entertainment network (India) limited

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

October 3, 2018

BSE Limited, Rotunda Building, P. J. Towers, Dalal Street, Fort, Mumbai- 400001	**National Stock Exchange of India Limited,** Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

BSE Scrip Code: 532700/ Symbol: ENIL

Dear Sir/Madam,

Pursuant to the Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('Listing Regulations'), please find enclosed herewith the Annual Report for the financial year 2017-2018 containing *inter-alia* the Notice convening the 19th Annual General Meeting (AGM) held on **Wednesday, September 26, 2018,** Board of Directors' Report with the relevant enclosures, audited financial statements (including audited consolidated financial statements, Report on Corporate Governance, Management Discussion and Analysis, Business Responsibility Report, Auditors' Report, etc. for the financial year 2017-2018.

All the resolutions as set out in the Notice of 19th AGM were duly approved by the Members of the Company with requisite majority.

The soft copy of the Annual Report is available on the Company web-site: www.enil.co.in URL: http://www.enil.co.in/financials-annual-reports.php

Kindly place the same on your record.

In the event of any query, kindly feel free to call the undersigned on 9819701671.

Yours truly,
For Entertainment Network (India) Limited

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

Encl: a/a

RADIO MIRCHI
It's Real!

ENIL
ENTERTAINMENT NETWORK (INDIA) LTD.

Entertainment Network (India) Limited

ANNUAL REPORT 2017-18



CORPORATE INFORMATION



BOARD OF DIRECTORS

(As on May 23, 2018)

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

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

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

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

Ms. Sukanya Kripalu
(DIN: 06994202) - 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

G G 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
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
Fax: 022-66615030
E-mail:enil.investors@timesgroup.com
website: www.enil.co.in

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FINANCIAL HIGHLIGHTS

KEY FIGURES

(₹ in Lakhs)

Particulars	2013-14	2014-15	2015-16	2016-17	2017-18
Results of Operations					
Total Revenue	40,716.6	47,065.5	53,371.8	57,537.1	54,590.5
Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA) & Exceptional items	14,734.0	17,751.7	18,447.9	14,548.7	12,542.6
Profit/(Loss) before Tax	11,549.5	14,460.9	14,816.4	7,831.2	6,149.3
Net Profit / (Loss)	8,344.9	10,597.2	10,792.5	5,447.4	3,515.9
Financial position					
Equity Share Capital	4,767.0	4,767.0	4,767.0	4,767.0	4,767.0
Reserves and Surplus	53,250.5	62,690.7	75,874.7	80,699.6	83,659.2
Net Worth	58,017.5	67,457.8	80,641.7	85,466.6	88,426.2
Stock information					
Earnings Per Share (in ₹)	17.5	22.2	22.6	11.4	7.4

Note- Financial Information is as per applicable GAAP in reported periods.

KEY PERFORMANCE INDICATORS

Total Revenue (₹ in Lakhs)



Return on Average Net Worth (%)



Earnings Per Share (₹)



Book Value Per Share (₹)



EBITDA (₹ in Lakhs) & EBITDA Margin (%)



PAT (₹ in Lakhs) & PAT Margin (%)



MIRCHI EVERYWHERE

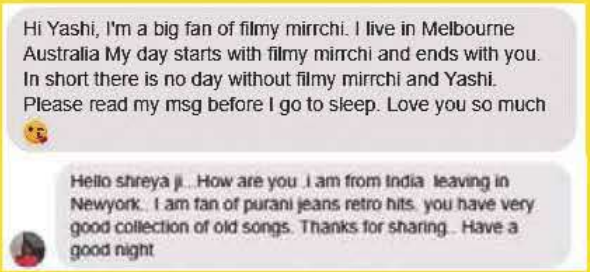
Mirchi Everywhere is not just a catch phrase for us. It is the mantra that drives us. It is our cherished dream that brand Mirchi, and its talent pool, should be available across geographies, media types and consumption devices. It is this mantra that guides us in our daily endeavours. In these pages, we share a few of those endeavours.

The first thing to remember is that Mirchi is now much more than an FM radio brand. In fact it has become so much bigger now that on-air we have stopped saying "FM" and "Radio". Our ads, our RJs, our packaging all just say Mirchi 98.3 or Mirchi 95 or Kool 104.

Our "RJs" are hardly "radio jockeys" any more. They've morphed into full-fledged creative artists who express themselves in multiple ways – be it as an actor in an original video we produce, a Master of Ceremonies in our concerts, a stand-up comedian in an activation event, a garba dancer in our annual garba event, a marathoner, a TV activist, and much more! As our audiences have changed, so have our RJs!

The second thing to remember is that Mirchi has become a strong force to reckon with in the online space. Once considered a threat, the digital medium is now seen by us as a great growth opportunity. With our 21 online radio stations, we can reach audiences that were not accessible to us because of the natural limitation of FM waves. Our most popular shows today are available to the whole world to see and hear. And the feedback we get shows us precisely this. It may be a lonely Indian girl in Melbourne listening in or a happy couple in New York. Whatever their needs, there is a Mirchi available online.

Next is to remember what ENIL Chairman Mr. Vineet Jain once said about Mirchi: **"Once you've tasted Mirchi, everything else seems bland".** This exhortation, made early in our life cycle, has not changed one bit. It still drives us in our core radio programming. When we conceived a show on relationships, we asked ourselves how other radio stations would approach this subject. We then did just the exact opposite! We scaled it up to resemble a movie and got the biggest, most successful producer, and also its most bold and carefree representative, Karan Johar to host the show! What he delivered shook the radio firmament. There were thousands of callers, and millions of listeners. There were those who pitched a film script to Karan in the guise of asking a relationship question! There were the biggest heroes and the most dazzling damsels of Bollywood who called for advice. There was even a short congratulatory message for Virat and Anushka on their wedding!

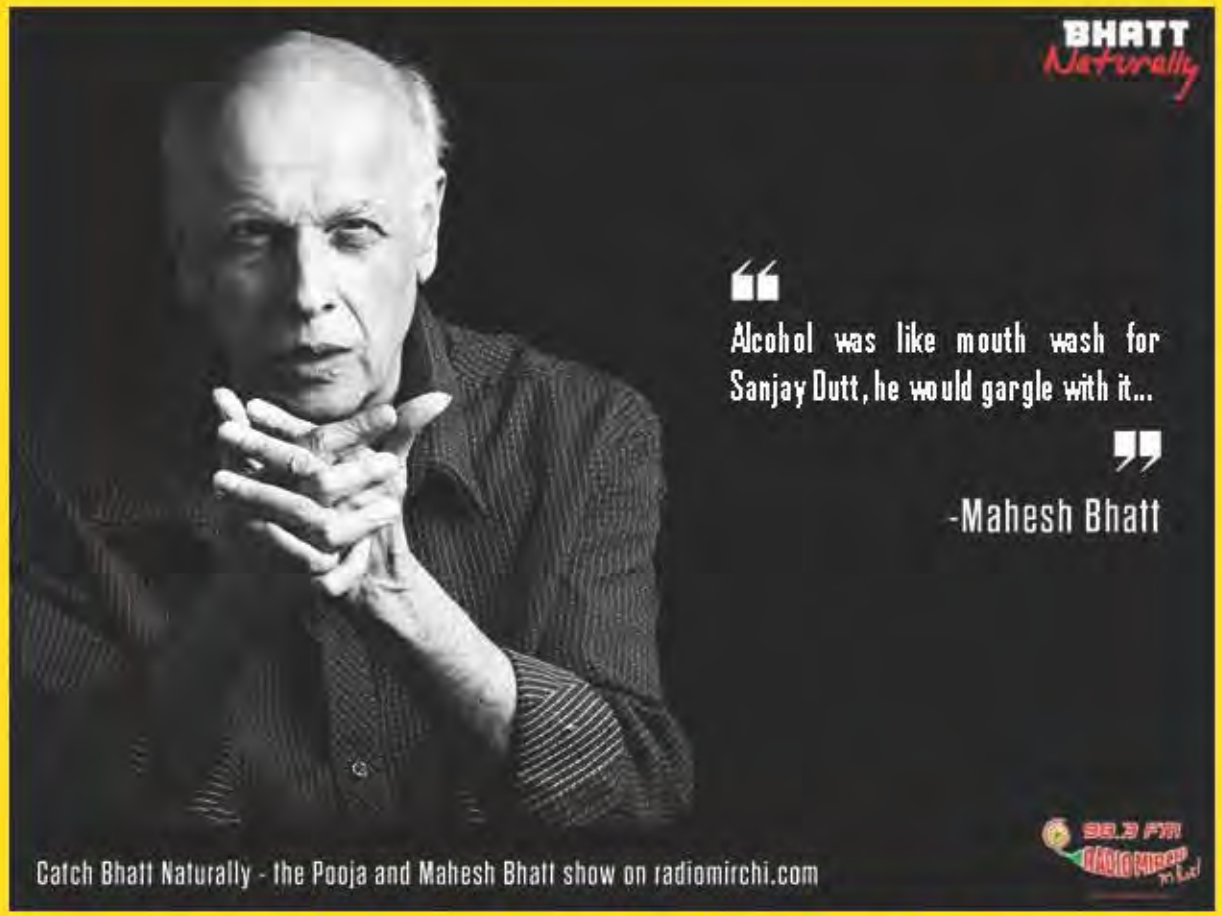


Then of course the most iconic, the most respected Mahesh Bhatt along with his daughter Pooja, who took listeners through the insides of real Bollywood. Do actors and actresses have pre-marital, post-marital and extra-marital affairs? Do they do drugs? Do they suffer from depression? Do they get calls from the dreaded underworld? All this and more, every week, for 3 months on end!

Your hot radio station just became hotter! Then there was India's numero uno gadgets guru Rajiv Makhani diving into the world of mobile phones, the internet, the snazzy apps, and what not. Youngsters who cannot live a minute of their lives without their phones latched on in no time. We had told Rajiv that radio was a slow-start medium. Followership built up slowly. Rajiv was stunned with what his first show did. It generated more than 7 lac impressions on his social media handles in just 2 hours of his first episode airing!



MIRCHI EVERYWHERE



The reward for all the effort was there for the taking. When IRS put out the listenership charts in January 2018, Mirchi was right at the top in the top 8 metros and in the next set of big cities. But don't tell us we didn't warn you. Once you've tasted Mirchi, everything else does indeed feel bland.

Your hot radio station just became hotter! Today, Mirchi lives a life as much on-air as it does in other media. Be it in the 21 online radio stations, or on the 200+ activations, or the 75+ concerts, or the Delhi airport, or app-based cabs, or in the 450 million views on YouTube or in weekly TV shows or in large format music award shows. Mirchi is a multi-media brand with radio only one form of creative expression.

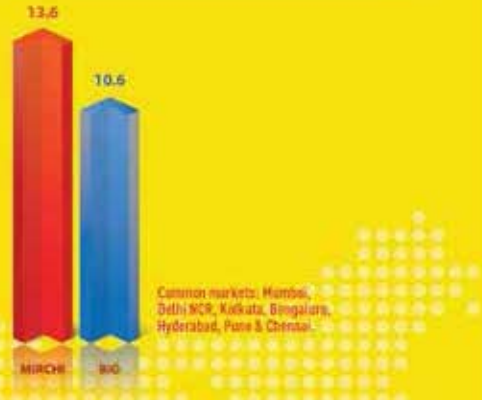


MIRCHI RULES THE METROS!

Mirchi is 32% ahead of Red



Mirchi is 28% ahead of Big



Mirchi is 46% ahead of City



Mirchi is 65% ahead of Fever





Source: Indian Readership Survey 2017, Radio Stations Listened (Last One Week), All 12+ years, All NCCS, All nos in millions, Delhi NCR consists of Delhi UA, Faridabad (M. Corp), Ghaziabad UA, Gurgaon UA & Noida (CT), Mumbai consists of Mumbai UA and Vasai Virar City (M Corp.), Kolkata UA, Bangalore UA, Hyderabad UA, Ahmedabad UA, Pune UA & Chennai UA.

MIRCHI T3 AT DELHI INTERNATIONAL AIRPORT

Radio Mirchi is the exclusive partner of DIAL, the company that operates India's biggest and most dazzling airport! Every time you land or take off from the T3 terminal, don't forget to listen to Mirchi T3, a specialized channel designed for the elite passengers who use the terminal.



Shankar-Ehsaan-Loy launched Mirchi T3

MIRCHI MUSIC AWARDS - HINDI

India's biggest musical extravaganza, Mirchi Music Awards completed a decade this year. The ceremony this year also was star-studded, attended by many big names including A R Rahman, Pritam, Imtiaz Ali, Bappi Lahiri, Armaan & Amaal Mallik, Ameen Sayani, Miss World 2017 Manushi Chillar and Rohit Shetty to name a few. The night was hosted by none other than the king of Bollywood melodies, Sonu Nigam. There were sizzling performances by Ayushmann Khurrana, Shreya Ghoshal, Neha Bhasin, Javed Ali, Harshdeep Kaur, Shadab Faridi and Sonu himself to name a few.

The Awards honoured musical talent across many categories. Ayushmann Khurrana, who was presented with the Royal Stag Make It Large Award, was humbled by the tribute he was given. Bappi Lahiri, aptly draped in gold as always was awarded the Lifetime Achievement Award for his long and illustrious career. Radio announcer and legend Ameen Sayani was presented with the Jury Special Recognition award for his outstanding contribution to the Radio industry. Radio Jockeys from different radio stations including Mirchi along with actress Shabana Azmi handed over the trophy to him. Another high point of the evening was the honouring of The Mozart of Madras, A R Rahman for completing 25 years in the music industry. "Jab Harry Met Sejal" bagged many awards including Song of the year, Album of the year, Music composer of the year and Lyricist of the year. Female vocalist of the year was won by Shreya Ghoshal for her song "Thodi Der" from Half Girlfriend. The Listeners' Choice Song of The Year went to "Phir Bhi Tumko Chaahunga" from Half Girlfriend and the Listeners' choice album was bagged by Jagga Jasoos.

Telecast on Zee TV, Zee Anmol, Zing & Zee TV HD the show was a resounding success among viewers with over 58 million people tuning in to watch the first telecast.



Ayushmann Khurrana charming the audience with his unplugged performance



The ever melodious and sensational Shreya Ghoshal performing some of her best songs

MIRCHI MUSIC AWARDS - HINDI



King of Disco – Bappi Da winning the Lifetime Achievement Award



Celebrating 25 Year of 'Rah-Mania' in the Indian Music Industry. (From L to R) Imtiaz Ali, Pyarelal ji, AR Rahman, Sonu Nigam and Akriti Kakkar.

MIRCHI MUSIC AWARDS - HINDI



Jonita Gandhi dazzling the crowd with a melodious tribute to Bappi Lahiri



Entertaining one and all – Neha Bhasin



On a winning streak yet again – Pritam with his team winning the Album of the Year for Jab Harry Met Sejal



The Legend with his golden lady. Ameen Sayani felicitated by Shabana Azmi.

MIRCHI MUSIC AWARDS - MARATHI

The 6th edition of the Mirchi Music Awards (Marathi) was held at Mumbai this year. The who's who of the Marathi music industry gathered under the roof to honour talent and excellence along with some sensational performances by Ankita Lokhande, Hariharan, Vaibhav Tatwawaadi and a special dedication to late Sridevi. Hosted by popular actors Sumeet Raghavan and Amey Wagh, the evening was a laugh riot.



Ankita Lokhande setting the stage on fire



In No Hurry. Hariharan belting out some chartbusters at the award night



Sonali Kulkarni Jr. paying an energetic tribute to late actress Sridevi



Super witty and humorous hosts – Ameya Wagh and Sumit Raghavan

MIRCHI MUSIC AWARDS - BANGLA

The Mirchi Music Awards (Bangla) completed its 7th edition this year. This year the award ceremony gifted its audience a collage of unforgettable moments. The show was hosted by Mirchi Mir, Aparajita Addhya and Kanchan Mullick.



Armaan Malik performing at MMA Bangla



Rituparna Sengupta with Prosenjit Chatterjee at the award night



An emotional Usha Uthup winning the Golden Lady



Shubhasree sizzling the stage with her dance moves

MIRCHI MUSIC AWARDS - PUNJABI

This year the 3rd edition of Mirchi Music Awards (Punjabi) was held in Mohali and witnessed outstanding performance from the who's who of the Punjabi music industry. The show was hosted by the funny man, Varun Sharma. Jasmine Sandlas and Gippy Grewal added to the entertainment factor.



Jasmine Sandlas shows Punjabi swag in an American Flag



Making everyone do the Bhangra – Gippy Grewal



Model, director, actor, and singer Parmish Verma performing at the award night



Being Fantastic – B Praak rocking the stage

MIRCHI MUSIC AWARDS - SOUTH

This season of Mirchi Music Awards South saw some of the biggest names in the industry come together to honour the musicians in the region. The award night was graced by eminent personalities like Duggabatti Venkatesh, Mahesh Babu, Kamal Hassan, Hariprasad Chaurasia, Khushboo and Sreekumaran Thampy.



Legendary percussionist Vikku Vinayakram enthrals the audience



Madhu Shalini performs at the Mirchi Music Awards South



Singer Sri Krishna gets the crowd tapping their feet at the award night



Actress Kavya takes the centre stage by a storm

MIRCHI EVERYWHERE ON GROUND TOO

MIRCHI ROCK & DHOL



Mirchi Rock & Dhol is one of the country's biggest and most premium "garba" dance festival, celebrating the spirit of Navratri. The festival is held across various cities in Gujarat and is a top-tier event. Some of the biggest Bollywood stars, Deepika Padukone, Salman Khan, Sonam Kapoor, Shahid Kapoor and Varun Dhawan, have attended the garba festival over the years. Some of the most famous garba singers like Arvind Vegda, Sanjay Oza, Atul Purohit and others have been a part of the event. For foodies, the Mirchi "Khau Gali" - the exclusive food zone – offers delectable cuisines. Mirchi Rock & Dhol has now spread beyond Gujarat to Patna, Indore and Raipur as well.

VIDYA VOX

Mirchi Live! brought the internet sensation, Vidya Vox on the The Kuthu Fire Tour to India across 9 cities in 2017. The Indo-American YouTuber and singer offers an eclectic mix of Western Pop, Electronic dance music, Bollywood hits, and Indian classical music. Her videos have received over 450 million views on YouTube her subscriber base of over 4.2 million is crazy about her. The concerts were a massive hit with more than 50000 loyal fans falling over each other to see her performing the mashups she is famous for. Mirchi stands for the youth of India - Who better than Vidya to demonstrate that!



MIRCHI EVERYWHERE ON GROUND TOO

MIRCHI NEON RUN



The Mirchi Neon Run is one of the most electrifying, exciting and sizzling events of the year. This night run attracts the most premium youngsters of the country. While glow-in-the-dark colors, neon accessories and party props add magic to the experience, the run categories make sure it suits everyone participating. Runners get to enjoy fun activities like photo booths, participate in contests, enjoy a Zumba warm-up session before the run and enjoy a mind-blowing afterparty with an ace DJ. The Mirchi Neon Run was conducted in 9 cities last year.

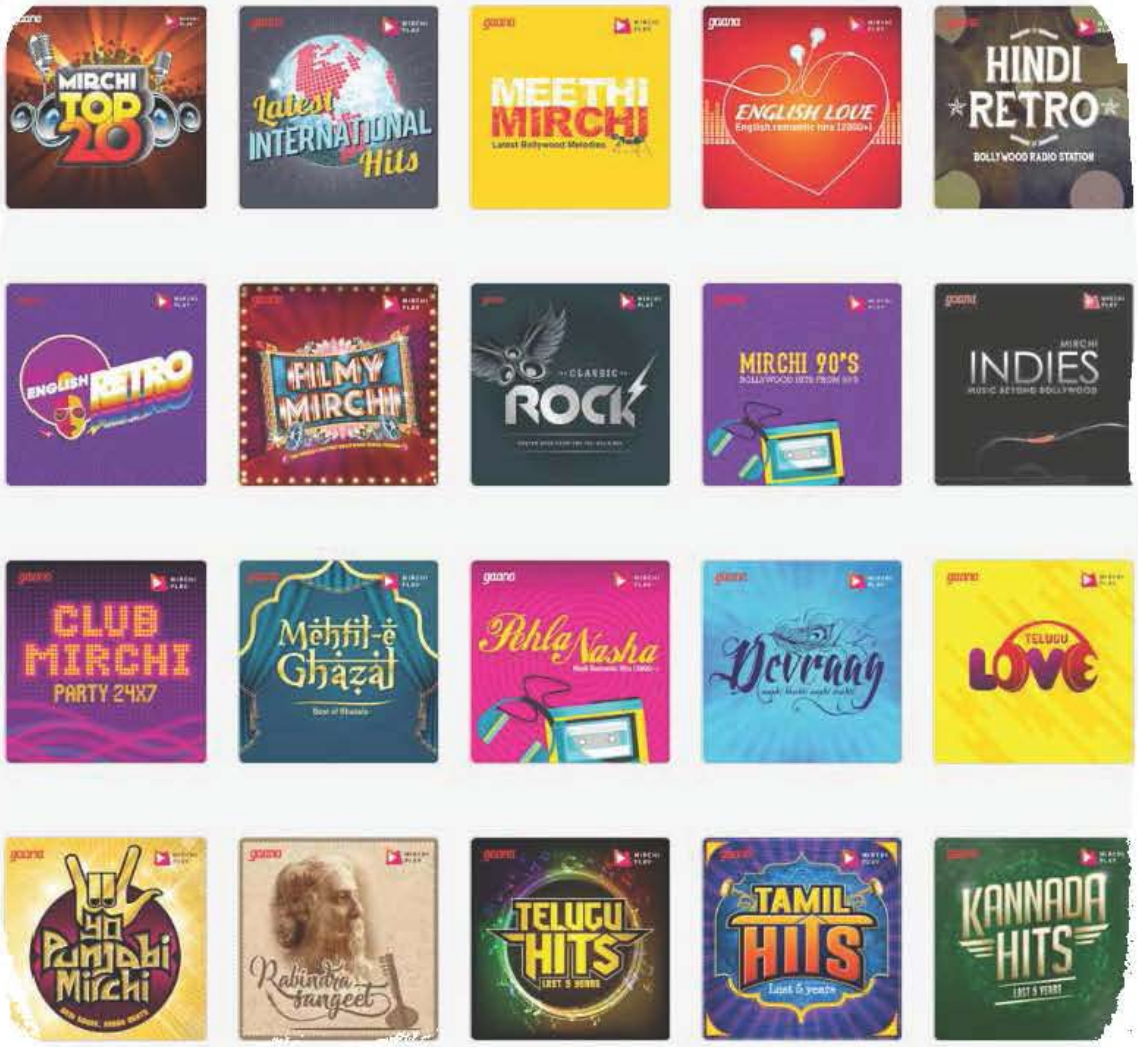
SBI MIRCHI GREEN MARATHON

The SBI Green Marathon is a marathon that combines concern for the environment with entertainment and fitness. The main purpose of the run is to celebrate the passion for environmental stability and sustainability and create a better future for generations to come. The event is organized by SBI in collaboration with Mirchi. Runners get plant saplings, soluble bibs with seedlings, timing certificates & post run breakfast. We follow a policy of no use of plastic, and there is audit & waste management at the end of each run to ensure zero wastage.



MIRCHI EVERYWHERE – ONLINE

Mirchi continued to strengthen its digital online radio offerings. We now have 21 stations online on Gaana. The reach of our online stations has now grown to more than 3.5 Mn listeners in the last year. The number of "streams" of music consumed by our online listeners have grown by more than 47% to reach 402 million during FY18. The quality of our content has helped us strengthen our presence on Facebook, Twitter, YouTube & Instagram. Mirchi RJs have a cumulative fanbase of 7 million on Facebook, 1 million on Instagram, and 2 million on Twitter. Mirchi has also crossed 2.6 million subscribers across our YouTube channels, with cumulative views of more than 450 million during FY18!



We additionally run Campus Radio for Britannia.

MIRCHI EVERYWHERE – ORIGINAL CONTENT

The Original Content business came to life in FY18 after we successfully released and monetised two video shows. With that, we laid the foundation of a much bigger and profitable business.

'Kalyaanam - Conditions Apply' was our first full-fledged web series in Tamil, launched on December 1, 2017. It is a 6-episode series, launched on our Tamil YouTube channel; each episode did over 1 million views (the 1st episode has recently crossed 2 million views) and the series collectively crossed 10 million views within 90 days of launch. The series got almost 3 lac 'likes'. More impressively, it got 1.5 lac shares which shows that the show was widely appreciated. As the show progressed, the number of subscribers for the Radio Mirchi Tamil YT page went up from 1.3 lacs to 4 lacs. In addition to YouTube, the series also got over 10 million views on FB.

'Jalsa Party with Dhvanit' was our first Gujarati series, launched in March. A 6-episode non-fiction show hosted by RJ Dhvanit, it is formatted as a celebrity chat show. The first 5 episodes, which featured popular Gujarati celebrities like Falguni Pathak, Siddharth Randeria, Sachin Jigar, Parthiv Patel and Kinjal Dave, have done 1.3 million views on YT already and over 2 million views on FB.





MIRCHI EVERYWHERE IN THE AWARDS CIRCUIT

Mirchi won 13 awards at IRF 2018, 5 at the Golden Mikes, 12 at the Asia Consumer Engagement Forum, 7 in the New York Radio Awards and 1 at the Indian Content Leadership Awards and details are provided in the MD & A section later in this report.



LETTER FROM THE MANAGING DIRECTOR
Pausing. Leading.



We decided to take the tough decision of cutting ad volumes by nearly 15%. This, we realized, would be painful, but would give us huge gains in the long run. We didn't have to wait for long. The results were there for everyone to see when the IRS results were released in Jan 2018!

Dear Stakeholders,

If there is one book I have been impressed by a lot, it is "The Pause Principle – Step back to lead forward" by Kevin Cashman. The book suggests that pausing is the key to leadership excellence in today's competitive world. Pausing helps gain a fresh perspective, solve seemingly intractable problems, and then make the big leap forward.

We decided to take a small pause in FY18. The reason for us to pause was the constant feedback from listeners who said that they loved radio but intensely disliked the huge number of ads that played. I personally visited at least 15 cities and met with hundreds of radio listeners – and without fail – the biggest complaint was that there were too many ads on radio. Mirchi was perhaps the least guilty of this crime, capping ads in a typical high-season month at 20-22 minutes per hour. Others went up to 30, even 35 minutes. There was an urgent need to correct the situation. Being leaders, we decided to do just that. We decided to take the tough decision of cutting ad volumes by nearly 15%. This, we realized, would be painful, but would give us huge gains in the long run. We didn't have to wait for long. The results were there for everyone to see when the IRS results were released in Jan 2018!

We have always been the number 1 brand in India. The last IRS research had been published in 2014, and Mirchi was the leader even then. But when research comes out after such a long gap, there is always a little trepidation about what it holds in store. The great news that I am happy to share with you is that Mirchi is the clear leader yet again! We are number 1 in six of the top eight metros; as well as in the next several biggest cities. In the top 8 metros, when looking at common markets, we lead Big FM by 28%, Red FM by 32%, Radio City by 46% and Fever by 65%.

While the most immediate benefit of the pausing strategy was in terms of our listenership, there were other benefits as well. When we paused, we decided to look at the margins in our rapidly growing non-radio business. This business is in many ways the more exciting part of our business. It is also the business that gives us a huge advantage over our competitors. The non-radio business is better described as the "solutions" business. Whether it

LETTER FROM THE MANAGING DIRECTOR

is Activations, or Concerts, or Digital, or TV programming, or multi-media, our non-radio business develops solutions for our clients. In FY18, I am happy to report that our non-radio business saw margins expanding from 19% to 24%.

Pausing also helped us review the changing environment more closely. The entry of Reliance Jio in September 2016 fundamentally changed the way we Indians looked at data. Anything digital was witnessing rapid growth. All digital publishers, be they global giants or small Indian upstarts, were witnessing huge spurts in their online audiences. For Mirchi, this was a tremendous opportunity. We seized the opportunity with both hands. In FY18, our YouTube views of all our videos, more than doubled to 450 million. We will soon cross 1 billion views a year! The subscribers to our various YT channels crossed 2.6 million from just 0.8 million last year. We launched our "Original Content" (OC) business during FY18. We produced our first web series – Kalyanam – in Tamil, a 6-episode web series. We were delighted that Kalyanam views crossed 10 million on YT. The brand that was integrated into Kalyanam was thrilled! We then went ahead and launched our second web series – Jalsa Party with Dhvanit – in Gujarati. We did a recurring video series called OMG in Bangla. Our old hit Mirchi Murga, available as a separate app by itself, was also converted to a video series. Old audio stories we ran on radio, like the stories written by Manto, were converted into an animation series. The success of the OC business is extremely satisfying. It shows we can generate strong traction in video also, and we can also make money in the process. Our 300+ talented programming people are able to transition from audio to video with relative ease. The digital business today is fast growing and is taking Mirchi into exciting new territories!

While we paused to revisit our strategies, we did no such thing when it came to new station launches! All our Phase-3 stations acquired under Batch-1 auctions have now been rolled out. The last off the block, Srinagar, has received a huge welcome in the valley! Ace crooner Badshah did our formal launch in Srinagar on 19th August. Earlier, the then Hon'ble CM of J&K, Ms. Mehbooba Mufti launched our Jammu station.

Recently, we changed the format of one of our three stations in Hyderabad. We launched our first English Channel – Kool 104 – in April 2018. The station has received a huge welcome in Hyderabad! Recently, we had Bollywood heartthrob Farhan Akhtar inaugurate Kool 104.

The other thing that we did not pause was the popularity of our 2nd frequencies – Mirchi 95 in Bangalore and Hyderabad and Mirchi Love in other cities. Both 95 and Love have made big strides in FY18. Both brands are emerging as premium brands, attracting premium audiences and getting premium pricing in the market. In Bangalore and Hyderabad, Mirchi 95 pricing is the highest in the market, higher even than Mirchi itself. In many other markets, Mirchi Love pricing is at 2nd place, after Mirchi. Overall, our 2nd frequencies have turned profitable in only 6 quarters as promised!

The pause did cause temporary pain. Our revenues dipped by 5% and our PAT by 35%, as we cut ad volumes and invested in Love 95. But in FY19, we expect both revenues and PAT to expand back. With a strong listenership base, with non-FCT profitability rising, with new stations commanding premium listenership and pricing, with the network size set to grow to 76 stations in 63 cities, with digital becoming a huge growth opportunity, your company is uniquely poised for growth. We will deliver superior value to our listeners and advertisers, and even more to our investors. Thank you, dear investors for being so patient and understanding. Ultimately, management's hands are strengthened by you, the owners. On behalf of the whole management of ENIL, and its Board, I thank you for your continued support!

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. 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 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. 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.

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 46 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 the Competition Law practice in 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, 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 Chairman Gokaldas Exports Ltd, and is on the Boards of a few of the Blackstone Portfolio Cos. He also is on the Board of Bennett, Coleman & Company Limited and a few other Times of India Group Cos. and is a member of the Court of Governors of the Administrative Staff College of India.

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

BOARD OF DIRECTORS



Ms. Sukanya Kripalu

(Independent Non- Executive Director)

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

Ms. Sukanya Kripalu is on the Board of Directors at Aditya Birla Fashion & Retail Ltd., Aditya Birla Health Insurance Company Ltd., UltraTech Cement Ltd. and Huhtamaki PPL Ltd.



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 18 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 & in 2017 in the IRS, Mirchi has been recognised as the No 1 FM station of the country with 2.9 cr. listeners.

Mr. Panday has total experience of over 28 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 **NINETEENTH** Annual General Meeting (AGM) of the Members of **ENTERTAINMENT NETWORK (INDIA) LIMITED** will be held on **Wednesday, September 26, 2018** 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, 2018 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, 2018 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 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, 2019, 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. **Issue of non-convertible debentures, bonds, debt securities, etc. on private placement basis**

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

   "RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 and all other applicable provisions of the Companies Act, 2013 and all applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as 'the Act'), Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, including any amendment,

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

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

RESOLVED FURTHER THAT the Board be and is hereby authorized, in its absolute discretion, to execute all such deeds, documents, undertakings, agreements, instruments, writings, etc. as may be required; to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things for giving effect to this resolution."

