (Asia Pacific Advertising Festival):** Mirchi's 'Rudaali' TV commercial won the Silver Lotus in the Film Category at the prestigious Adfest 2016 held in Pattaya, Thailand.

- This television commercial also won the Silver in category of 'Film Single' at the Creative Abbys held at Goafest 2016.

- **Radio Mirchi UAE's RJ Anup wins Best Asian RJ at Masala Awards 2015:** At the Masala Awards 2015 held in Dubai, UAE, Mirchi's RJ Anup was declared the Best Asian RJ. This goes to show how popular Mirchi is in the region!

- **Mirchi wins at the IRF awards:** Radio Mirchi is synonymous with innovation and engagement. Bagging six awards in various prominent categories, Radio Mirchi has once again proved that it is India's most loved and admired radio station.

  Radio Mirchi won the Best Radio Station Imaging Award. Radio Mirchi's Kolkata Station won two awards - Best Radio Programme (Bengali) for "The Hound of the Baskervilles" (Sunday Suspense) while the RJ of the Year (Bengali) went to RJ Mir.

  Radio Mirchi's Delhi station bagged two awards - one for Best FM Station and another for Excellence in New Media Initiative for "Viral Mirchi Delhi"!

  Radio Mirchi's Pune station won the award for Best Radio Promo - In-House (Marathi) for "Ekda Kay Zhala".

- **Golden Mikes Awards:** Radio Mirchi won 3 Golden Mikes awards this year – 2 awards for Effectiveness (Best Use of Radio and Best Use of Radio for Long-Term Effectiveness) and 1 award for Promotions (Best On-Air Promotion for a Client - Single Station).

- **APAC Customer Engagement Awards:** Radio Mirchi won 4 awards at the **APAC Customer Engagement Awards –** 1 gold in the BTL Activity Category (Successful Use of Technology for the Meera & Suren Show), 1 silver for Mirchi Neon Run for "Innovation" in the Events & Promotion category, 1 silver for "Innovation" in the Radio Category for Mirchi & Hero and 1 bronze for "Innovation" in the Radio Category for Flat 983

- **CSR Awards:**
  - Mirchi Cares, the CSR initiative of the Company has won numerous awards.
  - ABP NEWS CSR Leadership Awards 2015-16 for outstanding social impact was won in February this year, during the World CSR Day conference in Mumbai. This was in regard to our all accessible menu card at Bombay Blues restaurant. *It is the first of its kind in India* and maybe the world, and it was much appreciated since it has menu details in Braille as well as in Audio. In addition, the menu details are also available on the Good Food Talks App. The latter supported by Radio Mirchi gives the visually impaired, the elderly as well as autistic and dyslexic people the liberty to order food from a mobile and laptop/PC aided App with audio details of nearby restaurants, their menu and prices.
  - Blue Dart Global CSR Excellence & Leadership Awards for 'Innovation in Corporate Social Responsibility Practices 2015-16 for the overall CSR initiative of Mirchi Cares with a highlight on the Good Food Talks project.
  - ACEF -Asian Award for Excellence in Branding, Marketing with CSR & PR-2014 for the overall CSR initiative of Mirchi Cares highlighting the 3-in-1 all accessible restaurant menu.
  - The 3-in-1 all accessible braille menu made for Bombay Blue restaurant in Mumbai was recognized for its innovative idea as well as social impact and was adjudged as the Finalist by the Grand Jury of Manthan Awards.
  - The unique 3-in-1 accessible restaurant menu conceptualized by the Xavier's Resource Centre for the Visually Challenged (XRCVC) has found a mention in the LIMCA Book of Records 2016. XRCVC collaborated with the Bombay Blue chain of restaurants and Radio Mirchi in 2014 to bring out this unique menu—which can be read using either your fingers, ears, or eyes. Radio Mirchi contributed by adding audio to all the menus.

6) CSR initiatives:

As part of CSR initiatives, your Company made donations to the AR Rahman Foundation, Nalanda Way and National Association for the Blind during FY 15-16. An overview of the assisted institutions and the donations is provided below:

a) AR Rahman Foundation (ARRF)

About the Foundation:

Located in Chennai & established in 2006, the AR Rahman Foundation, trains underprivileged kids in both Hindustani and Western Music.

Objective:

The school's vision flows from AR Rahman's idea that artists who play individual instruments are getting older while the younger generation is preferring digital synthesizers rather than traditional instruments. So, he wants to train a younger generation of artists to revive the art of playing traditional instruments.

Contribution:

ARRF identifies underprivileged students with potential for music for whom there is need for a teacher with specialized knowledge of western/symphony music for skill development so that the students become eligible for the next level.

ARRF also needs a functioning music hall for training the students and also to use the hall as a practice room

To this end your Company has contributed to the tune of ₹ 48 lacs for two Professors to teach music, buying musical instruments and assistance to renovate the Sunshine hall which got ruined in the Chennai rains last year.

b) NalandaWay (http://www.nalandaway.org/)

About the Institution:

Located in Chennai and set up in the aftermath of 2002 riots in Gujarat, NalandaWay is, to quote from their website, *"a non-profit that works with children from the poorest districts in India, helping them raise their voices and issues through theatre, visual arts, music, dance, radio and films."*

Objective:

NalandaWay uses a project based approach that seeks to develop a sense of self-importance and individuality, encourage self-expression and stimulate imagination among disadvantaged children through its art programmes.

What is the contribution needed for?

The methodology used to develop the above mentioned skills is through "Art Labs". which are run in Chennai and Delhi.

Contribution:

Your Company has contributed for the operational expenses for 9-11 labs (of which 2 labs are in Delhi) to the tune of ₹ 30 lacs – for the trainers/teachers and musical instruments.

c) National Association for the Blind (NAB) – Preparatory unit: (http://www.nabdelhi.in/):

We have been supporting NAB for many years now under the "Mirchi Cares" initiative. We increased the level of support this year. This fits in with the "spoken word" aspect of the brand.

About NAB, Preparatory unit:

Located in Delhi, Preparatory School is the basic foundation unit of education of NAB, where the blind children of age group of 4 to 7 years are prepared for integration into the main stream schools. Apart from this, the children learn music, games and craft. Parents of young visually impaired children are also trained in handling their children in these areas.

Contribution: Your Company has contributed ₹ 24.5 lacs towards supporting the studies of 55 students for the year.

d) Times Foundation for Social Justice Benefit and Welfare (Times Foundation)

Times Foundation is setting up a music academy at Bennett University – called the Mirchi Music Academy - which will be supported by Your Company.

Objective:

The Mirchi Music Academy at Bennett University will offer specific music courses (helping in promotion of employment enhancing vocational skills) which interested students may opt to study as "electives" as part of their degree/ diploma completion requirements.

One of the significant aspects of the Mirchi Music Academy will be a certificate course for under privileged' students who are not a part of Bennett University. Promising students from here can be trained further in the next higher levels.

Contribution: Your Company has contributed an amount of ₹ 98.3 lacs to Times Foundation to set up the Mirchi Music Academy at Bennett University.

7) HR initiatives:

In today's competitive age the hunt for talent has increased manifold. We are seeing both the new age & traditional sectors compete fiercely for the same talent pool. More so for our sector which thrives on talent immensely, it becomes even more critical. The millennial generation also expect their companies to keep them updated, contemporary & engaged through developmental inputs.

Your Company is fully aware & geared up to cater to this. As a conscious strategy, we doubled up our training spends in the year gone by. This investment ensured that the person days of training trebled over the last year. More than 55% of our workforce went through a formal training plan based on developmental plan identified for them. Going ahead too, we will ensure that the trajectory of investments on training & developing people continues to remain healthy. We also embarked on an ambitious Management Trainee System to meet our leadership requirements over the next 3-5 years & augment the Company's in-house talent. ENIL's talent has always commanded a premium in terms of its quality in the employment market place & with this added investment we hope to shift our talent quality up by a couple of notches.

In anticipation of your Company's growing workforce & increasing footprints planned in the next few years, we have also invested in HR software to reap the benefits of automation of work processes & enhancing productivity. The year saw ENIL totally automate its performance management systems & bring in greater rigors to the job of assessing performance & rewarding talent.

D Risks, Concerns and Challenges Facing the Company

1) Macroeconomic risk:

Since the advertising industry depends on advertisers, its fortunes depend on the fortunes of the advertisers. In periods of slowdown, the advertising industry faces headwinds. In such times, it is difficult for the Company to fully overcome the effects of the slowdown.

2) Operational and Financial Risks:

The Risk Management Framework of the Company is the basis on which your Company manages its risks. The Board monitors the risks on a regular basis. Risks are reviewed, added and deleted with time. Process owners assume the risks and brief management and the Board about the same.

3) Retaining Talent:

While all industries depend on talented teams, this is especially true in the Media & Entertainment industry. More than a quarter of our costs are people costs. In fact, they are one of the biggest cost items (the other being Marketing) in the Company's P&L. The secret sauce of your Company's success is that it has been able to attract the best talent available and keep them happily engaged. Being part of The Times of India group helps in the process. Our HR policies are amongst the best in the media industry, if not in the overall corporate sector.

E Segment - Wise Financial Performance

Management Discussion and Analysis of the Company's operations and financial consolidation and segment-wise performance together with discussion on financial performance with respect to operational performance should be read in conjunction with the financial statements and the related notes.

ENIL – Radio Mirchi:

ENIL's revenue from operations grew 16% to ₹ 508.6 crores, EBITDA from operations grew 9.7% to ₹ 159.4 crores and PAT de-grew by 5.6% to ₹ 100.0 crores. Net Debt (after considering the market value of investments in mutual funds) of the Company as on 31st March, 2016 is ₹ 3.1 crores.

Subsidiary Company:

Alternate Brand Solutions (India) Limited (ABSL) is the Company's wholly owned subsidiary. ABSL recorded a total income of ₹ 138,231 during the financial year 2015-16. Loss after Tax stood at ₹ 134,671 for the financial year under review.

GENERAL

Internal Control Systems and their Adequacy

The Company has a system of internal controls to ensure that all its assets are properly safeguarded and not exposed to risks arising out of unauthorized use or disposal. The Internal Control system is supplemented by programs of internal audit to ensure that the assets are properly accounted for and the business operations are conducted in adherence to laid down policies and procedures. The internal control system also focuses on processes to ensure integrity of the Company's financial accounting and reporting processes and compliance with the Company's legal obligations. The Company has a well-defined risk management programme for identifying and mitigating risks across all the functions which is reviewed by the Board of Directors of the Company periodically.

The Company has an Audit Committee of the Board of Directors which meets regularly to review *inter alia* risk management policies, adequacies of internal controls, the audit findings on the various segments of the business, the financial information and other issues related to the Company's operations.

Material Developments in Human Resources/ Industrial Relations front, including Number of People Employed

Specific need based training and development programs for all levels of employees were imparted in order to optimize the contribution of the employees to the Company's business and operations. Occupational health safety and environmental management are given utmost importance. As on March 31, 2016, the employee strength (on permanent roll) of the Company was 806.

For and on behalf of the Board of Directors

sd/-

Vineet Jain
Chairman
[DIN: 00003962]

Mumbai, May 19, 2016

Registered Office:
Entertainment Network (India) Limited,
CIN: L92140MH1999PLC120516,
4th Floor, 'A' Wing, Matulya Centre,
Senapati Bapat Marg, Lower Parel (W),
Mumbai – 400 013.

www.enil.co.in

INDEPENDENT AUDITOR'S REPORT

To the Members of Entertainment Network (India) Limited

Report on the Financial Statements

We have audited the accompanying standalone financial statements of Entertainment Network (India) Limited ("the Company"), which comprise of the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended and summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2016, its profit, and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1", a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

    (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

    (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

    (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;

    (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

    (e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164 (2) of the Act;

    (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report; and

    (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

        i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – refer note 37 to the standalone financial statements;

        ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

        iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S.R. Batliboi & Associates LLP

Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Govind Ahuja

Partner
Membership Number: 48966

Place of Signature: Mumbai
Date: May 19, 2016

Annexure 1 to the Independent Auditor's Report of even date on the Standalone Financial Statements of Entertainment Network (India) Limited

Referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.

(c) According to information and explanations given by the management, the title deeds of immovable properties included in fixed assets are held in the name of the company.

(ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3 (ii) of the Order are not applicable to the Company.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of paragraph 3(iii)(a) to (c) of the Order are not applicable to the Company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, provisions of section 186 of the Act in respect of investment made in subsidiary have been complied with by the Company. There are no other loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.

(v) The Company has not accepted any deposits from the public.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Act, related to the radio broadcasting services of the Company, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, value added tax, cess and other material statutory dues applicable to it. The provisions relating to duty of excise are not applicable to the Company.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. The provisions relating to duty of excise are not applicable to the Company.

(c) According to the information and explanation given to us, there are no dues of sales-tax, service tax, duty of customs and value added tax which have not been deposited on account of any dispute. The provisions relating to duty of excise are not applicable to the Company. According to the records of the Company, details of income tax dues, which have not been deposited on account of a dispute, are as under:

Name of the statute	Nature of dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	232,004,560*	Assessment Year 2012-13	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	281,371,210	Assessment Year 2013-14	Commissioner of Income Tax (Appeals)

* Subsequent to year end demand reduced to ₹ 106,105,220

(viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of dues to Banks. The Company has neither issued any debentures nor availed any loan from financial institutions or government.

(ix) According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans hence, reporting under paragraph 3, clause (ix) of the Order is not applicable to the Company and hence not commented upon.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of paragraph 3, clause (xii) of the Order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.

(xvi) According to information and explanation given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Govind Ahuja

Partner

Membership Number: 48966

Place of Signature: Mumbai

Date: May 19, 2016

Annexure 2 to the Independent Auditor's Report of even date on the Standalone Financial Statements of Entertainment Network (India) Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

To the Members of Entertainment Network (India) Limited

We have audited the internal financial controls over financial reporting of Entertainment Network (India) Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S.R. Batliboi & Associates LLP

Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Govind Ahuja

Partner
Membership Number: 48966

Place of Signature: Mumbai
Date: May 19, 2016

BALANCE SHEET

as at March 31, 2016

	Notes	Figures as at March 31, 2016 ₹	Figures as at March 31, 2015 ₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	**476,704,150**	476,704,150
Reserves and surplus	3	**7,211,707,136**	6,269,070,853
Non-current liabilities			
Deferred tax liabilities (net)	4	**55,453,649**	–
Other long-term liabilities	5	**–**	2,987,615
Long-term provisions	6	**72,354,243**	68,114,812
Current liabilities			
Short-term borrowings	7	**2,502,151,397**	–
Trade payables	8	**799,807,037**	740,482,674
Other current liabilities	9	**290,129,900**	273,142,014
Short-term provisions	10	**70,209,617**	62,744,805
TOTAL		**11,478,517,129**	7,893,246,923
ASSETS			
Non-current assets			
Fixed assets	11		
Intangible assets		**3,490,491,256**	271,796,034
Tangible Assets		**220,453,190**	263,160,206
Capital work-in-progress		**3,567,621,040**	–
Non-current investments	12	**429,145,586**	1,396,476,431
Deferred tax assets (net)	4	**–**	168,676,049
Long-term loans and advances	13	**441,145,120**	115,508,398
Other non-current assets	14	**–**	65,321,455
Current assets			
Current investments	12	**1,529,474,193**	4,107,324,880
Trade receivables	15	**1,424,511,632**	1,264,353,948
Cash and bank balances	16	**197,727,124**	142,352,906
Short-term loans and advances	17	**175,086,034**	93,520,132
Other current assets	18	**2,861,954**	4,756,484
TOTAL		**11,478,517,129**	7,893,246,923
NOTES FORMING PART OF THE FINANCIAL STATEMENTS	1-38		

As per our report of even date.
For **S.R. Batliboi & Associates LLP**
ICAI Firm Registration No. 101049W/E300004
Chartered Accountants

Govind Ahuja
Partner
Membership No. 48966

Mumbai
Dated: May 19, 2016

For and on behalf of the Board of Directors

Vineet Jain
Chairman
[DIN: 00003962]

N. Kumar
Director
[DIN: 00007848]

Prashant Panday
Managing Director & CEO
[DIN: 02747925]