8. Approval of levying charges for service of documents to the members of the Company as requested by them

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

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder (including any statutory modifications or re-enactment thereof for the time being in force), whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivering it at his office or address, or by such electronic or other mode as may be prescribed, the consent of the members be and is hereby accorded to the Board of Directors of the Company to charge from the member such fees in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the member for delivery of such document to him/ her, through a particular mode of services, provided such request along with requisite fee has been duly received by the Company at least ten days in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the member;

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."

9. Appointment of Ms. Sukanya Kripalu as an Independent Non - Executive Director

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

"RESOLVED THAT Ms. Sukanya Kripalu (DIN: 06994202), who was appointed by the Board of Directors as an Additional Director (Independent Non - Executive Director) of the Company with effect from May 23, 2018 and who holds office up to the date of this Annual General Meeting of the Company ('AGM') in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as 'the Act') and who is not disqualified to become a director under the Act and who is eligible for appointment as a director and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office

of the Director of the Company, being so eligible, be and is hereby appointed as the Director of the Company;

RESOLVED FURTHER THAT based on the recommendation of the Nomination and Remuneration Committee, and pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable rules made under the Act, read with Schedule IV to the Act and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (hereinafter referred to as 'the Listing Regulations'), Ms. Sukanya Kripalu, who meets the criteria for independence as provided in Section 149 of the Act and the Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director (Independent Non-Executive Director) of the Company, be and is hereby appointed as the Independent Director (Independent Non - Executive Director) not liable to retire by rotation, for a term of five consecutive years commencing from May 23, 2018 to May 22, 2023, as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice;

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

10. Approval for continuation of holding the office of Independent Non- Executive Director by Mr. Richard Saldanha

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

"RESOLVED THAT pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has been inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be effective from April 1, 2019, and other application Regulations, as amended from time to time ('Listing Regulations') and applicable provisions of the Companies Act, 2013, as amended from time to time ('the Act'), read with the reasons and justification as stated in the explanatory statement annexed herewith, consent of the Members of the Company be and is hereby accorded for continuation of holding the office of Independent Non- executive Director of the Company by Mr. Richard Saldanha (DIN: 00189029) for his original term/ tenure which was approved at the Fifteenth Annual General Meeting of the Company held on August 12, 2014 appointing Mr. Richard Saldanha as an Independent Director (Independent Non- executive Director) of the Company for a term of five consecutive years commencing from August 12, 2014, not liable to retire by rotation, and who will be above the age of seventy five years as on April 1, 2019;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized, in its absolute discretion, to execute all such deeds, documents, undertakings, agreements, instruments, writings, etc. as may be required; to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things for giving effect to this resolution."

Notes:

a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THAT A PROXY NEED NOT BE A MEMBER. 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 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, September 20, 2018 to Wednesday, September 26, 2018, 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 September 27, 2018 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 September 19, 2018 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 September 19, 2018, 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.

In respect of the Members holding shares in the physical form, the bank details obtained from the R & TA will be used for the purpose of distribution of dividend through various approved/ permissible electronic mode of payment. 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 of the Company during working hours for a period of 21 days before the date of AGM and same shall also be available at the 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 issued by the Institute of Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], the details in respect of the directors seeking appointment, re-appointment at the AGM, *inter alia*, age, qualifications, experience, details of remuneration last drawn by such person, relationship with other directors and Key Managerial Personnel of the Company, the number of Meetings of the Board attended during the year and other directorships, membership/ chairmanship of the committees of other Boards, shareholding, 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, re-appointment.

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 registered 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 rules made under the Act and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['the Listing Regulations'], the Company is pleased to provide the 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, September 19, 2018 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 September 19, 2018. 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 September 19, 2018. Members are eligible to cast vote only if they are holding shares as on September 19, 2018.

The remote e-voting period will commence at 9.00 a.m. (IST) on Friday, September 21, 2018 and will end at 5.00 p.m. (IST) on Tuesday, September 25, 2018. During this period, the Members of the Company (as on the cut-off date) holding shares in physical form or in dematerialized form may cast their vote through remote e-voting. **At the end of remote e-voting period, the facility of remote e-voting shall forthwith be blocked/ disabled.**

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.

It is not mandatory for the Member to vote using the remote e-voting facility and the Member can exercise his vote 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**.

Person responsible to address the grievances connected with facility for voting by electronic means: Ms. C. Shobha Anand, Karvy Computershare Private Limited, ('R & TA') [Unit: Entertainment Network (India) Limited], Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Email ID: **evoting@karvy.com**, Contact No. 040-67162222; Fax: 040-23001153; Toll Free no.: 1800-345-4001.

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. September 19, 2018, he may write to R & TA on the email ID: **evoting@karvy.com** or to Ms. C. Shobha Anand at the aforesaid address, requesting for the User ID and Password.

The Board of Directors of the Company has appointed Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477) - proprietor of M/s. Hemanshu Kapadia & Associates, failing him, Mrs. Pooja Jain, Practicing Company Secretary (Membership No: F8160) - partner of M/s. VPP and Associates as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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 the 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 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. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Nomination form can be obtained from the R & TA. Members are requested to submit the said details to their depository participants in case the shares are held by them in electronic form and to R & TA in case the shares are held by them in physical form.

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

m) 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.

n) 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.

o) 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.

p) 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 of the Company during business hours on any working day of the Company without payment of fee and will be available at the AGM.

q) 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 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 (IEPF). 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*

Further, pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, including amendments thereto ('IEPF Rules')

all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by Ministry of Corporate Affairs.

The shareholders whose dividend is/will be transferred to the IEPF Authority can claim the same from IEPF Authority by following the procedure as detailed on the website of IEPF Authority http:/iepf.gov.in/IEPFA/Refund.html.

Calendar for transfer of unclaimed dividend to IEPF:

Financial Year	Date of declaration of dividend	Due for transfer to IEPF
FY2012-13	8-Aug-2013	9-Sep-2020
FY2013-14	12-Aug-2014	13-Sep-2021
FY2014-15	14-Sep-2015	16-Oct-2022
FY2015-16	3-Aug-2016	4-Sep-2023
FY2016-17	30-Aug-2017	1-Oct-2024

r) The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to R & TA / the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

s) Securities of listed companies would be transferred in dematerialised form only from a cutoff date, to be notified by SEBI. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.

t) Annual Report containing *inter alia* the Notice convening the Nineteenth Annual General Meeting, the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2018 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 of the Company during business hours on any working day of the Company and same shall also be available at the AGM.

u) The route map showing directions to reach the venue of the Nineteenth AGM is provided at the end of the Notice. The AGM venue itself is a landmark.

By Order of the Board of Directors

For **Entertainment Network (India) Limited**
sd/-

Mehul Shah
SVP – Compliance & Company Secretary
FCS: 5839

Mumbai, May 23, 2018

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

NOTICE

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 10 of the accompanying Notice dated May 23, 2018.

1. **Item No. 5:** Explanatory statement is not required to be provided for this Item as per the provisions of the Companies Act, 2013, but same is provided for better clarity. 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 follows:

   - There is one matter of professional misconduct in respect of a partner of the firm, where proceedings with the Disciplinary Committee of the Institute of Chartered Accountants of India are currently ongoing.

   Other than the above, there are no proceedings pending against the firm or any of its partners, as of date, with the respect to professional matters of conduct.

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

5. None of the Directors, Key Managerial Personnel of the Company or their respective 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 of 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, 2019. 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 ₹ 4,75,000 (Rupees four lakhs seventy five 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 of the Company during business hours on any working day of the Company without payment of fee and same shall also 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, 2019.

8. None of the Directors, Key Managerial Personnel of the Company or their respective 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 of the Members.

9. **Item No. 7:** To augment the long term resources for financing *inter alia* for expansion plans, general corporate purposes, capital expenditure, replacement of existing borrowings, feasible organic/ inorganic opportunities including mergers, acquisitions, arrangements, etc., the Company may require substantial funds.

10. In terms of Section 42 and all other applicable provisions of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as 'the Act'), a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company by a Special Resolution. In case of an offer or invitation to subscribe to non-convertible debentures on private placement, the Company can obtain previous approval of its shareholders by means of a special resolution once in a year for all the offers or invitations for such non-convertible debentures during the year.

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

12. Accordingly, approval is being sought for an enabling Special Resolution as set out at Item No. 7 of the Notice to borrow funds by offer or invitation to subscribe to the Debt Securities within the overall borrowing limits of the Company, as approved by the Members of the Company from time to time, with authority to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee thereof) to determine the terms and conditions of issue of the Debt Securities as it may deem expedient in the prevailing market conditions, including the class of investors to whom the Debt Securities are to be issued, number of the Debt Securities, tranches, issue price of the Debt Securities, time, listing, interest rate, premium/ discount, tenure, repayment, securities to be offered or otherwise, appointment of arranger, debenture trustee, credit rating agency, registrar & transfer agent, etc. and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board, in its absolute discretion, deems fit, without being required to seek any further consent or approval of the Members.

13. Accordingly, the approval of the Members is being sought by way of a special resolution under Sections 42, 71 and all other applicable provisions of the Act and rules made thereunder as set out at Item No. 7 of the Notice.

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

15. None of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the said Special Resolution at Item No. 7 of the Notice. The Board of Directors accordingly recommends the Special Resolution as set out at Item No. 7 of the accompanying Notice for the approval of the Members.

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16. **Item No. 8:** Pursuant to the provisions of Section 20 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, a document may be served on a member of the Company by sending the same to him/ her by post or by registered post or by speed post or by courier or by delivering it at his office or address, or by such electronic or other mode as may be prescribed. Further, as per the proviso to Section 20(2) of the Act, a member may request for delivery of any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its annual general meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., it is proposed that actual expense that may be borne by the Company for such dispatch will be paid in advance by the member to the Company.

17. None of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the said Special Resolution at Item No. 8 of the Notice. The Board of Directors accordingly recommends the Special Resolution as set out at Item No. 8 of the accompanying Notice for the approval of the Members.

18. **Item No. 9 :** 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 February 13, 2018 seeking their permission for appointment of Ms. Sukanya Kripalu (DIN: 06994202) as an Independent Director on the Board of Directors of the Company. MIB, vide its letter dated May 17, 2018, conveyed its permission for the appointment of Ms. Kripalu as an Independent Director on the Board of Directors of the Company.

19. Post approval received from MIB, the Nomination & Remuneration Committee, at its meeting held on May 23, 2018, recommended to appoint Ms. Sukanya Kripalu as an Additional Director (Independent Non- Executive Director) for a term of five consecutive years commencing from May 23, 2018 to May 22, 2023, not liable to retire by rotation. The Board of Directors, at its meeting held on May 23, 2018, accepted the recommendation of the Nomination & Remuneration Committee and appointed Ms. Sukanya Kripalu as an Additional Director (Independent Non-Executive Director) on the Board of Directors of the Company, in terms of section 161 of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force), for a term of five consecutive years commencing from May 23, 2018, not liable to retire by rotation, subject to the approval of the Members. She holds office up to the date of this Annual General Meeting (AGM) pursuant to section 161 of the Act and is eligible to be appointed as the Director and she is not disqualified to become a director under the Act. The Company has received notice in writing from a Member under section 160 of the Act, proposing her candidature for the office of the Director of the Company.

20. In the opinion of the Board of Directors, Ms. Kripalu fulfills the conditions specified under the Act, rules made thereunder, read with the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'the Listing Regulations') as amended from time to time, for her appointment as an Independent Director of the Company and that she is independent of the management and she is not disqualified to become a director under the Act. Documents relevant to the appointment of Ms. Kripalu as an Independent Director are available for inspection at the Registered Office of the Company during business hours on any working day of the Company without payment of fee and same shall also be available at the AGM. The Board of Directors is authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this appointment, with liberty to the Board of Directors of the Company to alter and vary the terms and conditions of the aforesaid appointment. Ms. Kripalu does not hold any Equity Share in the Company.

21. The Company has received from Ms. Kripalu:

    i) Letter of consent to act as a director in the prescribed form *DIR-2* pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules 2014 and declaration under the said Section to the effect that she is not disqualified to become the director under the Act;

    ii) Letter of intimation in the prescribed form *DIR-8* pursuant to Section 164 of the Act and Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the

effect that she is not disqualified to become director under the Act;

iii) Declaration that she meets the criteria of independence as provided under Section 149 of the Act read with the applicable regulations of the Listing Regulations as amended.

22. In terms of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Act, Ms. Kripalu, being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director (Independent Non - executive Director) for a term of five consecutive years commencing from May 23, 2018 to May 22, 2023, not liable to retire by rotation.

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

24. Copy of the draft letter of appointment of Ms. Kripalu and all relevant documents are available for inspection by the members at the Registered Office of the Company during business hours on any working day of the Company without payment of fee and same shall also be available at the AGM.

25. The Board of Directors considers that Ms. Kripalu's knowledge and experience would be of immense benefit to the Company. Accordingly, the Board of Directors recommends the ordinary resolution as set out at Item no. 9 of this Notice in relation to the appointment of Ms. Kripalu as an Independent Director, for the approval by the Members of the Company.

26. Ms. Kripalu is concerned or interested in the Resolution of the accompanying notice relating to her own appointment. None of the Directors, Key Managerial Personnel of the Company or their relatives, other than Ms. Kripalu is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

27. **Item No. 10 :** Securities and Exchange Board of India ('SEBI') has vide its Notification No. SEBI/ LAD-NRO/GN/2018/10 dated May 9, 2018 issued the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ('the Amendment Regulations') which brought amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') to be effective from April 1, 2019, save as otherwise specifically provided for in the Amendment Regulations.

28. Vide the Amendment Regulations, after the existing sub-regulation (1) of regulation 17, the following new sub-regulation has been inserted, namely:

"(1A) No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person."

29. Mr. Richard Saldanha (DIN: 00189029) was appointed as an Independent Director (Independent Non- executive Director) of the Company at the Fifteenth Annual General Meeting of the Company held on August 12, 2014 to hold office for a term of five consecutive years commencing from August 12, 2014, not liable to retire by rotation.

30. Mr. Richard Saldanha has vast experience in different areas of Business Management and his expertise extends to finance, commercial, industrial and general administration. On the basis of the performance evaluation of Mr. Saldanha, the Nomination & Remuneration Committee, at their meeting held on May 23, 2018, had approved for continuation of holding office of Non-Executive Independent Director of the Company by Mr. Richard Saldanha for his original term/ tenure i.e. for a term of five consecutive years commencing from August 12, 2014.

31. In the opinion of the Board of Directors, Mr. Saldanha fulfills the conditions specified under the Companies Act, 2013 (hereinafter referred to as 'the Act'), rules made thereunder, read with the applicable regulations of the Listing Regulations as amended from time to time, for continuation of his directorship as the Independent Director (Independent Non – Executive Director) of the Company and that he is independent of the management and he is not disqualified to become a director under the Act. Relevant documents in this regard are available for inspection at the Registered Office of the Company during business

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hours on any working day of the Company without payment of fee and same shall also be available at the AGM.

32. The Company has received from Mr. Saldanha the following documents:

    i) Letter of consent to act as a director in the prescribed form DIR-2 pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules 2014 and declaration under the said Section to the effect that he is not disqualified to become the director under the Act;

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

    iii) Declaration that he meets the criteria of independence as provided under Section 149 of the Act read with the applicable regulations of the Listing Regulations as amended.

33. Accordingly, a special resolution is being proposed to be passed by the members for continuation of holding office of Non-Executive Independent Director of the Company by Mr. Richard Saldanha for his original term/ tenure which was approved at the Fifteenth Annual General Meeting of the Company held on August 12, 2014 appointing Mr. Richard Saldanha as an Independent Director (Independent Non- executive Director) of the Company for a term of five consecutive years commencing from August 12, 2014, not liable to retire by rotation, and who will be above the age of seventy five years as on April 1, 2019.

34. The Board of Directors, based on the performance evaluation of Mr. Saldanha and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by Mr. Saldanha during his tenure, his continued association would be beneficial to the Company and therefore the Board recommends for continuation of the office of Independent Non-executive Director by Mr. Saldanha. The Board of Directors recommends the Special Resolution set out at Item No. 10 of the notice for approval of the Members.

35. Brief resume of Mr. Saldanha, nature of his expertise in specific functional areas, names of the companies in which he holds directorships and the memberships/ chairmanships of Committees of the Board and his shareholding in the Company, etc., as stipulated under the Listing Regulations and Secretarial Standards are set out in the Annexure to the Notice.

36. Mr. Saldanha is concerned or interested in the Resolution of the accompanying notice. None of the Directors, Key Managerial Personnel of the Company or their relatives, other than Mr. Saldanha is concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 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 23, 2018

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

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Annexure to Item Nos. 4, 9 and 10 of the Notice (Details as required to be furnished under the Secretarial Standard-2– para 1.2.5 and Regulation 36 (3) 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	Ms. Sukanya Kripalu	Mr. Richard Saldanha
DIN	00003962	06994202	00189029
Date of Birth and age	February 12, 1966 (age: 52 years)	October 30, 1960 (age: 57 years)	February 3, 1944 (age: 74 years)
Qualifications	B. Sc. degree in International Business Administration in Marketing from Switzerland	Graduate from St. Xavier's College and an alumni of the Indian Institute of Management, Calcutta	Graduate Mechanical Engineer from College of Engineering-Pune
Nature of his expertise in specific functional areas/ Experience	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.	She specializes in the field of marketing, strategy, advertising and market research, among others. Her experience includes working with leading corporates like Nestle India Limited, Cadbury India Limited and Kellogg's India. She was also the CEO of Quadra Advisory and is presently the Director at Sukanya Consulting. Ms. Sukanya Kripalu served as the Chief Executive Officer at Quadra Advisory.	Mr. Saldanha served Hindustan Lever & Unilever plc. for 30 years. Rose to be Chairman and CEO of Unilever Peru and a Member of the Unilever Latin America Board. He returned to India as Managing Director of Haldia Petrochemicals Limited. 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.
Nationality	Indian	Indian	Indian
Terms and conditions of appointment / reappointment	Liable to retire by rotation	For a term of five consecutive years commencing from May 23, 2018, not liable to retire by rotation, as set out in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice	Consent of the Members is being sought for continuation of holding the office of Independent Non- executive Director of the Company by Mr. Saldanha for his original term/ tenure i.e. for a term of five consecutive years commencing from August 12, 2014, not liable to retire by rotation
Details of remuneration sought to be paid	Nil	As per the Nomination & Remuneration Policy of the Company, Ms. Kripalu would be entitled to the managerial remuneration (including remuneration as a percentage to the net profits) and fees for attending meetings of the Board of Directors or Committee(s) thereof pursuant to the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013.	As per the Nomination & Remuneration Policy of the Company, Mr. Saldanha would be entitled to the managerial remuneration (including remuneration as a percentage to the net profits) and fees for attending meetings of the Board of Directors or Committee(s) thereof pursuant to the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013.

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Name of the Director	Mr. Vineet Jain	Ms. Sukanya Kripalu	Mr. Richard Saldanha
Details of remuneration last drawn	Nil	Since Ms. Kripalu was appointed as an additional director on May 23, 2018, her remuneration for FY 2017-18 was nil.	₹ 8.40 lakhs
Date of first appointment on the Board	January 19, 2007	May 23, 2018	August 12, 2014
Number of board meetings attended during the year	4	Nil	4
List of Directorships held in other Companies	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, Credence Trusteeship Company Private Limited	Aditya Birla Fashion & Retail Ltd., Aditya Birla Health Insurance Company Limited, UltraTech Cement Limited, Huhtamaki PPL Limited.	Gokaldas Exports Limited, Nuziveedu Seeds Limited, Bennett Coleman & Company Limited, Zoom Entertainment Network Limited, Times Global Broadcasting Company Limited, World Wide Media Private Limited, SpringForth Investment Managers Private Limited.
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. Aditya Birla Fashion & Retail Limited: [Member of Audit Committee, Member of Stakeholders Relationship Committee and Chairperson of Nomination & Remuneration Committee] 2. Ultratech Cement Limited: Member of Stakeholders Relationship Committee] 3. Aditya Birla Health Insurance Co. Limited: [Chairperson of Nomination & Remuneration Committee] 4. Huhtamaki PPL Limited: [Member of Stakeholders Relationship Committee and Member of Nomination & Remuneration Committee]	1. Entertainment Network (India) Limited: [Member of Audit Committee, Member of Nomination & Remuneration Committee, Chairman of Stakeholders Relationship Committee] 2. Times Global Broadcasting Limited: [Member of Audit Committee, Member of Nomination & Remuneration Committee] 3. Bennett, Coleman & Company Limited: [Member 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 Audit Committee, Member of Nomination & Remuneration Committee, Member of Stakeholders Relationship Committee, Member of Corporate Social Responsibility Committee]
Shareholding in the Company	Nil	Nil	Nil

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Route map to the venue of the AGM

BOARD OF DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Nineteenth 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, 2018.

The financial statements for the year ended March 31, 2018 are prepared under Indian Accounting Standards (Ind AS). The Company has adopted all the applicable Ind AS standards and the adoption was carried out in accordance with Ind AS 101.

1. Financial Highlights

₹ in lakhs

	Standalone		Consolidated	
	Financial Year 2017-18	Financial Year 2016-17	Financial Year 2017-18	Financial Year 2016-17
Total Income	54,590.52	57,537.10	54,652.33	57,606.07
Profit before taxation	6,149.32	7,831.22	6,208.79	7,896.17
Tax expense	2,633.43	2,383.82	2,644.80	2,379.21
Profit after taxation	3,515.89	5,447.40	3,563.99	5,516.96
Other comprehensive income net of tax	17.45	(48.76)	17.45	(48.76)
Total Comprehensive Income	3,533.34	5,398.64	3,581.44	5,468.20
Profit brought forward	61,847.42	57,022.53	62,119.63	57,225.19
Authorised Capital	12,000.00	12,000.00	12,000.00	12,000.00
Equity (issued, subscribed & paid up share capital)	4,767.04	4,767.04	4,767.04	4,767.04
Transfer to General Reserve	Nil	Nil	Nil	Nil
Adjustments due to change in rates of Depreciation	Nil	Nil	Nil	Nil
Dividend paid (including dividend distribution tax)	573.75	573.75	573.75	573.75
Surplus carried to Balance Sheet	64,807.01	61,847.42	65,127.32	62,119.63

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

Total income of the Company decreased from ₹ 57,537.10 lakhs during the previous year to ₹ 54,590.52 lakhs during the year under review. Profit after tax was ₹ 3,515.89 lakhs.

On a consolidated basis, total income of the Company decreased from ₹ 57,606.07 lakhs during the previous year to ₹ 54,652.33 lakhs during the year under review. Profit after tax was ₹ 3,563.99 lakhs.

In January 2018, the Company issued Unsecured Commercial Papers (CPs). The amount raised through issuance of CPs was ₹ 102.6 crores. The CPs have a tenor of 364 days and will mature in January 2019. The maturity value of CPs is ₹ 110 crores. The effective yield of the CPs is 7.2% per annum. Proceeds from these CPs were used for repayment of other CPs that fell due for repayment in January 2018.

FY18 results were hit by the temporarily adverse effects of some of the Government of India's initiatives. First there was Real Estate (Regulation & Development) Act 2016, which brought into existence a Real Estate Regulatory and Development authority in each state. RERA was established to protect the interests of buyers as well as provide a

way to resolve conflicts. Builders were expected to register their properties with RERA. Till the builders were able to do so, they were unable to advertise. As a result, radio suffered quite a lot. Then there was the GST which came into effect on July 1, 2017. While the long-term benefits of GST are well known, in the short run GST created significant disruption in the media markets. Distributors of consumer products destocked in the months leading up to the GST launch. In the months after the launch, there was some confusion about the new tax system. GST was a complicated tax system requiring tax registration in each state of operation. Businesses were required to file multiple returns every month. Exporters who were not paying indirect taxes on inputs before GST, suddenly found themselves having to pay those taxes and thereafter claim refunds. Unfortunately, the refunds took time in coming. All of this led to a temporary slowdown in the economy and that affected adversely your Company's revenues and profits. Fortunately, most of these initial hiccups are now behind us.

During the year, your Company decided to reduce ad volumes in response to listener feedback that all radio players were playing too many ads. In FY18, we reduced our ad volumes by about 15% compared to the previous year. When we cut volumes, we requested our clients and agencies for a price increase. We partially succeeded in this. Our pricing for the year increased by 5.5%.

During the year, the Phase-3 stations launched earlier grew rapidly. Revenues of Phase-3 stations more than doubled. This was in line with our expectations. During the year, we focused on better programming and spending on marketing. We did research to track the performance of the new stations. We made corrections as required.

We adopted a strict ad volume cap of 10 minutes in all our new Phase-3 stations. This had multiple benefits. One, it improved the listenership experience and so, grew the reach and popularity of the channels. Second, it gave us a good selling story to go to our advertisers. Third, it helped us keep our prices high. Even though we got few ads in the beginning, the market accepted our pricing once they heard our product and saw the marketing support. Fourth, and most importantly, because we did not undercut our competitors' pricing, they were able to fend off a price cut. This helped stabilize and in fact, build the market.

Your Company also helped improve the business of Ishq FM, the three metro stations (New Delhi, Mumbai and Kolkata) that belong to TV Today Network Limited ('TVTNL'). As you may know, your Company has an Advertising Sales Agreement with TVTNL for these three stations. The programming and marketing inputs provided by TVTNL, coupled with the sales push by your Company, led the business of these three stations to grow by a very impressive 168%.

During the year, we focused on improving the margins of our non-radio business. Over the year, the non-radio business has grown to nearly 30% of our total revenues. Because of our efforts, the gross margins improved from 19% to 24% in FY18. The improvement of the margin was because of tighter control on production costs of the events, as well as better revenue realization.

In March 2018, the Company entered into a non-binding memorandum of understanding with TVTNL, for the proposed acquisition of the radio business of TVTNL, comprising of three radio stations in New Delhi, Mumbai and Kolkata currently operated under the frequency 104.8FM and 'ISHQ 104.8FM' brand name. In April 2018, once the 3-year lock-in period provided under Phase-3 policy was over, TVTNL made a joint application with the Company to the Ministry of Information & Broadcasting (MIB) for acquisition of the Radio Business of the aforesaid radio stations. The Company is awaiting the MIB's response to the application.

As you may remember, your Company entered the UAE six years ago with a brand licensing agreement with the Abu Dhabi Media Corporation (ADMC). Since then, your Company has provided great programming content to them. In the initial years, we won the prestigious Masala Awards several years in a row – for the best Hindi radio station. However, given the listenership research methodology which favours older stations, we were unable to achieve listenership lead for long. Finally, in the Q4 2017 wave, Nielsen declared Radio Mirchi as the number 1 radio broadcaster in the whole of the UAE. Your brand is the leader across all languages including the local language, Arabic.

On the back of the success in the UAE, your Company has now entered Bahrain in March 2018 by entering into a strategic Brand and Content License Agreement with Adline Media FZ LLC. Adline Media is a multi-platform media organization and is in the business of media sales and management. As

a part of the business arrangement, the Company has been providing advisory services to Adline Media for launch of a radio station in the Kingdom of the Bahrain.

At the end of FY18, your Company is poised to return to the path of growth.

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 these financial statements relate and the date of this Report.

3. Transfer to reserves

The Company does not propose to transfer any amount to General Reserve out of the amount available for appropriations.

4. Dividend

Your Directors are pleased to recommend a dividend @ 10 % i.e. ₹ 1.00 (Rupee one only) per equity share of ₹ 10/- each for the financial year ended March 31, 2018, aggregating ₹ 574.69 lakhs including dividend distribution tax of ₹ 97.99 lakhs. 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 September 19, 2018 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 September 19, 2018 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.

5. Deposits from public

The Company has not accepted any deposit from the public / members under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 during the financial year under review. Consequently, there is no requirement of furnishing details related to deposit covered under Chapter V of the Companies Act, 2013.

6. 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.

Ms. Punita Lal (DIN - 03412604), Independent & Non -executive Director, resigned from the Board of Directors of the Company with effect from November 15, 2017 due to personal commitments and other pre-occupations. The Board of Directors places on record their appreciation for the valuable contributions made by Ms. Punita Lal.

Based on the recommendation from the Nomination and Remuneration Committee, the Board of Directors appointed Ms. Sukanya Kripalu (DIN: 06994202) as an Additional Director (Independent Non- Executive Director) for a term of five consecutive years commencing from May 23, 2018 to May 22, 2023, not liable to retire by rotation, in terms of sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of the Members.

Securities and Exchange Board of India ('SEBI') has vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 issued the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ('the Amendment Regulations') which brought amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') to be effective from April 1, 2019, save as otherwise specifically provided for in the Amendment Regulations. The Amendment Regulations inserted Regulation 17(1A) in the Listing regulations, to be effective from April 1, 2019. According to the Amendment Regulations, no listed company shall appoint or continue the directorship of a person as a non-executive director who has attained age of seventy five years unless a

special resolution is passed to that effect.

Mr. Richard Saldanha will be above the age of seventy five years as on April 1, 2019. In order to comply with the above amendment, a special resolution is proposed in the ensuing AGM for Mr. Saldanha to continue to hold the office of the Independent Non-Executive Director of the Company.

The Board recommends the aforesaid re-appointment, appointment and continuation as the Directors of the Company.

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 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.

As stipulated under the Listing Regulations and Secretarial Standards, details in respect of the directors seeking appointment, re-appointment at the AGM, *inter alia*, age, qualifications, experience, details of remuneration last drawn by such person, relationship with other directors and Key Managerial Personnel of the Company, the number of Meetings of the Board attended during the year and other directorships, membership/ chairmanship of the committees of other Boards, shareholding, etc. are annexed to the Notice convening the AGM.

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 the Key Managerial Personnel (KMP):

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

7. 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 including 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. During the Board Evaluation, it was observed that the Board of Directors, as a whole, is functioning as an integrated body helping the board discussion to be rich and value adding. The Board also noted that given the changing external environment, there is need for better allocation of time for business reviews, periodic refreshers for the Board on key strategic areas. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

8. Board Familiarization Program

At the time of appointment of a 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*

9. 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 titled as Nomination & Remuneration Policy, and is available on the Company's website at: *www.enil.co.in* at *http://www.enil.co.in/policies-code-of-conduct.php* and also appended as *Annexure A* to this Report.

10. Audit Committee

The Audit Committee of the Company presently consists of the following Directors as on the date of this Report:

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

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*.

11. 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 dealings with 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 have 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*

12. 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 CSR Committee of the Company presently consists of the following Directors as on the date of this Report:

- Mr. Vineet Jain (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 23, 2017, August 2, 2017, November 1, 2017 and February 5, 2018.

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;
- To approve CSR activities;
- To recommend to the Board the amount of expenditure to be incurred on the CSR activities;

- To monitor the CSR Policy of the Company from time to time;
- To institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company;
- To 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* at *http://www.enil.co.in/policies-code-of-conduct.php*

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

13. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company presently comprises of the following Directors as on the date of this 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)

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*.

14. Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Company presently 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)

Brief description of terms of reference and other relevant details of the Stakeholders Relationship Committee have been furnished in the *Report on Corporate Governance*.

15. Audit Report

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

16. Auditors

At the fifteenth 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 fifteenth AGM till the conclusion of the sixth consecutive AGM commencing from the AGM wherein such appointment was made. 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.

17. 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 2017-18. The Secretarial Audit Report for the financial year ended March 31, 2018 is appended as *Annexure C* to this Report.

The Secretarial Audit Report dated May 7, 2018 contains one qualification for not appointing a woman director as per the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations during the financial year under review. The Company wishes to place on record that a woman director (Ms. Punita Lal-DIN: 03412604) was on the Board since March 28, 2016. She resigned from the Board with effect

from November 15, 2017. 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 had identified Ms. Sukanya Kripalu (DIN: 06994202) for her induction as the Independent Non- Executive Director on the Board of the Company and had completed all the regulatory procedures including applying to the Ministry of Information & Broadcasting ('MIB') for their approval/ no objection on February 13, 2018. The Company had thus completed all the regulatory formalities for induction of woman director before the due date.

Post approval received from the MIB and based on the recommendation from the Nomination and Remuneration Committee, the Board of Directors appointed Ms. Sukanya Kripalu as an Additional Director (Independent Non- Executive Director) for a term of five consecutive years commencing from May 23, 2018 to May 22, 2023, in terms of sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force), not liable to retire by rotation, subject to the approval of the Members.

18. 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, 2019. 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 ₹ 4,75,000 (Rupees four lakhs seventy five 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, 2019.

Cost records are made and maintained in compliance with the provisions of Section 148 of the Companies Act, 2013. The Cost Audit Report for the financial year 2016-17 was filed on August 28, 2017. The Cost Audit Report for the financial year 2017-18 will be filed on/ before the due date.

19. 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:
  - Improved modular and power efficient Transmitters deployed at new frequencies and replaced at frequencies where the existing transmitters were beyond 15 years.
  - Replaced Scheduling software and modified Sales software with fully integrated software solution on SAP to manage the sales to revenue cycle. This has improved sales and

operational efficiency.

– We pioneered the synchronisation tool (ArcServe) in the Radio industry to help manage automatic networking of our smaller markets from the Hub for creative content.

- Imported technology (imported during last three years reckoned from the beginning of the financial year):

  The Company has not imported any new technology in this financial year. Nevertheless, the Company has continued to use the latest equipment and software for its the business activities.

- The expenditure incurred on Research & Development (*R & D*):

  The Company has not spent any amount towards research and development activities. The Company has been active in harnessing the latest technology available in the industry.

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.

₹ in lakhs

	Financial Year 2017-2018	Financial Year 2016-2017
Foreign exchange earnings	709.50	698.20
Foreign exchange outgo	489.56	953.47

20. 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 the Company's holding or subsidiary company.

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 of the Company during working hours for a period of 21 days before the date of the 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*

21. 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.

22. 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 BSE and NSE.

23. 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.

The Company has adopted the Integrated Reporting on a voluntary basis. The information related to the Integrated Reporting forms part of the Management Discussion & Analysis and as a green initiative, Integrated Reporting has been hosted on the website of the Company (*www.enil.co.in*) at url: *http://www.enil.co.in/financials-annual-reports.php.*

BOARD OF DIRECTORS' REPORT

24. Business Responsibility Report

As per the Regulation 34 of the Listing Regulations, the Company has published a separate *Business Responsibility Report* ('BRR') for the financial year under review. 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 and is attached as *Annexure F* to this Report.

25. 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.

26. Secretarial Standards

The Company has complied with all the applicable secretarial standards issued by The Institute of Company Secretaries of India.

27. Directors' Responsibility Statement

Pursuant to the provisions of Section 134 of the Companies Act, 2013, the Directors hereby confirm that:

a) in the preparation of the annual accounts for the financial year ended on March 31, 2018, 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, 2018 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.

28. 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.

Bennett, Coleman & Company Limited ('BCCL') is the holding company and a related party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations. As on date, BCCL holds 33918400 equity shares in the Company (i.e. 71.15% of the paid up capital of the Company).

Pursuant to the provisions of Section 188 of the Act, read with the Companies (Meeting of Board and its Powers) Rules, 2014, related party transactions beyond the prescribed threshold limit require prior approval of the company by a resolution. However, if the proposed transactions with the related parties are at arm's length and in its ordinary course of business, the said approval of the company is not required. Further, in terms of Regulation 23 of the Listing Regulations, transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

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

In compliance with Regulation 23 of the Listing

Regulations, on January 23, 2017, the Company sought the approval from the Members of the Company by way of Postal Ballot for the contracts/ arrangements/ transactions entered into and/ or to be entered into with Bennett, Coleman & Company Limited ('BCCL'), the holding company, relating to the transfer and / or availing of resources, services or obligations for the Financial Year 2016-2017 and subsequent financial years exceeding ten percent but not exceeding twenty five percent of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company relevant for the respective financial years.

Details of the *Material Related Party Transactions*, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, entered during the year by the Company, as required under Section 134(3) (h) of the Act (in the Form AOC 2) is attached as *Annexure G* to this Report.

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.

29. Dividend Distribution Policy

The Company has formulated a Dividend Distribution Policy as required under the Regulation 43A of the Listing Regulations. The said Policy is appended as *Annexure H* to this Report and also uploaded on the Company's website at *www.enil.co.in*.

30. Particulars of loans given, investment made, guarantees given and securities provided

The Company has not given any loans, guarantees or provided any securities under Section 186 of the Act. Particulars of investments made by the Company during the financial year 2017-18 are provided in the financial statements. Please refer to the Note no. 8 and 11 to the standalone financial statements for details of investments made by the Company.

31. 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 strategic risks, operational risks, financial risks, regulatory risks, human resource risks, technological risks.

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.

Securities and Exchange Board of India ('SEBI') has vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 issued the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ('the Amendment Regulations') which brought amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') to be effective from April 1, 2019, save as otherwise specifically provided for in the Amendment Regulations. In line with the Regulation 21 as amended vide Amendment Regulations, Risk Management Committee has been constituted.

The Risk Management Committee of the Company presently comprises of the following members as on the date of this Report:

- Mr. Vineet Jain (Non- Executive Chairman)
- Mr. Prashant Panday (Managing Director & CEO)
- Mr. N. Subramanian (Group CFO)

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 for the financial year under review has been carried out by 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.

32. Internal Financial Controls

The Company has adopted the policies and procedures 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.

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.

33. Consolidated Financial Statements

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

34. Subsidiary Company

Alternate Brand Solutions (India) Limited (ABSL) is the Company's wholly owned subsidiary since 2007. ABSL recorded a total income of ₹ 61.80 lakhs during the financial year 2017-18. Profit after Tax stood at ₹ 48.10 lakhs for the financial year under review.

As per Section 129 of the Companies Act, 2013, a separate statement containing the salient features of the financial statements of the Subsidiary Company is attached along with the financial statements in the prescribed Form AOC-1. The Company does not have any associate company or joint venture. There has been no change in the nature of the business of the subsidiary.

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*

35. 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.

36. 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. The Company has complied with the applicable provisions of the aforesaid Act, including constitution of the Internal Complaints Committee. During the financial year under review, one complaint pertaining to sexual harassment was 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 complaint was appropriately dealt with during the financial year under review and appropriate action was taken.

37. 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 23, 2018

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

BOARD OF DIRECTORS' REPORT

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 the 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 fulfill 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 include 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 23, 2018

BOARD OF DIRECTORS' REPORT

Annexure B to the Directors' Report

Corporate Social Responsibility (CSR) policy statement:

1. ENIL'S Philosophy and Commitment

The Times Group, and 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').

2. Objective

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.

3. Guiding Principles

The Times Group and the Company strongly believes that CSR is the process by which an organization thinks about and evolves its relationships with its various stakeholders for the common good of all, and demonstrates its commitment in this regard by adoption of appropriate business processes and strategies. The Company acknowledges CSR to be a way of conducting business, by which corporate entities visibly contribute to the social good. Socially responsible companies do not limit themselves to using resources to engage in activities that increase only their profits. They use CSR to integrate economic, environmental and social objectives with the company's operations and growth. Through this policy, the Company expresses its deep faith in this philosophy.

As part of its CSR Program, the Company intends to promote initiatives, briefly stated, which:

- are sustainable and create a long term impact/ change;
- have specific and measurable goals in alignment with ENIL's philosophy;
- address the most deserving causes and beneficiaries;
- are dynamic and responsive to the social environment and the company's business objectives.

4. Focus areas

The scope of the CSR activities of the Company will cover all or some of the areas/ activities/ projects specified in Schedule VII of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014 (CSR Rules) as amended from time to time.

5. CSR Expenditure

CSR expenditure shall include all expenditure including contribution to corpus for projects or programs related to CSR activities approved by the Board of Directors of the Company ('Board') on the recommendation of its CSR Committee, but does not include any expenditure on an item not in conformity or not in line with the activities which fall within the purview of Schedule VII of the Act, as amended from time to time. It will include contribution to bona fide charitable and other funds. In compliance with the Act read with the CSR Rules, the Company may build CSR capacities of their own personnel as well as those of their Implementing agencies through Institutions with the prescribed established track records but such expenditure including expenditure on administrative overheads shall not exceed the permissible percent of total CSR expenditure of the company in one financial year.

6. Composition of the CSR Committee

The Company's CSR Committee shall consist of three or more directors, out of which at least one director shall be an independent director. Composition of the CSR Committee shall be in compliance with the Act read with the CSR Rules.

7. Terms of reference of the CSR committee

The terms of reference (responsibilities) of the CSR Committee include:

- formulate and recommend to the 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 CSR activities
- monitor the CSR Policy of the Company and CSR Sustainability from time to time
- institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company
- carrying out any other functions as authorized by the Board from time to time or as enforced by statutory/ regulatory authorities

The CSR Committee will have the power to:

- Seek periodical Monitoring and Implementation Reports from the organizations receiving funds from the Company;
- Delegate its representatives to co-ordinate with the organizations receiving funds from the Company and to inspect the CSR activities undertaken by them and ensure information in a timely manner.

8. CSR Mainstay

The approved CSR activities shall be carried out as projects or programs or activities (either new or ongoing) through one or more of the following instrumentalities in compliance with the CSR Rules, as amended from time to time:

- Directly by the Company and/ or
- The Board may decide to undertake its CSR activities approved by the CSR Committee, through:
  - a company established under section 8 of the Act or a registered trust or a registered society, established by the Company, either singly or along with any other company or
  - a company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government or any entity established under an Act of Parliament or a State legislature:

    Provided that if, the Board decides to undertake its CSR activities through a company established under section 8 of the Act or a registered trust or a registered society, other than those specified as above, such company or trust or society shall have the prescribed established track record in undertaking similar programs or projects as per the Act or the CSR Rules; and the Company has specified the projects or programs to be undertaken, the modalities of utilization of funds of such projects and programs and the monitoring and reporting mechanism.
  - Such other company/ companies and/ or body corporate / bodies corporate and/ or entity/ entities and/ or trust(s) and/ or society/ societies and/ or such other mode(s) as may be permissible under the CSR Rules from time to time.
  - Collaboration with other companies (including but not limited to subsidiary companies, affiliate companies and group companies) for undertaking projects/ programs in CSR activities in accordance with Rule 4 of the CSR Rules.
  - Contribution / donation made to such other organizations or institutions or bona fide charitable and other funds, etc. as may be permitted under the applicable laws from time to time.

9. CSR spend

The CSR Committee shall endeavor to spend, in every financial year, at least 2% of the average net profit of the Company made during the 3 immediately preceding financial years in pursuance of the CSR Policy, provided further that if the Company fails to spend such amount, the Company shall specify the reasons for not spending the amount on CSR activities, projects and programs.

10. Implementation

CSR Committee will consider proposals for various CSR activities, projects, programs, etc. and post deliberation and evaluation, CSR Committee will approve the same for its implementation. The time period, implementation schedule, duration of project(s)/ program(s) shall depend on its nature, extend of coverage and intended impact of such activity.

11. Monitoring and Reporting

- The CSR Committee Members will receive regular reports of the CSR Spend, the projects/ programs/ activities in hand and their progress/ status.
- Presentation on the progress of the various ongoing CSR projects / programs/ activities will be made to the CSR Committee at the Committee meetings held from time to time.
- Annual presentation will be made to the CSR Committee which will also include the details of the projects / programs/ activities planned for the next year and respective budgets thereto.
- Records relating to the CSR projects/ programs/ activities and the CSR expenditure shall be maintained.
- The Board shall review the implementation of CSR on an annual basis.

For and on behalf of the Board of Directors

sd/-	sd/-
Prashant Panday	**Vineet Jain**
Managing Director & CEO	*Chairman of the CSR Committee*
(DIN: 02747925)	(DIN: 00003962)

Mumbai, May 23, 2018

BOARD OF 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. Ravindra Kulkarni and Mr. Prashant Panday.

3. **Average net profit of the company for last three financial years:** ₹ 10549.58 lakhs.

4. **Prescribed CSR Expenditure** (two per cent of the amount as in item 3 above):
   ₹ 210.99 lakhs.

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

   a) Total amount to be spent for the financial year under review: ₹ 211 lakhs.

   b) Amount unspent, if any: nil.

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

₹ in lakhs

1	2	3	4	5	6	7	8
S. 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	Promoting education, including special education and employment enhancing vocational skills	Clause No. ii	Greater Noida, Uttar Pradesh	201.50	201.50	201.50	Bennett University
2	Building CSR capacities including CSR manpower cost, expenditure on administrative overheads, etc.	Clause No. ii	Greater Noida, Uttar Pradesh	9.50	9.50	9.50	Direct
	TOTAL			**211.00**	**211.00**	**211.00**	

* Amount has been contributed 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 ₹ 210.99 lakhs. The Company has contributed ₹ 211.00 lakhs 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/-	sd/-
Prashant Panday	**Vineet Jain**
Managing Director & CEO	*Chairman of the CSR Committee*
(DIN: 02747925)	(DIN: 00003962)

Mumbai, May 23, 2018

BOARD OF DIRECTORS' REPORT

Annexure C to the Directors' Report

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the Financial year ended 31st March 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial 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 2018 ("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 2018, 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 the 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

BOARD OF DIRECTORS' REPORT

(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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above read with the Companies Act, 1956 (wherever applicable); subject to one observation:

1. *During the period from November 15, 2017 to March 31, 2018, 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, Committee 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 carried through with requisite majority 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 7, 2018

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. Wherever 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 7, 2018

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

1. 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 2017-2018:

Details for the financial year 2017-2018:

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. N. Kumar- Independent Director	1.20	-28.81
3	Ms. Punita Lal - Independent Director	0.97	-29.66
4	Mr. Ravindra Kulkarni- Independent Director	1.32	-28.50
5	Mr. Richard Saldanha- Independent Director	1.60	20.00
6	Mr. Prashant Panday- Managing Director & CEO	61.55	-3.58
7	Mr. N. Subramanian- Group CFO	Not applicable	0.48
8	Mr. Mehul Shah- SVP- Compliance & Company Secretary	Not applicable	1.28

2. The percentage increase in the median remuneration of employees in the financial year 2017-18 was 11.83%.
3. The number of permanent employees on the rolls of the Company as on March 31, 2018 were 1084.
4. Average percentage increase in the salaries of employees other than the managerial personnel in the financial year 2017-18 was 0.80% and the percentage decrease in the managerial remuneration in the financial year 2017-18 was 6.23%. Remuneration and increase in the remuneration is guided by the Company's Nomination & Remuneration policy.
5. 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 23, 2018

Annexure E to the Directors' Report

FORM NO. MGT-9: EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2018
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

1. 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.

2. 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	97.32

3. 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	71.15
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.: 022-4098 3000 / 6662 0600 Fax: 022-6661 5030.	U92190MH2007PLC175549	100.00

4. 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, 2017)				No. of Shares held at the end of the year (March 31, 2018)				% 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/UTI/AIF	1696022	0	1696022	3.56	5292334	0	5292334	11.10	7.54
b) Banks / FI	3258	0	3258	0.01	6368	0	6368	0.01	0.01
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	7854361	0	7854361	16.48	4194243	0	4194243	8.80	-7.68
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)	**9553641**	**0**	**9553641**	**20.04**	**9492945**	**0**	**9492945**	**19.91**	**-0.13**
2) Non Institutions									
a) Bodies Corp.									
i) Indian	1448575	0	1448575	3.04	1233938	0	1233938	2.59	-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	1458270	302	1458572	3.06	1586160	302	1586462	3.33	0.27
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1114865	0	1114865	2.34	1106893	0	1106893	2.32	-0.02
c) Others (specify)									
i) Clearing Members	6809	0	6809	0.01	15484	0	15484	0.03	0.02
ii) NBFC	0	0	0	0.00	550	0	550	0.00	0.00
iii) Non Resident Indians (NRI)	127277	0	127277	0.27	34169	0	34169	0.07	-0.20
iv) NRI- Non repatriation	37156	0	37156	0.08	18517	0	18517	0.04	-0.04
v) Trust	5120	0	5120	0.01	263057	0	263057	0.55	0.54
Sub-total (B) (2)	**4198072**	**302**	**4198374**	**8.81**	**4258768**	**302**	**4259070**	**8.93**	**0.13**
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, 2017)			Shareholding at the end of the year (March 31, 2018)			% 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	Bennett, Coleman & Company Limited ['BCCL']	33918400	71.15	0.00	33918400	71.15	0.00	0.00
	Total	**33918400**	**71.15**	**0.00**	**33918400**	**71.15**	**0.00**	**0.00**

iii) Change in Promoters' Shareholding:

No change in the Promoter's shareholding during the financial year under review.

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, 2017)/ end of the year (March 31, 2018)	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Amansa Holdings Private Limited	2831439	5.94	1/Apr/17				
				5/May/17	-7600	Sale	2823839	5.92
				2/Jun/17	-516774	Sale	2307065	4.84
				22/Sep/17	-61024	Sale	2246041	4.71
				29/Sep/17	-75327	Sale	2170714	4.55
				24/Nov/17	-47300	Sale	2123414	4.45
				1/Dec/17	-303000	Sale	1820414	3.82
				8/Dec/17	-786165	Sale	1034249	2.17
				15/Dec/17	-73485	Sale	960764	2.02
				22/Dec/17	-360004	Sale	600760	1.26
				29/Dec/17	-118083	Sale	482677	1.01
				12/Jan/18	-482677	Sale	0	0.00
		0	0.00	31/Mar/18			0	0.00
2	Pinebridge Investments GF Mauritius Limited	1154135	2.42	1/Apr/17				
				9/Feb/18	-35267	Sale	1118868	
				16/Feb/18	-222000	Sale	896868	
				2/Mar/18	-110000	Sale	786868	
				9/Mar/18	-12168	Sale	774700	
				16/Mar/18	-774700	Sale	0	
		0	0.00	31/Mar/18			0	0.00
3	Acacia Partners, LP	960000	2.01	1-Apr-17		Nil movement during the year		
		960000	2.01	31-Mar-18			960000	2.01
4	SBI Life Insurance Co. Limited	857618	1.80	1/Apr/17				
				7/Apr/17	9338	Purchase	866956	1.82
				14/Apr/17	-5264	Sale	861692	1.81
				28/Apr/17	-11500	Sale	850192	1.78
				2/Jun/17	-64985	Sale	785207	1.65
				9/Jun/17	-32950	Sale	752257	1.58
				16/Jun/17	-6613	Sale	745644	1.56
				23/Jun/17	-8529	Sale	737115	1.55
				7/Jul/17	-5744	Sale	731371	1.53

Sl. No.	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (April 1, 2017)/ end of the year (March 31, 2018)	% of total shares of the Company				No. of shares	% of total shares of the Company
				28/Jul/17	-69	Sale	731302	1.53
				11/Aug/17	-3273	Sale	728029	1.53
				22/Sep/17	-1507	Sale	726522	1.52
				29/Sep/17	-18663	Sale	707859	1.48
				3/Nov/17	-1702	Sale	706157	1.48
				9/Feb/18	-77063	Sale	629094	1.32
				16/Feb/18	-2888	Sale	626206	1.31
				23/Feb/18	-50000	Sale	576206	1.21
				9/Mar/18	-1715	Sale	574491	1.21
				23/Mar/18	16436	Purchase	590927	1.24
				30/Mar/18	10000	Purchase	600927	1.26
		600927	1.26	31/Mar/18			600927	1.26
5	ICICI Prudential Dynamic Plan	0	0.00	1/Apr/17				
				1/Dec/17	300000	Purchase	300000	0.63
				8/Dec/17	33997	Purchase	333997	0.70
				15/Dec/17	266003	Purchase	600000	1.26
				2/Feb/18	3274	Purchase	603274	1.27
				9/Feb/18	46726	Purchase	650000	1.36
				16/Feb/18	54702	Purchase	704702	1.48
				23/Feb/18	63792	Purchase	768494	1.61
				2/Mar/18	889	Purchase	769383	1.61
				9/Mar/18	30617	Purchase	800000	1.68
				16/Mar/18	49859	Purchase	849859	1.78
				30/Mar/18	6445	Purchase	856304	1.80
		856304	1.80	31/Mar/18			856304	1.80
6	Acacia Institutional Partners, LP	780000	1.64	1/Apr/17		Nil movement during the year		
		780000	1.64	31/Mar/18			780000	1.64
7	Reliance Capital Trustee Co. Limited	0	0.00	1/Apr/17				
				16/Mar/18	709000	Purchase	709000	1.49
		709000	1.49	31/Mar/18			709000	1.49
8	Acacia Conservation Fund LP	600000	1.26	1/Apr/17		Nil movement during the year		
		600000	1.26	31/Mar/18			600000	1.26
9	Aditya Birla Sun Life Trustee Private Limited	0	0.00	1/Apr/17				
				8/Dec/17	500000	Purchase	500000	1.05
		500000	1.05	31/Mar/18			500000	1.05
10	Acacia Banyan Partners	492400	1.03	1/Apr/17		Nil movement during the year		
		492400	1.03	31/Mar/18			492400	1.03
11	Franklin India Smaller Companies Fund	384563	0.81	1/Apr/17				
				27/Oct/17	100000	Purchase	484563	1.02
		484563	1.02	31/Mar/18			484563	1.02
12	IDFC Premier Equity Fund	470000	0.99	1/Apr/17				
				2/Jun/17	295000	Purchase	765000	
				1/Sep/17	89650	Purchase	854650	
				12/Jan/18	88200	Purchase	942850	1.98
		942850	1.98	31/Mar/18			942850	1.98
13	Manish Prataprai Gandhi Jointly with Renu Manish Gandhi	400000	0.84	1/Apr/17	0	Nil movement during the year		
		400000	0.84	31/Mar/18			400000	0.84

Sl. No.	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (April 1, 2017)/ end of the year (March 31, 2018)	% of total shares of the Company				No. of shares	% of total shares of the Company
14	Mousse Ganesh Limited	400000	0.84	1/Apr/17	0	Nil movement during the year		
		400000	0.84	31/Mar/18			400000	0.84

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, 2017)	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, 2018)	21900	0.05	21900	0.05
2	**Mr. Mehul Shah** (Company Secretary & KMP)				
	At the beginning of the year (April 1, 2017)	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, 2018)	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.

5. Indebtedness

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

(₹ in lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0.00	12,180.09	0.00	12,180.09
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	139.00	0.00	139.00
Total (i+ii+iii)	**0.00**	**12,319.09**	**0.00**	**12,319.09**
Change in Indebtedness during the financial year				
▪ Addition	0.00	11,076.97	0.00	11,076.97
▪ Reduction	0.00	(13,000.00)	0.00	(13,000.00)
Net Change	**0.00**	**(1,923.03)**	**0.00**	**(1,923.03)**
Indebtedness at the end of the financial year				
i) Principal Amount	0.00	10,263.16	0.00	10,263.16
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	132.90	0.00	132.90
Total (i+ii+iii)	**0.00**	**10,396.06**	**0.00**	**10,396.06**

6. 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

(₹ in lakhs)

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	313.90
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.00
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	0.00
2	Stock Option	0.00
3	Sweat Equity	0.00
4	Commission	
	– as % of profit	0.00
	– others, specify...	0.00
5	Others	0.00
	Total (A)*	**313.90**
	Ceiling as per the Act [5% of Net Profits as calculated under section 198 of the Companies Act, 2013]	**315.61**

B) Remuneration to other directors:

(₹ in lakhs)

Particulars of Remuneration	Name of Directors				Total amount
	Mr. N. Kumar	Ms. Punita Lal	Mr. Ravindra Kulkarni	Mr. Richard Saldanha	
1. Independent Directors					
▪ Fee for attending board/committee meetings	1.80	0.60	2.40	2.40	**7.20**
▪ Commission	4.50	4.50	4.50	6.00	**19.50**
▪ Others, please specify	0.00	0.00	0.00	0.00	**0.00**
Total (1)	**6.30**	**5.10**	**6.90**	**8.40**	**26.70**
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)*					**26.70**
Total Managerial Remuneration (A)+(B)*					**340.60**
Overall Ceiling as per the Act	63.12	[1% of Net Profits as calculated under section 198 of the Companies Act, 2013]			
Overall Ceiling as per the Act	694.34	[11% of Net Profits as calculated under section 198 of the Companies Act, 2013]			

* Remuneration calculated as per section 197 of the Companies Act, 2013.

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

(₹ in lakhs)

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	54.63	210.96	265.59
	b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.00	0.12	0.12
	c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	0.00	0.00	0.00
2	**Stock Option**	0.00	0.00	0.00
3	**Sweat Equity**	0.00	0.00	0.00
4	**Commission**			
	– as % of profit	0.00	0.00	0.00
	– others, specify...	0.00	0.00	0.00
5	**Others, (Company's contribution to Provident Fund)**	1.79	6.84	8.63
	Total	**56.42**	**217.92**	**274.34**

7. 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 23, 2018

BOARD OF DIRECTORS' REPORT

Annexure F to the Directors' Report

Business Responsibility (BR) Report

Section A: General Information about the Company

1. Corporate Identity Number (CIN) of the Company: L92140MH1999PLC120516
2. Name of the Company: Entertainment Network (India) Limited
3. Registered address: 4th Floor, A-Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013.
4. Website: *www.enil.co.in*
5. E-mail id: enil.investors@timesgroup.com
6. Financial Year reported: April 1, 2017 to March 31, 2018
7. Sector(s) that the Company is engaged in (industrial activity code-wise): Private FM Radio Broadcasting: NIC Code: 60100
8. List three key products/services that the Company manufactures/provides (as in balance sheet): Private FM Radio Broadcasting
9. Total number of locations where business activity is undertaken by the Company:
   i) Number of International Locations (Provide details of major 5): Nil
   ii) Number of National Locations: 41 radio stations (51 FM Radio Frequencies)
10. Markets served by the Company - Local/State/ National/International: India

Section B: Financial Details of the Company

1. Paid up Capital (INR): ₹ 4,767.04 lakhs
2. Total Turnover (INR): ₹ 52,674.95 lakhs
3. Total profit after taxes (INR): ₹ 3,515.89 lakhs
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%): 2% of the average net profit of the company for last three financial years.
5. List of activities in which expenditure in 4 above has been incurred: Details have been furnished separately at *Annexure B* to the Directors' Report (Annual Report on CSR activities).

Section C: Other Details

1. Does the Company have any Subsidiary Company/ Companies?

   Yes, the Company has one subsidiary company – Alternate Brand Solutions (India) Limited.
2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s): The Company has a code of conduct for directors and employees of the Company and various other *in house* policies. The code and other *in house* policies are followed by the subsidiary company [Alternate Brand Solutions (India) Limited].
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]:

   The Company has adopted Supplier / Vendor code of conduct requiring the service providers and vendors to adhere to with the said code. The code emphasizes on various parameters like conducting business in ethical manner, compliance with the law of the land, respect for human rights, corruption free business practices and many more. All the service providers and vendors registered during the financial year 2016-17 and thereafter have been roped in with the said code and all other service providers and vendors registered prior to the financial year 2016-17 have been duly communicated about the said code.

Section D: Business Responsibility (BR) Information

1. **Details of Director/Directors responsible for BR**
   a) Details of the Director / Director responsible for implementation of the BR policy / policies:
      - DIN Number: 02747925
      - Name: Mr. Prashant Panday
      - Designation: Managing Director & Chief Executive Officer

BOARD OF DIRECTORS' REPORT

b) Details of the BR head: Mr. Prashant Panday (Managing Director & Chief Executive Officer)

S. No.	Particulars	Details
1.	DIN Number	02747925
2.	Name	Mr. Prashant Panday
3.	Designation	Managing Director & CEO
4.	Telephone number	022 67536983
5.	e-mail id	prashant.panday@timesgroup.com

2. Principle-wise (as per NVGs) BR Policy/policies (Reply in Y/N)

The Company has adopted the Business Responsibility Policy ('BRR') based on the nine (9) key principles and core elements of National Voluntary Guidelines on Social, Environmental & Economics Responsibilities of Business ('NVG') issued by the Ministry of Corporate Affairs. BRR is applicable to the Company and its subsidiaries. This Policy is supported by various Policies and Guidelines already adopted by the Company:

Principle 1: Business should conduct and govern themselves with ethics, transparency and accountability; (P1)

Principle 2: Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle; (P2)

Principle 3: Business should promote the wellbeing of all employees; (P3)

Principle 4: Business should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized; (P4)

Principle 5: Business should respect and promote human rights; (P5)

Principle 6: Business should respect, protect and make efforts to restore the environment; (P6)

Principle 7: Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner; (P7)

Principle 8: Business should support inclusive growth and equitable development; (P8)

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner. (P9)

a) Details of compliance (Reply in Y / N)

S. No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1.	Do you have a policy/policies for....	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national /international standards? If yes, specify? (50 words): The Company has various policies in place in compliance with the applicable laws, rules, regulations, guidelines, standards, etc.	Y	Y	Y	Y	Y	Y	Y	Y	Y
4.	Has the policy being approved by the Board? If yes, has it been signed by MD/owner/CEO/appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5.	Does the company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link for the policy to be viewed online?	*http://www.enil.co.in/policies-code-of-conduct.php* All the policies required to be hosted on the website are available on the aforesaid link. Internal policies applicable to the employees of the Company are hosted on the intranet accessible to the employees.								

BOARD OF DIRECTORS' REPORT

S. No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8.	Does the company have in-house structure to implement the policy/policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

b) If answer to S. No. 1 against any principle, is 'No', please explain why: (Tick up to 2 options): N.A.

3. Governance related to BR

- Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.

  Managing Director & CEO, supported by the functional heads, has initiated to review the implementation of the BR Policy and we plan to review the same on a yearly basis. Corporate Social Responsibility Committee is entrusted to monitor the implementation of the BR Policy and same is reviewed on a yearly basis.

- Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

  The Company has published a separate *Business Responsibility Report* ('BRR') for the financial year under review and is attached as *Annexure F* to the Board of Director's Report. BRR is published annually.

Section E: Principle-wise performance

Principle 1 : Business should conduct and govern themselves with ethics, transparency and accountability:

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ ~~No~~. Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?

   The Company has adopted the Code of Conduct, ethics and business principles for directors and team members and Whistle Blower Policy. The said policies are extended at the group level. The Company has also adopted Supplier / Vendor code of conduct requiring the service providers and vendors to adhere to with the said code. The code emphasizes on various parameters like conducting business in ethical manner, compliance with the law of the land, respect for human rights, corruption free business practices and many more.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? *If so, provide details thereof, in about 50 words or so.*

   - During the financial year under review, one complaint pertaining to sexual harassment was 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 complaint was appropriately dealt with during the financial year under review and appropriate action was taken.
   - During the financial year under review, 16 shareholders' complaints/ queries, etc. received and same were resolved as on March 31, 2018.

Principle 2 : Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle:

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

The Company is engaged in the business of Private FM Radio Broadcasting and is complying with the guidelines issued by the Ministry of Information & Broadcasting and advertising code as amended from time to time.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

   i. Reduction during sourcing/ production/ distribution achieved since the previous year throughout the value chain?

   ii. Reduction during usage by consumers (energy, water) has been achieved since the previous year?

   The Company is not engaged in the manufacturing activities and therefore this para is not applicable.

3. Does the company have procedures in place for sustainable sourcing (including transportation)?

   i. If yes, what percentage of your inputs was sourced sustainably?

   Also, provide details thereof, in about 50 words or so.