N. Subramanian
Group CFO

Mehul Shah
SVP - Compliance & Company Secretary
[Membership No. FCS: 5839]

STATEMENT OF PROFIT & LOSS

for the year ended March 31, 2016

	Notes	2015-2016 ₹	2014-2015 ₹
Revenue from operations	19	**4,921,433,873**	4,331,669,478
Other operating income	19	**164,613,216**	53,103,761
Other income	20	**251,128,914**	321,774,775
Total revenue		**5,337,176,003**	4,706,548,014
Expenses:			
Employee benefits expense	21	**935,300,675**	827,556,920
Depreciation and amortisation expense	11	**362,740,478**	328,736,076
Operating and other expenses	22	**2,557,083,660**	2,103,825,800
Finance cost	23	**413,315**	336,007
Total expenses		**3,855,538,128**	3,260,454,803
Profit before taxation		**1,481,637,875**	1,446,093,211
Tax expense: (Refer Note (1)(xi))			
Current tax		**308,893,405**	482,700,000
Deferred tax		**226,591,153**	(96,327,385)
Minimum alternate tax credit entitlement		**(53,793,405)**	–
Tax write backs of earlier years		**(64,551)**	–
Profit for the year		**1,000,011,273**	1,059,720,596
Earnings per equity share [nominal value per share: ₹ 10 (2014-15: ₹ 10)] (Refer Notes (1)(x))	32		
Basic		**20.98**	22.23
Diluted		**20.98**	22.23
NOTES FORMING PART OF THE FINANCIAL STATEMENTS	1-38		

As per our report of even date.
For **S.R. Batliboi & Associates LLP**
ICAI Firm Registration No. 101049W/E300004
Chartered Accountants

Govind Ahuja
Partner
Membership No. 48966

Mumbai
Dated: May 19, 2016

For and on behalf of the Board of Directors

Vineet Jain
Chairman
[DIN: 00003962]

N. Kumar
Director
[DIN: 00007848]

Prashant Panday
Managing Director & CEO
[DIN: 02747925]

N. Subramanian
Group CFO

Mehul Shah
SVP - Compliance & Company Secretary
[Membership No. FCS: 5839]

CASH FLOW STATEMENT

for the year ended March 31, 2016

	2015-2016 ₹	2014-2015 ₹
A) CASH FLOW FROM OPERATING ACTIVITIES :		
Profit before taxation	**1,481,637,875**	1,446,093,211
Adjustments for :		
Depreciation and amortisation expense	**362,740,478**	328,736,076
Interest income	**(4,408,645)**	(11,735,072)
Interest expense	**413,315**	336,007
Provision no longer required written back	**(152,288,185)**	(47,855,136)
Profit on sale of non-current investments	**-**	(24,152,402)
Profit on sale of current investments	**(190,685,408)**	(202,919,094)
Exchange difference	**(149,508)**	(113,679)
Dividend income on current investments	**(47,706,410)**	(75,265,313)
Profit on sale of tangible assets	**(154,167)**	(21,988)
Tangible assets written off	**3,259,687**	6,491,576
Provision for doubtful debts (net)	**13,445,514**	(16,300,386)
Bad debts written off	**19,928,368**	19,724,637
Provision for retirement benefits	**11,704,243**	12,765,976
Operating profit before working capital changes	**1,497,737,157**	1,435,784,413
Adjustments for changes in working capital :		
(Increase) in trade receivables	**(193,382,059)**	(227,685,298)
(Increase) / Decrease in long term loans and advances	**(68,337,736)**	1,415,807
Decrease in other non current assets	**29,056,052**	329,286
(Increase) / Decrease in other current assets	**(28,113)**	239,327
(Increase) / Decrease in short term loans and advances	**(81,565,902)**	6,043,644
(Decrease) in other long term liabilities	**(2,987,615)**	(1,897,079)
Increase in trade payables	**211,612,548**	206,187,960
Increase in other current liabilities	**16,976,888**	22,749,225
(Decrease) in short term provisions	**(10,994)**	(17,340)
Cash generated from operations	**1,409,070,226**	1,443,149,945
Taxes paid (net)	**(321,962,882)**	(494,747,406)
Net cash generated from Operating Activities (A)	**1,087,107,344**	948,402,539
B) CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of tangible assets, including Capital work in progress and capital advances	**(274,438,570)**	(40,737,175)
Purchase of intangible assets including Capital work in progress	**(7,100,614,841)**	(1,827,608)
Purchase of Radio stations from TVTN (Refer Note 36)	**(40,000,000)**	-
Proceeds from sale of tangible assets	**228,307**	58,410
Proceeds from sale of intangible assets	**247,603,009**	-
Interest received	**6,331,288**	12,179,476
Dividend received on current investments	**47,706,410**	75,265,313
Purchase of non current investments	**(118,113)**	(2,494,910)
Purchase of current investments	**(20,823,577,719)**	(7,861,093,366)
Proceeds from sale of current investments	**24,559,562,771**	6,931,028,504
Net cash (used in) Investing Activities (B)	**(3,377,317,458)**	(887,621,356)

CASH FLOW STATEMENT

for the year ended March 31, 2016

	2015-2016 ₹	2014-2015 ₹
C) CASH FLOW FROM FINANCING ACTIVITIES :		
Amount received on issue of commercial papers	**2,494,260,000**	–
Repayments of short term borrowings	**(4,796,211,704)**	–
Proceeds from short term borrowings	**4,796,211,704**	–
Dividend paid	**(47,659,417)**	(47,653,078)
Dividend distribution tax paid	**(9,704,575)**	(8,101,587)
Interest paid	**(127,588,077)**	(336,007)
Net cash generated from / (used in) Financing Activities (C)	**2,309,307,931**	(56,090,672)
Net Increase in Cash and Cash Equivalents (A)+(B)+(C)	**19,097,817**	4,690,511
Cash and Cash Equivalents as at the beginning of the year	**142,311,971**	137,621,460
Cash and Cash Equivalents as at the end of the year	**161,409,788**	142,311,971
	19,097,817	4,690,511
NOTES ON CASH FLOW STATEMENT :		
1 Cash and cash equivalents at the end of the year as per Balance Sheet	**161,409,788**	142,311,971
(Refer Notes 1(ix) and 16 in the Financial Statements).	**161,409,788**	142,311,971
2 Previous year's figures have been regrouped and rearranged wherever necessary.		

As per our report of even date.

For **S.R. Batliboi & Associates LLP**
ICAI Firm Registration No. 101049W/E300004
Chartered Accountants

Govind Ahuja
Partner
Membership No. 48966

Mumbai
Dated: May 19, 2016

For and on behalf of the Board of Directors

Vineet Jain
Chairman
[DIN: 00003962]

N. Kumar
Director
[DIN: 00007848]

Prashant Panday
Managing Director & CEO
[DIN: 02747925]

N. Subramanian
Group CFO

Mehul Shah
SVP - Compliance & Company Secretary
[Membership No. FCS: 5839]

Company Information

Entertainment Network (India) Limited (the 'Company') is a public limited company domiciled in India and is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The Company was incorporated on June 24, 1999. As on March 31, 2016, the Company operated FM radio broadcasting stations in 37 Indian cities under the brand name 'Radio Mirchi'.

The Company's principal revenue stream is advertising. Advertising revenues are generated through the sale of air time in the Company's FM radio broadcasting stations, activations and monetization of Company's media properties.

1. Significant Accounting Policies

i. Basis of Accounting

The financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on an accrual basis. The financial statements comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014.The accounting policies have been consistently applied by the Company and are consistent with those followed in the previous year.

ii. Use of Estimates

The preparation of financial statements in accordance with the generally accepted accounting principles requires Management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Any revision to such accounting estimates is recognised prospectively in the accounting period in which such revision takes place except where otherwise noted.

iii. Revenue Recognition

a. Revenue from Operations

i. Revenue from radio broadcasting is recognised on an accrual basis on the airing of client's commercials. The revenue that is recognised is net of service tax.

ii. Revenue from other services is recognized, as and when services are rendered and where applicable, the percentage completed method is applied.

b. Other Income

i. Dividend income on mutual fund units is accounted for when the right to receive the dividend is established by the balance sheet date.

ii. Interest income is recognised on a time proportionate basis taking into account the amount outstanding and the rate applicable.

iii. Profit on sale of units of mutual funds is recognised at the time of redemption and is determined as the difference between the redemption price and the carrying value.

iv. Fixed Assets and Depreciation

a. Tangible Fixed Assets

Tangible fixed assets are stated at acquisition cost less accumulated depreciation and impairment losses, if any. Cost of tangible fixed assets comprises purchase price, duties, levies and any directly attributable cost of bringing the asset to its working condition and location for the intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Cost incurred on assets not ready for their intended use is disclosed as Capital Work-in-Progress.

Depreciation on tangible fixed assets is provided on written down value method as per the useful life and in the manner specified in Schedule II to the Act.

The estimated useful lives used by the Company to provide depreciation is as under:

Asset class	Useful lives estimated by the management (years)
Building (including compensation paid for use of land leased from a lessor)	60
Plant and machinery - Studio	15
Plant and machinery - Transmission	13
Furniture and fixtures	10
Office equipments	5
Motor Vehicles	8
Leasehold improvements	Life based on lease period
Computers	3
Computers - Servers	6

b. **Intangible Assets (other than Software)**

Non Refundable One Time Migration Fees paid by the Company for existing licenses upon migration to Phase III of the Licensing policy and Non Refundable One Time Entry Fees paid by the Company for acquiring new licenses have been capitalised as an asset.

The amortization policies followed for Intangible assets (other than software) are summarized below:

Asset class	Useful lives estimated by the management
Non Refundable One Time Migration Fees	15 years with effect from April 1, 2015 (Previous Year: 10 years with effect from April 1,2005) based on the grant of permission agreement entered by the Company with the Ministry of Information and Broadcasting ('MIB')
Non Refundable One Time Entry Fees	15 years from the date of operationalisation of the respective stations (Previous Year: 10 years from the date of operationalisation of the respective stations)
Goodwill	5 years

c. **Software**

i. Software obtained initially together with hardware is capitalised along with the cost of hardware and depreciated in the same manner as the hardware. All subsequent purchases of software licenses are treated as revenue expenditure and charged in the year of purchase.

ii. Expenditure on Enterprise Software such as SAP, Sales CRM and Performance Appraisal Software where the economic benefit is expected to be more than a year is recognised as 'Intangible Asset' and amortised. Sales CRM is amortised over a period of 45 months. Performance Appraisal Software is amortised over a period of 5 years.

d. **Borrowing Cost**

Borrowing cost directly attributable to qualifying assets, which take substantial period to get ready for its intended use, are capitalized to the extent they relate to the period until such assets are ready to be put to use. Other borrowing costs are recognized as an expense in the period in which they are incurred.

v. **Foreign Currency Transactions**

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transaction. Gains and losses arising out of subsequent fluctuations are accounted for on actual payment or realisation. Monetary items denominated in foreign currency as at the balance sheet date are converted at the exchange rates prevailing on that day. Exchange differences are recognised in the statement of profit and loss.

vi. **Investments**

Investments that are intended to be held for not more than a year from the date of investment are classified as current investments. All other investments are termed as long term investments. The portion of long term investments which is expected to be realized within twelve months from the balance sheet date are classified as current investments.

Investment in buildings that are not intended to be occupied substantially for use by, or in the operations of the Company, have been classified as investment property. The same has been classified as long term investments.

Current investments are carried at cost or fair value, whichever is lower. Long term investments are stated at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the long term investments.

vii. **Employee Benefits**

a. **Defined Contribution Plans :**

The Company has Defined Contribution Plans for post-employment benefits such as Provident Fund, National Pension Scheme and Employee's Pension Scheme, 1995. Under the Provident Fund Plan, the Company contributes to a Government administered Provident Fund on behalf of its employees and has no further obligation beyond making its contribution.

The Company contributes to a State Plan namely Employee's Pension Scheme, 1995 and has no further obligation beyond making its contribution. The Company contributes to a Government administered National Pension Scheme on behalf of its employees and has no further oblilgation behond making its contribution. The Company's contributions to the above funds are recognized in the statement of profit and loss every year.

b. **Defined Benefit Plans :**

The Company has Defined Benefit Plans namely gratuity and compensated absences for all its employees. The liabilities in respect of compensated absences which are expected to be encashed/ utilised before twelve months from the balance sheet date are considered short term. Other such liabilities are considered long term.

Liability for Defined Benefit Plans is provided on the basis of valuations, as at the balance sheet date, carried out by an independent actuary. The actuarial valuation method used by the independent actuary for measuring the liability is the Projected Unit Credit Method. Actuarial losses / gains are recognised in the statement of profit and loss in the year in which they arise.

c. Termination benefits are recognised as an expense as and when incurred.

viii. Operating Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the statement of profit and loss on a straight-line basis over the period of the lease.

ix. Cash and Cash Equivalents

Cash and cash equivalents include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

x. Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events (such as bonus shares) other than the conversion of potential equity shares that have changed the number of equity shares outstanding without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

xi. Income Taxes

Tax expense comprises current and deferred tax. Current income tax and deferred tax are measured based on the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Current tax assets and liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Minimum Alternate Tax (MAT) paid in accordance with tax laws which give rise to future economic benefits in the form of adjustment to future income tax liability is considered as an asset, if there is convincing evidence that the Company will pay normal tax in future. Accordingly, MAT is recognised as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably. The Company reviews the 'Minimum Alternate Tax (MAT) Credit Entitlement' asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward.

Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates that have been enacted or substantively enacted by the balance sheet date.

xii. Impairment of Assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

xiii. Provisions and Contingent Liabilities

The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to its present date value and are determined based on best estimates of the amount required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources embodying economic benefit. Where there is a possible obligation or a present obligation but the likelihood of outflow of resources is remote, no provision or disclosure is made.

xiv. License Fees

As per the applicable Frequency Module (FM) broadcasting policy, license fees is charged to revenue at the rate of 4% of gross revenue for the financial year or minimum fixed fee for the concerned city, whichever is higher. Minimum fixed fee is 2.5% of the Non-Refundable One Time Entry Fee (NOTEF). During the previous year, minimum fixed fee was 10% of the Reserve One Time Entry Fee (ROTEF).

Gross Revenue for this purpose shall mean revenue on the basis of billing rates inclusive of any taxes. Barter advertising contracts are also included in the gross revenue on the basis of relevant billing rates. NOTEF means the successful bid amount arrived at through an ascending e-auction process for first batch of private FM Radio Phase-III Channels conducted by the Ministry of Information & Broadcasting ('MIB'). ROTEF means 25% of highest valid bid in the city.

	Figures as at March 31, 2016 ₹	Figures as at March 31, 2015 ₹
NOTE 2 : SHARE CAPITAL		
Authorised Capital		
120,000,000 (Previous Year : 120,000,000) Equity Shares of ₹ 10 each	**1,200,000,000**	1,200,000,000
Issued and Subscribed		
47,670,415 (Previous Year : 47,670,415) Equity Shares of ₹ 10 each fully paid-up	**476,704,150**	476,704,150
	476,704,150	476,704,150
Notes:		
(a) Terms attached to equity shares		
The Company has only one class of equity shares. Each shareholder is eligible for one vote per share held. The par value per share is ₹ 10. The Company declares dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing annual general meeting.		
(b) Shares held by Holding company and Ultimate holding company	**Shares (nos.)**	Shares (nos.)
i) Equity Shares of ₹ 10 each held by Times Infotainment Media Limited, the Holding Company (Refer Note 35).	**30,526,560**	30,526,560
ii) Equity Shares of ₹ 10 each held by Bennett, Coleman & Co. Limited, the Ultimate Holding Company (Refer Note 35).	**3,391,840**	3,391,840
(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the company	**Shares (nos.) (in %)**	Shares (nos.) (in %)
i) Times Infotainment Media Limited, the Holding Company (Refer Note 35).	**30,526,560 (64.04%)**	30,526,560 (64.04%)
ii) Bennett, Coleman & Company Limited, the Ultimate Holding Company (Refer Note 35).	**3,391,840 (7.12%)**	3,391,840 (7.12%)
NOTE 3: RESERVES AND SURPLUS		
Securities Premium Account	**1,885,216,421**	1,885,216,421
Surplus in Statement of Profit and Loss		
Balance as at beginning of the year	**4,383,854,432**	3,439,832,942
Add: Profit for the year	**1,000,011,273**	1,059,720,596
Less: Appropriations		
a. Proposed Dividend on equity shares [per share ₹ 1.00 (Previous Year: ₹ 1.00)] (Refer Note 26)	**(47,670,415)**	(47,670,415)
b. Dividend distribution tax	**(9,704,575)**	(9,704,575)
c. Adjustments due to change in rates of depreciation (Net of deferred tax) (Refer Note 33)	**-**	(58,324,116)
Balance as at the end of the year	**5,326,490,715**	4,383,854,432
	7,211,707,136	6,269,070,853

	Figures as at March 31, 2016 ₹	Figures as at March 31, 2015 ₹
NOTE 4 : DEFERRED TAX (LIABILITIES) / ASSETS (NET) (Refer Note 1(xi))		
Deferred tax assets and liabilities are attributable to the following items :		
Assets:		
Provision for doubtful debts	**48,913,254**	44,260,031
Provision for compensated absences	**7,703,197**	8,191,494
Provision for gratuity	**21,778,967**	17,240,066
Others	**58,630,414**	75,562,368
	137,025,832	145,253,959
Liability:		
Depreciation and Amortisation	**192,479,481**	(23,422,090)
	(55,453,649)	168,676,049
NOTE 5: OTHER LONG-TERM LIABILITIES		
Security deposit	**-**	2,987,615
	-	2,987,615
NOTE 6: LONG-TERM PROVISIONS		
Provision for employee benefits		
Provision for gratuity (Refer Notes 1(vii) and 28)	**57,008,393**	48,772,860
Provision for compensated absences (Refer Note 1(vii))	**15,345,850**	19,341,952
	72,354,243	68,114,812
NOTE 7: SHORT TERM BORROWINGS		
Amount received on issue of commercial papers	**2,700,000,000**	-
Less: Unexpired interest on commercial papers	**(197,848,603)**	-
	2,502,151,397	-
Unlisted commercial papers having face value of ₹ 2,700,000,000 were issued on March 18, 2016 for a tenure of 364 days at a yield of 8.25% p.a.		
NOTE 8 : TRADE PAYABLES		
Payable to related parties (Refer Note 30)	**17,798,716**	23,521,865
Other Trade payables (Refer Note 25)	**782,008,321**	716,960,809
	799,807,037	740,482,674

	Figures as at March 31, 2016 ₹	Figures as at March 31, 2015 ₹
NOTE 9 : OTHER CURRENT LIABILITIES		
Advance from customers	**47,422,919**	59,670,911
Unpaid dividend	**51,933**	40,935
Other payables		
Statutory dues	**46,052,961**	39,369,277
Security deposit	**2,987,615**	777,960
Provision for statutory bonus	**14,434,882**	2,103,341
Employee dues	**178,000,000**	170,000,000
Others	**1,179,590**	1,179,590
	290,129,900	273,142,014
NOTE 10 : SHORT-TERM PROVISIONS		
Provision for employee benefits		
Provision for employee benefits		
Provision for gratuity (Refer Notes 1(vii) and 28)	**5,922,048**	1,042,401
Provision for compensated absences (Refer Notes 1(vii))	**6,912,579**	4,327,414
Proposed dividend (Refer Note 26)	**47,670,415**	47,670,415
Dividend distribution tax on proposed dividend	**9,704,575**	9,704,575
	70,209,617	62,744,805

NOTE 11 : FIXED ASSETS (Refer Notes 1(iv) and (xii), 33 and 36)

(₹)

PARTICULARS	GROSS BLOCK				DEPRECIATION / AMORTISATION					NET BLOCK	
	As at April 1, 2015	Additions	Deletions	As at March 31, 2016	As at April 1, 2015	Adjustments due to change in depreciation rates	For the year	On deletions	As at March 31, 2016	As at March 31, 2016	As at March 31, 2015
Intangible Assets											
Goodwill	10,335,278	–	–	**10,335,278**	5,685,818	–	2,067,056	–	**7,752,874**	**2,582,404**	4,649,460
Computer Software	25,429,570	3,094,975	–	**28,524,545**	20,502,766	–	3,937,313	–	**24,440,079**	**4,084,466**	4,926,804
Non Refundable One Time Migration Fees (Refer Note A)	815,234,695	3,680,473,623	815,234,695	**3,680,473,623**	815,234,695	–	241,490,754	815,234,688	**241,490,761**	**3,438,982,862**	–
Non Refundable One Time Entry Fees (Refer Notes B and C)	1,346,855,672	42,687,111	1,327,943,539	**61,599,244**	1,084,635,902	–	12,462,348	1,080,340,530	**16,757,720**	**44,841,524**	262,219,770
Total	**2,197,855,215**	**3,726,255,709**	**2,143,178,234**	**3,780,932,690**	**1,926,059,181**	**–**	**259,957,471**	**1,895,575,218**	**290,441,434**	**3,490,491,256**	**271,796,034**
Previous year	2,196,027,607	1,827,608	–	**2,197,855,215**	1,705,436,026	–	220,623,155	–	**1,926,059,181**		
Tangible Assets											
Building (including compensation paid for use of land leased from a lessor)	9,614,698	–	–	**9,614,698**	3,731,660	–	186,599	–	**3,918,259**	**5,696,439**	5,883,038
Leasehold Improvements	267,570,138	5,343,500	10,707,707	**262,205,931**	213,846,856	–	27,387,533	8,730,096	**232,504,293**	**29,701,638**	53,723,282
Office Equipments	270,377,379	2,694,706	2,474,126	**270,597,959**	260,961,484	–	2,497,922	2,351,215	**261,108,191**	**9,489,768**	9,415,895
Plant and Machinery (Refer Note D)	695,717,647	27,233,865	4,734,003	**718,217,509**	534,293,075	–	50,260,346	3,785,192	**580,768,229**	**137,449,280**	161,424,572
Computers	159,745,407	25,166,266	5,374,803	**179,536,870**	130,313,850	–	20,998,398	5,185,583	**146,126,665**	**33,410,205**	29,431,557
Furniture and Fixtures	28,799,229	1,257,166	825,288	**29,231,107**	26,365,387	–	1,086,549	770,014	**26,681,922**	**2,549,185**	2,433,842
Motor Vehicles	6,390,788	1,714,309	799,875	**7,305,222**	5,542,768	–	365,660	759,881	**5,148,547**	**2,156,675**	848,020
Total	**1,438,215,286**	**63,409,812**	**24,915,802**	**1,476,709,296**	**1,175,055,080**	**–**	**102,783,007**	**21,581,981**	**1,256,256,106**	**220,453,190**	**263,160,206**
Previous Year	1,494,351,031	41,848,978	97,984,723	1,438,215,286	1,070,042,400	88,356,484	108,112,921	91,456,725	1,175,055,080		
Capital work-in-progress										**3,567,621,040**	–

Notes:

A) As per the modified policy for expansion of FM Radio Broadcasting Services through Private Agencies (Phase III), effective April 1, 2015 the Company was given the option to migrate all its existing licenses from Phase II regime to Phase III regime on payment of Non Refundable One Time Migration Fees ('NOTMF'). NOTMF for each station was notified by the MIB on September 24, 2015. The Company had exercised the option to migrate 35 out of its 36 stations (including the four stations acquired from TV Today Network Limited as referred in Note 36) from Phase II to Phase III for which the gross migration fee was ₹ 3,655,850,781 and the net migration fee after taking into account the residual value of the Phase II licenses was ₹ 3,408,247,796. NOTMF has a remaining amortisation period of fourteen years.

B) The Company won 17 new licenses in the Phase III auctions. The Company paid ₹ 3,392,423,393 Non-refundable One Time Entry Fees ('NOTEF') for these stations. The NOTEF was partially funded through borrowings. All the Phase III licenses have a tenure of 15 years from the date of operationalization of such licenses.

C) Includes borrowing cost of ₹ 1,575,868 (Previous Year: ₹ Nil) on account of NOTEF for station launched during the year.

D) Plant and Machinery includes jointly held assets at Common Transmission Infrastructure (CTI) amounting to ₹ 46,574,398 (Previous Year: ₹ 47,336,315).

	Figures as at March 31, 2016		Figures as at March 31, 2015	
	Nos. of shares	₹	Nos. of shares	₹
NOTE 12 : INVESTMENTS				
Non-current investments (Refer Note 1(vi))				
Trade, Long Term (Unquoted) at cost				
Investment in Subsidiary Company :				
Equity Shares of Alternate Brand Solutions (India) Limited of ₹ 10 each fully paid-up	**1,600,000**	**70,250,000**	1,600,000	70,250,000
Sub-total (A)		**70,250,000**		70,250,000
Investment property				
Investment in long term capital asset - Building		**10,304,061**		10,185,948
Sub-total (B)		**10,304,061**		10,185,948
	Nos.	₹	**Nos.**	₹
Non-Trade, Non-Current (Unquoted - Mutual Funds) at cost				
Axis Treasury Advantage Fund - Direct - Growth, of ₹ 1,000 each	**-**	**-**	81,213	110,892,695
DHFL Pramerica Insta Cash Plus Fund - Bonus, of ₹ 100 each (formerly DWS Insta Cash fund)	**323,887**	**37,500,000**	314,660	37,500,000
DHFL Pramerica Low Duration Fund - Direct Plan - Annual Bonus, of ₹ 10 each (formerly DWS Cash Opportunities Fund)	**-**	**-**	4,161,594	40,603,469
DHFL Pramerica Short Maturity Fund - Direct Plan - Annual Bonus, of ₹ 10 each (formerly DWS Short Maturity Fund)	**-**	**-**	1,154,308	16,666,668
DHFL Pramerica Ultra Short Term Fund - Direct Plan - Growth, of ₹ 10 each (formerly DWS Ultra Short Term Fund)	**11,826,886**	**181,803,499**	-	-
Franklin India Treasury Management Account - Super Institutional Plan - Direct - Growth, of ₹ 1,000 each	**-**	**-**	110,296	200,000,000
ICICI Prudential Flexible Income - Direct Plan - Growth, of ₹ 100 each	**-**	**-**	869,636	199,170,608
JP MORGAN India Liquid Fund -Direct Plan - Growth, of ₹ 10 each	**6,121,798**	**62,621,359**	6,121,798	62,621,359
Religare Invesco Credit Opportunities Fund - Direct Plan - Growth, of ₹ 1,000 each	**-**	**-**	80,300	111,692,530
Religare Invesco Ultra Short Term Fund - Direct Plan Bonus, of ₹ 1,000 each	**67,228**	**66,666,667**	67,228	66,666,667
Sundaram Flexi Fund ST Plan Direct Plan Bonus, of ₹ 10 each	**-**	**-**	5,105,654	49,874,683
Sundaram Select Debt ST Asset Direct Bonus, of ₹ 10 each	**-**	**-**	2,404,436	25,000,000
Sundaram Flexible Fund ST Plan - Direct Plan - Growth, of ₹ 10 each	**-**	**-**	5,227,993	100,000,000

	Figures as at March 31, 2016		Figures as at March 31, 2015	
	Nos.	₹	Nos.	₹
Sundaram Money Fund - Direct Plan - Growth, of ₹ 10 each	-	-	8,787,920	226,141,970
UTI Treasury Advantage Fund - Institutional Plan - Direct Plan - Growth, of ₹ 1,000 each	-	-	41,743	69,209,834
Sub-total (C)		**348,591,525**		1,316,040,483
Non-Current Investments (A)+(B) +(C)		**429,145,586**		1,396,476,431

Note: Aggregate market value of Unquoted mutual fund units classified as non-current held by the Company based on the NAV declared on the balance sheet date by the mutual funds is ₹ 409,417,270 (Previous Year : ₹ 1,498,959,548).

	Nos.	₹	Nos.	₹
Non-Trade, Current (Unquoted-Mutual Fund)				
Axis Treasury Advantage Fund - Direct - Growth, of ₹ 1,000 each	**81,213**	**110,892,695**	–	–
Birla Sun Life Cash Plus - Direct - Growth, of ₹ 100 each	-	-	1,165,859	260,000,000
DHFL Pramerica Ultra Short Term Fund - Direct Plan - Growth, of ₹ 10 each (formerly DWS Ultra Short Term Fund)	-	-	11,826,886	181,803,502
DHFL Pramerica Short Maturity Fund - Direct Plan - Annual Bonus, of ₹ 10 each (formerly DWS Short Maturity Fund)	**1,154,308**	**16,666,668**	–	–
DHFL Pramerica Low Duration Fund - Direct Plan - Annual Bonus, of ₹ 10 each (formerly DWS Cash Oppurtunities Fund)	**4,161,594**	**40,603,469**	–	–
Franklin India Ultra Short Bond Fund Super Institutional Plan - Direct - Growth, of ₹ 10 each	-	-	18,591,647	340,000,000
Franklin India Treasury Management Account - Super Institutional Plan - Direct - Growth, of ₹ 1,000 each	**110,296**	**200,000,000**	–	–
HDFC Banking and PSU Debt Fund - Direct - Growth, of ₹ 10 each	-	-	26,939,643	296,726,695
ICICI Prudential Liquid - Direct Plan – Growth, of ₹ 100 each	**795,099**	**177,902,690**	435,540	90,137,835
ICICI Prudential Savings Plan - Direct Plan - Growth, of ₹ 10 each	-	-	190,689	40,000,000
ICICI Prudential Blended Plan A - Direct Plan - Dividend Reinvestment, of ₹ 10 each	-	-	27,116,370	365,929,994
ICICI Prudential Flexible Income - Direct Plan - Growth, of ₹ 100 each	**869,636**	**199,170,608**	–	–
IDFC Arbitrage Fund - Dividend - (Direct Plan), of ₹ 10 each	-	-	53,683,332	684,263,718
JP Morgan India Treasury Fund Direct Plan - Growth, of ₹ 10 each	-	-	19,021,524	311,072,489
Kotak Equity Arbitrage Fund - Direct Plan - Monthly Dividend, of ₹ 10 each	-	-	51,087,663	555,071,601
Kotak Liquid Scheme Plan A - Direct Plan - Growth, of ₹ 1,000 each	-	-	107,979	300,000,000
Kotak Treasury Advantage Fund - Direct Plan - Growth, of ₹ 10 each	-	-	454,351	10,000,000

	Figures as at March 31, 2016		Figures as at March 31, 2015	
	Nos.	₹	Nos.	₹
Religare Invesco Credit Opportunities Fund - Direct Plan - Growth, of ₹ 1,000 each	**80,300**	**111,692,530**	–	–
Reliance Liquid Fund - Treasury Plan - Direct Plan Growth Option, of ₹ 1,000 each	**-**	**-**	59,921	200,000,000
Reliance Money Manager Fund - Direct Plan Growth Option, of ₹ 1,000 each	**-**	**-**	62,342	120,000,000
Sundaram Flexible Fund ST Plan - Direct Plan - Growth, of ₹ 10 each	**5,227,993**	**100,000,000**	–	–
Sundaram Flexi Fund ST Plan Direct Plan Bonus, of ₹ 10 each	**5,105,654**	**49,874,683**	–	–
Sundaram Money Fund - Direct Plan - Growth, of ₹ 10 each	**8,787,920**	**226,141,970**	–	–
Sundaram Select Debt ST Asset Direct Bonus, of ₹ 10 each	**2,404,436**	**25,000,000**	–	–
Sundaram Ultra Short Term Fund - Direct Plan - Growth, of ₹ 10 each	**11,931,367**	**202,319,046**	11,931,367	202,319,046
Tata Fixed Maturity Plan Series 47 Scheme D-Direct Plan-Growth, of ₹ 10 each	**-**	**-**	15,000,000	150,000,000
UTI Treasury Advantage Fund - Institutional Plan - Direct Plan - Growth, of ₹ 1,000 each	**41,743**	**69,209,834**	–	–
Current Investments (D)		**1,529,474,193**		**4,107,324,880**

Note: Aggregate market value of unquoted mutual fund units classified as Current held by the Company based on the NAV declared on the balance sheet date by the mutual fund is ₹ 1,864,406,649 (Previous Year : ₹ 4,228,845,223).