   The Company is engaged in the business of Private FM Radio broadcasting. The broadcast predominantly consists of music in different genres. For broadcast of music, the Company has entered into voluntary license agreements with certain music labels across the country on mutually acceptable terms and in some cases the Company has obtained and complied with the Hon'ble Courts/ Copyright Board orders to broadcast music of labels on terms stipulated by them.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

   If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

   The Company is engaged in the business of Private FM Radio broadcasting. Wherever possible, the Company encourages local artists and promotes them by broadcasting their musical work/ their performance. The Company has a system in place at group level for vendor registration before sourcing any goods or procuring any services. Dealing with the vendors is purely on competitive basis and priority is given for local sourcing provided other attributes are competitive.

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

   Since the Company is engaged in the broadcasting activity, no specific mechanism is required to recycle products and waste.

Principle 3 : Business should promote the wellbeing of all employees:

1. Please indicate the Total number of employees. 1084 (as on March 31, 2018)
2. Please indicate the Total number of employees hired on temporary/ contractual/ casual basis. Over and above 1084 employees on the rolls, 17 persons were hired on contractual basis (as on March 31, 2018)
3. Please indicate the Number of permanent women employees: 334 (as on March 31, 2018)
4. Please indicate the Number of permanent employees with disabilities: Nil
5. Do you have an employee association that is recognised by management: No
6. What percentage of your permanent employees is members of this recognised employee association? Not applicable
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

S. No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1.	Child labour/ forced labour/involuntary labour	Nil	Nil
2.	Sexual harassment	One	Nil
3.	Discriminatory employment	Nil	Nil

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?
   - Permanent employees: 58%
   - Permanent women employees: 42%
   - Casual / temporary / contractual employees: 19%
   - Employees with disabilities: Not applicable

Principle 4 : Business should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized:

1. Has the company mapped its internal and external stakeholders? Yes ~~/No~~

   The Company has mapped its internal and external stakeholders, which includes employees, suppliers, vendors, service providers, investors, industry association, etc. Through Annual General Meetings, studio visits, the shareholders get an opportunity to interact with the directors and senior management team. Through investors' calls, print and electronic media, the Company furnishes all the relevant information to the stakeholders.

2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?

   ENIL continues to engage closely with the visually challenged. In FY 2017-18, ENIL has recorded audio text books for Pratham Books, Tulika Publishers and Children's Book Trust. These books are available for all to listen on the biggest online digital library of India-the Saugamya Pustakalaya.

   Radio Mirchi was the official accessibility (audio guides) partner for the exhibition 'India & the World: A History in Nine Stories' in collaboration between the National Museum, New Delhi, the British Museum, London and Chhatrapati Shivaji Maharaj Vastu Sangrahalaya (CSMVS) Mumbai. It was supported by the Ministry of Culture of the Government of India, the Getty Foundation and the Tata Trusts. 12 Audio descriptive movies, in 3 languages were produced and showcased across cities reaching out to more than 5000 blind and visually impaired friends.

3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

   Kindly refer to para 2 above.

Principle 5 : Business should respect and promote human rights:

1. Does the policy of the company on human rights cover only the company or extend to the Group / Joint Ventures / Suppliers Contractors / NGOs / Others?

   The BR Policy and other policies relating to the human rights cover the Company as well as other relevant stakeholders.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

   Grievance redressal mechanism is in place to receive and address the stakeholders complaints. During the financial year under review, sixteen shareholders' complaints/ queries, etc. received and same were resolved as on March 31, 2018.

Principle 6 : Business should respect, protect and make efforts to restore the environment:

1. Does the policy relate to Principle 6 cover only the company or extends to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ others.

   Business activities of the Company and its subsidiary are not energy intensive. To the extent applicable, the Company consciously attempts to protect the environment in terms of energy consumption, electronic communication, etc.

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.

   Yes, the Company has taken environmental friendly initiatives like installation of energy efficient LED lamps, power saver cooling installation, DG sets, etc.

3. Does the company identify and assess potential environmental risks? Y/N. Yes.

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

   No.

5. Has the company undertaken any other initiatives on - clean technology, energy efficiency, renewable energy, etc. Y/N. If yes,

please give hyperlink for web page etc.: Same as stated at para 2 above.

6. Are the Emissions/ Waste generated by the company within the permissible limits given by CPCB/ SPCB for the financial year being reported? Not applicable.

7. Number of show cause/ legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year. Nil

Principle 7 : Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner:

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

   a) Association of Radio Operators for India

   b) Media Research Users Council

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/~~No~~; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others):

   Working along with Association of Radio Operators for India (AROI), the Company has engaged with the government to plan for faster growth of the FM radio medium. Attempts have been made for more spectrum to be made available for FM broadcasting, so that more channels can be launched. More channels will provide more entertainment to the public at large. The Company and AROI have also provided support to the government for any special initiatives that it has taken, especially during times of crises like floods, terrorist attacks etc.

Principle 8 : Business should support inclusive growth and equitable development:

1. Does the company have specified programmes/ initiatives/ projects in pursuit of the policy related to Principle 8? If yes details thereof.

   Details have been furnished separately at *Annexure B* to the Directors' Report (Annual Report on CSR activities).

2. Are the programmes/ projects undertaken through in-house team/ own foundation/ external NGO/ government structures/any other organization?

   Programmes/ projects are undertaken through in-house team. Details have been furnished separately at *Annexure B* to the Directors' Report (Annual Report on CSR activities).

3. Have you done any impact assessment of your initiative?

   Impact assessment of CSR initiatives is carried out by in house team regularly and same is presented before the CSR Committee.

4. What is your company's direct contribution to community development projects-Amount in INR and the details of the projects undertaken.

   Details have been furnished separately at *Annexure B* to the Directors' Report (Annual Report on CSR activities).

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

   Yes, the Company has internal reporting mechanism followed by regular presentation before the CSR Committee to assess the CSR contribution. Follow up field visits are also undertaken to drive and monitor the CSR initiatives.

Principle 9 : Businesses should engage with and provide value to their customers and consumers in a responsible manner:

1. What percentage of customer complaints/ consumer cases are pending as on the end of financial year.

   Dedicated e-mail ID has been provided to address any business enquiry, grievances etc. Senior Management Team promptly and adequately responses to such enquiry, grievances. No investor complaint is pending for the financial year under review.

2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks (additional information)

   The Company is in the business of Private FM Radio Broadcasting and therefore this para is not applicable.

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so: No.

4. Did your company carry out any consumer survey/ consumer satisfaction trend?

Yes, the Company carries out listenership surveys across markets on a monthly basis to understand and monitor trends in listenership shares across India. Apart from this, we keep a close watch on brand health metrics (benchmarked against the industry) by conducting regular brand tracks in several key markets. The results of these research initiatives give us insights on performance of RJs, on-air characters and any new innovations we have tried on radio.

Regular research is also conducted to stay updated with the changing musical tastes and preferences of listeners. This is done to ensure that the music we play is in-sync with what the listeners want.

Detailed qualitative & quantitative research is conducted to understand the leisure, entertainment and pastime habits of people in markets where we want to enter for the first time.

For and on behalf of the Board of Directors

sd/-

Vineet Jain
Chairman
(DIN: 00003962)

Mumbai, May 23, 2018

Annexure G to the Directors' Report

Form AOC 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: There were no contracts or arrangements or transactions entered into during the financial year ended March 31, 2018, which were not at arm's length basis.
2. Details of material contracts or arrangement or transactions at arm's length basis (Transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company).
   a) Name(s) of the related party and nature of relationship: Bennett, Coleman & Company Limited ['BCCL']– Holding Company.
   b) Nature of contracts/arrangements/transactions: transactions/ arrangements of shared services including sale and purchase of advertisement, sharing of common cost, services, payment and receipt of office rent and maintenance, Leasing and/or sale and/ or purchase of assets, etc.

(₹ in lakhs)

Nature of arrangements / transactions	Value
Sales	6,784.31
Rendering of services	7.02
Receiving of services	581.44
Recovery of expenses	1.66
Total	**7,374.43**

   c) Duration of the contracts / arrangements/transactions: ongoing.
   d) Salient terms of the contracts or arrangements or transactions including the value, if any: The related party transactions (RPTs) entered during the year were in the ordinary course of business and on an arm's length basis.
   e) Date(s) of approval by the Board, if any: November 8, 2016.
   f) Amount paid as advances, if any: Nil.

For and on behalf of the Board of Directors

sd/-

Vineet Jain
Chairman
(DIN: 00003962)

Mumbai, May 23, 2018

Annexure H to the Directors' Report

Dividend Distribution Policy

1. Background & Intent

The Securities Exchange Board of India ("SEBI") on July 8, 2016 inserted Regulation 43A in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), which requires the top five hundred listed companies (based on market capitalization of every financial year) to formulate and adopt a Dividend Distribution Policy, which shall be disclosed in its Annual Report and on its website. The regulation also encourages other listed companies to disclose their dividend distribution policies on a voluntary basis in their annual reports and on their websites.

The Company being one of the top five hundred listed companies as per the market capitalization as on the last day of the immediately preceding financial year, has framed this Policy to comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. This Policy was approved and adopted by the Company's Board of Directors at its meeting held on May 23, 2017.

The intent of the Policy is to broadly specify the philosophy, external and internal factors including financial parameters that shall be considered while declaring dividend and the circumstances under which the shareholders of the Company may or may not expect dividend and how the retained earnings shall be utilized.

2. Dividend Philosophy

The Company believes that driving growth creates maximum shareholder value. Accordingly, the Company will first utilize its profits to secure the long term growth objectives of the Company and retire debt. Since the business is sensitive to economic conditions and has a high operating leverage, the Company will continue to maintain a conservative stance on liquidity and financial leverage. Within this overarching context, the Company's Dividend Distribution Policy shall ensure that it returns cash from operations that is in excess of its current and foreseeable requirements back to the shareholders over the long term. The Company shall endeavour to declare a steady and sustainable stream of dividends to the shareholders.

3. Scope and applicable laws

- While the Policy set out herein generally relates to final Dividend, certain principles also apply to Interim Dividend declared by the Board.
- The Policy set out herein is in respect of Dividend as it relates to a going concern.
- Presently, the issued and paid up share capital of the Company comprises only equity shares. Accordingly, the Policy set out herein relate to Equity Shares only. However, the Board of Directors of the Company (hereinafter referred to as the 'Board' which shall include duly authorized committee thereof), reserves the right to modify this Policy as and when the Company issues preference or other classes of shares.
- The declaration and payment of dividend is governed by various applicable provisions of the Companies Act, 2013 and rules thereto read with the Listing Regulations requirements and compliances related to dividend, Secretarial Standards, Security Contract Regulation Act, 1956, Income Tax Act, 1961, RBI guidelines, circulars, notifications to the extent applicable, FEMA, 1999, SEBI Guidelines Circulars etc.
- Title to dividends: It shall be governed by the provisions of section 27 of Securities Contracts (Regulation) Act, 1956 and other applicable laws, rules and regulation as amended and enforced from time to time.
- This Policy is intended to comply with the Companies Act, 2013 and the Listing Regulations. Notwithstanding anything herein to the contrary, this Policy will be interpreted only in such manner so as to comply with the Companies Act, 2013 and the Listing Regulations. Any word not defined in this Policy shall have the same meaning as defined under the Companies Act, 2013 and the Listing Regulations, including any amendments thereto. In case any word or provision as appearing in this Policy is contrary to the meaning or provision as provided under the Companies Act, 2013 or the Listing Regulations, then the meaning or provision as provided under the Companies Act, 2013 /

the Listing Regulations shall prevail, and any amendments thereto shall be deemed to form part of this Policy.

4. Parameters and factors for declaration of dividend

Based on the philosophy outlined in item (2) above, the Board shall consider the following parameters and factors before declaring or recommending dividend:

Financial parameters and internal factors:

- Business operations
- Operating cash flow of the Company
- Profit earned during the year
- Accumulated reserves
- Earnings Per Share (EPS)
- Earning stability
- Working capital requirements
- Capital expenditure requirements
- Business expansion and growth
- Likelihood of crystallization of contingent liabilities, if any
- Contractual restrictions
- Additional investment in subsidiaries and associates of the company
- Upgradation of technology and physical infrastructure
- Creation of contingency fund
- Acquisition of brands and business
- Past dividend pay-out ratio

External Factors:

- Economic environment
- Capital markets
- Global conditions
- Statutory provisions and guidelines
- Legal and regulatory framework
- Applicable taxes (including tax on dividend)
- Cost of borrowing and raising funds
- Dividend pay-out ratio of competitors / peer groups
- Investors' expectations
- Reinvestment opportunities

The Board may additionally recommend special dividend in special circumstances.

5. Circumstances under which shareholders of the Company may or may not expect dividend

The shareholders of the Company may not expect dividend under the following circumstances:

- The Company has adequate avenues to generate significantly higher returns on such surplus than what a common shareholder can reasonably expect to generate himself.
- The Company needs funds for M&As joint ventures, new product launch, business expansion, investment opportunities, deleveraging etc.
- The Company proposes to utilize surplus cash entirely for alternate forms of shareholder distribution such as share buybacks etc.
- In the event of loss or inadequacy of profit.

6. Utilization of the retained earnings

The retained earnings of the Company may be used in any of the following ways:

- Organic and inorganic growth
- Investment in new businesses
- Declaration of Dividend
- Buyback of shares
- Capitalisation of shares
- Correcting the capital structure
- General corporate purposes, including contingencies
- Any other permitted usage as per the Companies Act, 2013.

7. Manner of dividend payout

In case of final dividend:

- Recommendation, if any, shall be made by the Board, usually in the Board meeting that considers and approves the annual financial statements.
- The dividend as recommended by the Board shall be approved/ declared at the annual general meeting of the Company.

- The payment of dividends shall be made within the statutorily prescribed period from the date of declaration, to those shareholders who are entitled to receive the dividend on the record date/book closure period, as per the applicable law.

In case of interim dividend:

- Interim dividend, if any, shall be declared by the Board.
- Before declaring interim dividend, the Board shall consider whether the financial position of the Company permits the payment of such dividend.
- The payment of dividends shall be made within the statutorily prescribed period from the date of declaration to those shareholders who are entitled to receive the dividend on the record date, as per the applicable laws.
- In case no final dividend is declared, interim dividend paid during the year, if any, will be regarded as final dividend in the annual general meeting.

8. Parameters to be adopted with regard to various classes of shares

Since the Company has issued only one class of equity shares with equal voting rights, all the members of the Company are entitled to receive the same amount of dividend per share. The Policy shall be suitably revisited at the time of issue of any new class of shares depending upon the nature and guidelines thereof.

For and on behalf of the Board of Directors

sd/-

Vineet Jain
Chairman
(DIN: 00003962)

Mumbai, May 23, 2018

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 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ['Listing Regulations'], a report on Corporate Governance for the financial year ended March 31, 2018 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 and codes in accordance with the applicable provisions of the Companies Act, 2013 and Listing Regulations:

- Archival Policy
- Business Responsibility Policy, principles and guidelines
- Code of Conduct, Ethics and Business Principles
- 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
- Corporate Social Responsibility Policy
- Dividend Distribution Policy
- Nomination and Remuneration Policy
- Policy for determination of materiality
- Policy for determining material subsidiaries
- Policy for preservation of documents
- Policy on diversity of the Board of Directors
- Policy on materiality of related party transactions and Policy on dealing with Related party transactions
- Risk Management Policy
- Whistle-Blower Policy/ Vigil Mechanism

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 of 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 of six 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 and 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

REPORT ON CORPORATE GOVERNANCE

their general meetings.

Details relating to the composition of the Board of Directors, number of directorships, memberships and chairmanships of the Committees 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. N. Kumar [DIN: 00007848]	Independent Non- Executive	9	2	4
Mr. Ravindra Kulkarni [DIN: 00059367]	Independent Non- Executive	5	6	2
Mr. Richard Saldanha [DIN: 00189029]	Independent Non- Executive	5	7	1
Ms. Sukanya Kripalu # [DIN: 06994202]	Independent Non- Executive	4	4	0
Mr. Prashant Panday [DIN: 02747925]	Managing Director & CEO	1	1	0

Appointed on the Board of the Company with effect from May 23, 2018.

@ 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.

b) Attendance of each director 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) is as follows:

Name of the Directors	Last AGM	For the Financial Year 2017 – 2018 Attendance at				
		Board Meeting	Audit Committee Meeting	Nomination & Remuneration Committee Meeting	Stakeholders Relationship Committee Meeting	CSR Committee Meeting
Mr. Vineet Jain	Yes	4 of 4	N. A.	4 of 4	N. A.	4 of 4
Mr. N. Kumar	No	3 of 4	3 of 4	3 of 4	N. A.	N. A.
Ms. Punita Lal #	No	3 of 3	N.A.	N.A.	N.A.	N.A.
Mr. Ravindra Kulkarni	Yes	3 of 4	3 of 4	3 of 4	3 of 4	3 of 4
Mr. Richard Saldanha	Yes	4 of 4	4 of 4	4 of 4	4 of 4	N. A.
Mr. Prashant Panday	Yes	4 of 4	N. A.	N. A.	4 of 4	4 of 4

Resigned from the Board of Directors with effect from November 15, 2017; hence, number of Board and Committee Meetings entitled to attend has been mentioned accordingly.

Mr. N. Kumar and Ms. Punita Lal – Directors of the Company could not attend the last AGM due to heavy rains on August 29, 2017 and forecast of heavy rains on the date of the AGM, i.e. August 30, 2017.

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:

Four Board Meetings were held during the financial year under review, the dates of which were: May 23, 2017, August 2, 2017, November 1, 2017 and February 5, 2018.

The Eighteenth Annual General Meeting was held on August 30, 2017.

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, 2018 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 of Directors, 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)

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 23, 2017, August 2, 2017, November 1, 2017 and February 5, 2018. 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 adopted by the Board of Directors. 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

REPORT ON CORPORATE GOVERNANCE

- 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 performance 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:

The 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 23, 2017, August 2, 2017, November 1, 2017 and February 5, 2018. 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 ₹ 6.40 lakhs as fees for professional services to Khaitan & Co., a firm in which the Company's Director, Mr. Ravindra Kulkarni is a partner. However, the association of Khaitan & Co. cannot be said to be a material association as the fees paid by the Company to Khaitan & Co. was less than 1% of the total professional fees earned by the Khaitan & Co. during the financial year 2017-18. 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.

Profit related commission amount has been provided for the financial year 2017-2018 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 and 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 2017-2018:

(₹ in lakhs)

Name of the Non - Executive Directors	Sitting Fees for FY 2017-2018	Profit related Commission for FY 2017-2018
Mr. Vineet Jain @	Nil	Nil
Mr. N. Kumar *	1.80	4.50
Mr. Ravindra Kulkarni *	2.40	4.50
Ms. Punita Lal #	0.60	4.50
Mr. Richard Saldanha *	2.40	6.00

@ 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 and resigned from the Board of Directors with effect from November 15, 2017

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

During the financial year under review, the Company does not have any scheme for grant of stock options.

Details of remuneration paid to Mr. Prashant Panday, Managing Director & CEO during the year 2017-2018 are given below:

Particulars	(₹ in lakhs)
Salary	313.90
Benefits *	8.57
Perquisites	0.00
Total	**322.47**

* Company's contribution to provident fund of ₹ 8.57 lakhs.

Notes:

- Present term of appointment of Mr. Prashant Panday is for a period of five years with effect from July 1, 2016 till June 30, 2021 on various terms and conditions including remuneration as approved by the members at their meeting held on August 3, 2016.
- Appointment, terms, conditions and payment of remuneration to the Managing/ Whole-time Director is governed by the resolution(s) passed by the Nomination and 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.
- The Company does not have any scheme for grant of stock options to the employees or directors of the Company.
- Mr. Prashant Panday does not receive any remuneration or commission from the Company's holding or subsidiary company.
- 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 2017-2018	16
Number of complaints/ queries, etc. not resolved to the satisfaction of shareholders as on March 31, 2018	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 *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

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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 23, 2017, August 2, 2017, November 1, 2017 and February 5, 2018. 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 2016-2017 Eighteenth AGM held on August 30, 2017 at 3.00 p.m.	Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai: 400018	▪ Regarding issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis.
FY 2015-2016 Seventeenth AGM held on August 3, 2016 at 3.00 p.m.	Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai: 400018	▪ To approve the re-appointment and relevant terms and conditions thereof including remuneration payable to Mr. Prashant Panday, Managing Director & CEO of the Company for a period of five years with effect from July 1, 2016 till June 30, 2021. ▪ To enable payment of profit related commission / remuneration to non- executive directors of the Company pursuant to Section 197 of the Companies Act, 2013.
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

b) Resolutions passed last year through Postal Ballot:

During the financial year under review, no resolution was passed through postal ballot voting process.
During the financial year 2016-17, below stated ordinary resolution was passed through postal ballot voting process on January 23, 2017.

Sr. No.	Type of Resolution	Brief particulars
1	Ordinary Resolution	Regarding approval of the material related party transactions with the holding company.

Details of voting pattern:

Ordinary Resolution No.	Ballots Received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
1	79	9057457	72	8932269	2	75007	5	50181

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c) Person who conducted the aforesaid postal ballot exercise:

Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477), (Scrutinizer) conducted the aforesaid 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:

The Company will comply with the requirements relating to the postal ballot process as and when such matter arises requiring approval of the Members by such process as per Section 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, read with the Listing Regulations, as amended from time to time.

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 also 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, September 26, 2018; 3.00 p.m.
Venue : Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai: 400018.

b) Financial year: April 1, 2017 to March 31, 2018.

c) Dividend Payment Date: The Dividend, if declared at the AGM, would be paid/ dispatched on / after September 27, 2018 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, September 20, 2018 to Wednesday, September 26, 2018, 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 for the financial year 2018-19 to BSE and NSE.

e) Stock code :

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

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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, 2018, 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 lakhs)
April-17	844.00	844.00	801.00	810.00	5106	41.95
May-17	810.05	829.00	715.00	799.25	279348	2087.50
June-17	809.90	986.40	800.10	899.70	49223	451.56
July-17	915.00	1008.00	893.00	903.75	17571	166.62
August-17	904.00	929.35	786.05	838.00	114645	931.82
September-17	831.00	882.00	778.00	810.00	7470	62.56
October-17	809.95	829.00	756.25	801.75	13120	103.16
November-17	800.00	894.15	745.00	752.10	181986	1415.34
December-17	752.00	830.00	723.00	753.50	669229	4965.56
January-18	765.00	820.00	686.00	705.55	228601	1720.79
February-18	710.00	730.00	664.00	714.05	8716	60.92
March-18	715.30	762.95	668.60	740.35	450489	3154.11

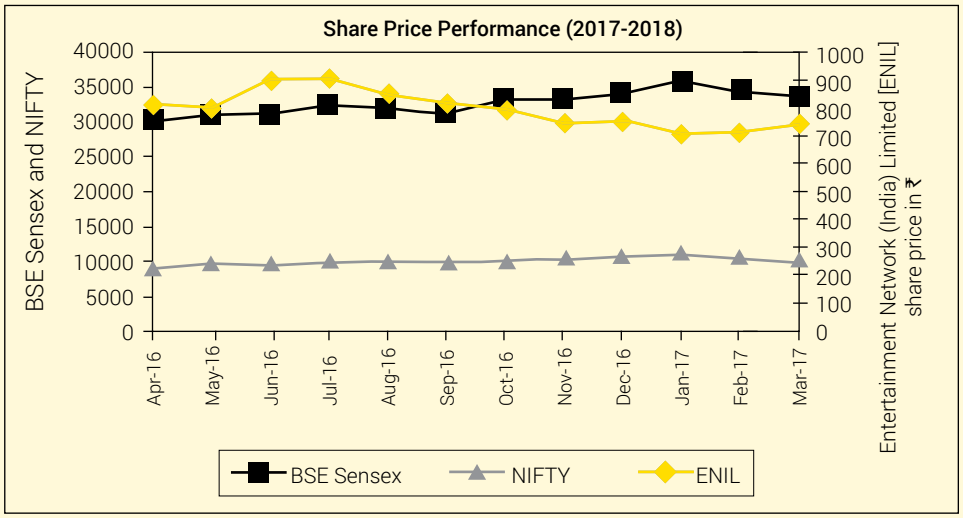
Stock Market data – NSE

Month	Open Price (₹)	High Price (₹)	Low Price (₹)	Close Price (₹)	No. of Shares	Total Turnover (₹ in lakhs)
April-17	839.90	847.00	792.70	809.60	117583	968.16
May-17	826.70	834.40	709.00	801.35	399286	3026.96
June-17	810.00	983.95	800.00	897.55	379373	3386.77
July-17	912.00	1005.00	895.00	911.85	169829	1613.82
August-17	919.00	929.00	782.00	831.35	121338	1045.01
September-17	836.20	889.00	785.85	809.80	232714	1923.44
October-17	815.10	830.00	756.30	800.05	209079	1627.49
November-17	803.00	897.70	742.50	747.35	507539	4086.95
December-17	751.60	818.00	725.00	752.70	1094581	8213.01
January-18	748.00	814.10	682.00	705.20	841264	6422.78
February-18	700.10	728.70	613.05	718.70	654369	4534.95
March-18	719.30	763.00	666.00	742.25	737020	5193.98

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

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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, 2013. 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, 2018:

Category	No. of Members	% of Members	Total Shares	% of shares
1-5000	12693	94.11	735216	1.54
5001- 10000	428	3.17	353316	0.74
10001- 20000	165	1.22	248335	0.52
20001- 30000	61	0.45	152617	0.32
30001- 40000	24	0.18	82904	0.17
40001- 50000	21	0.16	98305	0.21
50001- 100000	32	0.24	241600	0.51
100001& Above	64	0.47	45758122	95.99
Total	**13488**	**100.00**	**47670415**	**100.00**

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Shareholding pattern of the Company (as on March 31, 2018):

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) *	1	33918400	71.15
2)	Foreign	0	0	0
	Total Shareholding of Promoter and Promoter Group	**1**	**33918400**	**71.15**
B.	**Public shareholding**			
1)	Institutions	39	9495842	19.92
2)	Non-institutions	13218	4256173	8.93
	Total Public Shareholding	**13257**	**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)	**13258**	**47670415**	**100.00**

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

As on March 31, 2018 and as on the date of this report, none of the Promoter or Promoter's 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, 2018. 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 (f) 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 - 380015.
2.	Amritsar	Signature Tower, 6th Floor, SCO No. 93, Amritsar Dist. Shopping Complex, Ranjit Avenue, Near Passport Office, Amritsar, Punjab - 143001.
3.	Aurangabad	# F8, 9, 10, 5th floor, Aurangabad Business Centre Adalat road, Opp. Session court, Aurangabad – 431005.
4.	Bengaluru	#39/2, 3rd Floor, Sagar Building, Bannerghatta Road, Bengaluru-5600029.
5.	Bhopal	2nd Floor, C P Square, 2 Malviya Nagar, Opp.Raj Bhawan, Bhopal - 462003.
6.	Chandigarh	Plot No 149, 3rd floor, Industrial Area Phase – 1, Chandigarh, Pin – 160002.
7.	Chennai	No.453, 6th & 7th floor, Fathima Akhtar Court, Anna Salai, Teynampet, Chennai – 600 018.
8.	Coimbatore	1547, 8th Floor,Classic Towers,Trichy Road,Coimbatore - 641018.
9.	Delhi	Times Center, Plot No. 6, 3rd floor , sector 16 A, Film city Noida, Uttar Pradesh-201301.
10.	Guwahati	705,706,707,708,709, Protech Centre, 7th floor, Ganeshguri, G. S. Road, Guwahati- 781006, Assam.
11.	Hyderabad	Office No 909 - 910 Manjeera trinity, K P H B Phase 3, Kukatpally, Hyderabad, Telangana 500072.
12.	Indore	9th Floor Industry House 15 A.B. Road, Indore-452001.
13.	Jabalpur	2nd Floor, Parvati Plaza, 89 BCD ,Scheme No.5 Vijay Nagar, Jabalpur-482002.
14.	Jaipur	6th Floor, Prestige Tower, Amrapali Road, Amrapali Circle, Vaishali Nagar, Jaipur - 302021.
15.	Jalandhar	6th Floor Shakti Towers, Adjoining Swani Motors, GT Road, Near BMC Chowk Jalandhar - 144001.

16.	Jammu	3rd floor, Sai Plaza Opp. KC Motors, NH1A Bye Pass Road Channi Rama Jammu 180010.
17.	Jodhpur	Man Meera Tower, Akhalia Circle, Chopasni Road, Jodhpur-342001.
18.	Kanpur	6th Floor, Kan Chambers, 14/113 Civil lines, Kanpur - 208001.
19.	Kochi	2nd Floor KBS Safa Plaza, Geethanjali Junction, Vyttila P.O, Cochin - 682019.
20.	Kolhapur	517/2 E, Gamestone, 1st Floor, R D Vichare Complex, Near Central S.T.Stand, Opp. R.L. Jewelers, Kolhapur-416001.
21.	Kolkata	Shantiniketan Building, 8, Camac Street, 13th Floor, Kolkatta - 700017.
22.	Kozhikode	1st Floor, Ashwathy Building, Stadium Puthiyara Road, Calicut - 674003.
23.	Lucknow	6th floor, Shalimar Tower, Vibhuti Khand, Gomti nagar Lucknow- 226010.
24.	Madurai	2nd Floor, Natraj Complex,Opp New District Court, 128,Melur Road, K.K.Nagar, Madurai-625020.
25.	Mangalore	Inland Ornate, #206, 2nd Floor, Navbharath Circle, Mangalore - 575003.
26.	Mumbai	3rd & 4th floor A-wing Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai-400013.
27.	Nagpur	2nd floor, Narang Towers, 27 Palm Road, Civil Lines, Nagpur - 440001.
28.	Nashik	3rd Floor, United legend, Plot no:# 1, Serial # 733/1/2, Opp Parijat Nagar Bus Stop, Nashik -422005.
29.	Patiala	Plot No 149, 3rd floor, Industrial Area Phase – 1, Chandigarh, Pin – 160002.
30.	Patna	4th floor, Lakshmi Apartment ,Times Of India Building, Frazer Road, Patna -800001.
31.	Pune	10th Floor, The Business Plaza, Koregaon Park Annex, Adj. Hotel Westinn, Mundwa Road, Ghorpadi, Pune 411001.
32.	Raipur	1st Floor, Chawla Towers, Shankar Nagar, Near Bottle House, Raipur ,Chhattisgarh -492007.
33.	Rajkot	Property No.23-24/P, Radhika House, 3rd Floor, Near Kinnari Flats, Opp. Princess School, Kalawad Road, Rajkot – 360007.
34.	Shillong	2nd Floor, Hariketi Building, Lummawrie, Laitumkhrah, Shillong:- 793003.
35.	Shimla	Plot No 149, 3rd floor, Industrial Area Phase-1, Chandigarh, Pin – 160002.
36.	Surat	601 - A International Trade Centre, Majura Gate Crossing, Ring Road Surat - 395 002.
37.	Trivandrum	3rd Floor, Andoor Buildings, General Hospital Road, Trivandrum - 695035.
38.	Vadodara	Property No. 1001/1002, 10th Floor, Gunjan Tower, Near Inorbit Mall, Off. Alembic Gorwa Road, Subhanpura, Vadodara – 390 023.
39.	Varanasi	2nd Floor,Unit # 201-A & 204, RH Tower, The Mall, Cantt, Varanasi-221002.
40.	Vijayawada	4th Floor, Matha Towers, Bishop House,Door No.59 A1-7, Vijayawada -520008.
41.	Vishakapatnam	5th Floor,ELBEE Classic, D No: 49-24-55, Shankarmatam Road, Visakhapatnam-530016.

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*,

A Wing, 3rd Floor, Matulya Centre, 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: *enil.investors@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.

Details of the *Material Related Party Transactions*, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, entered by the Company during the financial year under review is attached as *Annexure G* to the Board of Directors' Report in the Form AOC 2, as required under Section 134(3) (h) of the Act. The said transactions were entered into in the ordinary course of business and were at an arm's length basis.

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, 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. 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

REPORT ON CORPORATE GOVERNANCE

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 Para C; 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) Modified opinion(s) in audit report:

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. Punita Lal (DIN: 03412604), Non-Executive - Independent Director was on the Board since March 28, 2016. She resigned from the Board with effect from November 15, 2017. 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 had identified Ms. Sukanya Kripalu (DIN: 06994202) for her induction as the Independent Non- Executive Director on the Board of the Company and had completed all the regulatory procedures including applying to the Ministry of Information & Broadcasting ('MIB') for their approval/ no objection on February 13, 2018. The Company had thus completed all the regulatory formalities for induction of woman director before the due date.

Post approval received from the MIB and based on the recommendation from the Nomination and Remuneration Committee, the Board of Directors appointed Ms. Sukanya Kripalu as an Additional Director (Independent Non- Executive Director) for a term of five consecutive years commencing from May 23, 2018 to May 22, 2023, in terms of sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force), not liable to retire by rotation, subject to the approval of the Members.

REPORT ON CORPORATE GOVERNANCE

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)	Yes
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
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

REPORT ON CORPORATE GOVERNANCE

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 23, 2018

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

REPORT ON CORPORATE GOVERNANCE

CEO & CFO Certificate

The Board of Directors
Entertainment Network (India) Limited

In terms of the Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['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 2017-2018 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 2017-2018 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 2017-2018;

   2) That there are no significant changes in accounting policies during the financial year 2017-2018; and

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

sd/-

Prashant Panday
Managing Director & CEO
(DIN: 02747925)

sd/-

N. Subramanian
Group CFO

Mumbai, May 23, 2018

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, 2018.

For and on behalf of the Board of Directors and Senior Management Personnel

sd/-

Prashant Panday
Managing Director & CEO
(DIN: 02747925)

Mumbai, May 23, 2018

REPORT ON CORPORATE GOVERNANCE

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, as stipulated in Regulations 17 to 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'] by **ENTERTAINMENT NETWORK (INDIA) LIMITED** ("the Company") for the financial year ended March 31, 2018.

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 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 Listing Regulations, except *during the period from November 15, 2017 to March 31, 2018, 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
Membership No.: F3477

Mumbai, May 7, 2018

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, 2018, 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, 2017;	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 2017-2018;	Nil
c.	Number of shareholders to whom shares were transferred from suspense account during the year 2017-2018;	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 23, 2018

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 in principal markets 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

1) Upswing in Global Economy:

As per the World Economic Outlook published by the IMF in April 2018, the global economic upswing that began around mid-2016 has become broader and stronger during 2017. The upswing in global investment and trade continued through 2017. At 3.8 percent, global growth in 2017 was the fastest since 2011. With financial conditions still supportive, global growth is expected to tick up to a 3.9 percent rate in both 2018 and 2019. Advanced economies will grow faster than potential in both years. Aggregate growth in emerging markets and developing economies is projected to firm up further, with continued strong growth in emerging Asia. Europe is expected to report strong growth too. The current recovery offers a window of opportunity to advance policies and reforms that secure the current upswing and raise medium-term growth to the benefit of all. The only worrying point of concern is the growing trade protectionism around the world. If that continues, and in fact becomes worse, economic growth projections could go awry.

Economic activity in 2017 ended on a high note—growth in the second half of the year was above 4 percent, the strongest since the second half of 2010, supported by a recovery in investment. With broad-based momentum and expectations of a sizable fiscal expansion in the United States over this year and the next, global growth is now projected at 3.9 percent for 2018 and 2019, a 0.2 percentage point upgrade for both years relative to the October 2017 World Economic Outlook forecast.

Growth in emerging market and developing economies is expected to increase further—from 4.8 percent in 2017 to 4.9 percent in 2018 and 5.1 percent in 2019. Although the high growth rate reflects primarily continued strong economic performance in emerging Asia, the projected pickup in growth reflects improved prospects for commodity exporters after three years of very weak economic activity. Beyond 2019, growth in emerging market and developing economies is projected to stabilize at about 5 percent over the medium term. Emerging Asia, which is forecast to continue growing at about 6½ percent during 2018-19, remains the most important engine of global growth.

2) Indian Economy – Recovery on Firm Footing:

Growth in India is projected to increase from 6.7 percent in 2017 to 7.4 percent in 2018 and 7.8 percent in 2019, lifted by strong private consumption as well as fading transitory effects of the demonetization initiative and implementation of the national goods and services tax. Over the medium term, growth is expected to gradually rise with continued implementation of structural reforms that raise productivity and incentivize private investment. The IMF database shows a rise in total investment as a percentage of GDP to 32% in FY18, from 31.7% in FY17. It's not a big jump, but at least the trough in investment demand is behind us.

As per Reserve Bank of India (RBI) governor Mr. Urjit Patel, India is witnessing a revival in investment activity after several quarters of downturn, putting the nation's economic recovery on a surer footing. "There are now clearer signs that the revival in investment activity will be sustained. Global demand has been improving, which should encourage exports and boost fresh investments."

Also, India's weather office has forecast a normal monsoon in 2018, which should not only mitigate farm distress but also boost overall demand.

The positive outlook has also been corroborated by the United Nations' latest World Economic

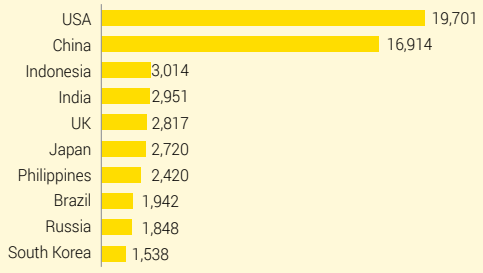
Situation and Prospects (WESP) report, which has projected India's economic growth at 7.6% in fiscal year 2018-19, which will ensure that India remains the fastest growing major economy in the world.

3) Global Advertising Spends:

Zenith Advertising Expenditure Forecasts March 2018 predicts global ad expenditure will grow 4.6% in 2018, reaching US$ 579 billion by the end of the year. This forecast is substantially ahead of the 4.1% growth rate that Zenith had forecast in December and is the biggest quarterly upgrade since March 2011. Several markets have surprised on the upside.

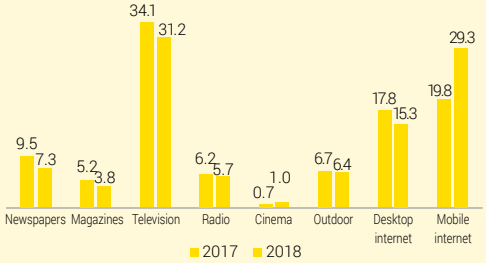
The US will be the leading contributor of new ad dollars to the global market over the next three years, making up in scale what it lacks in speed. China will come second, combining large scale and rapid growth (though its growth is slowing as its scale increases). Between 2017 and 2020, we forecast global advertising expenditure to increase by US$77 billion in total. The US will contribute 26% of this extra ad expenditure and China will contribute 22%, followed by Indonesia, India, the UK and Japan, which will contribute 4% each. Seven of the ten largest contributors will be rising markets (China, Indonesia, India, Philippines, Brazil, Russia and South Korea).

Top ten contributors to adspend growth 2017-2020 (US$m)



In 2017, internet advertising overtook advertising on traditional television to become the world's biggest advertising medium, accounting for 37.6% of total ad expenditure. As internet advertising matures, its growth is slowing down, but it remains the fastest growing medium by some distance. Zenith estimates that internet adspend grew 14% year on year in 2017 and forecasts an average growth rate of 10% a year between 2017 and 2020. By 2020 it expects internet advertising to account for 44.6% of global adspend. Looking at internet adspend by device reveals the dramatic ascent of mobile advertising (by which we mean all internet ads delivered to smartphones and tablets.)

Share of global adspend by medium (%)



4) Indian Advertising Industry Growth Forecasts:

Magna (part of IPG Mediabrands) has estimated Indian advertising expenditure (adex) growth for 2018 to be 12.1% while Dentsu has forecast an adex growth of 12.5% for the year. GroupM – India's largest media agency network – has forecast a growth of 13% This growth will be led not only by an increased need to advertise among companies, but also on the back of state-level elections to be held later in the year. Almost eight states will go to the polls this year including big ones such as Rajasthan, Chhattisgarh and Madhya Pradesh even as the country prepares for the general elections next year.

This year, FICCI's annual media and industry report was produced by EY, replacing KPMG which had made the report over the previous several years. EY has taken a far more conservative view of the entire media and entertainment industry compared to KPMG. As a result, forecast numbers for all media segments are far lower than KPMG's numbers. EY has also limited the forecast period to 2020, compared to KPMG's 2021. The two reports are thus not comparable. At ENIL, we believe the EY numbers to be too conservative and believe that radio will continue to remain the fastest growing traditional media segment. With this word of caution, we quote the projections of EY.

According to EY-FICCI's Indian Media and Entertainment Industry Report 2018, released in March 2018, the 5-year (2016-2020) growth forecast is a 11.6% CAGR (KPMG for 2016-21 15.3%). Segment-wise growth trends are tabulated as follows:

Indian Advertising Revenue (INR bn)

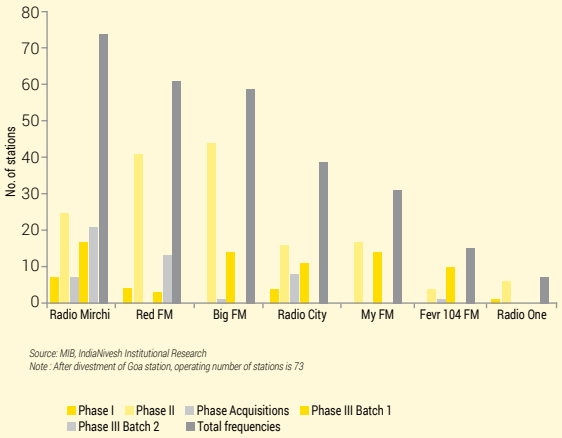
Segment	2016	2017	2018 (P)	2020 (P)	CAGR 2016-2020 (P)
TV	594	660	734	862	9.8%
Print	296	303	331	369	5.7%
Filmed Entertainment	122	156	166	192	11.9%
Digital Media	92	119	151	224	24.9%
Animation & VFX	54	67	80	114	20.4%
Live Events	56	65	77	109	18%
Online Gaming	26	30	40	68	27.5%
Out of Home Media	32	34	37	43	7.7%
Radio	24	26	28	34	8.6%
Music	12	13	14	18	10.6%
Total	**1,308**	**1,473**	**1,660**	**2,032**	**11.6%**

5) The Indian Radio Industry:

As per EY, the Indian radio industry grew by around 6.5% in 2017, hit by the lingering effect of demonetization and the impact of GST. Over the next few years, it is expected to grow at a CAGR of 8.6% Key drivers of growth for the radio segment remain a large youth population, growth in the quality and quantity of film music, built-in FM receivers in most hand-phones sold in India, increased time spent out of home in transit, etc.

A total of 162 new FM radio licenses were allotted in Phase 3 auctions spread across key cities including Mumbai and Delhi. Licenses were allotted in 17 new cities that had no operating FM licenses. New licenses in existing cities and proliferation of private radio in new cities is likely to increase the listener base. These launches created an increase in volume of advertising inventory available, which was one of the main reasons for growth of industry revenues. Volume growth has put pressure on effective rates at an overall level and going forward, the stations may need to curb inventory per hour to enable rate increases.

As per EY-FICCI Report 2018 – "Re-imagining India's M&E Sector", number of stations by leading FM broadcasters after operationalization of all Phase 3 (Batch 1 and 2) licenses will be as follows:



B. Radio Industry – Future Outlook, Opportunities and Threats

The radio industry was impacted by a host of macro and micro economic factors during FY18. Many of these factors would continue to have an impact on the performance of the sector in the years to come.

1) RERA:

The Real Estate (Regulation and Development) Act, 2016 is an Act which seeks to protect home-buyers as well as help boost

investments in the real estate industry. The Act establishes a Real Estate Regulatory Authority (RERA) in each state for regulation of the real estate sector and also acts as an adjudicating body for speedy dispute redressal. The bill was passed by both houses of Parliament in March 2016. The Act came into force on May 1, 2016 with 59 of 92 sections notified. The remaining provisions came into force on May 1, 2017. The Central and state governments were liable to notify the rules under the Act within a statutory period of six months.

The introduction of RERA temporarily disrupted the advertising activities of the real estate sector, as builders rushed to register their projects with the RERA authority in their state. This affected the business of radio companies adversely. There was a sharp cut in advertising revenues from the sector in FY18.

The real estate sector also faced headwinds from the general slowdown in the Indian economy in FY18. The number of unsold units is at a very high level. Several projects started before RERA came into existence are likely to enter the market in the years to come. The reduced demand coupled with increased supply has created an uncertain environment for the sector. As per reports, the number of new project announcements has reduced significantly during the year. Real Estate advertising has thus been under a cloud in FY18. However, advertising is expected to start with a new gusto in FY19 as builders step up efforts to liquidate inventory. Since lower spends are required in radio compared to other media, we expect radio to benefit disproportionately from this renewed burst of advertising.

2) **The Demonetization effect:**

The Economic Survey 2017-18 suggests that the adverse impacts of demonetization on the Indian economy came to an end only towards the end of FY18. Through FY18, the adverse effects continued to have an impact on the overall media and entertainment industry. At least in the short run, the rural & informal economy suffered disproportionately. Rural consumer sentiment took a hit, and a whole lot of consumer companies that depend on rural areas for revenues – two wheelers, FMCG companies, durables, mobile phones– took a hit in their business. This led to a pullback in discretionary spends in marketing and advertising, the repercussions of which were felt across the M&E industry. The slowdown in the economy, which started before demonetization, became worse after demonetization. New project announcements declined sharply. While the negative effects of demonetization have all played out in the past, we expect the positive effects to start rolling out now.

3) **Phase 3 raises radio reach substantially:**

Almost all the stations auctioned under Batch-1 of the Phase-3 policy became operational during FY18. As many as 17 cities which had no FM stations earlier came under the ambit of the medium. As a result of this expansion, the listenership base of FM expanded. While revenues generated by these new stations in FY18 were low, significant growth is expected in the years to come. The growth of new stations in FY18 also pulled down the EBITDA of the radio sector temporarily as operational costs could not be fully offset by new revenues. Annual amortisation of one-time entry fees paid in advance, and depreciation of the newly created transmission and studio assets led to reduced PAT margins. In FY19 and the years ahead, we expect these new stations to contribute positively to the health of the radio industry. During FY19, we expect the stations auctioned under Batch-2 of Phase-3 policy to become operational. Though these stations are small, we expect them to contribute to making state-level networks stronger, thus attracting more advertising towards the whole state. This should benefit the business of older stations as well as the new ones.

4) **Digital leading growth:**

Rising internet broadband penetration, fast expanding multi-screen environment & falling data rates have led to more consumption of content and increased time spent on digital - making digital the top growing media segment again in 2017 over 2016. Advertisers shifted spends to digital which led to digital contributing 17% of total advertising in 2017. This is slated to grow to 22% by 2020.

Mobile data usage in India jumped 144 per

cent (y-o-y) to 2,360 petabytes, with average consumption per user in 4G broadband reaching 11 gigabyte per month in December 2017, says a Nokia MbIT 2018 report.

This surge in data usage is no doubt a result of the commercial launch of Reliance Jio and its aggressively cheap pricing, and the reaction of other telecom companies since then. Jio now provides 1.5GB of data per day for just INR5. This cheap pricing of data, combined with access to low cost handsets, has led to data consumption going through the roof. This is fueling the growth of digital ad spends.

Over-the-top (OTT) apps in the video and audio fields have been growing rapidly on the back of this data revolution. The subscriber base of such OTT apps grew 50% in 2017. There are now about 2 million digital subscribers who pay subscription fees across different OTT app providers. Among these, about 1 to 1.5 million have moved almost entirely to digital media consumption. By 2020 its expected that the revenue generated from these digital subscribers will go to INR 20 billion. Key reasons for this fast growth are niche content being produced for mobile phones, global content becoming readily available, exclusive content being developed and live sports content being streamed.

Platforms such as Wynk, Gaana and Saavn are connecting with the young generation. Their growth has been fueled by a series of M&A deals in the sector during the last year. The current leaders of digital music streaming in India got fresh burst of investments, with Gaana raising $115 million from China's internet giant Tencent, and Saavn raising $124 million from Reliance Jio and merging with the Jio music business.

During the year, Amazon Music entered the music OTT market. Amazon is offering its music streaming service free to Amazon prime members. There are also some stories of global leader Spotify entering the Indian market shortly. Given their global presence - operations across 65 countries, with over 159 million users (including 71 million premium subscribers), they are expected to launch with a big bang.

While the revenues of the music apps are growing, profitability is a huge concern. Given that royalties are at unreasonable rates, most of the digital streaming businesses are either chasing short term valuations or operating these services as loss leaders for their main businesses (like Amazon Music, Wynk, Jio).

In order to avoid erosion of its audiences, it is critical that radio players establish their digital brands and customized channels on music platforms. Radio players have the ability to launch digital products around talk, news, comedy and many other formats on these platforms. They can leverage the popularity of their Radio Jockeys (RJs). They can launch video webisodes. There is a world of opportunity out there for the creative radio talent. Digital provides a huge opportunity for growth.

5) MRUC releases IRS'17. Shows huge growth in radio:

The Indian Readership Survey (IRS) 2017, the world largest continuous study of media consumption, demographics, product ownership & usage, was released in January 2018 by the Media Research Users Council (MRUC). The research covers a sample of 3.2 lakh people. In the absence of comprehensive customized research for the radio industry, IRS is considered to be the most reliable research for listenership. IRS 2017 shows how strong the radio medium has become since the last IRS came out in 2014. Overall radio penetration has increased from 10% of the population to 19%. Urban radio penetration has increased by a huge 87% from 15% to 28%.

The penetration of radio on an All India basis looks small because private radio is still not available across vast swathes of the country. In places where radio is available, the penetration is far higher. In the top 10 markets for example, the penetration of radio as per IRS 2017 is as follows: Delhi 45%; Mumbai 35%; Kolkata 37%; Bangalore 44%; Chennai 43%; Pune 45%; Hyderabad 27%; Ahmedabad 31%; Lucknow 57% and Kanpur 53%. This makes it an average of 42% across the top 10 cities.

IRS also shows the very strong consumption of radio amongst the affluent NCCS A consumers as well as young consumers between the ages

of 12 and 29. In the same ten cities identified above, the penetration of radio amongst NCCS A consumers is on average about 8% higher (at 50%); amongst the 12-15 year olds is also about 8 to 9% higher (at 50%); amongst the 16-19 year olds is a whopping 13% higher (at 55%) and amongst the 20-29 year olds is 5% higher (at 47%). This is the kind of reach and profile that advertisers are very keen on. This is why we believe that radio will grow strongly in the years to come. This is also why we do not agree with the findings of the EY report as mentioned earlier.

6) GST impact on M&E sector:

GST, the largest indirect tax reform in independent India, was introduced with effect from July 1, 2017. With the advent of GST, several taxes levied by the central and state governments in the past have been subsumed into one overarching GST. Introduction of GST is a significant step in the field of Indirect tax reforms in India founded on the notion of "one nation, one market, one tax". By amalgamating a large number of Central and State taxes into a single tax and allowing set-off of prior-stage taxes, it would mitigate the ill effects of cascading and pave the way for a common national market. Several features in the Indian GST system have made the initial period after launch tumultuous. Businesses have struggled to adjust to the requirements of the new tax. Talking about the long-term benefits, it is expected that GST would not just mean a lower rate of taxes, but also minimum tax slabs. The industry leaders believe that the country would climb several ladders in the ease of doing business with the implementation of the most important tax reform ever in the history of the country.

The World Bank has said that with five tax slabs, India's GST structure is one of the most complex systems in the world. In addition to the five tax slabs, there are innumerable cess slabs which vary from 1% to 290% depending on the kind of product. Cesses were introduced to compensate states that lost tax revenues as a result of the switch to GST. This has made effective tax rates very high. For example, for high end cars, the GST rate is already high at 28%, and on top of that, a cess of 15% is levied. The Indian GST rates are the second highest among 115 countries, which have a similar indirect tax regime.

There are other complications as well. Exporters, who earlier were not subject to domestic indirect taxes, have been brought under the GST regime. Since then, they have been complaining about the trouble caused by the GST. Exporters have been grappling with working capital constraints due to delay in refunds pertaining to Integrated GST (IGST) as well as input tax credit (ITC) on outbound shipments.

There was significant disruption even in the quarter before the launch of GST. Since the indirect tax regime was changing, there was a major destocking of goods which happened in the distribution chain in the months before July. Dealers and distributors did not want to be left holding too many goods taxed under the old regime. This destocking was fully recovered in the months after July, but the supply chain disruption led to companies facing revenue volatility for a long period of time.

Revenue volatility always leads to a temporary cut in advertising, as businesses adjust their operations to manage the distribution pipeline.

There were many factors related to GST that affected radio broadcasters:

a) Registration in every state: Under the GST regime, every supplier is required to register in all the states from where the supply is made. This increases the compliance burden.

b) Local body entertainment tax: If local body entertainment tax is introduced on entry into entertainment events, the effective rate of tax on such events could be 30-40%.

c) GST on sponsorship revenue – Sponsorship revenue earned by event management companies is liable to GST under reverse charge mechanism. Sponsor of an event is liable to deposit GST instead of event management company. This is detrimental to the event management company since this would result in reversal of GST credits and lead to additional cost.

d) Place of supply for advertisements: GST law provides that place of supply for advertising services provided to government shall be each state where the advertisements are disseminated. This resulted in lot of operational difficulties.

The long term benefits of GST are well known. GST simplifies tax filing and allows for a seamless cascading of tax paid throughout the manufacturing cycle. This incentivizes even those businesses that today skirt taxes to come under the ambit of GST, thus increasing the number of tax payers, and improving tax compliance. Over a long period of time, this would lead to a reduction in overall tax rates. This is why industry has welcomed the launch of GST. We believe that GST will provide a boost to long term growth in the country and is thus a very positive move for the entire radio industry.

7) Other developments:

Mergers and Acquisitions:

Music Broadcast acquires Friend's FM in Kolkata: Mint reported in April 2018 "Private FM radio broadcaster Music Broadcast Ltd (MBL) on Monday announced that its board has approved the acquisition of the radio division of Ananda Offset Pvt Ltd (AOPL) in Kolkata by way of slump sale. Running under the brand name Friends 91.9 FM, the radio station of Ananda is operational since 2007. A statement from the company said the transaction allows MBL to tap the Kolkata market which is one of the top five markets in the country, besides being able to explore the large potential it offers from national advertisers. MBL has had a sales alliance with AOPL for the last five years. The transaction is expected to be value accretive and help in improving the EBITDA margins. Under the terms of the agreement, MBL will acquire 100% ownership of the radio division of AOPL, subject to approval of the ministry of information and broadcasting".

C. OPERATING PERFORMANCE

1) FY18 Operating results – a strategic pause:

The financial results of your Company in FY18 were hit by several factors. First, several government initiatives, as outlined in the previous section created disruption in the overall media landscape, leading to poor financial results across the spectrum. GST, RERA and the tail end effects of demonetization impacted the business sentiment and consequently advertising revenues of media companies. Your Company was also impacted by these events.

In addition, your Company took a conscious call to curtail the amount of advertising it plays. This was in reaction to the constant feedback listeners were giving it that all radio stations were playing too many ads. Your Company was perhaps amongst those playing relatively fewer ads, but being the leader, it decided to act on the feedback received. During FY18, we voluntarily cut ad volumes by 15%. This not only improved the listenership experience, it also helped us gain advertisers' trust and confidence. Since we were making such a big sacrifice, we requested our advertisers to help us with slightly higher ad rates. We partially succeeded in this. Our pricing for the year increased by 5.5%.

The ad volume cut also helped cement us as the clear leaders in listenership in the latest IRS report of 2017 also. This report was coming after a period of four years; so, it was important that during the interim period, we had not lost the lead. As things turned out, we emerged yet again as strong leaders in listenership. Apart from great programming and marketing, one of the reasons for this superior listenership performance was no doubt our decision to reduce ad volumes.

We decided to follow the same approach to advertising volumes in our new Phase-3 stations. We decided to cap ad volumes at 10 minutes per hour. For new stations, which do not have a listenership story to talk about yet, this proved to be the biggest selling point with advertisers. Advertisers hate it when their ads play inside an ad block that runs on for several minutes. A 10-minute ad cap ensures that advertisers get far more value for their money. In addition to smart programming and marketing, the ad volume capping is helping keep our pricing high. Our pricing of Phase-3 stations is super strong, thanks to the volume cap. In Bangalore, Mirchi 95 – our new Hindi station– commands a price premium over our Kannada Radio Mirchi 98.3 and is now the

station with the highest pricing in the market. Ditto Mirchi 95 in Hyderabad. In other markets, where we have Mirchi Love as the second station, the pricing of Mirchi Love is starting to get to the top of the heap, just after Mirchi. This is the scenario in Ahmedabad and Pune, two of the biggest markets for Love. Pricing is also consistently high across the Love network. In markets where Mirchi launched its first station under Phase-3 policy, markets like Chandigarh, the Mirchi pricing is already at the top. It is our belief that setting the price in the market is like launching a satellite in the skies. It takes more effort at the start, but a big thrust pushes the satellite into a higher orbit, where it stays. It's the same with radio. The initial marketing, programming and selling effort and cost is typically higher, given the way we do things at Mirchi, but the price orbit in which we put the brand is also much higher. The benefits of a higher price orbit are forever. The pain and struggle is only temporary at the beginning.

In addition to lowering ad volumes and increasing pricing, we also focused on improving the margins in our non-radio business. We dropped activation and concert ideas that were giving low margins or sometimes even losses and focused instead on those that gave us high margins. After spending nearly two years in the concert business, we understand the drivers of the business much better. We know which ideas can generate profits, and which ones can't. Our margins for the entire non-radio portfolio of products has increased from 19% to 24% in FY18.

FY18 also saw the scaling up of revenue generation for Ishq FM, the three metro stations (New Delhi, Mumbai and Kolkata) that belong to TV Today Network Limited ('TVTNL') for whom we generate ad revenues. Revenue growth for Ishq was close to 168% in FY18 over FY17 led on the back of superior programming and marketing by the TVTNL team and strong sales effort put in by the ENIL team. In March 2018, the Company entered into a non-binding memorandum of understanding with TVTNL, for the proposed acquisition of the Radio Business of TVTNL, comprising of three radio stations in New Delhi, Mumbai and Kolkata currently operated under the frequency 104.8FM and 'ISHQ 104.8FM' brand name. In April 2018, once the 3-year lock-in period provided under Phase-3 policy was over, TVTNL made a joint application with the Company to the Ministry of Information & Broadcasting (MIB) for acquisition of the Radio Business of the aforesaid radio stations. The Company is awaiting the MIB's response to the application.

During FY18, several marketing activities of the Company achieved a bigger scale. The flagship Mirchi Music Awards (Hindi) completed 10 glorious years. For us, these awards are a way of giving back to the music industry and applauding them for their tremendous creative talent. As always, the who's who of the film and music fraternity were present in the show. The Company also converted its weekly radio show Mirchi Top 20 into a weekly TV show on Zoom TV. The initial results are exciting. Mirchi Top 20 is now a truly multi-media show with weekly runs on radio, print, TV and online. We also scaled up our flagship activation property – Mirchi Neon Run – and several others into bigger multi-city affairs. We organized close to 93 concerts during the year including the multi-city tour of YouTube sensation Vidya Vox.

A significant monetary investment was made in programming as well. We launched India's first show on candid relationships featuring Bollywood producer par-excellence Karan Johar. In his inimitable style, Karan offered frank and bold advice on all matters pertaining to love, and relationships to all who called, including to many big Bollywood stars. The show was also run of Ishq's network in Delhi, Mumbai and Kolkata under a content sharing agreement. The iconic Mahesh Bhatt and his daughter Pooja hosted a show on Mirchi, sharing the innermost secrets of Bollywood with our listeners. They covered many exciting topics – relationships, drugs, affairs and breakups, success and failure and the much talked about but never openly discussed underworld connections. The show was an instant hit. Many other programming innovations were made during the year. It is on the back of these innovations that Mirchi has retained its strong listenership position in the IRS.

In FY18, total income of ENIL reduced from

₹ 575.4 crores in FY17 to ₹ 545.9 crores in FY18, a drop of 5.1%. Profit after Tax dropped by 35.5% from ₹ 54.5 crores in FY17 to ₹ 35.2 crores in FY18. We hope to recover in FY19 as we emerge strong after the strategic pause of FY18.

2) Digital:

Your Company continued to strengthen its digital online radio offerings in partnership with Gaana by adding more stations to the portfolio, taking the total number of its stations to 21. We added to our regional offerings by adding a *Kannada Hits* station, and *Telugu Love* station. Our online stations reach has grown to more than 3.5 million unique listeners in the last year, with listeners tuning in not just from across India but from across the world. Total streaming of Mirchi online stations increased by 47% to more than 400 million streams in FY18. We plan to continue investing in the online streaming business going ahead and be present across multiple digital platforms.

The overall digital reach of Radio Mirchi has continued to grow explosively in social media too.

- We crossed 2 million Subscribers across our Youtube channels, with the flagship channel crossing 1.5 million subscribers, and making it to the top 100 Youtube channels of India
- Radio Mirchi brought in a special focus on the Social Media Presence of its RJs and has a massive cumulative fan-base across all its RJs with 7Mn fans on Facebook, 1Mn on Instagram, and 2Mn on Twitter.
- We have shifted all the online radio products of Radio Mirchi under the Umbrella identity of Mirchi Play on Gaana. This umbrella identity will help ENIL better market its diverse offerings of web-radio, online podcasts and FM radio. It will also help us aggregate our online listeners under one common offering and monetize them better. We plan to extend the Mirchi Play digital identity across other online platforms too.

Radio Mirchi made a focused effort in Video content development and original IP creation and created the first superhit Tamil content series called Kalyaanam (with RJ Senthil), which generated more than 10 million views on Youtube. We also produced a Gujarati series called Jalsa Party (with RJ Dhvanit). Both of these have seen tremendous advertiser and listener interest and gives us the confidence to do more in the original video content space.

3) Listenership Performance:

According to the latest IRS data released recently, Radio Mirchi has once again emerged as the number one FM broadcaster in Delhi and Mumbai, as well as in the top 8 metros taken together.

IRS 2017 was released recently by industry non-profit Media Research Users Council (MRUC) after a gap of nearly 4 years.

In Mumbai (including Vasai-Virar), Mirchi is heard by 25.4 lakh people weekly while in Delhi NCR, it is heard by a huge 44.6 lakh people, leading its nearest competitor in these two cities, Big FM, by 21% and 20% respectively. Taken together, in the top 8 metros that include Bangalore, Chennai, Kolkata, Ahmedabad, Pune and Hyderabad, Mirchi leads with 1.45 crore listeners, 32% ahead of the number 2 player Red FM. In the 7 metros that Radio City is present in (except Kolkata), Mirchi leads it by 46%. In the 7 metros that Big FM is present in (except Pune), it leads it by 28%. In the 6 metros that Fever FM is present in, Mirchi leads it by 65%.

Mirchi also leads nationally with 2.9 crore listeners. In Bangalore and Hyderabad, Mirchi's second channel, a Hindi channel called Mirchi 95, pulls in 9.6 lakh listeners. In Ahmedabad, Pune, Jaipur, Kanpur, Lucknow, Surat and Nagpur, Mirchi's second channel, Mirchi Love has pulled in 19.5 lakh listeners.

As per MRUC, nearly 20 crore people in India listen to FM radio every month, split nearly half-half between urban and rural areas. Radio listenership grew by 13% in urban areas since the last research in 2014.