	Figures as at March 31, 2016 ₹	Figures as at March 31, 2015 ₹
NOTE 13 : LONG-TERM LOANS AND ADVANCES **(Unsecured, considered good, unless otherwise stated)**		
Capital advances	**192,898,486**	65,477
Deposits	**179,469,829**	111,332,097
Other long term loans and advances		
Employee loans	**300,040**	100,036
Minimum Alternate Tax Credit Entitlement	**53,793,405**	–
Advance tax and tax deducted at source [Net of provision of ₹ 1,548,158,474 (Previous Year : ₹ 1,236,908,455)]	**14,683,360**	4,010,788
	441,145,120	115,508,398
NOTE 14 : OTHER NON-CURRENT ASSETS		
Non current bank balances (margin money deposits)	**-**	65,321,455
	-	65,321,455

	Figures as at March 31, 2016 ₹	Figures as at March 31, 2015 ₹
NOTE 15 : TRADE RECEIVABLES		
Unsecured, considered good		
Outstanding for a period exceeding 6 months from the date they are due for payment	**49,909,776**	43,427,606
Others	**1,374,601,856**	1,220,926,342
	1,424,511,632	1,264,353,948
Unsecured, considered doubtful		
Outstanding for a period exceeding 6 months from the date they are due for payment	**137,100,424**	113,681,871
Others	**4,234,683**	14,207,722
	141,335,107	127,889,593
	1,565,846,739	1,392,243,541
Less: Provision for doubtful debts	**(141,335,107)**	(127,889,593)
	1,424,511,632	1,264,353,948
NOTE 16 : CASH AND BANK BALANCES		
Cash and cash equivalents:		
Cheques on hand	**16,191,242**	8,367,360
Cash in hand	**105,880**	–
Balances with banks :		
Current Accounts	**145,112,666**	133,944,611
	161,409,788	142,311,971
Other bank balances:		
On Unpaid dividend account	**51,933**	40,935
Fixed deposits	**21,145,408**	–
Balances with bank held as security against guarantees issued by banks Margin money deposits	**15,119,995**	65,321,455
Less: Amount disclosed under non current assets (Refer Note 14)	**–**	(65,321,455)
	197,727,124	142,352,906
NOTE 17 : SHORT-TERM LOANS AND ADVANCES **(Unsecured, considered good, unless otherwise stated)**		
Due from other related parties (Refer Note 30)	**29,788**	27,778
Prepaid expenses	**98,756,546**	50,470,362
Advances recoverable in cash or in kind or for value to be received	**73,014,407**	42,625,984
Deposits	**3,285,293**	396,008
	175,086,034	93,520,132
NOTE 18 : OTHER CURRENT ASSETS **(Unsecured, considered good, unless otherwise stated)**		
Interest accrued on deposits	**333,841**	2,256,484
Others	**2,528,113**	2,500,000
	2,861,954	4,756,484

	2015-2016 ₹	2014-2015 ₹
NOTE 19 : REVENUE FROM OPERATIONS AND OTHER OPERATING INCOME		
Sale of services (Refer Notes 1(iii)(a)(i) and (ii))	**4,847,816,538**	4,271,556,341
Digital revenues, service fee, marketing & sales commission	**73,617,335**	60,113,137
	4,921,433,873	4,331,669,478
Other operating income		
Provision no longer required written back	**152,288,185**	47,855,136
Others	**12,325,031**	5,248,625
	164,613,216	53,103,761
NOTE 20 : OTHER INCOME		
Interest income (Refer Note 1(iii)(b)(ii))		
On fixed deposits	**3,987,798**	5,346,158
On income-tax refund	**-**	6,176,130
On others	**420,847**	212,784
Dividend income on current investments (Refer Note 1(iii)(b)(i))	**47,706,410**	75,265,313
Profit on sale of current investments (net) (Refer Note 1(iii)(b)(iii))	**190,685,408**	202,919,094
Profit on sale of non-current investments (net) (Refer Note 1(iii)(b)(iii))	**-**	24,152,402
Miscellaneous income	**8,328,451**	7,702,894
	251,128,914	321,774,775
NOTE 21 : EMPLOYEE BENEFITS EXPENSE		
Salaries, wages and bonus	**854,122,880**	750,134,566
Contributions to provident and other funds (Refer Notes 1(vii) and 28)	**27,165,502**	23,774,695
Gratuity (Refer Note 1(vii) and 28)	**16,713,768**	18,395,680
Staff welfare expenses	**37,298,525**	35,251,979
	935,300,675	827,556,920

	2015-2016 ₹	2014-2015 ₹
NOTE 22 : OPERATING AND OTHER EXPENSES		
Royalty	**140,044,861**	123,639,003
Programming expenses	**38,527,070**	29,199,761
Technical costs	**8,503,005**	31,280,689
License fees (Refer Note 1(xiv))	**261,858,268**	217,901,053
Rent	**193,027,615**	175,229,203
Rates and taxes	**6,725,039**	9,998,963
Power and fuel	**115,516,448**	111,762,160
Cost of Sales	**255,243,684**	241,258,070
Marketing	**997,416,621**	757,554,367
Travelling and conveyance	**116,071,810**	100,590,035
Insurance	**8,381,397**	4,898,717
Communication	**13,190,941**	12,945,420
Repairs and maintenance on :		
Buildings	**2,425,007**	2,201,805
Plant and Machinery	**78,202,313**	36,180,916
Others	**32,796,466**	31,074,421
Legal and professional fees	**128,873,530**	120,947,164
Software expenses (Refer Note 1(iv)(c))	**28,671,053**	25,727,208
Payments to auditors		
As Auditors:		
Audit fee	**3,614,750**	3,100,000
Other services	**351,000**	100,000
Reimbursement of expenses	**192,708**	63,515
	4,158,458	3,263,515
Bad debts written off	**19,928,368**	19,724,637
Provision for doubtful debts	**61,378,571**	38,715,922
Provision for doubtful debts withdrawn	**(47,933,057)**	(55,016,308)
	13,445,514	(16,300,386)
Tangible assets written off	**3,259,687**	6,491,576
Directors' sitting fees and commission	**2,790,300**	3,820,000
Expenditure towards Corporate Social Responsibility (CSR) Activities (Refer Note 34)	**20,084,000**	7,143,200
Miscellaneous expenses	**67,942,205**	47,294,303
	2,557,083,660	2,103,825,800
NOTE 23 : FINANCE COST		
Interest expense:		
On others	**413,315**	336,007
	413,315	336,007

24. Commitments to the extent not provided for

Estimated amount of contracts remaining to be executed on capital account ₹ 31,031,283 (Previous Year : ₹ 12,050,861) net of advances of ₹ 93,179,757 (Previous Year : ₹ 65,477).

25. Trade payables

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues. This information, as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company.

26. Proposed Dividend

	As at March 31, 2016 ₹	As at March 31, 2015 ₹
Dividend proposed for the year is as follows: On Equity Shares of ₹ 10 each		
Amount of dividend proposed	**47,670,415**	47,670,415
Dividend per Equity Share	**1.00**	1.00

27. a. Value of Imports calculated on CIF basis

	2015-2016 ₹	2014-2015 ₹
Capital goods	**63,188,536**	2,288,765
Total	**63,118,536**	2,288,765

b. Expenditure in Foreign Currency

	2015-2016 ₹	2014-2015 ₹
Travel	**1,233,039**	173,339
Others	**480,042**	1,683,742
Total	**1,713,081**	1,857,081

c. Earnings in Foreign Currency

	2015-2016 ₹	2014-2015 ₹
Consultancy services	**56,684,997**	47,964,561
Total	**56,684,997**	47,964,561

28. The Company has classified the various employee benefits provided to employees as under:

I) Defined Contribution Plans

a) Provident Fund

b) National Pension Scheme

c) State Defined Contribution Plans - Employers' Contribution to Employee's Pension Scheme, 1995.

During the year, the Company has recognised the following amounts in the statement of profit and loss:

	2015-2016 ₹	2014-2015 ₹
– Employers' Contribution to Provident Fund*	**16,925,615**	16,728,186
– Employers' Contribution to Employee's Pension Scheme, 1995*	**8,970,407**	6,825,537
– Employers' Contribution to Employee State Insurance Scheme*	**147,396**	220,972
– Employers' Contribution to National Pension Scheme*	**1,122,084**	–

* Included in Contributions to Provident and Other Funds (Refer Note 21)

II) Defined Benefit Plans

In accordance with Accounting Standard 15, actuarial valuation was done in respect of the aforesaid Defined Benefit Plan of gratuity (unfunded) based on the following assumptions:

	As at March 31, 2016	As at March 31, 2015
Discount Rate (per annum)	**7.84%**	8.03%
Rate of increase in Compensation levels	**8.00%**	8.00%

A. Changes in the Present Value of Obligation

	As at March 31, 2016 ₹	As at March 31, 2015 ₹
Present Value of Obligation at the beginning of the year	**49,815,261**	36,522,338
Interest Cost	**4,000,165**	3,400,229
Past Service Cost	**7,778,271**	–
Current Service Cost	**8,014,539**	5,906,106
Benefits Paid	**(4,100,638)**	(5,102,757)
Actuarial (Gain) / Loss on obligations	**(3,079,207)**	9,089,345
Effect of Transfer In	**502,050**	–
Present Value of Obligation as at the year end	**62,930,441**	49,815,261

B. Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Assets

	As at March 31, 2016 ₹	As at March 31, 2015 ₹
Present Value of Funded Obligation as at the year end	–	–
Fair Value of Plan Assets as at the year end	–	–
Funded Status	–	–
Present Value of Unfunded Obligation as at the year end	62,930,441	49,815,261
Unrecognised Actuarial (Gains) / Losses	–	–
Unfunded (Liability) recognised in Balance Sheet	(62,930,441)	(49,815,261)

C. Amount recognised in the Balance Sheet

	As at March 31, 2016 ₹	As at March 31, 2015 ₹
Present Value of Defined Benefit Obligation at the end of the year	62,930,441	49,815,261
Fair Value of Plan Assets as at the end of the year	–	–
Liability recognised in the Balance Sheet	62,930,441	49,815,261
Recognised under:		
Long term provisions	57,008,393	48,772,860
Short term provisions	5,922,048	1,042,401

D. Expenses recognised in the Statement of Profit and Loss

	2015-2016 ₹	2014-2015 ₹
Current Service Cost	8,014,539	5,906,106
Past Service Cost	7,778,271	–
Interest Cost	4,000,165	3,400,229
Net actuarial (Gain) / Loss recognised in the year	(3,079,207)	9,089,345
Total Expenses recognised in the Statement of Profit and Loss	16,713,768	18,395,680

E. Experience Adjustment

	2015-2016 ₹	2014-2015 ₹
Defined Benefit Obligation	62,930,441	49,815,261
Plan Assets	–	–
Deficit / (Surplus)	62,930,441	49,815,261
Experience Adjustment on Plan Liabilities (Gain) / Loss	(3,079,207)	9,089,345

The estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

F. Amounts recognised in current year and previous four years

(₹)

	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Defined Benefit Obligation	**62,930,441**	49,815,261	36,522,338	30,885,087	26,554,810
Surplus / (Deficit)	**(62,930,441)**	(49,815,261)	(36,522,338)	(30,885,087)	(26,554,810)
Experience adjustment on Plan Liabilities (Gain) / Loss	**(3,079,207)**	9,089,345	228,733	(2,066,790)	2,746,173

29. Segment Information

In accordance with Accounting Standard-17, 'Segment Reporting', the Company's business segment is Media and Entertainment and it has no other primary reportable segments. Accordingly, the segment revenue, segment results, total carrying amount of segment assets and segment liabilities, total cost incurred to acquire segment assets and total amount of charge for depreciation during the year, is as reflected in the Financial Statements as at and for the year ended March 31, 2016. The Company primarily caters to the domestic market and hence there are no reportable geographical segments.

30. Related Party Disclosures as required under Accounting Standard 18- 'Related Party Disclosures' are given below:

i. Parties where control exists

Bennett, Coleman & Company Limited (BCCL) – Ultimate Holding Company (Refer Note 35)

Times Infotainment Media Limited (TIML) – Holding Company* (Refer Note 35)

ii. Subsidiary Company

Alternate Brand Solutions (India) Limited (ABSL) – Subsidiary Company*

iii. Fellow Subsidiary Companies

Times Innovative Media Limited (TIM)

TIM Delhi Airport Advertising Private Limited (TIMDA)

Times Internet Limited (TIL) #

Times Global Broadcasting Company Limited (TGBCL)

Times Business Solutions Limited (TBSL) #

Metropolitan Media Company Limited (formerly Times VPL Limited) (MMCL)

Vardhaman Publishers Limited (VPL)

Times Websol Limited (TWL) #

Times Mobile Limited (TM) #

Magic Bricks Realty Services Limited (MBRSL)*

Worldwide Media Private Limited (WWM)

Zoom Entertainment Network Limited (ZENL)

Gamma Gaana Limited (GGL)

Junglee Pictures Limited (JPL)

Akuate Internet Services Private Limited (AISPL)

Times Centre for Learning Limited (TCLL)

iv. Related Parties of Ultimate Holding Company

Bennett Property Holdings Company Limited (BPHCL)

v. Key Management Personnel

Managing Director & Chief Executive Officer

Mr. Prashant Panday

Times Business Solutions Limited (TBSL), Times Websol Limited (TWL) and Times Mobile Limited (TM) have been merged into Times Internet Limited (TIL).

* There are no transactions during the year.

vi. Transactions with Related Parties

(₹)

Particulars	2015-2016														
	Holding Company	Fellow Subsidiary Companies													Related Parties of the Ultimate Holding Company
	BCCL	TIM	TIMDA	TGBCL	TIL	ZENL	GGL	MMCL	VPL	JPL	MBRSL	WWM	AISPL	TCLL	BPHCL
Transactions with Related Parties:															
Sales	359,461,813	–	–	371,000	28,970,393	432,000	6,328,196	524,600	–	654,291	–	3,290,115	3,676,105	3,047,697	–
Rendering of services	351,002	2,972,317	493,040	351,000	3,781,747	–	–	–	–	–	–	–	–	–	–
Receiving of services	51,713,897	6,420,506	–	–	16,743,096	–	–	701,190	158,665	–	–	3,363,534	–	–	39,946,773
Recovery of Expenses	414,909	10,276,132	299,369	14,909	1,295,957	–	–	–	–	–	–	–	–	–	–
Year end Balances with Related Parties:															
Trade Receivables	115,248,991	–	–	–	373,569	–	179,114	587,730	–	–	–	8,432,800	4,209,142	–	–
Non-trade Receivables (net)	–	–	29,788	–	–	–	–	–	–	–	–	–	–	–	–
Deposit	–	–	–	–	–	–	–	–	–	–	–	–	–	–	10,000,000
Payables (net)	152,341	–	–	–	7,119,934	–	–	923,804	–	–	–	7,583,768	–	–	2,018,869

(₹)

Particulars	2014-2015														
	Holding Company	Fellow Subsidiary Companies													Related Parties of the Ultimate Holding Company
	BCCL	TIM	TIMDA	TGBCL	TIL	ZENL	GGL	MMCL	VPL	JPL	MBRSL	WWM	AISPL	TCLL	BPHCL
Transactions with Related Parties :															
Sales	219,899,745	–	–	6,721,351	33,062,553	–	–	1,093,316	–	–	–	3,983,136	–	–	–
Rendering of services	–	2,878,321	469,562	702,002	3,539,720	–	–	–	–	–	–	–	–	–	–
Receiving of services	35,043,160	3,000,690	–	–	29,122,919	–	–	1,187,432	158,405	–	–	3,991,843	–	–	37,837,495
Recovery of Expenses	–	9,222,830	256,783	58,847	1,489,752	–	–	–	–	–	–	–	–	–	–
Year end Balances with Related Parties:															
Trade Receivables	68,649,459	–	–	–	8,690	–	–	–	–	–	8,918,439	4,785,227	–	–	–
Non-trade Receivables (net)	–	–	27,778	–	–	–	–	–	–	–	–	–	–	–	–
Deposit	–	–	–	–	777,960	–	–	–	–	–	–	–	–	–	10,000,000
Payables (net)	6,941,467	–	–	–	11,743,934	–	–	192,875	–	–	–	4,086,051	–	–	557,538

vii. Details relating to Persons referred to in 30(v) above

Name of the Person	2015-2016 ₹	2014-2015 ₹
Mr. Prashant Panday	**37,028,721**	27,972,269
Total	**37,028,721**	27,972,269

Notes:

1. The remuneration to the key management personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the Company as a whole.
2. The remuneration to the key management personnel includes one time payment of ₹ 6,234,839.