An important highlight of FM radio's listenership is its premium listener profile. As many as 45% of listeners in the top 8 markets belong to the premium class, NCCS A. These listeners are the most prime audiences for

advertisers. Even at a national level, NCCS A listeners are at 29%, nearly double of their share in the population. A reason for the high profile of radio listeners is listenership inside cars. As many as 25% of listeners in the 8 metros consume radio on their car stereos, a big jump since 2014.

4) Mirchi's international presence:

UAE: Radio Mirchi has been present in the UAE for the last several years. We have a brand licensing agreement with our partners in the UAE – Abu Dhabi Media Corporation (ADMC). Over the last several years, we have done some exceptional programming and marketing. As soon as we entered, we won the prestigious Masala Awards for best Hindi radio station three times in a row. But leadership in listenership eluded us till very recently.

Finally, in the Wave 1 research of Quarter 4, 2017, we were declared the number 1 brand across all UAE by Nielsen. This leadership position is across languages – Arabic, Hindi, English, Malayalam and others.

The top 3 stations nationwide in the UAE are:

Radio Mirchi	:	2.25 million
Radio4FM	:	1.46 million
Virgin	:	1.40 million

Not only is our reach the highest, our time-spent-listening (TSL) also is the highest amongst all Hindi station at 4 hours 29 minutes per week.

Clearly, the power of brand Mirchi and the strength of our programming and marketing teams is visible from these numbers.

Bahrain: After scoring a resounding success in the UAE, we have entered into a brand licensing agreement with our partner in Bahrain, Adline Media Network. Like in the UAE, we will provide complete programming and marketing support to our partner in Bahrain.

Other countries: We are exploring opportunities in other GCC countries as well as in other parts of the world. The demand for brand Mirchi is high. The entry strategy in each country may vary, but what doesn't change is the traction that brand Mirchi has amongst South Asian listeners everywhere in the world.

5) Awards & Recognition:

- **Indian Content Leadership Awards – 2018**
  - Radio Mirchi won Gold for "Most Engaging Content in A Mobile Campaign" category for Radio Rangeela initiative for Asian Paints
- **Excellence in Radio Awards (India Radio Forum–2018)**
  - Radio Mirchi Kolkata station won Gold for "Sunday Suspense" under the award category "Best Radio Programme (Bengali)"
  - Radio Mirchi Ahmedabad station won Gold for "Kitli Kulture" under the award category "Best Radio Programme (Gujarati)"
  - Radio Mirchi Delhi station won Gold for "Mirchi Murga" under the award category "Best Radio Sparkler (Hindi)"
  - Radio Mirchi Kolkata station won Gold for "Sunday Suspense 8th Birthday Promo" under the award category "Best Radio Promo – In-house (Bengali)"
  - Radio Mirchi CS Mumbai station won Gold for "Mothers Are Liars" under the award category "Best Radio Promo – In-house (English)"
  - Radio Mirchi Kolkata station won Silver for "Hi Kolkata" under the award category "Best Radio Programme (Bengali)"
  - Radio Mirchi Aurangabad station won Silver for "Hi Aurangabad" under the award category "Best Radio Programme (Marathi)"
  - Radio Mirchi Ahmedabad station won Silver for "RJ Kunal" under the award category "RJ of The Year (Gujarati)"
  - Radio Mirchi Aurangabad station won Silver for "RJ Shivani" under the award category "RJ of The Year (Marathi)"
  - Radio Mirchi Kolkata station won Silver for "FIFA Under 17 World Cup

Inspiration Promo" under the award category "Best Radio Promo – In-house (Bengali)"

- Radio Mirchi Bangalore station won Silver for "Wild by Nature Song" under the award category "Best Radio Promo – In-house (English)"
- Radio Mirchi CS Delhi station won Silver for "Quaker Oats + Milk" under the award category "Best Marketing Campaign"

- **Golden Mikes – 2018 (Radio Advertising Awards)**
  - Radio Mirchi won a Gold for "GST Campaign - GST Ko Thoda Simple Banao, Mirchi 98.3 Lagao" under the award-category "Broadcasters" and sub-category "Best On Air Promotion by a Network of Radio Stations for Self- not sponsored"
  - Radio Mirchi won a Silver for "Comio P1" campaign of Comio under the award-category "Creativity" and sub-category "Best Single Commercial- IT, Telecommunications & Digital Media"
  - Radio Mirchi won a Bronze for "Knorr Confused Bhookh" campaign of HUL under the award-category "Creativity" and sub-category "Best Single Commercial-FMCG- Personal and Homecare, Beauty & Cosmetics"
  - Radio Mirchi won a Bronze for "Channel V Pe Dekh" campaign of Star India under the award-category "Creativity" and sub-category "Best Single Commercial- Media & Entertainment (TV Shows/Films)"
  - Radio Mirchi won a Bronze for "Flat 983" campaign of Investors' Clinic under the award-category "Promotions" and sub-category "Best On-Air Promotion for a Client- Single Station"
- **Global Customer Engagement Award (Asia Customer Engagement Forum – 2018)**
  - Radio Mirchi won a Gold for "RJ Jeeturaj" under the category Radio Jockey of The Year in Individual Awards
  - Radio Mirchi won a Gold for "Pepsi Boom Box" under the category Creativity in Events & Promotions
  - Radio Mirchi won a Gold for "Don't Listen Kar Daal" campaign under the category Creativity in Radio
  - Radio Mirchi won a Silver for "RJ Naved" under the category Radio Jockey of The Year in Individual Awards
  - Radio Mirchi won a Silver for "Thaamb Mumbai Thaamb" campaign under the category Effectiveness in Radio
  - Radio Mirchi won a Silver for "98. TREE" campaign under the category Innovation in Radio
  - Radio Mirchi won a Silver for "Flat 983" campaign under the category Successful use of CSR activity in Radio
  - Radio Mirchi won a Silver for "Pepsi Boom Box" under the category Innovation in Events & Promotions
  - Radio Mirchi won a Bronze for "Pepsi Boom Box" under the category Effectiveness in Events & Promotions
  - Radio Mirchi won a Bronze for "Navi Ki Toli" under the category Best Use of Celebrity Endorsement in Events & Promotions
  - Radio Mirchi won a Bronze for "Navi Ki Toli" under the category Creativity in Events & Promotions
  - Radio Mirchi won a Bronze for "A Pro Deserves A Pro" campaign under the category Best Use of Celebrity Endorsement in Radio
  - Radio Mirchi won a Bronze for "Mothers Are Liars" campaign under the category Promotions in Radio
  - Radio Mirchi won a Bronze for "Sadda Ghar Wapas Kar" campaign under the category Best Use of Customer Feedback in Radio
  - Radio Mirchi won a Bronze for

"Fundraising for Devendra Kapri" campaign under the category Effectiveness in Radio

- Radio Mirchi won a Bronze for "Knorr-Confused Bhookh" campaign under the category Creativity in Radio

6) CSR Initiatives:

Bennett University (BU) is a body corporate under The Bennett University, Greater Noida, Uttar Pradesh Act, 2016. BU, a state private university in Uttar Pradesh, with the aim of providing Ivy League quality of education to undergraduate and postgraduate students. It fosters a proactive environment of Innovation and Entrepreneurship, while enhancing skills in all areas of higher education through the internationally acclaimed Centers of Excellence such as Centre for Innovation & Entrepreneurship (CIE) and Centre of Executive Education (CEE).

The Company has contributed ₹ 201.50 lakhs to BU towards CSR initiatives and ₹ 9.50 lakhs towards Building CSR capacities including CSR manpower cost, expenditure on administrative overheads, etc. for the financial year 2017-18. Relevant details regarding CSR Policy development and implementation has been stated in the Directors' Report at para 12 (CSR Committee).

7) HR Initiatives:

In today's competitive age the hunt for talent has increased manifold. We are seeing both the new age and traditional sectors compete fiercely for the same talent pool. We are happy to inform you that your Company continues to be the employer of choice for the top talent.

The best talent scouters for any Company are its own people. Typically, one out of every three new employees are referred by our existing workforce. Not only does this increase the possibility of a high-quality hire, it is also an indicator of an engaged workforce.

Being a market leader, we have consciously opted for a "Build" as against a "Buy" approach to talent development. We regularly visit and interact with B-Schools & Media campuses to pick up the top talent and enroll them as a part of our Management Trainee Program. We believe that these investments are a must if we are to secure & strengthen the middle and top management talent pool in the next few years.

As a conscious strategy which we embarked upon last year, this year too we have increased our training spends to improve productivity. We clocked nearly 2000 person-days of training, amounting to almost 2 person-days of training per person. Around 65% of our workforce went through a formal training plan based on the developmental needs identified for them. This year we also added a few e-learning options. The millennial workforce is now increasingly becoming an on-demand generation. We will invest further in e-learning opportunities to provide our workforce with on-demand training content which they can consume at a time and location of their choice. Having said that, we are aware that creating a culture of learning is a never-ending process, and we are committed to continuing with this effort.

We have always prided ourselves on being an employee friendly organization. With a 30%+ workforce comprising of women, we are keen to continue remaining an employer of choice for talented women in the country. Recognizing that a healthy work culture needs to be maintained at all times, especially with the Mirchi footprint spreading into newer markets, your Company continues to reinforce its unique DNA in all markets of operation. Senior management of the Company and the HR team continue to be directly involved in training & related employee communication activities. ENIL's talent has always commanded a premium in terms of its quality in the market place and with this added investment we hope to shift the quality of our talent up by a few notches.

D. Risks, Concerns and Challenges Facing the Company

1) Macroeconomic risk:

The radio sector is a true reflector of the strength of the consumer economy in the country. Anything that disturbs the sentiment of the consumer segment – like Demonetization, RERA and GST did in FY18– is likely to disturb the fortunes of the radio industry also. Your Company has been very careful in its bidding strategy for stations

under Phase-3 policy. It has provided enough protection against disruptions caused by possible macroeconomic initiatives in the future.

2) **Changing business environment:**

In the changing business environment, advertisers are moving away from buying media to buying "solutions". It is thus important for all radio players to stay alert to this changing environment. Your Company is a leader in providing solutions to clients, with the widest array of products to offer to clients. These clients include Activations, Concerts, TV properties, Multi-media solutions, digital, video, international and even original content.

3) **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 periodically reviewed, added and deleted. Process owners take responsibility for the risks and brief management and the Board about the same. Risk Management process has been outlined in the Directors' Report at para 31 (Risk Management).

4) **Retaining Talent:**

As mentioned earlier, the most important raw material that goes into producing great content, and thus making a great media business, is the quality of its talent pool. If it becomes difficult to attract suitable talent, a company is bound to lose its pace. Fortunately, at Mirchi, we have always been able to recruit the very best in the country. As seen in FY18, we are even able to attract the absolute topmost Bollywood talent to host shows on our channel – Karan Johan and Mahesh Bhatt being two prime examples.

E. Segment- Wise Financial Performance

Management Discussion and Analysis of the Company's operations together with the discussion on financial performance with respect to operational performance should be read in conjunction with the financial statements and the related notes.

1) **ENIL – Radio Mirchi:**

ENIL's revenue from operations de-grew 3.4% to ₹ 537.1 crores, EBITDA from operations de-grew 7.4% to ₹ 116.6 crores and PAT de-grew by 35.5% to ₹ 35.2 crores. Net Cash and Cash equivalents (after considering borrowings) of the Company as on March 31, 2018 was ₹ 69.3 crores.

2) **Subsidiary Company:**

Alternate Brand Solutions (India) Limited (ABSL) is the Company's wholly owned subsidiary since 2007. ABSL recorded a total income of ₹ 61.80 lakhs during the financial year 2017-18. Profit after Tax stood at ₹ 48.10 lakhs 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.

The Company has adopted the Integrated Reporting on a voluntary basis. The information related to the Integrated Reporting forms part of the Management Discussion & Analysis and as a part green initiative, Integrated Reporting has been hosted on the website

of the Company (*www.enil.co.in*) at url: *http://www.enil.co.in/financials-annual-reports.php* and same shall be kept open for inspection at the Registered Office of the Company and shall also be available at the AGM.

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, 2018, the employee strength (on permanent roll) of the Company was 1084.

For and on behalf of the Board of Directors

sd/-

Vineet Jain
Chairman
[DIN: 00003962]

Mumbai, May 23, 2018

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 Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Entertainment Network (India) Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with [the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 Ind AS 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 Ind AS 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 of the standalone Ind AS financial statements 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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 Ind AS 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 Ind AS 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 Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone Ind AS 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, 2018, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

INDEPENDENT AUDITOR'S REPORT

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 including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, 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 with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" 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 Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements –Refer Note 43 to the standalone Ind AS 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 23, 2018

Annexure 1 to the Independent Auditor's Report

Re: Entertainment Network (India) Limited ("the Company")

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) All fixed assets were physically verified by the management in the previous year in accordance with a planned programme of verifying them once in three years which, in our opinion, is reasonable having regards to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment 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 Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (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 within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(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 section 148(1) of the Companies Act, 2013, related to the service of radio broadcasting, and are of the opinion that prima facie, the specified 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 custom, value added tax, cess and other 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, there are no undisputed dues in respect of provident fund, employees' state insurance, income-tax, , service tax, sales-tax, duty of custom, value added tax, cess and other statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable.

(c) According to the records of the Company, the dues of income-tax, sales-tax, service tax, duty of custom, value added tax and cess on account of any dispute, are as follows:

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	106,105,220	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)
Income Tax Act, 1961	Income Tax	15,010	Assessment Year 2014-15	Commissioner of Income Tax (Appeals)

ANNEXURE TO THE

INDEPENDENT AUDITOR'S REPORT

(viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank or government or dues to debenture holders.

(ix) According to the information and explanations given by the management, the Company has not raised any money way of initial public offer or further public offer (including debt instruments) and term loans hence, reporting under clause (ix) 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 according to 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 / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(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 Companies Act, 2013 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, reporting requirements under clause 3(xiv) are not applicable to the company and, 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 Companies Act, 2013.

(xvi) According to the information and explanations given to us, to 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 23, 2018

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")

We have audited the internal financial controls over financial reporting of Entertainment Network (India) Limited ("the Company") as of March 31, 2018 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 with reference to these standalone financial statements 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 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 with reference to these standalone financial statements 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 over financial reporting with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone financial statements, 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 over financial reporting with reference to these standalone financial statements.

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Financial Statements

A company's internal financial control over financial reporting with reference to these standalone financial statements 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 with reference to these standalone financial statements 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 With Reference to these Standalone Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone financial statements, 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 with reference to these standalone financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone financial statements 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 over financial reporting with reference to these standalone financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at March 31, 2018, 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 23, 2018

BALANCE SHEET

as at March 31, 2018

(₹ in lakhs)

	Notes	March 31, 2018	March 31, 2017
ASSETS			
Non-current assets			
Property, plant and equipment	3	5,775.43	5,835.21
Capital work-in-progress	4	6,258.81	6,643.82
Investment properties	5	85.94	102.79
Goodwill	6	46.49	46.49
Other intangible assets	7	61,522.06	65,468.03
Financial assets			
Investments	8	702.50	702.50
Others	9	2,228.24	1,881.77
Other non-current assets	10	2,212.57	948.72
Total Non-Current assets		**78,832.04**	**81,629.33**
Current assets			
Financial assets			
Investments	11	15,528.98	10,754.44
Trade receivables	12	17,019.90	16,215.44
Cash and cash equivalents	13	1,792.13	1,854.44
Other bank balances	14	4.90	4.93
Others	15	234.96	310.62
Other current assets	16	2,106.83	2,755.09
Total Current assets		**36,687.70**	**31,894.96**
TOTAL ASSETS		**115,519.74**	**113,524.29**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	17	4,767.04	4,767.04
Other equity	18	83,659.17	80,699.58
Total Equity		**88,426.21**	**85,466.62**
Liabilities			
Non-current liabilities			
Employee benefit obligations	19	917.35	891.76
Deferred tax liabilities (net)	20	2,455.12	991.04
Total Non-Current liabilities		**3,372.47**	**1,882.80**
Current liabilities			
Financial liabilities			
Short-term borrowings	21	10,396.06	12,319.09
Trade payables	22	10,486.84	11,159.08
Others	23	23.40	23.41
Other current liabilities	24	2,650.73	2,524.69
Employee benefit obligations	25	164.03	148.60
Total Current liabilities		**23,721.06**	**26,174.87**
TOTAL EQUITY AND LIABILITIES		**115,519.74**	**113,524.29**
NOTES FORMING PART OF THE FINANCIAL STATEMENTS	1-49		

The above balance sheet should be read with the accompanying notes.

As per our report of even date
For **S.R.Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration No.: 101049W/E300004

Govind Ahuja
Partner
Membership No. 48966

Place : Mumbai
Dated : May 23, 2018

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 and Company Secretary
[Membership No. FCS: 5839]

STATEMENT OF PROFIT & LOSS

for the year ended March 31, 2018

(₹ in lakhs)

	Notes	For the year ended March 31	
		2018	2017
Revenue from operations	26	52,674.95	54,872.43
Other operating income	26	1,033.65	705.56
Other income	27	881.92	1,959.11
Total Income		**54,590.52**	**57,537.10**
Expenses:			
Employee benefits expense	28	11,853.98	10,537.52
Finance cost	29	472.01	1,356.98
Depreciation and amortisation	30	6,345.05	5,360.46
Operating and other expenses	31	30,193.92	32,450.92
Total Expenses		**48,864.96**	**49,705.88**
Profit Before Taxation and Exceptional Item		**5,725.56**	**7,831.22**
Add: Exceptional Item	48	423.76	–
Profit before tax		**6,149.32**	**7,831.22**
Tax expense: (Refer Note (2)(xiv))	32		
Current tax		1,483.00	1,963.00
Deferred tax		766.75	417.98
Deferred tax of earlier years		383.68	2.84
Total tax expenses		**2,633.43**	**2,383.82**
Profit for the year		**3,515.89**	**5,447.40**
Other Comprehensive Income (OCI)			
Items that will not be reclassified to profit or loss			
– Remeasurement of post employment benefit obligations		26.69	(74.57)
– Income tax relating to items that will not be reclassified to profit or loss		(9.24)	25.81
Other comprehensive income for the year, net of tax		**17.45**	**(48.76)**
Total Comprehensive Income for the year		**3,533.34**	**5,398.64**
Earnings per equity share [nominal value per share: ₹ 10 (2016-17: ₹ 10)] (Refer Note (2)(xiii))	40		
– Basic		7.38	11.43
– Diluted		7.38	11.43
NOTES FORMING PART OF THE FINANCIAL STATEMENTS	1-49		

The above statemement of Profit and Loss should be read with the accompanying notes.

As per our report of even date
For **S.R.Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration No.: 101049W/E300004

Govind Ahuja
Partner
Membership No. 48966

Place : Mumbai
Dated : May 23, 2018

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 and Company Secretary
[Membership No. FCS: 5839]

STATEMENT OF CHANGES IN EQUITY

as on March 31, 2018

(₹ in lakhs)

A.	**Equity Share capital**	
	Balance as at April 1, 2016	**4,767.04**
	Changes in equity share capital during the year	–
	Balance as at March 31, 2017	**4,767.04**
	Changes in equity share capital during the year	–
	Balance as at March 31, 2018	**4,767.04**

B. Other Equity

	Reserves and Surplus		
	Securities premium	**Retained earnings**	**Total**
Balance as at April 1, 2016	**18,852.16**	**57,022.53**	**75,874.69**
Profit for the year	–	5,447.40	5,447.40
Other comprehensive income	–	(48.76)	(48.76)
Dividends paid	–	(476.70)	(476.70)
Dividend distribution tax	–	(97.05)	(97.05)
Balance as at March 31, 2017	**18,852.16**	**61,847.42**	**80,699.58**
Profit for the year	–	3,515.89	3,515.89
Other comprehensive income	–	17.45	17.45
Dividends paid	–	(476.70)	(476.70)
Dividend distribution tax	–	(97.05)	(97.05)
Balance as at March 31, 2018	**18,852.16**	**64,807.01**	**83,659.17**

As per our report of even date
For **S.R.Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration No.: 101049W/E300004

Govind Ahuja
Partner
Membership No. 48966

Place : Mumbai
Dated : May 23, 2018

For and on behalf of the Board of Directors

Vineet Jain
Chairman
[DIN: 00003962]

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Director
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Managing Director & CEO
[DIN: 02747925]

N. Subramanian
Group CFO

Mehul Shah
SVP Compliance and Company Secretary
[Membership No. FCS: 5839]

STATEMENT OF CASH FLOWS

for the year ended March 31, 2018

(₹ in lakhs)

	For the year ended March 31	
	2018	**2017**
A) CASH FLOW FROM OPERATING ACTIVITIES :		
Profit before taxation	**6,149.32**	**7,831.22**
Adjustments for :		
Depreciation and amortisation	6,345.05	5,360.46
Interest income on investments	(22.09)	(17.43)
Finance cost	472.01	1,356.98
Provision no longer required written back	(945.84)	(614.26)
Profit on fair value of investment	(674.92)	(541.96)
Profit on sale of current investments	(139.28)	(1,355.05)
Exchange gain / loss	(0.88)	0.77
(Profit) on sale of tangible assets	(6.03)	(1.76)
Tangible assets written off	39.73	26.32
Provision for doubtful debts (net)	107.89	687.35
Bad debts written off	429.99	178.11
Provision for retirement benefits	41.01	188.47
Operating profit before working capital changes	**11,795.96**	**13,099.22**
Adjustments for changes in working capital :		
(Increase) in trade receivables	(1,341.46)	(3,051.97)
(Increase) in long term loans	(327.97)	(97.02)
Decrease in other non-current non financial assets	0.03	-
(Increase) / Decrease in other current financial assets	75.66	(277.44)
(Increase) / Decrease in other non-current assets	(1.62)	358.25
Decrease / (Increase) in other current non financial assets	648.26	(1,002.07)
(Decrease) / Increase in other current financial liabilities	(0.01)	(7.11)
Increase / (Decrease) in trade payables	273.60	3,775.24
(Decrease) / Increase in other current liabilities	126.04	(346.21)
(Decrease) / Increase in short term provisions	26.69	(74.57)
Cash generated from operations	**11,275.18**	**12,376.32**
Taxes paid (net)	(1,501.09)	(1,945.95)
Net cash generated from Operating Activities (A)	**9,774.09**	**10,430.37**

STATEMENT OF CASH FLOWS

for the year ended March 31, 2018

(₹ in lakhs)

		For the year ended March 31	
		2018	2017
B) CASH FLOW FROM INVESTING ACTIVITIES :			
Purchase of tangible assets, including capital work in progress and capital advances		(2,602.41)	(3,533.37)
Purchase of intangible assets, including capital work in progress and capital advances		–	(5,156.21)
Proceeds from sale of tangible assets		53.81	3.57
Interest received		3.59	9.54
Purchase of current investments		(39,995.00)	(48,224.53)
Proceeds from sale of current investments		36,034.66	62,105.34
Net cash from / (used in) Investing Activities (B)		**(6,505.35)**	**5,204.34**
C) CASH FLOW FROM FINANCING ACTIVITIES :			
Amount received on issue of Commercial Papers		10,257.27	12,180.09
Amount repaid on issue of Commercial Papers		(13,000.00)	(27,000.00)
Dividend paid		(476.70)	(476.57)
Dividend distribution tax paid		(97.05)	(97.05)
Interest paid		(14.57)	(0.84)
Net cash (used in)/ from Financing Activities (C)		**(3,331.05)**	**(15,394.37)**
Net Increase in Cash and Cash Equivalents (A)+(B)+(C)		**(62.31)**	**240.34**
Cash and Cash Equivalents as at the beginning of the year		**1,854.44**	**1,614.10**
Cash and Cash Equivalents as at the end of the year		**1,792.13**	**1,854.44**
Balance as per Statement of Cash flows		**(62.31)**	**240.34**
NOTES ON CASH FLOW STATEMENT :			
1. Cash and cash equivalents at the end of the year as per Balance Sheet (Refer Notes 2(xii) and 13 in the Financial Statements).		1,792.13 **1,792.13**	1,854.44 **1,854.44**
2. Previous year's figures have been regrouped and rearranged wherever necessary.			
The above statement of cash flows should be read with the accompanying notes.	**1-49**		

As per our report of even date
For **S.R.Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration No.: 101049W/E300004

Govind Ahuja
Partner
Membership No. 48966

Place : Mumbai
Dated : May 23, 2018

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 and Company Secretary
[Membership No. FCS: 5839]

1. Corporate 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 and has its registered office at Mumbai, Maharashtra, India. The Company operates FM radio broadcasting stations in 41 Indian cities under the brand names 'Radio Mirchi' , 'Mirchi Love', 'Mirchi 95' and 'Kool FM'.

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, concerts and monetization of Company's digital and other media properties.

These financial statements were approved for issue by the Company's Board of Directors on May 23, 2018.

2. Significant Accounting Policies

i. Basis of preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on an accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements except where a newly issued accounting standard has been adopted or a revision to an existing accounting standard requires a consequent change in the accounting policy hitherto in use.

Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle.

An asset is treated as current when it is:

a) Expected to be realised or intended to be sold or consumed in the normal operating cycle

b) Held primarily for the purpose of trading

c) Expected to be realised within twelve months after the reporting period, or

d) A cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

a) It is expected to be settled in the normal operating cycle

b) It is held primarily for the purpose of trading

c) It is due to be settled within twelve months after the reporting period, or

d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

Based on the nature of services and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities. The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities which are measured at fair value (refer note ix below)

The Functional Currency of the Company is the Indian Rupee (₹). These financial statements are presented in Indian Rupees (rounded off to lakhs; one lakh equals one hundred thousand).

ii. Revenue Recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable. The revenue recognised is net of discounts, volume rebate and any taxes or duties collected on behalf of the government which are levied on revenue such as service tax, goods and service tax (GST), etc.

Revenue from Radio Broadcasting and other services

a. Revenue from radio broadcasting is recognised on an accrual basis on the airing of client's commercials.

b. Revenue from other services is recognised, in the period in which the services are rendered and where applicable, the percentage completion method is applied.

Other Income

a. Dividends, if any are recognised in statement of profit or loss only when:
   i) the right to receive payment is established;
   ii) it is probable that the economic benefits associated with the dividend will flow to the Company; and
   iii) the amount of the dividend can be measured reliably.

b. Interest income from financial assets is recognised using the effective interest rate method. The effective interest rate is the rate that discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

iii. Business Combinations

Business combinations, if any are accounted by using the acquisition method as per Ind AS 103 'Business Combination'. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at fair value on acquisition date and the amount of any non-controlling interests in the acquiree. Acquisition related costs are expensed as incurred.

Goodwill is initially measured at cost, being the excess of the net acquisition cost and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the net cost of acquisition, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the Company recognises the gain directly in equity as capital reserve, without routing the same through OCI.

iv. Property, Plant and Equipment

Property, Plant and Equipment are stated at acquisition cost less accumulated depreciation and impairment losses, if any. Cost of Property, Plant and Equipment comprises purchase price, duties, levies (excluding input tax credit), 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. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. The present value of the expected cost for the decommissioning of an asset (after its use) is included in the cost of the respective asset if the recognition criteria for a provision are met.

Cost incurred on Property, Plant and Equipment not ready for their intended use is disclosed as Capital Work-in-Progress. Advances paid towards the acquisition of Property, Plant and Equipment outstanding at each balance sheet date are classified as capital advances under other non-current assets.

Depreciation on Property, Plant and Equipment other than leasehold improvements, is provided on written down value method as per the useful life and in the manner specified in schedule II to the Act. Leasehold improvements are depreciated on straight line basis, over the lease period.

The estimated useful lives used by the Company to compute depreciation is as under:

Asset class	Useful lives estimated by the management (in years)
Building (Including compensation paid for use of land)	60
Plant and machinery - Studio	15
Plant and machinery - Transmission	13
Furniture and fixtures	10
Office equipment	5
Motor vehicles	8
Leasehold improvements	Life based on lease period
Computers	3
Computers – Servers	6

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

An item of Property, Plant & Equipment is derecognised upon disposal and any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

v. Intangible assets

a. Frequency Module (FM) Radio Licenses

Non-Refundable One Time Migration Fee paid by the Company for existing FM Radio licenses upon migration to Phase III of the Licensing policy and Non-Refundable One Time Entry Fee paid by the Company for acquiring new FM radio licenses have been capitalised as an intangible asset. These assets are stated at cost less accumulated amortisation and impairment losses, if applicable.

A summary of amortisation policies applied to the licenses is tabulated below:

Asset class	Useful lives estimated by the management (in years)
Non-Refundable One Time Migration Fee	15 years with effect from April 1, 2015
Non-Refundable One Time Entry Fee	15 years from the date of operationalisation of the respective stations

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

b. Goodwill

Goodwill represents the cost of business acquisition in excess of the Company's interest in the net fair value of identifiable assets and liabilities of the acquisition. Goodwill is measured at cost less accumulated impairment losses, if any.

c. Software

a. Software acquired 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 to the statement of profit and loss account in the

year of purchase.

b. Expenditure on Enterprise Software such as SAP, Sales CRM and Performance Appraisal Software etc. where the economic benefit is expected to be more than a year is recognised as an "Intangible Asset" and are amortised over a period of 45 to 60 months.

vi. Investment property

Investment in buildings that is not intended to be occupied substantially for use by, or in the operations of the Company, have been classified as investment property. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. All repairs and maintenance costs incurred for the investment properties are charged to statement of profit and loss account when incurred.

Investment properties are depreciated using the written down value method over their estimated useful lives. Investment properties generally have a useful life of 60 years.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes (Refer note 5). Fair values are determined based on an annual evaluation performed by an accredited external independent valuer. 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 carrying value.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

vii. 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 recognised as an expense in the period in which they are incurred.

viii. 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.

ix. Financial instruments

a. Recognition and initial measurement

The Company recognizes trade receivables, trade payables and debt securities when they are originated at transaction price. All other financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Except trade receivables and trade payables, all financial assets and liabilities are recognised at fair value. In case of financial assets and liabilities that are not measured at fair value through profit or loss, directly attributable transaction costs are added to the fair value on initial recognition.

b. Classification and subsequent measurement

i. Financial assets

The Company classifies its financial assets in the following measurement categories:

- those to be measured at fair value through profit or loss; and

- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

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.

Realised and unrealised gains/ losses arising from changes in the fair value of the "financial assets at fair value through profit or loss" investment category are included in the statement of profit and loss in the period in which they arise.

ii. Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest rate method. For trade and other payables, the carrying amounts represents the fair value due to the short maturity of these instruments.

Realised and unrealised gains/ losses arising from changes in the fair value of the "financial liabilities at fair value through profit or loss" are included in the statement of profit and loss in the period in which they arise.

iii. Investment in subsidiary

Investment in subsidiary is carried at cost.

c. Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109- 'Financial Instruments'. A financial liability (or part of a financial liability) is derecognised from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

d. Impairment of financial assets

The Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in the credit risk.

For trade receivables, the Company applies the simplified approach permitted by Ind AS 109- 'Financial Instruments', which requires expected lifetime losses to be recognised from initial recognition of the receivables.

x. Employee benefits

a. Defined Contribution Plans:

The Company has defined contribution plans for post-employment benefits such as Provident Fund, National Pension Scheme, Employee's State Insurance and Employee's Pension Scheme, 1995. The Company contributes to a government administered Provident Fund, state plan namely Employee's Pension Scheme, 1995, Employee's State Insurance Scheme and 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 recognised in the statement of profit and loss every year.

b. Defined Benefit Plans:

The Company has defined benefit plans namely gratuity for all its employees. Liability for defined benefit plans is provided based on 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 and gains are recognised in other comprehensive income and shall not be reclassified to the statement of profit and loss in a subsequent period.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the statement of profit or loss as past service costs.

c. Other Long term benefits

The Company has other long term benefits namely 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 short term. Other such liabilities are considered long term.

d. Termination benefits are recognised as an expense as and when incurred.

xi. 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 net off any lease incentives received from the lessor are charged to the statement of profit and loss on a straight line basis over the period of the lease unless the increase in payments is in line with the expected general inflation.

xii. Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits with banks and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts, if any are shown as borrowings under current liabilities in the balance sheet.

xiii. 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. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events (such as bonus shares), if any other than the conversion of potential equity shares that have changed the number of equity shares outstanding without a corresponding change in resources. For 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.

xiv. 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

Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period.