31. Disclosures for Operating Leases

Disclosures in respect of cancellable agreements for cars, transmission towers, office and residential premises taken on lease:

a) Lease payments recognised in the Statement of Profit and Loss ₹ 193,027,615 (Previous Year : ₹ 175,229,203).

b) Two lease licenses have a lock in period of three years from the commencement of respective lease period. All the other agreements are cancellable at the option of the Company.

Future minimum rentals payable under non-cancellable operating leases are as follows:

Particulars	As at March 31, 2016 ₹	As at March 31, 2015 ₹
Within one year	**23,020,750**	Nil
After one year but not more than five years	**43,800,750**	Nil
More than five years	**Nil**	Nil
Total	**66,821,500**	Nil

32. Earnings Per Share (Basic and Diluted)

The number of shares used in computing Basic Earnings Per Share (EPS) is the weighted average number of shares outstanding during the year.

Particulars	2015-2016 ₹	2014-2015 ₹
Profit for the year (₹) (A)	**1,000,011,273**	1,059,720,596
Weighted average number of Equity shares (B)	**47,670,415**	47,670,415
Earnings per share – basic and diluted (₹) [(A)/(B)]	**20.98**	22.23
Nominal value of an equity share (₹)	**10.00**	10.00

33. In the previous year ended March 31, 2015, the Company had revised depreciation rates on fixed assets w.e.f. April 1, 2014 as per the useful life specified in Schedule II of the Companies Act, 2013 (the 'Act') or as re-assessed by the Company. As prescribed in the said Schedule II of the Act, an amount of ₹ 58,324,116 (net of deferred tax of ₹ 30,032,369) was charged to the opening balance of retained earnings in that year for the assets in respect of which there was no remaining useful life as on April 1, 2014.

34. Gross amount required to be spent by the Company during the year for Corporate Social Responsibility (CSR) activities was ₹ 20,072,852 (Previous year: ₹ 16,007,525). Amount spent during the year by the Company was ₹ 20,084,000 (Previous year: ₹ 7,143,200).

35. The Scheme of Amalgamation and Arrangement ('Scheme') of TIML (the holding company of the Company) with BCCL (the holding company of TIML) was filed under the Companies Act, 1956. The Scheme was approved by the Hon'ble Bombay High Court vide Order dated July 3, 2015 ('Order'), which was subject to the approval of the Ministry of Information & Broadcasting, Government of India ('MIB'). The MIB, vide its letter dated April 25, 2016 (received by the Company on April 26, 2016), accorded its approval to the change in ownership pattern of the Company under the Scheme. Consequently, TIML's entire shareholding in the Company transferred to BCCL, and BCCL is the sole promoter shareholder of the Company. The appointed date of the Scheme was April 1, 2013.

36. In February 2015, the Company had entered into a non-binding memorandum of understanding with TV Today Network Limited ('TVTN') for purchase of seven radio stations from TVTN. On July 22, 2015 the Company received the approval from the MIB to purchase TVTN's four radio stations in Amritsar, Jodhpur, Patiala and Shimla. The Company acquired these four stations for a consideration of ₹ 40,000,000. The Company allocated ₹ 15,377,157 towards fixed assets received from TVTN and the balance consideration was allocated towards the FM Radio License cost i.e. NOTMF for the four stations acquired through the Business Transfer Agreement ('BTA'). The Company completed the acquisition on September 19, 2015. The Company also paid the migration fees to the MIB for these four stations in order to migrate from Phase II to Phase III. As regards the remaining three stations viz. Mumbai, Delhi and Kolkata, the MIB declined to grant its approval. The Company and TVTN have appealed against the MIB decision before the Hon'ble Delhi High Court. The next court hearing in respect of the appeal is scheduled for July 13, 2016.

37. Pending litigations and claims

a. The Company is involved in various litigations the outcome of which are considered probable and in respect of which the Company has aggregate provisions of ₹ 103,137,851 (Previous year ₹ 85,333,139) as at March 31, 2016.

b. Contingent liability - taxation

The Company is contesting certain disallowances to the taxable income and demands raised by the Income tax authorities, the estimated tax liability on account of these disallowances and demands is ₹ 11,873,445 (Previous year: ₹ 11,873,445). The management does not expect the liability from these claims to crystallize and accordingly, no provision has been recognized in the financial statements for the same.

38. Previous year's figures have been reclassified to conform to this year's classification.

Signatures to notes '1' to '38' forming part of the financial statements.

For **S.R. Batliboi & Associates LLP**
ICAI Firm Registration No. 101049W/E300004
Chartered Accountants

Govind Ahuja
Partner
Membership No. 48966

Mumbai
Dated: May 19, 2016

For and on behalf of the Board of Directors

Vineet Jain
Chairman
[DIN: 00003962]

N. Kumar
Director
[DIN: 00007848]

Prashant Panday
Managing Director & CEO
[DIN: 02747925]

N. Subramanian
Group CFO

Mehul Shah
SVP - Compliance & Company Secretary
[Membership No. FCS: 5839]

FORM AOC-I

[Pursuant to the first provisio to sub-section [3] of Section 129 read with rule 5 of Companies [Accounts] Rules, 2014]

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF SUBSIDIARY

(Amount in ₹)

Sr. No.	Name of the subsidiary	Alternate Brand Solutions (India) Limited (ABSL)
	Particulars	
1	Reporting Period	31-03-2016
2	Share capital	16,000,000
3	Reserves & Surplus	55,006,414
4	Total assets	71,205,340
5	Total Liabilities	198,925
6	Investments	65,656,873
7	Turnover (Total Income)	138,231
8	Loss before taxation	(97,088)
9	Provision for taxation	37,583
10	Loss after taxation	(134,671)
11	Proposed Dividend	Nil
12	% of shareholding	100%

The Company does not have any associate company or joint venture.

For and on behalf of the Board of Directors

Vineet Jain
Chairman
[DIN: 00003962]

N. Kumar
Director
[DIN: 00007848]

Prashant Panday
Managing Director & CEO
[DIN: 02747925]

N. Subramanian
Group CFO

Mehul Shah
SVP - Compliance & Company Secretary
[Membership No. FCS: 5839]

Mumbai
Dated: May 19, 2016

INDEPENDENT AUDITOR'S REPORT

To the Members of Entertainment Network (India) Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Entertainment Network (India) Limited (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), comprising of the consolidated Balance Sheet as at March 31, 2016, the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms with the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group as at March 31, 2016, their consolidated profit, and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, we report, to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

   (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

   (c) The consolidated Balance Sheet, consolidated Statement of Profit and Loss, and consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

   (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

   (e) On the basis of the written representations received from the directors of the Holding Company and its subsidiary as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and its subsidiary, none of the directors of the Group's companies, is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 1" to this report.

   (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, – Refer Note 36 to the consolidated financial statements;

      ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts.

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India.

For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Govind Ahuja
Partner
Membership Number: 48966

Place of Signature: Mumbai
Date: May 19, 2016

Annexure 1 to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Entertainment Network (India) Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

To the Members of Entertainment Network (India) Limited

In conjunction with our audit of the consolidated financial statements of the Entertainment Network (India) Limited as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of Entertainment Network (India) Limited (hereinafter referred to as 'Holding Company') and its subsidiary incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act,2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary company incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other matters

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act, the consolidated financial statements of the Holding Company, which comprise the Consolidated Balance Sheet as at March 31, 2016, and the related Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, and our report dated May 19, 2016 expressed an unqualified opinion thereon.

For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Govind Ahuja
Partner
Membership Number: 48966

Place of Signature: Mumbai
Date: May 19, 2016

CONSOLIDATED
BALANCE SHEET
as at March 31, 2016

	Notes	Figures as at March 31, 2016 ₹	Figures as at March 31, 2015 ₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	**476,704,150**	476,704,150
Reserves and surplus	3	**7,212,451,130**	6,269,939,576
Non-current liabilities			
Deferred tax liabilities (net)	4	**55,453,649**	–
Other long-term liabilities	5	**–**	2,987,615
Long-term provisions	6	**72,354,243**	68,114,812
Current liabilities			
Short-term borrowings	7	**2,502,151,397**	–
Trade payables	8	**800,005,962**	740,903,749
Other current liabilities	9	**290,129,900**	273,142,014
Short-term provisions	10	**70,209,617**	62,744,805
TOTAL		**11,479,460,048**	7,894,536,721
ASSETS			
Non-current assets			
Fixed assets	11		
Intangible assets		**3,490,478,836**	271,773,672
Tangible assets		**220,453,188**	263,160,206
Capital work-in-progress		**3,567,621,040**	–
Non-current investments	12	**424,552,459**	1,391,980,970
Deferred tax assets (net)	4	**–**	168,676,049
Long-term loans and advances	13	**446,265,762**	120,373,693
Other non-current assets	14	**–**	65,321,455
Current assets			
Current investments	12	**1,529,474,193**	4,107,324,880
Trade receivables	15	**1,424,511,632**	1,264,353,948
Cash and bank balances	16	**198,145,573**	142,821,890
Short-term loans and advances	17	**175,095,411**	93,993,474
Other current assets	18	**2,861,954**	4,756,484
TOTAL		**11,479,460,048**	7,894,536,721
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS	1-37		

As per our report of even date.

For **S.R. Batliboi & Associates LLP**
ICAI Firm Registration No. 101049W/E300004
Chartered Accountants

Govind Ahuja
Partner
Membership No. 48966

Mumbai
Dated: May 19, 2016

For and on behalf of the Board of Directors

Vineet Jain
Chairman
[DIN: 00003962]

N. Kumar
Director
[DIN: 00007848]

Prashant Panday
Managing Director & CEO
[DIN: 02747925]

N. Subramanian
Group CFO

Mehul Shah
SVP - Compliance & Company Secretary
[Membership No. FCS: 5839]

CONSOLIDATED STATEMENT OF PROFIT & LOSS

for the year ended March 31, 2016

	Notes	2015-2016 ₹	2014-2015 ₹
Revenue from operations	19	**4,921,433,873**	4,331,669,478
Other operating income	19	**164,699,114**	53,103,761
Other income	20	**251,181,247**	322,814,822
Total revenue		**5,337,314,234**	4,707,588,061
Expenses:			
Employee benefits expense	21	**935,300,675**	827,556,920
Depreciation and amortisation expense	11	**362,730,536**	328,726,134
Operating and other expenses	22	**2,557,318,979**	2,104,729,739
Finance cost	23	**413,315**	430,402
Total expenses		**3,855,763,505**	3,261,443,195
Profit before taxation		**1,481,550,729**	1,446,144,866
Tax expense: (Refer Note 1(xii))			
Current tax		308,893,405	482,709,200
Deferred tax		226,591,153	(96,327,385)
Minimum alternate tax credit entitlement		(53,793,405)	(6,946)
Tax write backs of earlier years		(26,968)	–
Profit for the year		999,886,544	1,059,769,997
Earnings per equity share [nominal value per share: ₹ 10 (2014-15: ₹ 10)] (Refer Notes 1(xi))	31		
Basic		20.97	22.23
Diluted		20.97	22.23
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS	1-37		

As per our report of even date.

For **S.R. Batliboi & Associates LLP**
ICAI Firm Registration No. 101049W/E300004
Chartered Accountants

Govind Ahuja
Partner
Membership No. 48966

Mumbai
Dated: May 19, 2016

For and on behalf of the Board of Directors

Vineet Jain
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[DIN: 00003962]

N. Kumar
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Managing Director & CEO
[DIN: 02747925]

N. Subramanian
Group CFO

Mehul Shah
SVP - Compliance & Company Secretary
[Membership No. FCS: 5839]

CONSOLIDATED
CASH FLOW STATEMENT
for the year ended March 31, 2016

		2015-2016 ₹	2014-2015 ₹
A)	**CASH FLOW FROM OPERATING ACTIVITIES :**		
	Profit before taxation	**1,481,550,729**	1,446,144,866
	Adjustments for :		
	Depreciation and amortisation expense	**362,730,536**	328,726,134
	Interest income	**(4,408,645)**	(12,762,894)
	Interest expense	**413,315**	430,402
	Provision no longer required written back	**(152,374,083)**	(47,855,136)
	Profit on sale of non-current investments	**(52,333)**	(24,164,627)
	Profit on sale of current investments	**(190,685,408)**	(202,919,094)
	Exchange difference	**(149,508)**	(113,679)
	Dividend income on current investments	**(47,706,410)**	(75,265,313)
	Profit on sale of tangible assets	**(154,167)**	(21,988)
	Tangible assets written off	**3,259,687**	6,491,576
	Provision for doubtful debts (net)	**13,445,514**	(16,300,386)
	Bad debts written off	**19,928,368**	20,302,461
	Provision for retirement benefits	**11,704,244**	12,765,976
	Operating profit before working capital changes	**1,497,501,839**	1,435,458,298
	Adjustments for changes in working capital :		
	(Increase) in trade receivables	**(193,382,059)**	(227,685,298)
	(Increase) / Decrease in long term loans and advances	**(68,337,736)**	1,415,807
	Decrease in other non current assets	**29,056,052**	329,286
	(Increase) / Decrease in other current assets	**(28,113)**	239,327
	(Increase) / Decrease in short term loans and advances	**(81,575,278)**	6,043,644
	(Decrease) in other long term liabilities	**(2,987,615)**	(1,897,079)
	Increase in trade payables	**211,476,296**	206,051,795
	Increase in other current liabilities	**16,976,888**	22,695,792
	(Decrease) in short term provisions	**(10,996)**	(17,339)
	Cash generated from operations	**1,408,689,278**	1,442,634,233
	Taxes paid (net)	**(321,782,470)**	(488,463,640)
	Net cash generated from Operating Activities (A)	**1,086,906,808**	954,170,593
B)	**CASH FLOW FROM INVESTING ACTIVITIES :**		
	Purchase of tangible assets, including Capital work in progress and capital advances	**(274,438,570)**	(40,737,175)
	Purchase of intangible assets including Capital work in progress	**(7,100,614,841)**	(1,827,608)
	Purchase of radio stations from TVTN (Refer Note 35)	**(40,000,000)**	–
	Proceeds from sale of tangible assets	**228,307**	58,408
	Proceeds from sale of intangible assets	**247,603,009**	–
	Interest received	**6,331,288**	13,207,298
	Dividend received on current investments	**47,706,410**	75,265,313
	Purchase of non-current investments	**(568,113)**	(9,594,910)
	Proceeds from sale of non-current investments	**600,000**	500,000
	Purchase of current investments	**(20,823,577,718)**	(7,861,093,366)
	Proceeds from sale of current investments	**24,559,562,771**	6,931,028,504
	Net cash (used in) Investing Activities (B)	**(3,377,167,457)**	(893,193,536)

CONSOLIDATED
CASH FLOW STATEMENT
for the year ended March 31, 2016

	2015-2016 ₹	2014-2015 ₹
C) CASH FLOW FROM FINANCING ACTIVITIES :		
Amount received on issue of commercial papers	**2,494,260,000**	–
Repayments of short term borrowings	**(4,796,211,704)**	–
Proceeds from short term borrowings	**4,796,211,704**	–
Dividend paid	**(47,659,417)**	(47,653,078)
Dividend distribution tax paid	**(9,704,575)**	(8,101,587)
Interest paid	**(127,588,077)**	(430,402)
Net cash generated from / (used in) Financing Activities (C)	**2,309,307,931**	(56,185,067)
Net Increase in Cash and Cash Equivalents (A)+(B)+(C)	**19,047,282**	4,791,990
Cash and Cash Equivalents as at the beginning of the year	**142,780,955**	137,988,965
Cash and Cash Equivalents as at the end of the year	**161,828,237**	142,780,955
	19,047,282	4,791,990
NOTES ON CASH FLOW STATEMENT:		
1 Cash and cash equivalents at the end of the year as per Balance Sheet	161,828,237	142,780,955
(Refer Notes 1(x) and 16 in the Consolidated Financial Statements).	**161,828,237**	142,780,955
2 Previous year's figures have been regrouped and rearranged wherever necessary.		

As per our report of even date.

For **S.R. Batliboi & Associates LLP**
ICAI Firm Registration No. 101049W/E300004
Chartered Accountants

Govind Ahuja
Partner
Membership No. 48966

Mumbai
Dated: May 19, 2016

For and on behalf of the Board of Directors

Vineet Jain
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Managing Director & CEO
[DIN: 02747925]

N. Subramanian
Group CFO

Mehul Shah
SVP - Compliance & Company Secretary
[Membership No. FCS: 5839]

1. Significant Accounting Policies

i. Basis of Accounting

The consolidated financial statements of Entertainment Network (India) Limited ('the Company') and its subsidiary company, Alternate Brand Solutions (India) Limited, (collectively referred to as 'the Group') are prepared under the historical cost convention to comply in all material aspects with the applicable accounting principles in India to the extent possible in the same format as that adopted by the Company for its separate financial statements. Consequently, these financial statements have been prepared to comply in all material aspects with the Accounting Standard 21 on Consolidation of Financial Statements, notified under section 133 of the Companies Act 2013 ('the Act'), read together with paragraph 7 of the Companies (Accounts) Rules 2014.

ii. Use of Estimates

The preparation of consolidated financial statements in accordance with the generally accepted accounting principles requires Management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Any revision to such accounting estimates is recognised prospectively in the accounting period in which such revision takes place except where otherwise noted.

iii. Principles of Consolidation

1. The consolidated financial statements have been prepared on the following basis:
   - The financial statements of the Company and its subsidiary company have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, revenues and expenses.
   - Intra-group balances and intra-group transactions and resulting profits are eliminated in full.
   - The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner as the Company's separate financial statements.
2. The relevant details in respect of the subsidiary considered in the consolidated financial statements are summarized below:

Name of the Entity	Net Assets, i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated Profit or (Loss)	Amount
Alternate Brand Solutions (India) Limited (ABSL) from April 1, 2015 to March 31, 2016	0.92	71,006,414	(0.01)	(134,671)

iv. Revenue Recognition

a. Revenue from Operations

   i. Revenue from radio broadcasting is recognised on an accrual basis on the airing of client's commercials. The revenue that is recognised is net of service tax.

   ii. Revenue from other services is recognised as and when the services are rendered and wherever applicable, the percentage completed method is applied.

b. Other Income

   i. Dividend income on mutual fund units is accounted for when the right to receive the dividend is established by the balance sheet date.

ii. Interest income is recognized on a time proportionate basis taking into account the amount outstanding and the rate applicable.

iii. Profit on sale of units of mutual funds is recognized at the time of redemption and is determined as the difference between the redemption price and the carrying value.

v. Fixed assets and Depreciation

a. Tangible Fixed Assets

Tangible fixed assets are stated at acquisition cost less accumulated depreciation and impairment losses, if any. Cost of tangible fixed assets comprises purchase price, duties, levies and any directly attributable cost of bringing the asset to its working condition and location for the intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Cost incurred on assets not ready for their intended use is disclosed as Capital work-in-progress.

Depreciation on tangible fixed assets is provided on written down value method as per the useful life and in the manner specified in Schedule II to the Act.

The estimated useful lives used by the Company to provide depreciation is as under:

Asset class	Useful lives estimated by the management (years)
Building (including compensation paid for use of land leased from a lessor)	60
Plant and machinery - Studio	15
Plant and machinery - Transmission	13
Furniture and fixtures	10
Office equipments	5
Motor vehicles	8
Leasehold improvements	Life based on lease period
Computers	3
Computers - Servers	6

b. Intangible Assets (other than Software)

Non Refundable One Time Migration Fees paid by the Company for existing licenses upon migration to Phase III of the Licensing policy and Non Refundable One Time Entry Fees paid by the Company for acquiring new licenses have been capitalised as an asset.

The amortization policies followed for Intangible assets (other than software) are summarized below:

Asset class	Useful lives estimated by the management
Non Refundable One Time Migration Fees	15 years with effect from April 1, 2015 (Previous Year: 10 years with effect from April 1, 2005) based on the grant of permission agreement entered by the Company with the Ministry of Information and Broadcasting ('MIB').
Non Refundable One Time Entry Fees	15 years from the date of operationalisation of the respective stations (Previous Year: 10 years from the date of operationalisation of the respective stations).
Goodwill	5 years

c. Software

i. Software obtained initially together with hardware is capitalised along with the cost of hardware and depreciated in the same manner as the hardware. All subsequent purchases of software licenses are treated as revenue expenditure and charged in the year of purchase.

ii. Expenditure on Enterprise Software such as SAP, Sales CRM and Performance Appraisal Software where the economic benefit is expected to be more than a year is recognised as 'Intangible Asset' and amortised. Sales CRM is amortised over a period of 45 months. Performance Appraisal Software is amortised over a period of 5 years.

d. Borrowing Cost

Borrowing cost directly attributable to qualifying assets, which take substantial period to get ready for its intended use, are capitalized to the extent they relate to the period until such assets are ready to be put to use. Other borrowing costs are recognized as an expense in the period in which they are incurred.

vi. Foreign Currency Transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transaction. Gains and losses arising out of subsequent fluctuations are accounted for on actual payment or realisation. Monetary items denominated in foreign currency as at the balance sheet date are converted at the exchange rates prevailing on that day. Exchange differences are recognised in the statement of profit and loss.

vii. Investments

Investments that are intended to be held for not more than a year from the date of investment are classified as current investments. All other investments are termed as long term investments. The portion of long term investments which is expected to be realized within twelve months from the balance sheet date are classified as current investments.

Investment in buildings that are not intended to be occupied substantially for use by, or in the operations of the Company, have been classified as investment property. The same has been classified as long term investments.

Current investments are carried at cost or fair value, whichever is lower. Long term investments are stated at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the long term investments.

viii. Employee Benefits

a. Defined Contribution Plans:

The Company has Defined Contribution Plans for post-employment benefits such as Provident Fund, National Pension Scheme and Employee's Pension Scheme, 1995. Under the Provident Fund Plan, the Company contributes to a Government administered Provident Fund on behalf of its employees and has no further obligation beyond making its contribution.

The Company contributes to a State Plan namely Employee's Pension Scheme, 1995 and has no further obligation beyond making its contribution.

The Company contributes to a Government administered National Pension Scheme on behalf of its employees and has no further obligation beyond making its contribution.

The Company's contributions to the above funds are recognized in the statement of profit and loss every year.

b. Defined Benefit Plans:

The Company has Defined Benefit Plans namely gratuity and compensated absences for all its employees. The liabilities in respect of compensated absences which are expected to be encashed/ utilised before twelve months from the balance sheet date are considered short term. Other such liabilities are considered long term.

Liability for Defined Benefit Plans is provided on the basis of valuations, as at the balance sheet date, carried out by an independent actuary. The actuarial valuation method used by the independent actuary for measuring the liability is the Projected Unit Credit Method. Actuarial losses / gains are recognised in the statement of profit and loss in the year in which they arise.

c. Termination benefits are recognised as an expense as and when incurred.

ix. Operating Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the statement of profit and loss on a straight-line basis over the period of the lease.

x. Cash and Cash Equivalents

Cash and cash equivalents include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

xi. Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Group's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events (such as bonus shares) other than the conversion of potential equity shares that have changed the number of equity shares outstanding without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

xii. Income Taxes

Tax expense comprises current and deferred tax. Current income tax and deferred tax are measured based on the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Current tax assets and liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Minimum Alternate Tax (MAT) paid in accordance with tax laws which give rise to future economic benefits in the form of adjustment to future income tax liability is considered as an asset, if there is convincing evidence that the Group will pay normal tax in future. Accordingly, MAT is recognised as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the Group and the asset can be measured reliably. The Group reviews the 'Minimum Alternate Tax (MAT) Credit Entitlement' asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward.

Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates that have been enacted or substantively enacted by the balance sheet date.

xiii. Impairment of Assets

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

xiv. Provisions and Contingent Liabilities

The Group recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to its present date value and are determined based on best estimates of the amount required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources embodying economic benefit. Where there is a possible obligation or a present obligation but the likelihood of outflow of resources is remote, no provision or disclosure is made.

xv. License Fees

As per the applicable Frequency Module (FM) broadcasting policy, license fees is charged to revenue at the rate of 4% of gross revenue for the financial year or minimum fixed fee for the concerned city, whichever is higher. Minimum fixed fee is 2.5% of the Non-Refundable One Time Entry Fee (NOTEF). During the previous year, minimum fixed fee was 10% of the Reserve One Time Entry Fee (ROTEF).

Gross Revenue for this purpose shall mean revenue on the basis of billing rates inclusive of any taxes. Barter advertising contracts are also included in the gross revenue on the basis of relevant billing rates. NOTEF means the successful bid amount arrived at through an ascending e-auction process for first batch of private FM Radio Phase-III Channels conducted by the Ministry of Information & Broadcasting ('MIB'). ROTEF means 25% of highest valid bid in the city.

	Figures as at March 31, 2016 ₹	Figures as at March 31, 2015 ₹
NOTE 2 : SHARE CAPITAL		
Authorised Capital		
120,000,000 (Previous Year : 120,000,000) Equity Shares of ₹ 10 each	**1,200,000,000**	1,200,000,000
Issued and Subscribed		
47,670,415 (Previous Year : 47,670,415) Equity Shares of ₹ 10 each fully paid-up	**476,704,150**	476,704,150
	476,704,150	476,704,150
Notes:		
(a) Terms attached to equity shares		
The Company has only one class of equity shares. Each shareholder is eligible for one vote per share held. The par value per share is ₹ 10. The Company declares dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing annual general meeting.		
(b) Shares held by Holding company and Ultimate holding company	**Shares (nos.)**	Shares (nos.)
i) Equity Shares of ₹ 10 each held by Times Infotainment Media Limited, the Holding Company (Refer Note 34).	**30,526,560**	30,526,560
ii) Equity Shares of ₹ 10 each held by Bennett, Coleman & Company Limited, the Ultimate Holding Company (Refer Note 34).	**3,391,840**	3,391,840
(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company	**Shares (nos.) (in %)**	Shares (nos.) (in %)
i) Times Infotainment Media Limited, the Holding Company (Refer Note 34).	**30,526,560 (64.04%)**	30,526,560 (64.04%)
ii) Bennett, Coleman & Company Limited, the Ultimate Holding Company (Refer Note 34).	**3,391,840 (7.12%)**	3,391,840 (7.12%)
NOTE 3 : RESERVES AND SURPLUS		
Securities Premium Account	**1,885,070,431**	1,885,070,431
Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	**4,384,869,145**	3,440,798,255
Add: Profit for the year	**999,886,544**	1,059,769,997
Less: Appropriations		
a. Proposed Dividend on equity shares [per share ₹ 1.00 (Previous Year : ₹ 1.00)] (Refer Note 26)	**(47,670,415)**	(47,670,415)
b. Dividend distribution tax	**(9,704,575)**	(9,704,575)
c. Adjustments due to change in rates of depreciation (Net of deferred tax) (Refer Note 32)	**-**	(58,324,117)
Balance as at the end of the year	**5,327,380,699**	4,384,869,145
	7,212,451,130	6,269,939,576

	Figures as at March 31, 2016 ₹	Figures as at March 31, 2015 ₹
NOTE 4 : DEFERRED TAX (LIABILITIES) / ASSETS (NET) (Refer Note 1(xii))		
Deferred tax assets and liabilities are attributable to the following items:		
Assets:		
Provision for doubtful debts	**48,913,254**	44,260,031
Provision for compensated absences	**7,703,197**	8,191,494
Provision for gratuity	**21,778,967**	17,240,066
Others	**58,630,414**	75,562,368
	137,025,832	145,253,959
Liability:		
Depreciation and Amortisation	**192,479,481**	(23,422,090)
	(55,453,649)	168,676,049
NOTE 5 : OTHER LONG-TERM LIABILITIES		
Security deposit	**–**	2,987,615
	–	2,987,615
NOTE 6 : LONG-TERM PROVISIONS		
Provision for employee benefits		
Provision for gratuity (Refer Notes 1(viii) and 27)	**57,008,393**	48,772,860
Provision for compensated absences (Refer Note 1(viii))	**15,345,850**	19,341,952
	72,354,243	68,114,812
NOTE 7 : SHORT TERM BORROWINGS		
Amount received on issue of commercial papers	**2,700,000,000**	–
Less: Unexpired interest on commercial papers	**(197,848,603)**	–
	2,502,151,397	–
Unlisted commercial papers having face value of ₹ 2,700,000,000 were issued on March 18, 2016 for a tenure of 364 days at a yield of 8.25% p.a.		
NOTE 8 : TRADE PAYABLES		
Payable to related parties (Refer Note 29)	**17,798,716**	23,521,865
Other trade payables (Refer Note 25)	**782,207,246**	717,381,884
	800,005,962	740,903,749
NOTE 9 : OTHER CURRENT LIABILITIES		
Advance from customers	**47,422,919**	59,670,911
Unpaid dividend	**51,933**	40,935
Other payables		
Statutory dues	**46,052,961**	39,369,277
Security deposit	**2,987,615**	777,960
Provision for statutory bonus	**14,434,882**	2,103,341
Employee dues	**178,000,000**	170,000,000
Others	**1,179,590**	1,179,590
	290,129,900	273,142,014
NOTE 10 : SHORT-TERM PROVISIONS		
Provision for employee benefits		
Provision for gratuity (Refer Notes 1(viii) and 27)	**5,922,048**	1,042,401
Provision for compensated absences (Refer Note 1(viii))	**6,912,579**	4,327,414
Proposed dividend (Refer Note 26)	**47,670,415**	47,670,415
Dividend distribution tax on proposed dividend	**9,704,575**	9,704,575
	70,209,617	62,744,805

NOTE 11 : FIXED ASSETS (Refer Notes 1(v) and (xiii), 32 and 35)

(₹)