Minimum Alternate Tax (MAT)

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 a deferred tax 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 assets and liabilities

Deferred tax assets and liabilities are recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. 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.

Tax assets and liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets, if any are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Current and deferred tax is recognised in the statement of profit and loss, except to the extent that it relates to the items recognised in other comprehensive income or directly in equity. In such situations, the tax is also recognised in other comprehensive income or directly in equity, as the case may be.

Service tax/GST paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of service tax/ GST, except

a. When the tax incurred on purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

b. The net amount of tax receivable / payable is included as part of receivables / payables, as the case may be, in the balance sheet.

xv. Impairment of non-financial assets

The Company assesses at each balance sheet date whether there is any indication that a non-financial asset, other than goodwill, may be impaired. If any such indication exists, the Company estimates the recoverable amount of such asset. If recoverable amount of such 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 carrying value.

Goodwill is not subject to amortisation and is tested for impairment on each reporting date. An impairment loss recognised for goodwill shall not be reversed in a subsequent period.

xvi. 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 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. If the effect of time value of money is material, provisions are discounted. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

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 that the likelihood of outflow of resources is remote, no provision or disclosure is made.

xvii. Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of approval by the Company's Board of Directors.

xviii. License Fees

As per the applicable Frequency Module (FM) broadcasting policy, license fees is recognised in statement of profit and loss at the rate of 4% of gross revenue 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).

However, in the States of North East (i.e. Assam and Meghalaya) and Jammu & Kashmir the rate of License fee is 2% of Gross Revenue or 1.25% of NOTEF, whichever is higher.

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 private FM Radio Phase-III Channels conducted by the Ministry of Information & Broadcasting ('MIB').

2A. Critical estimates and / or judgements

The preparation of financial statements requires the use of accounting estimates, which will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies. This note provides an overview of the areas that involved more judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgements are:

a. Current tax expense and payable- Refer Note 32 and Note 43 (b)

b. Useful life of intangible asset- Refer Note 7

c. Defined benefit obligation- Refer Note 37

d. Impairment of trade receivables- Refer Note 12

e. Recognition of deferred tax assets- Refer Note 20 and Note 32

Estimates and judgements are continuously evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company. The estimates and judgments made by the management are believed to be reasonable under the prevailing circumstances.

NOTE 3 : PROPERTY, PLANT AND EQUIPMENT

(Refer Notes 2(iv) and (xv))

(₹ in lakhs)

Particulars	GROSS CARRYING VALUE				DEPRECIATION				NET CARRYING VALUE
	Carrying value as at April 1, 2016	Additions	Disposals	As at March 31, 2017	As at April 1, 2016	For the year	Disposals	As at March 31, 2017	As at March 31, 2017
Tangible Assets									
Building (Including compensation paid for use of land)	58.83	–	–	58.83	1.87	8.59	–	10.46	48.37
Leasehold Improvements	570.89	1,489.48	–	2,060.37	273.88	245.63	–	519.50	1,540.87
Office Equipments	119.88	50.61	11.67	158.82	24.98	29.45	6.75	47.68	111.14
Plant and Machinery (Refer Note A)	1,877.10	2,894.24	71.17	4,700.17	502.59	699.93	55.84	1,146.68	3,553.49
Computers	544.08	470.69	20.46	994.31	209.99	305.50	14.18	501.31	493.00
Furniture and Fixtures	36.36	67.35	0.94	102.77	10.87	38.12	0.66	48.33	54.44
Motor Vehicles	25.22	22.91	5.10	43.03	3.65	9.25	3.77	9.13	33.90
Total	**3,232.36**	**4,995.28**	**109.34**	**8,118.30**	**1,027.83**	**1,336.47**	**81.20**	**2,283.09**	**5,835.21**

Particulars	GROSS CARRYING VALUE				DEPRECIATION				NET CARRYING VALUE
	Carrying value as at April 1, 2017	Additions	Disposals	As at March 31, 2018	As at April 1, 2017	For the year	Disposals	As at March 31, 2018	As at March 31, 2018
Tangible Assets									
Building (Including compensation paid for use of land)	58.83	–	–	58.83	10.46	8.44	–	18.90	39.93
Leasehold Improvements	2,060.37	469.76	69.48	2,460.65	519.50	290.62	63.57	746.55	1,714.10
Office Equipments	158.82	32.37	16.38	174.81	47.68	30.48	5.00	73.16	101.65
Plant and Machinery (Refer Note A)	4,700.17	788.77	128.81	5,360.13	1,146.68	863.39	66.36	1,943.71	3,416.42
Computers	994.31	179.11	12.74	1,160.68	501.31	278.49	6.22	773.58	387.10
Furniture and Fixtures	102.77	48.01	2.09	148.69	48.33	18.70	0.84	66.19	82.50
Motor Vehicles	43.03	11.82	–	54.86	9.13	11.99	–	21.13	33.73
Total	**8,118.30**	**1,529.84**	**229.50**	**9,418.65**	**2,283.09**	**1,502.11**	**141.99**	**3,643.22**	**5,775.43**

Note :

A. Plant and Machinery includes jointly held assets at Common Transmission Infrastructure (CTI) amounting to ₹ 2,392.03 lakhs (as at March 31,2017- ₹ 1,698.93 lakhs).

NOTE 4 : CAPITAL WORK IN PROGRESS

(₹ in lakhs)

Particulars	Amount
Carrying value as at March 31, 2016	**35,663.69**
Add : Additions for the year	10,588.10
Less : Amount Capitalized out of the same	39,607.97
Carrying value as at March 31, 2017	**6,643.82**
Add : Additions for the year	2,024.94
Less : Amount Capitalized out of the same	2,409.95
Closing balance as on March 31, 2018	**6,258.81**

Note : Capital Work in Progress includes Non-Refundable One Time Entry Fee (NOTEF) for new stations, borrowing cost capitalised on the same and the other assets necessary for getting the stations operationalised. Amount of interest capitalised during the year is ₹ 362.26 lakhs (March 31, 2017 ₹ 789.01 lakhs)

NOTE 5 : INVESTMENT PROPERTIES

(Refer Note 2(vi))

(₹ in lakhs)

Particulars	Amount
Gross Block as on March 31, 2016	**103.04**
Less : Depreciation for the year	0.25
Net Block as on March 31, 2017	**102.79**
Gross Block as on March 31, 2017	**103.04**
Less : Depreciation as on March 31, 2017	0.25
Less : Depreciation for the year	1.33
Less : Impairment	15.52
Net Block as on March 31, 2018	**85.94**

Note : Company's Investment Property consists of commercial properties whose fair value is as tabulated below. These valuations are based on valuations performed by independent valuer.

Fair value	
As at March 31, 2017	125.15
As at March 31, 2018	85.97

NOTE 6 : GOODWILL

(Refer Note 2 (v)(b))

(₹ in lakhs)

Particulars	Amount
Carrying value as on March 31, 2016	**46.49**
Less: Impairment	–
Carrying value as on March 31, 2017	**46.49**
Less: Impairment	–
Carrying value as on March 31, 2018	**46.49**

Note : The Company tests whether goodwill has suffered any impairment at each reporting date. The recoverable amount of a cash generating unit (CGU) is determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by the management covering a five-year period. This is discounted at the borrowing cost of the Company.

NOTE 7 : OTHER INTANGIBLE ASSETS

(Refer Notes 2(v)(a), 2(v)(c), and (xv))

(₹ in lakhs)

Particulars	GROSS CARRYING VALUE				AMORTISATION				NET CARRYING VALUE
	Carrying value as at April 1, 2016	Additions	Disposals	As at March 31, 2017	As at April 1, 2016	For the year	Disposals	As at March 31, 2017	As at March 31, 2017
Computer Software	80.21	–	–	80.21	39.37	32.23	–	71.60	8.61
Migration Fee (Refer Note A)	36,804.74	–	–	36,804.74	2,414.91	2,456.63	–	4,871.54	31,933.20
One Time Entry Fee (Refer Note B and C)	573.04	34,612.68	–	35,185.72	124.62	1,534.88	–	1,659.50	33,526.22
Total	**37,457.99**	**34,612.68**	**–**	**72,070.67**	**2,578.90**	**4,023.74**	**–**	**6,602.64**	**65,468.03**

Particulars	GROSS CARRYING VALUE				AMORTISATION				NET CARRYING VALUE
	Carrying value as at April 1, 2017	Additions	Disposals	As at March 31, 2018	As at April 1, 2017	For the year	Disposals	As at March 31, 2018	As at March 31, 2018
Computer Software	80.21	–	–	80.21	71.60	2.46	–	74.06	6.15
Migration Fee (Refer Note A)	36,804.74	–	–	36,804.74	4,871.54	2,456.63	–	7,328.17	29,476.57
One Time Entry Fee (Refer Note B and C)	35,185.72	880.11	–	36,065.84	1,659.50	2,367.00	–	4,026.50	32,039.34
Total	**72,070.67**	**880.11**	**–**	**72,950.79**	**6,602.64**	**4,826.09**	**–**	**11,428.73**	**61,522.06**

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 Fee ('NOTMF'). NOTMF for each station was determined based on the prescribed formula by the MIB vide its order dated January 21, 2015. The Company had exercised the option to migrate 35 out of its 36 stations from Phase II to Phase III for which the gross migration fee was ₹ 36,558.51 lakhs and the net migration fee after taking into account the residual value of the Phase II licenses was ₹ 34,082.48 lakhs. NOTMF has a remaining amortisation period of twelve years.

B) In the Financial year 2015-16, the Company had won 17 new licenses in the Phase III auctions. The Company paid ₹ 33,924.23 lakhs Non-Refundable One Time Entry Fee ('NOTEF') for these stations. The NOTEF was partially funded through borrowings. During the previous year the Company had won 21 new licenses in the Batch 2 of Phase III auctions. The Company paid Non-refundable One Time Entry Fee ('NOTEF') of ₹ 5,140.43 lakhs for these licenses. The NOTEF was 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 ₹ 77.03 lakhs (As at March 31, 2017: ₹ 1,963.84 lakhs) on account of NOTEF for stations launched during the year.

NOTE 8 : NON-CURRENT INVESTMENTS

(Refer Note 2(ix)) (₹ in lakhs)

Particulars	Figures as at March 31, 2018		Figures as at March 31, 2017	
	Nos. of Shares	Amount	Nos. of Shares	Amount
Unquoted Equity Investment in Subsidiary Company at cost:				
Equity Shares of Alternate Brand Solutions (India) Limited of ₹ 10 each fully paid-up	1,600,000	702.50	1,600,000	702.50
Total equity investments		**702.50**		**702.50**
Total Non-Current Investments		**702.50**		**702.50**

(₹ in lakhs)

	Figures as at March 31, 2018	Figures as at March 31, 2017
NOTE 9 : OTHERS (Refer Note 2 (ix))		
(Unsecured, considered good, unless otherwise stated)		
Deposits		
To Related party	60.00	100.00
Others	2,167.24	1,779.77
Employee loans	1.00	2.00
	2,228.24	**1,881.77**
NOTE 10 : OTHER NON-CURRENT ASSETS		
Capital advances	1,744.61	804.88
Advance tax and tax deducted at source	452.29	129.79
[Net of provision of ₹ 6,813.46 lakhs (Previous Year : ₹ 17,444.32 lakhs)]		
Other Non-Current Assets	15.67	14.05
	2,212.57	**948.72**

NOTE 11 : CURRENT INVESTMENTS

(Refer Note 2(ix))

(₹ in lakhs)

Particulars	Figures as at March 31, 2018		Figures as at March 31, 2017	
	Nos .of Units	Amount	Nos .of Units	Amount
Non-Trade, Current (Unquoted - Mutual Funds) at Fair value through profit and loss				
DHFL Pramerica Insta Cash Plus Fund - Bonus, of ₹ 100 each (March 31, 2017 - ₹ 100 each) (formerly DWS Insta Cash Fund)	323,887	498.19	323,887	466.60
Invesco India Ultra Short Term Fund - Direct Plan Bonus, of ₹ 1,000 each (March 31, 2017 - ₹ 1,000 each)	67,228	913.54	67,228	854.01
Edelweiss Liquid Fund -Direct Plan - Bonus, of ₹ 1,000 each (March 31, 2017 - ₹ 10 each) (formerly JP Morgan India Liquid Fund)	61,218	795.71	6,121,798	744.53
DHFL Pramerica Ultra Short Term Fund - Direct Plan - Growth, of ₹ 10 each (March 31, 2017 - ₹ 10 each) (formerly DWS Ultra Short Term Fund)	9,541,135	2,035.37	9,541,135	1,891.66
DHFL Pramerica Short Maturity Fund - Direct Plan - Annual Bonus, of ₹ 10 each (March 31, 2017 - ₹ 10 each) (formerly DWS Short Maturity Fund)	1,154,308	255.88	1,154,308	237.65
DHFL Pramerica Low Duration Fund - Annual Bonus, of ₹ 10 each (March 31, 2017 - ₹ 10 each) (formerly DWS Cash Opportunities Fund)	4,161,594	586.55	4,161,594	548.62
ICICI Prudential Liquid - Direct Plan – Growth, of ₹ 100 each (March 31, 2017 - ₹ 100 each)	2,238,490	5,755.98	157,625	379.43
Sundaram Ultra Short Term Fund - Direct Plan - Growth, of ₹ 10 each (March 31, 2017 - ₹ 10 each)	1,149,826	279.95	5,674,049	1,288.73
Sundaram Select Debt ST Asset Direct Bonus, of ₹ 10 each (March 31, 2017 - ₹ 10 each)	2,404,436	372.86	2,404,436	348.32
Sundaram Banking and PSU Debt Fund Direct Bonus, of ₹ 10 each (March 31, 2017 - ₹ 10 each)	5,105,654	698.71	5,105,654	657.01
DSP BlackRock Liquidity Fund - Direct Plan - Growth, of ₹ 1,000 each (March 31, 2017 - ₹ 1,000 each)	134,238	3,336.24	143,517	3,337.88
Total Current Investments		**15,528.98**		**10,754.44**

Aggregate amount of unquoted instruments is ₹ 15,528.98 lakhs (March 31 2017 : ₹ 10,754.44 lakhs)

NOTES
forming part of the Financial Statements

(₹ in lakhs)

	Figures as at March 31, 2018	Figures as at March 31, 2017
NOTE 12 : TRADE RECEIVABLES (Refer Note 2 (ix))		
Unsecured, considered good		
From related parties (Refer Note 39)	1,389.02	629.01
From others	15,630.88	15,586.43
	17,019.90	**16,215.44**
Unsecured, considered doubtful		
From others	1,973.41	2,316.11
	1,973.41	**2,316.11**
	18,993.31	18,531.55
Less: Allowance for bad and doubtful debts	(1,973.41)	(2,316.11)
	17,019.90	**16,215.44**
NOTE 13 : CASH AND CASH EQUIVALENTS (Refer Note 2 (xii))		
Cheques on hand	22.99	363.30
Balances with banks :		
Current Accounts	1,769.14	1,491.14
	1,792.13	**1,854.44**
NOTE 14: OTHER BANK BALANCES (Refer Note 2 (xii))		
On Unpaid dividend account	0.62	0.65
Balances with bank held as security against guarantees issued by banks		
Margin money deposits	4.28	4.28
	4.90	**4.93**
NOTE 15: OTHER CURRENT FINANCIAL ASSETS		
Due from related parties	5.86	1.09
Deposits	117.94	109.50
Interest accrued on deposits	0.02	0.03
Unbilled revenue	111.14	200.00
	234.96	**310.62**
NOTE 16: OTHER CURRENT ASSETS		
(Unsecured, considered good unless otherwise stated)		
Prepaid expenses	1,542.90	930.26
Advances recoverable in cash or in kind or for value to be received	529.67	1,781.54
Other Current Assets	34.26	43.29
	2,106.83	**2,755.09**

(₹ in lakhs)

	Figures as at March 31, 2018	Figures as at March 31, 2017
NOTE 17 : EQUITY SHARE CAPITAL		
Authorised Capital		
120,000,000 (Previous Year : 120,000,000) Equity Shares of ₹ 10 each	**12,000.00**	**12,000.00**
Issued and Subscribed		
47,670,415 (Previous Year : 47,670,415) Equity Shares of ₹ 10 each fully paid-up Share Capital	4,767.04	4,767.04
	4,767.04	**4,767.04**

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	**No. of Shares**	**No. of Shares**
i) Equity Shares of ₹ 10 each held by Bennett, Coleman & Company Limited, the Holding Company.	33,918,400	33,918,400
(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company	**No. of Shares (in %)**	**No. of Shares (in %)**
i) Bennett, Coleman & Company Limited, the Holding Company.	33,918,400 (71.15%)	33,918,400 (71.15%)

NOTE 18 : OTHER EQUITY		
Securities Premium Account	18,852.16	18,852.16
Retained Earnings	64,807.01	61,847.42
	83,659.17	**80,699.58**
Retained Earnings		
Balance as at beginning of the year	61,847.42	57,022.53
Add: Profit for the year	3,533.34	5,398.64
Less: Dividend on equity shares (Refer Note 36)	(476.70)	(476.70)
[per share ₹ 1.00 (Previous Year : ₹ 1.00)]		
Less: Dividend distribution tax (Refer Note 36)	(97.05)	(97.05)
Closing Balance as at the end of the year	**64,807.01**	**61,847.42**
NOTE 19: EMPLOYEE BENEFIT OBLIGATIONS		
Provision for employee benefits		
Provision for gratuity (Refer Notes 2(x) and 37)	722.27	708.13
Provision for compensated absences (Refer Note 2(x))	195.08	183.63
	917.35	**891.76**

(₹ in lakhs)

	Figures as at March 31, 2018	Figures as at March 31, 2017
NOTE 20 : DEFERRED TAX LIABILITIES (NET) (Refer Note 2(xiv))		
Deferred tax assets and liabilities are attributable to the following items :		
Assets:		
Provision for bad and doubtful debts	689.59	801.56
Provision for compensated absences	100.01	91.53
Provision for gratuity	277.86	268.52
Deferred rent	15.35	–
MAT credit entitlement	3,740.99	2,240.99
Business loss carried forward	1,536.24	1,213.16
Others	547.11	545.20
	6,907.15	**5,160.96**
Liabilities:		
Depreciation	8,197.36	5,609.48
Income on fair value of investments	1,150.15	530.02
Others	14.76	12.50
	9,362.27	**6,152.00**
	2,455.12	**991.04**
NOTE 21: SHORT TERM BORROWINGS (Refer note 2 (ix))		
Unsecured Loans		
Commercial paper	10,396.06	12,319.09
	10,396.06	**12,319.09**

Unlisted commercial papers having face value of ₹ 11,000.00 lakhs were issued on January 23, 2018 for a tenure of 364 days at a yield of 7.20% p.a. on the issue price. Previous Year: ₹ 13,000.00 lakhs were issued on January 24, 2017 for a tenure of 364 days at a yield of 6.75% p.a. on the issue price.

NOTE 22 : TRADE PAYABLES		
Payable to related parties (Refer Note39)	56.79	0.96
Other Trade payables (Refer Note 35)	10,430.05	11,158.12
	10,486.84	**11,159.08**
NOTE 23: OTHER CURRENT FINANCIAL LIABILITIES		
Unpaid dividend	0.62	0.65
Security deposit	22.78	22.76
	23.40	**23.41**

(₹ in lakhs)

	Figures as at March 31, 2018	Figures as at March 31, 2017
NOTE 24 : OTHER CURRENT LIABILITIES		
Advance from customers	382.60	631.01
Statutory dues	863.07	520.36
Employee dues	1,205.44	1,300.00
Provision for bonus	61.52	61.52
Other Current Liabilities	138.10	11.80
	2,650.73	**2,524.69**
NOTE 25 : EMPLOYEE BENEFIT OBLIGATIONS		
Provision for employee benefits		
Provision for gratuity (Refer Notes 2(x) and 37)	72.91	67.75
Provision for compensated absences (Refer Notes 2(x))	91.12	80.85
	164.03	**148.60**

NOTES
forming part of the Financial Statements

(₹ in lakhs)

	2017-18	2016-17
NOTE 26 : REVENUE FROM OPERATIONS AND OTHER OPERATING INCOME		
Sale of services (Refer Note 2(ii))	51,263.65	54,011.20
Digital revenues, service fee, marketing & sales commission	1,411.30	861.23
	52,674.95	**54,872.43**
Other operating income		
Provision no longer required written back	945.84	614.26
Other Operating Income	87.81	91.30
	1,033.65	**705.56**
NOTE 27 : OTHER INCOME		
Interest income (Refer Note 2(ix))		
– On fixed deposits	0.26	2.29
– On fair valuation of deposits	18.51	11.20
– On others	3.33	3.94
Profit on sale of current investments (Refer Note 2(ix))	139.28	1,355.05
Gain on fair value of investment (Refer Notes 2(ix))	674.92	541.96
Profit on Sale of Fixed Assets (net)	–	1.76
Rent Income	45.06	42.56
Miscellaneous Income	0.56	0.35
	881.92	**1,959.11**
NOTE 28 : EMPLOYEE BENEFITS EXPENSE		
Salaries, wages and bonus	10,823.60	9,655.69
Contributions to provident and other funds (Refer Notes 2(x))	375.22	327.72
Gratuity (Refer Notes 2(x) and 37)	149.72	124.94
Staff welfare expenses	505.44	429.17
	11,853.98	**10,537.52**
NOTE 29 : FINANCE COST		
Interest expense:		
On Commercial papers	457.44	1,356.14
On others	14.57	0.84
	472.01	**1,356.98**
NOTE 30 : DEPRECIATION AND AMORTISATION		
Depreciation on Property Plant & Equipment (Refer Note 2(iv))	1,502.11	1,336.47
Depreciation on Investment Property (Refer Note 2(vi))	1.33	0.25
Impairment of Investment Property (Refer Note 2(vi))	15.52	–
Amortisation (Refer Note 2(v))	4,826.09	4,023.74
	6,345.05	**5,360.46**

(₹ in lakhs)

	2017-18	2016-17
NOTE 31 : OPERATING AND OTHER EXPENSES		
Royalty	1,943.33	1,949.67
Programming expenses	787.23	597.64
Technical costs	129.09	121.33
License fees (Refer Note 2(xviii))	3,469.01	3,336.62
Rent	3,006.93	2,660.95
Rates and taxes	68.36	125.27
Power and fuel	1,365.58	1,274.33
Marketing	10,932.20	12,941.70
Cost of Sales	2,613.94	3,093.07
Travelling and Conveyance	1,207.80	1,347.63
Insurance	76.96	74.77
Communication	194.14	162.43
Repairs and maintenance on :		
– Buildings	20.43	27.14
– Plant and Machinery	900.53	875.82
– Others	467.17	405.16
Legal and professional fees	936.95	1,110.70
Software expenses (Refer Note 2(v)(c))	385.24	360.14
Payments to auditors		
As Auditors:		
– Audit fee	36.00	36.18
– Other services	1.00	3.02
– Reimbursement of expenses	2.80	2.59
	39.80	**41.79**
Bad debts written off	429.99	178.11
Provision for doubtful debts	308.12	808.17
Provision for doubtful debts withdrawn	(200.23)	(120.82)
	107.89	**687.35**
Loss on sale of tangible assets	33.70	–
Tangible assets written off	39.73	26.32
Director's sitting fees and commission	26.70	38.09
Expenditure towards Corporate Social Responsibility Activities (Refer Note 41)	211.00	233.05
Miscellaneous expenses	800.22	781.84
	30,193.92	**32,450.92**

32. INCOME TAX EXPENSE

a. The major components of income tax expense for the years ended March 31, 2018 and March 31, 2017 are:

(₹ in lakhs)

Particulars	March 31, 2018	March 31, 2017
Income tax expense		
Current tax	1,483.00	1,963.00
Deferred tax		
Decrease / (increase) in deferred tax assets	(506.36)	(1,469.63)
Unused tax credits (MAT)	(1,483.00)	(1,703.06)
(Decrease) / increase in deferred tax liabilities	2,765.35	3,564.86
Total deferred tax expense	**775.99**	**392.17**
Deferred Tax of earlier years	383.68	2.84
Income tax expense	**2,642.67**	**2,358.01**
Out of the above recognised in:		
Statement of profit and loss as total tax expenses	**2,633.43**	**2,383.82**
Other Comprehensive Income	**9.24**	**(25.81)**

b. Reconciliation of income tax expenses and the accounting profit multiplied by tax rate for the year ended:

(₹ in lakhs)

Particulars	March 31, 2018	March 31, 2017
Profit before taxation	6,149.32	7,831.22
Tax at the maximum tax rate of 34.61%	2,128.16	2,710.23
Reconciling items		
Tax saving due to Capital Gains	(9.93)	(353.32)
Disallowances	73.01	40.33
Tax on Other comprehensive income	9.24	(25.81)
Increase in Rate	59.58	–
Prior Year Tax Expenses	383.68	2.84
Others	(1.07)	(16.26)
Tax expenses as per profit and loss account	**2,642.67**	**2,358.01**

33. COMMITMENTS TO THE EXTENT NOT PROVIDED FOR

Estimated amount of capital expenditure contracted for at the end of the reporting period but not recognised as liabilities are as follows:

(₹ in lakhs)

Particulars	March 31, 2018	March 31, 2017
Property, Plant and Equipment	885.72	1,168.56
Total	**885.72**	**1,168.56**

34. DISCLOSURES FOR OPERATING LEASES

Disclosure in respect of lease arrangements entered by the Company are as follows:-

a. The Company has entered into agreements for transmission towers, office and residential premises taken on lease.

b. Lease payments recognised in the statement of profit and loss ₹ 3,006.93 lakhs (March 31, 2017 - ₹ 2,660.95 lakhs).

c. Of the total leases, nineteen lease licenses have a lock in period ranging from two years to five years. All the other agreements are cancellable at the option of the Company.

Future minimum rentals payable under non-cancellable operating leases are as follows:

(₹ in lakhs)

Particulars	March 31, 2018	March 31, 2017
Within one year	766.69	503.92
After one year but not more than five years	778.81	714.87
More than five years	Nil	Nil
Total	**1,545.50**	**1,218.79**

35. TRADE PAYABLES

Details of Micro, Small & Medium Enterprises

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.

36. DIVIDEND PAID AND PROPOSED

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Dividends declared and paid on equity shares:		
Dividend for the year ended on March 31, 2017 - ₹ 1 per share (March 31, 2016 - ₹ 1 per share)	476.70	476.70
Dividend distribution tax on above	97.05	97.05
Proposed Dividend on equity shares:		
Dividend for the year ended on March 31, 2018 - ₹ 1 per share (March 31, 2017 - ₹ 1 per share)	476.70	476.70
Dividend distribution tax on above (DDT)	97.99	97.05

Proposed dividends on equity shares are subject to approval at the annual general meeting and are not recognised as a liability (including DDT thereon) as at March 31, 2018.

37. The Company has classified the various employee benefits provided to employees as under:

I) Defined Contribution Plans

a) Provident Fund
b) Employee's Pension Scheme
c) Employee State Insurance Scheme
d) National Pension Scheme

During the year, the Company has recognised the following amounts in the statement of profit and loss: -

(₹ in lakhs)

Particulars	2017-2018	2016-2017
– Employers' Contribution to Provident Fund*	229.92	202.23
– Employers' Contribution to Employee's Pension Scheme 1995*	130.75	113.48
– Employers' Contribution to Employee State Insurance Scheme*	3.59	1.67
– Employers' Contribution to National Pension Scheme*	10.96	10.34

* Included in Contributions to Provident and Other Funds (Refer Note 28)

II) Defined Benefit Plans

Post-employment obligations

Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days' salary multiplied for the number of years of service. The liability in respect of gratuity is uncapped and is not restricted to ₹ 20 lakhs.

These plans typically expose the Company to actuarial risks such as interest risk and salary inflation risk.

a) Interest risk - A decrease in the discount rate will increase the plan liability.

b) Salary inflation risk – The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

In accordance with Ind AS 19, actuarial valuation was done in respect of the aforesaid Defined Benefit Plan of gratuity (unfunded) based on the following assumptions: -

Particulars	As at March 31, 2018	As at March 31, 2017
Discount Rate (per annum)	7.65%	6.81%
Rate of increase in Compensation levels	8.00%	8.00%
Rate of Employee Turnover	For service 2 years and below 25% p.a., For service 3 years to 4 years 20% p.a., For service 5 years and above 10% p.a.	For service 2 years and below 25% p.a., For service 3 years to 4 years 20% p.a., For service 5 years and above 10% p.a.
Mortality rate during employment	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

A) Changes in the Present Value of Obligation

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Present Value of Obligation at the beginning of the year	775.88	629.30
Interest Cost	52.84	49.34
Past Service Cost	–	–
Current Service Cost	96.88	75.61
Benefits Paid	(103.73)	(55.08)
Actuarial (Gain) / Loss on obligations	(26.69)	74.57
Effect of Transfer In / (Transfer Out)	–	2.14
Present Value of Obligation as at the year end	**795.18**	**775.88**

B) Reconciliation of Present Value of Defined Benefit Obligation and the Fair value of Assets

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
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	795.18	775.88
Unrecognised Actuarial (Gains) / Losses	–	–
Unfunded (Liability) recognised in Balance Sheet	**795.18**	**775.88**

C) Amount recognised in the Balance Sheet

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Present Value of Defined Benefit Obligation at the end of the year	795.18	775.88
Fair Value of Plan Assets as at the end of the year	–	–
Liability recognised in the Balance Sheet	795.18	775.88
Recognised under:		
Long term provisions	722.27	708.13
Short term provisions	72.91	67.75

D) Expenses recognised in the Statement of Profit and Loss

(₹ in lakhs)

Particulars	2017-2018	2016-2017
Current Service Cost	96.88	75.60
Past Service Cost	–	–
Interest Cost	52.84	49.34
Total amount recognised in profit or loss	**149.72**	**124.94**
(Gain)/loss from change in demographic assumptions	–	–
(Gain)/loss from change in financial assumptions	(45.16)	51.98
Experience (gains)/losses	18.48	22.59
Total Expenses recognised in the statement of Profit and Loss	**123.04**	**199.51**

E) Experience Adjustment

(₹ in lakhs)

Particulars	2017-2018	2016-2017
Defined Benefit Obligation	795.18	775.88
Plan Assets	–	–
Deficit / (Surplus)	795.18	775.88
Experience Adjustment on Plan Liabilities (Gain) / Loss	(26.69)	74.57

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) Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.
The sensitivity of the defined benefit obligation to changes in the principal assumptions:

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Projected Benefit Obligation on Current Assumptions	795.18	775.88
Delta Effect of +1% Change in Rate of Discounting	(48.08)	(50.56)
Delta Effect of -1% Change in Rate of Discounting	54.31	57.47
Delta Effect of +1% Change in Rate of Salary Increase	53.60	56.24
Delta Effect of -1% Change in Rate of Salary Increase	(48.36)	(50.47)
Delta Effect of +1% Change in Rate of Employee Turnover	(3.19)	(5.90)
Delta Effect of -1% Change in Rate of Employee Turnover	3.38	6.46

G) Maturity analysis of Projected Benefit Obligation from the employer

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
1st Following Year	72.91	67.75
2nd Following Year	80.01	68.21
3rd Following Year	72.72	73.70
4th Following Year	79.52	66.91
5th Following Year	72.77	72.03
Sum of Years 6 To 10	409.07	380.87
Sum of Years 11 and above	697.33	663.58

H) Other details

Weighted Average Duration of the Projected Benefit Obligation as on March 31, 2018 is 8 years (March 31, 2017 - 8 years).

38. SEGMENT INFORMATION

In accordance with Ind AS-108, 'Operating Segments', 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, 2018. The Company primarily caters to the domestic market and hence there are no reportable geographical segments.