PARTICULARS	GROSS BLOCK				DEPRECIATION / AMORTISATION					NET BLOCK	
	As at April 1, 2015	Additions	Deletions	As at March 31, 2016	As at April 1, 2015	Adjustments due to change in depreciation rates	For the year	On deletions	As at March 31, 2016	As at March 31, 2016	As at March 31, 2015
Intangible Assets											
Goodwill	10,285,570	–	–	**10,285,570**	5,658,472	–	2,057,114	–	**7,715,586**	**2,569,984**	4,627,098
Computer Software	25,429,570	3,094,975	–	**28,524,545**	20,502,766	–	3,937,313	–	**24,440,079**	**4,084,466**	4,926,804
Non Refundable One Time Migration Fees (Refer Note A)	815,234,695	3,680,473,623	815,234,695	**3,680,473,623**	815,234,695	–	241,490,754	815,234,688	**241,490,761**	**3,438,982,862**	–
Non Refundable One Time Entry Fees (Refer Note B and C)	1,346,855,672	42,687,111	1,327,943,539	**61,599,244**	1,084,635,902	–	12,462,348	1,080,340,530	**16,757,720**	**44,841,524**	262,219,770
Total	**2,197,805,507**	**3,726,255,709**	**2,143,178,234**	**3,780,882,982**	**1,926,031,835**	**–**	**259,947,529**	**1,895,575,218**	**290,404,146**	**3,490,478,836**	**271,773,672**
Previous Year	2,195,977,899	1,827,608	–	**2,197,805,507**	1,705,418,621	–	220,613,214	–	**1,926,031,835**		
Tangible Assets											
Building (including compensation paid for use of land leased from a lessor)	9,614,698	–	–	**9,614,698**	3,731,660	–	186,599	–	**3,918,259**	**5,696,439**	5,883,038
Leasehold Improvements	267,570,138	5,343,500	10,707,707	**262,205,931**	213,846,856	–	27,387,533	8,730,096	**232,504,293**	**29,701,638**	53,723,282
Office Equipments	270,937,176	2,694,706	2,474,126	**271,157,756**	261,521,281	–	2,497,922	2,351,213	**261,667,990**	**9,489,766**	9,415,895
Plant and Machinery (Refer Note D)	695,717,647	27,233,865	4,734,003	**718,217,509**	534,293,075	–	50,260,346	3,785,192	**580,768,229**	**137,449,280**	161,424,572
Computers	163,340,364	25,166,266	5,374,803	**183,131,827**	133,908,807	–	20,998,398	5,185,583	**149,721,622**	**33,410,205**	29,431,557
Furniture and Fixtures	29,223,882	1,257,166	825,288	**29,655,760**	26,790,040	–	1,086,549	770,014	**27,106,575**	**2,549,185**	2,433,842
Motor Vehicles	6,390,788	1,714,309	799,875	**7,305,222**	5,542,768	–	365,660	759,881	**5,148,547**	**2,156,675**	848,020
Total	**1,442,794,693**	**63,409,812**	**24,915,802**	**1,481,288,703**	**1,179,634,487**	**–**	**102,783,007**	**21,581,979**	**1,260,835,515**	**220,453,188**	**263,160,206**
Previous Year	1,498,930,438	41,848,978	97,984,723	1,442,794,693	1,074,621,808	88,356,484	108,112,920	91,456,725	1,179,634,487		
Capital work-in-progress										**3,567,621,040**	–

Notes:

A) As per the modified policy for expansion of FM Radio Broadcasting Services through Private Agencies (Phase III), effective April 1, 2015 the Company was given the option to migrate all its existing licenses from Phase II regime to Phase III regime on payment of Non Refundable One Time Migration Fees ('NOTMF'). NOTMF for each station was notified by the MIB on September 24, 2015. The Company had exercised the option to migrate 35 out of its 36 stations (including the four stations acquired from TV Today Network Limited as referred in Note 35) from Phase II to Phase III for which the gross migration fee was ₹ 3,655,850,781 and the net migration fee after taking into account the residual value of the Phase II licenses was ₹ 3,408,247,796. NOTMF has a remaining amortisation period of fourteen years.

B) The Company won 17 new licenses in the Phase III auctions. The Company paid ₹ 3,392,423,393 Non Refundable One Time Entry Fees ('NOTEF') for these stations. The NOTEF was partially funded through borrowings. All the Phase III licenses have a tenure of 15 years from the date of operationalization of such licenses.

C) Includes borrowing cost of ₹ 1,575,868 (Previous Year: ₹ Nil) on account of NOTEF for station launched during the year.

D) Plant and Machinery includes jointly held assets at Common Transmission Infrastructure (CTI) amounting to ₹ 46,574,398 (Previous Year: ₹ 47,336,315).

	Figures as at March 31, 2016		Figures as at March 31, 2015	
		₹		₹
NOTE 12 : INVESTMENTS				
Non-Current investments (Refer Note 1(vii))				
Investment property				
Investment in long term capital asset -Building		**10,304,061**		10,185,948
Sub-total (A)		**10,304,061**		10,185,948
	Nos.	**₹**	Nos.	₹
Non-Trade, Non-Current (Unquoted - Mutual Funds) at cost				
Axis Treasury Advantage Fund - Direct - Growth, of ₹ 1,000 each	**-**	**-**	81,213	110,892,695
DHFL Pramerica Insta Cash Plus Fund - Bonus, of ₹ 100 each (formerly DWS Insta Cash fund)	**323,887**	**37,500,000**	314,660	37,500,000
DHFL Pramerica Low Duration Fund - Direct Plan - Annual Bonus, of ₹ 10 each (formerly DWS Cash Opportunities Fund)	**-**	**-**	4,161,594	40,603,469
DHFL Pramerica Short Maturity Fund - Direct Plan - Annual Bonus, of ₹ 10 each (formerly DWS Short Maturity Fund)	**-**	**-**	1,154,308	16,666,668
DHFL Pramerica Ultra Short Term Fund - Direct Plan - Growth, of ₹ 10 each (formerly DWS Ultra Short Term Fund)	**11,826,886**	**181,803,499**	-	-
Franklin India Treasury Management Account - Super Institutional Plan - Direct - Growth, of ₹ 1,000 each	**-**	**-**	110,296	200,000,000
ICICI Prudential Flexible Income - Direct Plan - Growth, of ₹ 100 each	**-**	**-**	869,636	199,170,608
JP MORGAN India Liquid Fund -Direct Plan - Growth, of ₹ 10 each	**6,121,798**	**62,621,359**	6,121,798	62,621,359
Reliance Liquid Fund - Treasury Plan - Growth Option - LFIG, of ₹ 1,000 each	**9,533**	**26,884,863**	9,533	26,884,863
Reliance Liquid Fund - Treasury Plan - Growth Option, of ₹ 1,000 each	**2,861**	**9,071,178**	2,903	9,168,844
Reliance Medium Term Fund - Growth Option - IPGP, of ₹ 10 each	**965,065**	**22,000,000**	965,065	22,000,000
Reliance Money Manager Fund - Growth Option - LPIG, of ₹ 1,000 each	**5,113**	**7,700,832**	5,113	7,700,832
Religare Invesco Credit Opportunities Fund - Direct Plan - Growth, of ₹ 1,000 each	**-**	**-**	80,300	111,692,530
Religare Invesco Ultra Short Term Fund - Direct Plan Bonus, of ₹ 1,000 each	**67,228**	**66,666,667**	67,228	66,666,667
Sundaram Flexi Fund ST Plan Direct Plan Bonus, of ₹ 10 each	**-**	**-**	5,105,654	49,874,683
Sundaram Flexible Fund ST Plan - Direct Plan - Growth, of ₹ 10 each	**-**	**-**	5,227,993	100,000,000
Sundaram Money Fund - Direct Plan - Growth, of ₹ 10 each	**-**	**-**	8,787,920	226,141,970
Sundaram Select Debt ST Asset Direct Bonus, of ₹ 10 each	**-**	**-**	2,404,436	25,000,000
UTI Treasury Advantage Fund - Institutional Plan - Direct Plan - Growth, of ₹ 1,000 each	**-**	**-**	41,743	69,209,834
Sub-total (B)		**414,248,398**		1,381,795,022
Non-Current Investments (A)+(B)		**424,552,459**		1,391,980,970

Note: Aggregate market value of Unquoted mutual fund units classified as non-current held by the Company based on the NAV declared on the balance sheet date by the mutual funds is ₹ 496,021,251 (Previous Year : ₹ 1,579,001,765).

	Figures as at March 31, 2016		Figures as at March 31, 2015	
	Nos.	₹	Nos.	₹
Non-Trade, Current (Unquoted - Mutual Funds)				
Axis Treasury Advantage Fund - Direct-Growth, of ₹ 1,000 each	**81,213**	**110,892,695**	–	–
Birla Sun Life Cash Plus - Direct - Growth, of ₹ 100 each	**-**	**-**	1,165,859	260,000,000
DHFL Pramerica Short Maturity Fund - Direct Plan - Annual Bonus, of ₹ 10 each (formerly DWS Short Maturity Fund)	**1,154,308**	**16,666,668**	–	–
DHFL Pramerica Ultra Short Term Fund - Direct Plan - Growth, of ₹ 10 each (formerly DWS Ultra Short Term Fund)	**-**	**-**	11,826,886	181,803,502
DHFL Pramerica Low Duration Fund - Direct Plan - Annual Bonus, of ₹ 10 each (formerly DWS Cash Opportunities Fund)	**4,161,594**	**40,603,469**	–	–
Franklin India Treasury Management Account - Super Institutional Plan - Direct - Growth, of ₹ 1,000 each	**110,296**	**200,000,000**	–	–
Franklin India Ultra Short Bond Fund Super Institutional Plan - Direct - Growth, of ₹ 10 each	**-**	**-**	18,591,647	340,000,000
HDFC Banking and PSU Debt Fund - Direct - Growth, of ₹ 10 each	**-**	**-**	26,939,643	296,726,695
ICICI Prudential Blended Plan A - Direct Plan - Dividend Reinvestment, of ₹ 10 each	**-**	**-**	27,116,370	365,929,994
ICICI Prudential Liquid - Direct Plan – Growth, of ₹ 100 each	**795,099**	**177,902,690**	435,540	90,137,835
ICICI Prudential Savings Plan - Direct Plan - Growth, of ₹ 10 each	**-**	**-**	190,689	40,000,000
ICICI Prudential Flexible Income - Direct Plan - Growth, of ₹ 100 each	**869,636**	**199,170,608**	–	–
IDFC Arbitrage Fund - Dividend - Direct Plan, of ₹ 10 each	**-**	**-**	53,683,332	684,263,718
JP Morgan India Treasury Fund Direct Plan - Growth, of ₹ 10 each	**-**	**-**	19,021,524	311,072,489
Kotak Equity Arbitrage Fund-Direct Plan -Monthly Dividend, of ₹ 10 each	**-**	**-**	51,087,663	555,071,601
Kotak Liquid Scheme Plan A - Direct Plan - Growth, of ₹ 1,000 each	**-**	**-**	107,979	300,000,000
Kotak Treasury Advantage Fund - Direct Plan - Growth, of ₹ 10 each	**-**	**-**	454,351	10,000,000
Reliance Liquid Fund - Treasury Plan - Direct Plan - Growth Option, of ₹ 1,000 each	**-**	**-**	59,921	200,000,000
Reliance Money Manager Fund - Direct Plan - Growth Option, of ₹ 1,000 each	**-**	**-**	62,342	120,000,000
Religare Invesco Credit Opportunities Fund - Direct Plan - Growth, of ₹ 1,000 each	**80,300**	**111,692,530**	–	–
Sundaram Flexible Fund ST Plan - Direct Plan - Growth, of ₹ 10 each	**5,227,993**	**100,000,000**	–	–
Sundaram Select Debt ST Asset Direct Bonus, of ₹ 10 each	**2,404,436**	**25,000,000**	–	–
Sundaram Ultra Short Term Fund - Direct Plan - Growth, of ₹ 10 each	**11,931,367**	**202,319,046**	11,931,367	202,319,046
Sundaram Flexi Fund ST Plan Direct Plan Bonus, of ₹ 10 each	**5,105,654**	**49,874,683**	–	–
Sundaram Money Fund - Direct Plan - Growth, of ₹ 10 each	**8,787,920**	**226,141,970**	–	–
Tata Fixed Maturity Plan Series 47 Scheme D-Direct Plan-Growth, of ₹ 10 each	**-**	**-**	15,000,000	150,000,000
UTI Treasury Advantage Fund - Institutional Plan - Direct Plan - Growth, of ₹ 1,000 each	**41,743**	**69,209,834**	–	–
Current Investments (C)		**1,529,474,193**		4,107,324,880

Note: Aggregate market value of unquoted mutual fund units classified as Current held by the Company based on the NAV declared on the balance sheet date by the mutual fund is ₹ 1,864,406,649 (Previous Year : ₹ 4,228,845,223).

	Figures as at March 31, 2016 ₹	Figures as at March 31, 2015 ₹
NOTE 13 : LONG-TERM LOANS AND ADVANCES		
(Unsecured, considered good, unless otherwise stated)		
Capital Advances	**192,898,486**	65,477
Deposits	**179,469,829**	111,332,097
Other long term loans and advances		
Employee loans	**300,040**	100,036
Minimum alternate tax credit entitlement	**56,546,980**	2,800,358
Advance tax and tax deducted at source [Net of provision of ₹ 1,549,084,720 (Previous Year : ₹ 1,238,136,831)]	**17,050,427**	6,075,725
	446,265,762	120,373,693
NOTE 14 : OTHER NON-CURRENT ASSETS		
Non current bank balances (margin money deposits)	**-**	65,321,455
	-	65,321,455
NOTE 15 : TRADE RECEIVABLES		
Unsecured, considered good		
Outstanding for a period exceeding 6 months from the date they are due for payment	**49,909,776**	43,427,606
Others	**1,374,601,856**	1,220,926,342
	1,424,511,632	1,264,353,948
Unsecured, considered doubtful		
Outstanding for a period exceeding 6 months from the date they are due for payment	**137,100,424**	113,681,871
Others	**4,234,683**	14,207,722
	141,335,107	127,889,593
	1,565,846,739	1,392,243,541
Less: Provision for doubtful debts	**(141,335,107)**	(127,889,593)
	1,424,511,632	1,264,353,948
NOTE 16 : CASH AND BANK BALANCES		
Cash and cash equivalents:		
Cheques on hand	**16,191,242**	8,367,360
Cash in Hand	**105,880**	-
Balances with banks:		
Current Accounts	**145,531,115**	134,413,595
	161,828,237	142,780,955
Other bank balances:		
On Unpaid dividend account	**51,933**	40,935
Fixed Deposits	**21,145,408**	-
Balances with bank held as security against guarantees issued by banks		
Margin money deposits	**15,119,995**	65,321,455
Less: Amount disclosed under non current assets (Refer Note 14)	**-**	(65,321,455)
	198,145,573	142,821,890

	Figures as at March 31, 2016 ₹	Figures as at March 31, 2015 ₹
NOTE 17 : SHORT-TERM LOANS AND ADVANCES		
(Unsecured, considered good, unless otherwise stated)		
Due from other related parties (Refer Note 29)	**29,788**	27,778
Prepaid expenses	**98,765,923**	50,470,362
Advances recoverable in cash or in kind or for value to be received	**73,014,407**	42,625,984
Deposits	**3,285,293**	396,008
Advance tax and tax deducted at source [Net of Provision of ₹ Nil (Previous Year : ₹ 9,200)]	**-**	473,342
	175,095,411	93,993,474
NOTE 18 : OTHER CURRENT ASSETS		
(Unsecured, considered good, unless otherwise stated)		
Interest accrued on deposits	**333,841**	2,256,484
Others	**2,528,113**	2,500,000
	2,861,954	4,756,484

	2015-2016 ₹	2014-2015 ₹
NOTE 19 : REVENUE FROM OPERATIONS AND OTHER OPERATING INCOME		
Sale of services (Refer Note 1(iv)(a)(ii))	**4,847,816,538**	4,271,556,341
Digital revenues, service fee, marketing and sales commission	**73,617,335**	60,113,137
	4,921,433,873	4,331,669,478
Other operating income		
Provision no longer required written back	**152,374,083**	47,855,136
Others	**12,325,031**	5,248,625
	164,699,114	53,103,761
NOTE 20 : OTHER INCOME		
Interest Income (Refer Note 1(iv)(b)(ii))		
On fixed deposits	**3,987,798**	5,346,158
On income-tax refund	**-**	7,203,952
On others	**420,847**	212,784
Dividend income on current investments (Refer Note 1(iv)(b)(i))	**47,706,410**	75,265,313
Profit on sale of current investments (net) (Refer Note 1(iv)(b)(iii))	**190,685,408**	202,919,094
Profit on sale of non-current investments (net) (Refer Note 1(iv)(b)(iii))	**52,333**	24,164,627
Miscellaneous income	**8,328,451**	7,702,894
	251,181,247	322,814,822
NOTE 21 : EMPLOYEE BENEFITS EXPENSE		
Salaries, wages and bonus	**854,122,880**	750,134,566
Contributions to provident and other funds (Refer Notes 1(viii) and 27)	**27,165,502**	23,774,695
Gratuity (Refer Notes 1(viii) and 27)	**16,713,768**	18,395,680
Staff welfare expenses	**37,298,525**	35,251,979
	935,300,675	827,556,920

	2015-2016 ₹	2014-2015 ₹
NOTE 22 : OPERATING AND OTHER EXPENSES		
Royalty	**140,044,861**	123,639,003
Programming expenses	**38,527,070**	29,199,761
Technical costs	**8,503,005**	31,280,689
License fees (Refer Note 1(xv))	**261,858,268**	217,901,053
Rent	**193,027,615**	175,229,203
Rates and taxes	**6,734,655**	10,011,067
Power and fuel	**115,516,448**	111,762,160
Cost of Sales	255,243,684	241,258,070
Marketing	**997,416,621**	757,554,367
Travelling and conveyance	**116,071,810**	100,590,035
Insurance	8,381,397	4,898,717
Communication	**13,190,941**	12,945,420
Repairs and maintenance on:		
Buildings	**2,425,007**	2,201,805
Plant and machinery	**78,202,313**	36,180,916
Others	**32,796,466**	31,074,421
Legal and professional fees	**128,977,709**	121,145,619
Software expenses (Refer Note 1(v)(c))	**28,671,053**	25,727,208
Payment to auditors		
As Auditors:		
Audit fee	**3,730,890**	3,212,360
Other services	**351,000**	100,000
Reimbursement of expenses	**195,909**	64,728
	4,277,799	3,377,088
Bad debts written off	**19,928,368**	20,302,461
Provision for doubtful debts	**61,378,571**	38,715,922
Provision for doubtful debts withdrawn	**(47,933,057)**	(55,016,308)
	13,445,514	(16,300,386)
Tangible assets written off	**3,259,687**	6,491,576
Directors' sitting fees and commission	**2,790,300**	3,820,000
Expenditure towards Corporate Social Responsibility (CSR) activities (Refer Note 33)	**20,084,000**	7,143,200
Miscellaneous expenses	**67,944,388**	47,296,286
	2,557,318,979	2,104,729,739
NOTE 23 : FINANCE COST		
Interest Expense:		
On others	**413,315**	430,402
	413,315	430,402

24. Commitments to the extent not provided for

Estimated amount of contracts remaining to be executed on capital account ₹ 31,031,283 (Previous Year : ₹ 12,050,861) net of advances of ₹ 93,179,757 (Previous Year : ₹ 65,477).

25. Trade payables

There are no Micro, Small and Medium Enterprises, to whom the Group owes dues. This information, as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Group.

26. Proposed Dividend

	As at March 31, 2016 ₹	As at March 31, 2015 ₹
Dividend proposed for the year is as follows: On Equity Shares of ₹ 10 each		
Amount of dividend proposed	**47,670,415**	47,670,415
Dividend per Equity Share	**1.00**	1.00

27. The Company has classified the various employee benefits provided to employees as under:

I) Defined Contribution Plans

a) Provident Fund

b) National Pension Scheme

c) State Defined Contribution Plans - Employers' Contribution to Employee's Pension Scheme, 1995.

During the year, the Group has recognised the following amounts in the Statement of profit and loss:

	2015-2016 ₹	2014-2015 ₹
– Employers' Contribution to Provident Fund*	**16,925,615**	16,728,186
– Employers' Contribution to Employee's Pension Scheme, 1995*	**8,970,407**	6,825,537
– Employers' Contribution to Employee State Insurance Scheme*	**147,396**	220,972
– Employers' Contribution to National Pension Scheme*	**1,122,084**	–

* Included in Contributions to Provident and Other Funds (Refer Note 21)

II) Defined Benefit Plans

In accordance with Accounting Standard 15, actuarial valuation was done in respect of the aforesaid Defined Benefit Plan of gratuity (unfunded) based on the following assumptions:

	As at March 31, 2016	As at March 31, 2015
Discount Rate (per annum)	**7.84%**	8.03%
Rate of increase in Compensation levels	**8.00%**	8.00%

A. Changes in the Present Value of Obligation

	As at March 31, 2016 ₹	As at March 31, 2015 ₹
Present Value of Obligation at the beginning of the year	**49,815,261**	36,522,338
Interest Cost	**4,000,165**	3,400,229
Past Service Cost	**7,778,271**	–
Current Service Cost	**8,014,539**	5,906,106
Benefits Paid	**(4,100,638)**	(5,102,757)
Actuarial (Gain) / Loss on obligations	**(3,079,207)**	9,089,345
Effect of Transfer in	**502,050**	–
Present Value of Obligations as at the year end	**62,930,441**	49,815,261

B. Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Assets

	As at March 31, 2016 ₹	As at March 31, 2015 ₹
Present Value of Funded Obligation as at the year end	**–**	–
Fair Value of Plan Assets as at the year end	**–**	–
Funded Status	**–**	–
Present Value of Unfunded Obligation as at the year end	**62,930,441**	49,815,261
Unrecognised Actuarial (Gains) / Losses	**–**	–
Unfunded (Liability) recognised in Balance Sheet	**(62,930,441)**	(49,815,261)

C. Amount recognised in the Balance Sheet

	As at March 31, 2016 ₹	As at March 31, 2015 ₹
Present Value of Defined Benefit Obligation at the end of the year	**62,930,441**	49,815,261
Fair Value of Plan Assets as at the end of the year	**–**	–
Liability recognised in the Balance Sheet	**62,930,441**	49,815,261
Recognised under:		
Long term provisions	**57,008,393**	48,772,860
Short term provisions	**5,922,048**	1,042,401

D. Expenses recognised in the Statement of Profit and Loss

	2015-2016 ₹	2014-2015 ₹
Current Service Cost	**8,014,539**	5,906,106
Past Service Cost	**7,778,271**	–
Interest Cost	**4,000,165**	3,400,229
Net actuarial (Gain) / Loss recognised in the year	**(3,079,207)**	9,089,345
Total Expenses recognised in the Statement of Profit and Loss	**16,713,768**	**18,395,680**

E. Experience Adjustment

	2015-2016 ₹	2014-2015 ₹
Defined Benefit Obligation	**62,930,441**	49,815,261
Plan Assets	**-**	-
Deficit / (Surplus)	**62,930,441**	49,815,261
Experience Adjustment on Plan Liabilities (Gain) / Loss	**(3,079,207)**	9,089,345

The estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

F. Amounts recognized in current year and previous four years

(₹)

	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Defined Benefit Obligation	**62,930,441**	49,815,261	36,522,338	30,885,087	26,660,379
Surplus / (Deficit)	**(62,930,441)**	(49,815,261)	(36,522,338)	(30,885,087)	(26,660,379)
Experience adjustment on plan liabilities (Gain) / Loss	**(3,079,207)**	9,089,345	228,733	(2,066,790)	2,099,476

28. Segment Information

In accordance with Accounting Standard – 17, 'Segment Reporting', the Company's business segment is Media and Entertainment and it has no other primary reportable segments. The Company primarily caters to the domestic market and hence there are no reportable geographical segments.

29. Related Party Disclosures as required under Accounting Standard 18 - 'Related Party Disclosures' are given below:

i. Parties where control exists

Bennett, Coleman & Company Limited (BCCL) - Ultimate Holding Company (Refer Note 34)

Times Infotainment Media Limited (TIML) - Holding Company* (Refer Note 34)

ii. Fellow Subsidiary Companies

Times Innovative Media Limited (TIM)

TIM Delhi Airport Advertising Private Limited (TIMDA)

Times Internet Limited (TIL) #

Times Global Broadcasting Company Limited (TGBCL)

Times Business Solutions Limited (TBSL) #

Metropolitan Media Company Limited (formerly Times VPL Limited) (MMCL)

Vardhaman Publishers Limited (VPL)

Times Websol Limited (TWL) #

Times Mobile Limited (TM)#

Magic Bricks Realty Services Limited (MBRSL)*

Worldwide Media Private Limited (WWM)

Zoom Entertainment Network Limited (ZENL)

Gamma Gaana Limited (GGL)

Junglee Pictures Limited (JPL)

Akuate Internet Services Private Limited (AISPL)

Times Centre for Learning Limited (TCLL)

iii. Related Parties of Ultimate Holding Company

Bennett Property Holdings Company Limited (BPHCL)

iv. Key Management Personnel

Managing Director & Chief Executive Officer

Mr. Prashant Panday

\# Times Business Solutions Limited (TBSL), Times Websol Limited (TWL) and Times Mobile Limited (TM) have been merged into Times Internet Limited (TIL).

* There are no transactions during the year.

v. Transaction with Related Parties

(₹)

Particulars	2015-2016														
	Holding Company	Fellow Subsidiary Companies													Related Parties of the Ultimate Holding Company
	BCCL	TIM	TIMDA	TGBCL	TIL	ZENL	GGL	MMCL	VPL	JPL	MBRSL	WWM	AISPL	TCLL	BPHCL
Transactions with Related Parties :															
Sales	359,461,813	–	–	371,000	28,970,393	432,000	6,328,196	524,600	–	654,291	–	3,290,115	3,676,105	3,047,697	–
Rendering of services	351,002	2,972,317	493,040	351,000	3,781,747	–	–	–	–	–	–	–	–	–	–
Receiving of services	51,713,897	6,420,506	–	–	16,743,096	–	–	701,190	158,665	–	–	3,363,534	–	–	39,946,773
Recovery of Expenses	414,909	10,276,132	299,369	14,909	1,295,957	–	–	–	–	–	–	–	–	–	–
Year end Balances with Related Parties :															
Trade Receivables	115,248,991	–	–	–	373,569	–	179,114	587,730	–	–	–	8,432,800	4,209,142	–	–
Non-trade Receivables (net)	–	–	29,788	–	–	–	–	–	–	–	–	–	–	–	–
Deposit	–	–	–	–	–	–	–	–	–	–	–	–	–	–	10,000,000
Payables (net)	152,341	–	–	–	7,119,934	–	–	923,804	–	–	–	7,583,768	–	–	2,018,869

(₹)

Particulars	2014-2015														
	Holding Company	Fellow Subsidiary Companies													Related Parties of the Ultimate Holding Company
	BCCL	TIM	TIMDA	TGBCL	TIL	ZENL	GGL	MMCL	VPL	JPL	MBRSL	WWM	AISPL	TCLL	BPHCL
Transactions with Related Parties :															
Sales	219,899,745	–	–	6,721,351	33,062,553	–	–	1,093,316	–	–	–	3,983,136	–	–	–
Rendering of services	–	2,878,321	469,562	702,002	3,539,720	–	–	–	–	–	–	–	–	–	–
Receiving of services	35,043,160	3,000,690	–	–	29,122,919	–	–	1,187,432	158,405	–	–	3,991,843	–	–	37,837,495
Recovery of Expenses	–	9,222,830	256,783	58,847	1,489,752	–	–	–	–	–	–	–	–	–	–
Year end Balances with Related Parties :															
Trade Receivables	68,649,459	–	–	–	8,690	–	–	–	–	–	8,918,439	4,785,227	–	–	–
Non-trade Receivables (net)	–	–	27,778	–	–	–	–	–	–	–	–	–	–	–	–
Deposit	–	–	–	–	777,960	–	–	–	–	–	–	–	–	–	10,000,000
Payables (net)	6,941,467	–	–	–	11,743,934	–	–	192,875	–	–	–	4,086,051	–	–	557,538

vi. Details relating to Persons referred to in 29 (iv) above:

Name of the Person	2015-2016 ₹	2014-2015 ₹
Mr. Prashant Panday	**37,028,721**	27,972,269
Total	**37,028,721**	27,972,269

Notes:

1. The remuneration to the key management personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the Company as a whole.
2. The remuneration to the key management personnel includes one time payment of ₹ 6,234,839.

30. Disclosures for Operating Leases

Disclosures in respect of cancellable agreements for cars, transmission towers, office and residential premises taken on lease:

a) Lease payments recognized in the statement of profit and loss ₹ 193,027,615 (Previous Year : ₹ 175,229,203).

b) Two lease licenses have a lock in period of three years from the commencement of respective lease period. All the other agreements are cancellable at the option of the Company.

Future minimum rentals payable under non-cancellable operating leases are as follows:

Particulars	As at March 31, 2016 ₹	As at March 31, 2015 ₹
Within one year	**23,020,750**	Nil
After one year but not more than five years	**43,800,750**	Nil
More than five years	**Nil**	Nil
Total	**66,821,500**	Nil

31. Earnings Per Share (Basic and Diluted)

The number of shares used in computing Basic Earnings Per Share (EPS) is the weighted average number of shares outstanding during the year.

Particulars	2015-2016	2014-2015
Profit for the year (Rupees) (A)	**999,886,544**	1,059,769,997
Weighted average number of Equity Shares (B)	**47,670,415**	47,670,415
Earnings per share – basic and diluted (Rupees) [(A)/(B)]	**20.97**	22.23
Nominal value of an equity share (Rupees)	**10.00**	10.00

32. In the previous year ended March 31, 2015, the Company had revised depreciation rates on fixed assets w.e.f. April 1, 2014 as per the useful life specified in Schedule II of the Companies Act, 2013 (the 'Act') or as re-assessed by the Company. As prescribed in the said Schedule II of the Act, an amount of ₹ 58,324,117 (net of deferred tax of ₹ 30,032,369) was charged to the opening balance of retained earnings in that year for the assets in respect of which there was no remaining useful life as on April 1, 2014.

33. Gross amount required to be spent by the Company during the year for Corporate Social Responsibility (CSR) was ₹ 20,072,852 (Previous year: ₹ 16,007,525). Amount spent during the year by the Company was ₹ 20,084,000 (Previous year: ₹ 7,143,200).

34. The Scheme of Amalgamation and Arrangement ('Scheme') of TIML (the holding company of the Company) with BCCL (the holding company of TIML) was filed under the Companies Act, 1956. The Scheme was approved by the Hon'ble Bombay High Court vide Order dated July 3, 2015 ('Order'), which was subject to the approval of the Ministry of Information & Broadcasting, Government of India ('MIB'). The MIB, vide its letter dated April 25, 2016 (received by the Company on April 26, 2016), accorded its approval to the change in ownership pattern of the Company under the Scheme. Consequently, TIML's entire shareholding in the Company was transferred to BCCL, and BCCL is the sole promoter shareholder of the Company. The appointed date of the Scheme was April 1, 2013.

35. In February 2015, the Company had entered into a non-binding memorandum of understanding with TV Today Network Limited ('TVTN') for purchase of seven radio stations from TVTN. On July 22, 2015 the Company received the approval from the MIB to purchase TVTN's four radio stations in Amritsar, Jodhpur, Patiala and Shimla. The Company acquired these four stations for a consideration of ₹ 40,000,000. The Company allocated ₹ 15,377,157 towards fixed assets received from TVTN and the balance consideration was allocated towards the FM Radio License cost i.e. NOTMF for the four stations acquired through the Business Transfer Agreement ('BTA'). The Company completed the acquisition on September 19, 2015. The Company also paid the migration fees to the MIB for these four stations in order to migrate from Phase II to Phase III. As regards the remaining three stations viz. Mumbai, Delhi and Kolkata, the MIB declined to grant its approval. The Company and TVTN have appealed against the MIB decision before the Hon'ble Delhi High Court. The next court hearing in respect of the appeal is scheduled for July 13, 2016.

36. Pending litigations and claims

a. The Company is involved in various litigations the outcome of which are considered probable and in respect of which the Company has aggregate provisions of ₹ 103,137,851 (Previous Year: ₹ 85,333,139) as at March 31, 2016.

b. Contingent liability - taxation

The Company is contesting certain disallowances to the taxable income and demands raised by the Income tax authorities, the estimated tax liability on account of these disallowances and demands is ₹ 11,873,445 (Previous Year : ₹ 11,873,445). The management does not expect the liability from these claims to crystallize and accordingly, no provision has been recognized in the financial statements for the same.

37. Previous year's figures have been reclassified to conform to this year's classification.

Signatures to Notes '1' to '37' forming part of the consolidated financial statements.

For **S.R. Batliboi & Associates LLP**
ICAI Firm Registration No. 101049W/E300004
Chartered Accountants

Govind Ahuja
Partner
Membership No. 48966

Mumbai
Dated: May 19, 2016

For and on behalf of the Board of Directors

Vineet Jain
Chairman
[DIN: 00003962]

N. Kumar
Director
[DIN: 00007848]

Prashant Panday
Managing Director & CEO
[DIN: 02747925]

N. Subramanian
Group CFO

Mehul Shah
SVP - Compliance & Company Secretary
[Membership No. FCS: 5839]

Notes

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