39. RELATED PARTY DISCLOSURES

i. Parties where control exists

Bennett, Coleman & Company Limited (BCCL) –Holding Company

ii. Subsidiary Company

Alternate Brand Solutions (India) Limited (ABSL) – Subsidiary Company*

iii. Fellow Subsidiary Companies

Mirchi Movies Limited (MML)#*
Times Innovative Media Limited (TIM)
TIM Delhi Airport Advertising Private Limited (TIMDA)
Times Global Broadcasting Company Limited (TGBCL)*
Times Internet Limited (TIL) #
Zoom Entertainment Network Limited (ZENL)
Gamma Gaana Limited (GGL)
Metropolitan Media Company Limited (formerly Times VPL Limited) (MMCL)
Vardhaman Publishers Limited (VPL)
Junglee Pictures Limited (JPL)*
Magic Bricks Reality Services Limited (MBRSL)
Brand Equity Treaties Limited (BETL)
Worldwide Media Private Limited (WWM)
Akuate Internet Services Private Limited (AISPL)*

iv. Related Parties of Ultimate Holding Company

Bennett Property Holdings Company Limited (BPHCL)
Aegon Life Insurance Company Limited (ALIC)

v. Key Management Personnel

Managing Director & Chief Executive Officer

Mr. Prashant Panday

Non-Executive Directors

Mr. Vineet Jain
Mr. N.Kumar
Mr. Richard Saldanha
Mr. Ravindra Kulkarni
Ms. Punita Lal- from March 28, 2016 to November 15, 2017
Mr. B. S. Nagesh- upto November 8, 2016

\# Mirchi Movies Limited (MML) has been merged into Times Internet Limited (TIL) in the current year.
* There are no transactions during the year.

vi. Transactions with Related Parties

(₹ in lakhs)

Particulars	2017-2018														
	Holding Company	Fellow Subsidiary Companies												Related Parties of the Holding Company	
	BCCL	MML	TIM	TIMDA	TIL	ZENL	GGL	MMCL	VPL	MBRSL	BETL	WWM	AISPL	BPHCL	ALIC
Transactions with Related Parties :															
Sales	6,784.31	–	–	–	206.35	7.27	208.39	6.94	–	65.61	116.47	79.71	–	–	8.00
Rendering of services	7.02	–	36.80	1.23	–	–	–	–	–	–	–	–	–	–	–
Receiving of services	581.44	–	136.93	–	141.67	–	423.71	12.14	1.59	–	–	79.66	–	379.46	–
Recovery of Expenses	1.66	–	109.86	0.78	–	–	–	–	–	–	–	–	–	–	–
Year end Balances with Related Parties:															
Trade Receivables	1,312.02	–	–	–	17.19	36.62	–	–	–	–	11.20	12.00	–	–	–
Non-trade Receivables (net)	–	–	5.86	–	–	–	–	–	–	–	–	–	–	–	–
Deposit	–	–	–	–	–	–	–	–	–	–	–	–	–	100.00	–
Payables (net)	–	–	–	–	0.90	–	50.52	5.37	–	–	–	–	–	–	–

(₹ in lakhs)

Particulars	2016-2017														
	Holding Company	Fellow Subsidiary Companies												Related Parties of the Holding Company	
	BCCL	MML	TIM	TIMDA	TIL	ZENL	GGL	MMCL	VPL	MBRSL	BETL	WWM	AISPL	BPHCL	ALIC
Transactions with Related Parties:															
Sales	5,579.24	1.01	–	–	71.74	–	226.72	5.71	–	24.21	45.84	49.08	1.02	–	104.55
Rendering of services	7.02	–	30.61	4.93	–	–	–	–	–	–	–	–	–	–	–
Receiving of services	630.07	–	286.42	–	161.04	–	310.43	21.96	1.59	–	–	40.41	–	382.50	–
Recovery of Expenses	34.33	–	92.75	4.60	–	–	–	–	–	–	–	–	–	–	–
Year end Balances with Related Parties:															
Trade Receivables	609.37	1.14	–	–	6.12	–	–	–	–	–	–	12.39	–	–	52.98
Non-trade Receivables (net)	–	–	–	1.09	–	–	–	–	–	–	–	–	–	–	–
Deposit	–	–	–	–	–	–	–	–	–	–	–	–	–	100.00	–
Payables (net)	–	–	–	–	0.95	–	–	–	–	–	–	–	–	–	–

vii. Details relating to Persons referred to in 39(v) above

I. Mr. Prashant Panday

(₹ in lakhs)

Particulars	2017-2018	2016-2017
Short-term employee benefits	322.47	334.46
Post Employment Benefit Obligation	4.88	9.34
Other Long Term Benefit Obligation	0.21	0.80
Total Compensation	**327.56**	**344.60**

II. Non-executive directors

(₹ in lakhs)

Particulars	2017-2018	2016-2017
Director sitting fees	26.70	38.09
Total Compensation	**26.70**	**38.09**

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions.

There have been no guarantees provided or received for any related party receivables and payables for the year ended March 31, 2018 and for the year ended March 31, 2017.

40. 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	2017-2018	2016-2017
Profit for the year (₹ in lakhs) (A)	3,515.89	5,447.40
Weighted average number of Equity shares (B) (Nos.)	4,76,70,415	4,76,70,415
Earnings per share – basic and diluted (₹) (A/B)	7.38	11.43
Nominal value of an equity share (₹)	**10.00**	**10.00**

41. Gross amount required to be spent by the Company during the year for Corporate Social Responsibility (CSR) activities was ₹ 211.00 lakhs (March 31, 2017 - ₹ 233.05 lakhs). Amount spent during the year by the Company is as follows:

(₹ in lakhs)

Particulars	2017-2018	2016-2017
(i) Construction/acquisition of an asset	–	–
(ii) On purposes other than (i) above	211.00	233.05

42. On March 16, 2018, Company has entered into a non-binding agreement with TV Today Network (TVTN) to acquire the three stations viz. Mumbai, Delhi and Kolkata stations on a slump sale basis. The Company is in the process of obtaining necessary regulatory approvals.

43. 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 ₹ 2,123.70 lakhs as at March 31, 2018 (March 31, 2017 - ₹ 1,612.47 lakhs).

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 of which is ₹ 13.97 lakhs as at March 31, 2018 (March 31, 2017 - ₹ 128.35 lakhs). The management does not expect the liability from these claims to crystallize and accordingly, no provision has been recognised in the financial statements for the same.

44. CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital and other equity reserves attributable to the equity holders of the Company. The Company's objective is to maintain a strong capital base to ensure a sustainable future growth, maintain a strong credit rating and provide adequate returns to the shareholders. The Funding requirements of the Company are not large and are generally met through internal accruals and short term borrowings. The Company monitors capital using a capital gearing ratio. Capital gearing ratio is computed as net debt divided by shareholders' funds.

The net debt of the Company as on March 31, 2018 was Nil (previous year - Nil).

45. FAIR VALUE

The fair values of financial assets and liabilities are included at the amount at which the instrument can be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

a. Fair value of cash and cash equivalents, other bank balances, trade and other current financial assets, trade and other payables and short term borrowings approximate their carrying amounts due to the short maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

b. The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities – Investment in Mutual funds

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Fair Value measurement

Financial instruments by category **(₹ in lakhs)**

Particulars	March 31, 2018			
	Carrying amount	Fair Value		
		Level 1	Level 2	Level 3
Financial assets at amortised cost				
Others -Deposit non-current	2,227.34	–	–	2,227.34
Employee loans non-current	1.00	–	–	–
Trade receivables	17,019.90	–	–	–
Cash and cash equivalents	1,792.13	–	–	–
Other bank balances	4.90	–	–	–
Deposit current	117.94	–	–	–
Other current financial assets	117.02	–	–	–
Total	**21,280.23**	**–**	**–**	**2,227.34**
Financial assets at fair value through profit or loss				
Short term investments in mutual funds	15,528.98	15,528.98	–	–
Total	**15,528.98**	**15,528.98**	**–**	**–**
Total financial assets	**36,809.21**	**15,528.98**	**–**	**2,227.34**
Financial liabilities at amortised cost				
Borrowings	10,396.06	10,396.06	–	–
Trade payables	10,486.84	–	–	–
Unpaid dividend	0.62	–	–	–
Security Deposits Payable current	22.78	–	–	–
Total financial liabilities	**20,906.30**	**10,396.06**	**–**	**–**

(₹ in lakhs)

Particulars	March 31, 2017			
	Carrying amount	Fair Value		
		Level 1	Level 2	Level 3
Financial assets at amortised cost				
Others -Deposit non-current	1,879.77	–	–	1,879.77
Employee loans non-current	2.00	–	–	–
Trade receivables	16,215.44	–	–	–
Cash and cash equivalents	1,854.44	–	–	–
Other bank balances	4.93	–	–	–
Deposits	109.50	–	–	–
Other current financial assets	201.12	–	–	–
Total	**20,267.20**	**–**	**–**	**1,879.77**
Financial assets at fair value through profit or loss				
Short term investments in mutual funds	10,754.44	10,754.44	–	–
Total	**10,754.44**	**10,754.44**	–	–
Total financial assets	**31,021.64**	**10,754.44**	–	**1,879.77**
Financial liabilities at amortised cost				
Borrowings	12,319.09	12,319.09	–	–
Trade payables	11,159.08	–	–	–
Unpaid dividend	0.65	–	–	–
Security Deposits Payable current	22.76	–	–	–
Total financial liabilities	**23,501.58**	**12,319.09**	**–**	**–**

Assets for which fair values are disclosed (₹ in lakhs)

Particulars	March 31, 2018			
	Carrying amount	Fair Value		
		Level 1	Level 2	Level 3
Investment properties (Note 5)	85.94	–	85.97	–
Total	**85.94**	**–**	**85.97**	**–**

Particulars	March 31, 2017			
	Carrying amount	Fair Value		
		Level 1	Level 2	Level 3
Investment properties (Note 5)	102.79	–	125.15	–
Total	**102.79**	**–**	**125.15**	**–**

During the reporting period ending March 31, 2018 and March 31, 2017, there were no transfers between Level 1, Level 2 and Level 3 fair value instruments.

Description of significant unobservable inputs to valuation :

The following table shows the valuation techniques and inputs used for certain financial instruments that are carried at fair value:

Particulars	March 31, 2018	March 31, 2017
Deposits- non-current	Security Deposits given for operating leases, having a lock in period are discounted at the borrowing cost of the Company, considered to be Weighted Average Cost of Capital.	

46. Financial risk management

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support the Company's operations. The Company's principal financial assets include security deposits, investment in mutual funds, trade and other receivables and cash and cash equivalents that derive directly from its operations.

The Company's senior management oversees the management of these risks. The Company's activities expose it to a variety of credit risks, market risks and liquidity risks. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk in the financial statements.

a. Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including investments in debt mutual funds, deposits with banks and foreign exchange transactions.

Trade Receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. The Company undertakes a detailed review of the credit worthiness of clients before extending credit. Outstanding customer receivables are regularly monitored. Management monitors the Company's net liquidity position through rolling forecasts based on expected cash flows.

Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy for each customer and based on the evaluation, credit limit of each customer is defined. Total Trade receivables as on March 31, 2018 is ₹ 17,019.90 lakhs (March 31, 2017 - ₹ 16,215.44 lakhs).The Company believes the concentration of risk with respect to trade receivables is low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

The Company uses the expected credit loss model as per Ind AS 109 – 'Financial Instruments' to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix considers available external and internal credit risk factors and the Company's historical experience in respect of customers. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 12.

Investments in debt mutual funds and balances with banks

Credit risk from balances with banks and investments in debt mutual funds is managed by the Company's treasury department in accordance with the Company's policy. The Company believes the concentration of risk with respect to Investment in debt mutual funds and balances with banks is low, as the investments of surplus funds are made only with approved counterparties.

b. Liquidity Risk

Liquidity risk is defined as a risk that the Company will not be able to settle or meet its obligations on time. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by the Senior Management.

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has short term borrowings in the form of Commercial Papers. The Company believes that the same can be paid out of from internal accruals and mutual fund investments. The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

At the end of the reporting period the Company held Mutual fund investments of ₹ 15,528.98 lakhs (March 31, 2017 ₹ 10,754.44 lakhs) that are expected to readily generate cash inflows for managing liquidity risk.

Maturities of financial liabilities

The tables below analyze the Company's Financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows.

(₹ in lakhs)

Contractual maturities of financial liabilities	March 31, 2018		March 31, 2017	
	Less than 6 months	6 months to 1 year	Less than 6 months	6 months to 1 year
Borrowings	–	11,000.00	–	13,000.00
Trade payables	10,486.84	–	11,159.08	–
Other financial liabilities	23.40	–	23.41	–

c. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk currency risk, interest rate risk and other price risk such as equity price risk and commodity risk.

Financial instruments affected by market risk include loans and borrowings. The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post retirement obligations, provisions. The analysis for the contingent consideration liability is provided in Note 43.

Foreign Currency risk

Foreign currency risk arises due to the fluctuations in foreign currency exchange rates. The Company does not have any material transactions in foreign currencies. Accordingly, its exposure to the foreign currency risk is limited.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Price risk

The Company's exposure to mutual fund securities arises from investments held by the Company and classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from investments in Mutual funds, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the framework and policies set by the Board of Directors.

47. Standards Issued but not effective

IND AS 115 : Revenue from Contracts with customer

On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, Revenue from Contract with Customers. The new standard defines a five-step model to recognise revenue from customer contracts namely:-

a) Identify the contract(s) with a customer.

b) Identify the performance obligations in the contract.

c) Determine the transaction price.

d) Allocate the transaction price to the performance obligations in the contract.

e) Recognise revenue when (or as) the entity satisfies a performance.

The core principle of the new standard is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The Company has undertaken a review of the major commercial arrangements and has concluded that the effect on adoption of Ind AS 115 is expected to be insignificant on the Company's financial position or performance.

48. Exceptional items consists of write back of provisions for expenses recorded in earlier years and no longer required. The write back amounted to ₹ 423.76 lakhs for the year ended March 31, 2018.

49. The previous year figures have been reclassified to conform to this year's classification.

Signatures to notes "1" to "49" forming part of the financial statements.

For and on behalf of the Board of Directors

For **S.R.Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration No.: 101049W/E300004

Govind Ahuja
Partner
Membership No. 48966

Place : Mumbai
Dated : May 23, 2018

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 and Company Secretary
[Membership No. FCS: 5839]

FORM AOC-I

FORM AOC-I

[Pursuant to the first proviso to sub-section [3] of Section 129 read with rule 5 of the Companies [Accounts] Rules, 2014]

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF SUBSIDIARY

(₹ in lakhs)

Sr. No.	Name of the Subsidiary Company	Alternate Brand Solutions (India) Limited (ABSL)
	Particulars	
1	Reporting Period	March 31, 2018
2	Share Capital	160.00
3	Reserves & Surplus	861.57
4	Total Assets	1,023.84
5	Total Liabilities	2.27
6	Investments	952.89
7	Turnover (Total Income)	61.80
8	Profit before taxation	59.47
9	Provision for taxation	11.37
10	Profit after taxation	48.10
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 and Company Secretary
[Membership No. FCS: 5839]

Place : Mumbai
Dated : May 23, 2018

INDEPENDENT AUDITOR'S REPORT

on Consolidated Financial Statements

To the Members of Entertainment Network (India) Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS 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, 2018, the consolidated Statement of Profit and Loss including other comprehensive income, the consolidated Cash Flow Statement, the consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS 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 Ind AS financial statements in terms of the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity 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 the Companies (Indian Accounting Standard) Rules, 2017, as amended. 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 controls, 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 Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS 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 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 Ind AS 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 Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS 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, 2018, their consolidated profit including other comprehensive income, their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

INDEPENDENT AUDITOR'S REPORT

on Consolidated Financial Statements

Report on Other Legal and Regulatory Requirements

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 Ind AS 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 including the Statement of Other Comprehensive Income, the consolidated Cash Flow Statement and consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

(d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2018 taken on record by the Board of Directors of the Holding Company none of the directors of the Group's companies incorporated in India is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting of the Holding Company and its subsidiary company incorporated in India, 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 Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group – Refer Note 44 to the consolidated Ind AS financial statements;

ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2018

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary incorporated in India during the year ended March 31, 2018.

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 23, 2018

ANNEXURE TO THE

INDEPENDENT AUDITOR'S REPORT

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")

In conjunction with our audit of the consolidated financial statements of Entertainment Network (India) Limited as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of Entertainment Network (India) Limited (hereinafter referred to as the "Holding Company") and its subsidiary company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the of the Holding Company and its subsidiary company, which is a 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting with reference to these consolidate financial statements 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, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 with reference to these consolidated financial statements 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 over financial reporting with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting with reference to these consolidated financial statements 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 over financial reporting with reference to these consolidated financial statements.

Meaning of Internal Financial Controls Over Financial Reporting With reference to these consolidated financial statements

A company's internal financial control over financial reporting with reference to these consolidated financial statements 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 with reference to these consolidated financial statements 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 with reference to these consolidated financial statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these consolidated financial statements, 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 with reference to these consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these consolidated financial statements 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, which are companies incorporated in India, have, maintained in all material respects, an adequate internal financial controls over financial reporting with reference to these consolidated financial statements and such internal financial controls over financial reporting with reference to these consolidated financial statements were operating effectively as at March 31, 2018, 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.

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 23, 2018

CONSOLIDATED

BALANCE SHEET

as at March 31, 2018

(₹ in lakhs)

	Notes	March 31, 2018	March 31, 2017
ASSETS			
Non-current assets			
Property, plant and equipment	3	5,775.43	5,835.21
Capital work-in-progress	4	6,258.81	6,643.82
Investment properties	5	85.94	102.79
Goodwill	6	46.27	46.27
Other intangible assets	7	61,522.05	65,468.03
Financial assets			
Investments	8	952.90	934.44
Others	9	2,228.24	1,881.77
Other non-current assets	10	2,234.82	972.39
Total Non-Current assets		**79,104.46**	**81,884.72**
Current assets			
Financial assets			
Investments	11	15,528.98	10,754.44
Trade receivables	12	17,019.90	16,215.44
Cash and cash equivalents	13	1,794.45	1,857.28
Other bank balances	14	4.90	4.93
Others	15	234.96	310.62
Other current assets	16	2,106.86	2,755.09
Total Current assets		**36,690.05**	**31,897.80**
TOTAL ASSETS		**115,794.51**	**113,782.52**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	17	4,767.04	4,767.04
Other equity	18	83,978.02	80,970.33
Total Equity		**88,745.06**	**85,737.37**
Liabilities			
Non-current liabilities			
Employee benefit obligations	19	917.35	891.76
Deferred tax liabilities (net)	20	2,408.76	954.75
Total Non-Current Liabilities		**3,326.11**	**1,846.51**
Current liabilities			
Financial liabilities			
Short-term borrowings	21	10,396.06	12,319.09
Trade payables	22	10,489.12	11,163.09
Others	23	23.40	23.41
Other current liabilities	24	2,650.73	2,524.69
Employee benefit obligations	25	164.03	148.60
Current tax Liabilities	26	–	19.76
Total Current liabilities		**23,723.34**	**26,198.64**
TOTAL EQUITY AND LIABILITIES		**115,794.51**	**113,782.52**
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS	1-50		

The above balance sheet should be read with the accompanying notes.

As per our report of even date

For **S. R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration No.: 101049W/E300004

Govind Ahuja
Partner
Membership No. 48966

Place : Mumbai
Dated : May 23, 2018

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 and Company Secretary
[Membership No. FCS: 5839]

CONSOLIDATED

STATEMENT OF PROFIT & LOSS

for the year ended March 31, 2018

(₹ in lakhs)

	Notes	For the year ended March 31	
		2018	2017
Revenue from operations	27	52,674.95	54,872.43
Other operating income	27	1,033.94	706.13
Other income	28	943.44	2,027.51
Total Income		**54,652.33**	**57,606.07**
Expenses :			
Employee benefits expense	29	11,853.98	10,537.52
Finance cost	30	472.01	1,358.77
Depreciation and amortisation	31	6,345.05	5,360.46
Operating and other expenses	32	30,196.26	32,453.15
Total Expenses		**48,867.30**	**49,709.90**
Profit Before Taxation and Exceptional Item		**5,785.03**	**7,896.17**
Add: Exceptional Item	49	423.76	–
Profit before tax		**6,208.79**	**7,896.17**
Tax expense: (Refer Note (2)(xv))	33		
Current tax		1,502.31	1,982.76
Deferred tax		758.26	393.61
Deferred tax of earlier years		384.23	2.84
Total tax expenses		**2,644.80**	**2,379.21**
Profit for the year		**3,563.99**	**5,516.96**
Other Comprehensive Income (OCI)			
Items that will not be reclassified to profit or loss			
– Remeasurement of post employment benefit obligations		26.69	(74.57)
– Income tax relating to items that will not be reclassified to profit or loss		(9.24)	25.81
Other comprehensive income for the year, net of tax		**17.45**	**(48.76)**
Total Comprehensive Income for the year		**3,581.44**	**5,468.20**
Earnings per equity share [nominal value per share: ₹ 10 (2016-17: ₹ 10)] (Refer Note (2)(xiv))	41		
– Basic		7.48	11.57
– Diluted		7.48	11.57
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS	1-50		

The above statement of Profit and Loss should be read with the accompanying notes.

As per our report of even date
For **S. R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration No.: 101049W/E300004

Govind Ahuja
Partner
Membership No. 48966

Place : Mumbai
Dated : May 23, 2018

For and on behalf of the Board of Directors

Vineet Jain
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Managing Director & CEO
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Group CFO

Mehul Shah
SVP Compliance and Company Secretary
[Membership No. FCS: 5839]

CONSOLIDATED

STATEMENT OF CHANGES IN EQUITY

as on March 31, 2018

(₹ in lakhs)

A. Equity Share capital	
Balance as at April 1, 2016	**4,767.04**
Changes in equity share capital during the year	–
Balance as at March 31, 2017	**4,767.04**
Changes in equity share capital during the year	–
Balance as at March 31, 2018	**4,767.04**

B. Other Equity

	Reserves and Surplus		
	Securities premium	Retained earnings	Total
Balance as at April 1, 2016	**18,850.70**	**57,225.19**	**76,075.89**
Profit for the year	–	5,516.96	5,516.96
Other comprehensive income	–	(48.76)	(48.76)
Dividends paid	–	(476.71)	(476.71)
Dividend distribution tax	–	(97.05)	(97.05)
Balance as at March 31, 2017	**18,850.70**	**62,119.63**	**80,970.33**
Profit for the year	–	3,563.99	3,563.99
Other comprehensive income	–	17.45	17.45
Dividends paid	–	(476.70)	(476.70)
Dividend distribution tax	–	(97.05)	(97.05)
Balance as at March 31, 2018	**18,850.70**	**65,127.32**	**83,978.02**

As per our report of even date
For **S. R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration No.: 101049W/E300004

Govind Ahuja
Partner
Membership No. 48966

Place : Mumbai
Dated : May 23, 2018

For and on behalf of the Board of Directors

Vineet Jain
Chairman
[DIN: 00003962]

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Mehul Shah
SVP Compliance and Company Secretary
[Membership No. FCS: 5839]

CONSOLIDATED

STATEMENT OF CASH FLOWS

for the year ended March 31, 2018

(₹ in lakhs)

	For the year ended March 31	
	2018	**2017**
A) CASH FLOW FROM OPERATING ACTIVITIES :		
Profit before taxation	**6,208.79**	**7,896.17**
Adjustments for :		
Depreciation and amortisation	6,345.05	5,360.46
Interest income on investments	(22.15)	(17.43)
Finance cost	472.01	1,358.77
Provision no longer required written back	(946.13)	(614.84)
Profit on fair value of investment	–	(610.36)
Profit on sale of current investments	–	(1,355.05)
Exchange gain / loss	(0.88)	0.77
(Profit) on sale of tangible assets	(6.03)	(1.76)
Tangible assets written off	39.73	26.32
Provision for doubtful debts (net)	107.89	687.35
Bad debts written off	429.99	178.11
Provision for retirement benefits	41.01	188.47
Operating profit before working capital changes	**12,669.28**	**13,096.98**
Adjustments for changes in working capital :		
(Increase) in trade receivables	(1,341.46)	(3,051.97)
(Increase) in long term loans	(327.97)	(97.02)
Decrease in other non-current non financial assets	0.03	–
(Increase) / Decrease in other current financial assets	75.66	(277.35)
(Increase) / Decrease in other non-current assets	(1.62)	358.25
Decrease / (Increase) in other current non financial assets	648.24	(1,002.07)
(Decrease) / Increase in other current financial liabilities	(0.01)	(7.11)
Increase / (Decrease) in trade payables	272.17	3,777.84
(Decrease) / Increase in other current liabilities	126.04	(346.22)
(Decrease) / Increase in short term provisions	26.69	(74.57)
Cash generated from operations	**12,147.05**	**12,376.76**
Taxes paid (net)	(1,540.87)	(1,945.95)
Net cash generated from Operating Activities (A)	**10,606.18**	**10,430.81**

CONSOLIDATED

STATEMENT OF CASH FLOWS

for the year ended March 31, 2018

(₹ in lakhs)

	For the year ended March 31	
	2018	**2017**
B) CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of tangible assets, including capital work in progress and capital advances	(2,602.39)	(3,533.36)
Purchase of intangible assets, including capital work in progress and capital advances	–	(5,156.21)
Proceeds from sale of tangible assets	53.80	3.57
Interest received	3.64	9.54
Purchase of current investments	(26,000.00)	(48,224.53)
Proceeds from sale of non-current investments	39.00	–
Proceeds from sale of current investments	21,168.00	62,105.34
Net cash from / (used in) Investing Activities (B)	**(7,337.95)**	**5,204.35**
C) CASH FLOW FROM FINANCING ACTIVITIES :		
Amount received on issue of Commercial Papers	10,257.26	12,180.09
Amount repaid on issue of Commercial Papers	(13,000.00)	(27,000.00)
Dividend paid	(476.70)	(476.57)
Dividend distribution tax paid	(97.05)	(97.05)
Interest paid	(14.57)	(2.63)
Net cash (used in)/ from Financing Activities (C)	**(3,331.06)**	**(15,396.16)**
Net Increase in Cash and Cash Equivalents (A)+(B)+(C)	**(62.83)**	**239.00**
Cash and Cash Equivalents as at the beginning of the year	**1,857.28**	**1,618.28**
Cash and Cash Equivalents as at the end of the year	**1,794.45**	**1,857.28**
Balance as per Statement of Cash flows	**(62.83)**	**239.00**

NOTES ON CASH FLOW STATEMENT :

1. Cash and cash equivalents at the end of the year as per Balance Sheet (Refer Notes 2(xiii) and 13 in the Financial Statements).

1,794.45	1,857.28
1,794.45	**1,857.28**

2. Previous year's figures have been regrouped and rearranged wherever necessary.

The above statement of cash flows should be read with the accompanying notes. **1-50**

As per our report of even date
For **S. R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration No.: 101049W/E300004

Govind Ahuja
Partner
Membership No. 48966

Place : Mumbai
Dated : May 23, 2018

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 and Company Secretary
[Membership No. FCS: 5839]

1. Corporate 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 and has its registered office at Mumbai, Maharashtra, India. The Company operates FM radio broadcasting stations in 41 Indian cities under the brand names 'Radio Mirchi' , 'Mirchi Love', 'Mirchi 95' and 'Kool FM'.

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, concerts and monetization of Company's digital and other media properties.

These financial statements were approved for issue by the Company's Board of Directors on May 23, 2018.

2. Significant Accounting Policies

i. Basis of preparation

These consolidated financial statements of Entertainment Network (India) Limited (the Company) and Alternate Brand Solutions (India) Limited, (collectively referred to as 'the Group') have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on an accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements except where a newly issued accounting standard has been adopted or a revision to an existing accounting standard requires a consequent change in the accounting policy hitherto in use.

Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle.

An asset is treated as current when it is:

a) Expected to be realised or intended to be sold or consumed in the normal operating cycle

b) Held primarily for the purpose of trading

c) Expected to be realised within twelve months after the reporting period, or

d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

a) It is expected to be settled in the normal operating cycle

b) It is held primarily for the purpose of trading

c) It is due to be settled within twelve months after the reporting period, or

d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Act. Based on the nature of services and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities. The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities which are measured at fair value (refer note x below)

The Functional Currency of the Group is the Indian Rupee (₹). These financial statements are presented in

Indian Rupees (rounded off to lakhs; one lakh equals one hundred thousand).

ii. Revenue Recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable. The revenue recognised is net of discounts, volume rebate and any taxes or duties collected on behalf of the government which are levied on revenue such as service tax, goods and service tax (GST), etc.

Revenue from Radio Broadcasting and other services

a. Revenue from radio broadcasting is recognised on an accrual basis on the airing of client's commercials.

b. Revenue from other services is recognised, in the period in which the services are rendered and where applicable, the percentage completion method is applied.

Other Income

a. Dividends, if any are recognised in statement of profit or loss only when:

   a. the right to receive payment is established;

   b. it is probable that the economic benefits associated with the dividend will flow to the Group; and

   c. the amount of the dividend can be measured reliably.

b. Interest income from financial assets is recognised using the effective interest rate method. The effective interest rate is the rate that discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

iii. Principles of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiary as at March 31, 2018. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

a. Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee).

b. Exposure, or rights, to variable returns from its involvement with the investee and

c. The ability to use its power over the investee to affect its returns.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

The consolidated financial statements have been prepared on the following basis:

– The financial statements of the Company and its subsidiary have been combined on a line-by-line basis by adding together the reported 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.

The relevant details in respect of the subsidiary considered in the consolidated financial statements are summarized below:

Name of the entity	% of holding	Net Assets i.e total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income (OCI)	
		As % of Consolidated net assets	Amount (₹ in lakhs)	As % of Consolidated net profit or loss	Amount (₹ in lakhs)	As % of Consolidated OCI	Amount (₹ in lakhs)
Alternate Brand Solutions (India) Limited (ABSL) from April 1, 2017 to March 31, 2018	100	1.15	1021.57	1.34	48.10	–	–

iv. Business Combinations

Business combinations, if any are accounted by using the acquisition method as per Ind AS 103 'Business Combination'. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at fair value on acquisition date and the amount of any non-controlling interests in the acquiree. Acquisition related costs are expensed as incurred.

Goodwill is initially measured at cost, being the excess of the net acquisition cost and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the net cost of acquisition, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the Group recognises the gain directly in equity as capital reserve, without routing the same through OCI.

v. Property, Plant and Equipment

Property, Plant and Equipment are stated at acquisition cost less accumulated depreciation and impairment losses, if any. Cost of Property, Plant and Equipment comprises purchase price, duties, levies (excluding input tax credit) 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. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. The present value of the expected cost for the decommissioning of an asset (after its use) is included in the cost of the respective asset if the recognition criteria for a provision are met.

Cost incurred on Property, Plant and Equipment not ready for their intended use is disclosed as Capital Work-in-Progress. Advances paid towards the acquisition of Property, Plant and Equipment outstanding at each balance sheet date are classified as capital advances under other non-current assets.

Depreciation on Property, Plant and Equipment other than leasehold improvements, is provided on written down value method as per the useful life and in the manner specified in schedule II to the Act. Leasehold improvements are depreciated on straight line basis, over the lease period.

The estimated useful lives used by the Group to compute depreciation is as under:

Asset class	Useful lives estimated by the management (in years)
Building (Including compensation paid for use of land)	60
Plant and machinery - Studio	15
Plant and machinery -Transmission	13
Furniture and fixtures	10
Office equipment	5
Motor vehicles	8
Leasehold improvements	Life based on lease period
Computers	3
Computers – Servers	6

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

An item of Property, Plant & Equipment is derecognised upon disposal and any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

vi. Intangible assets

a. Frequency Module (FM) Radio Licenses

Non-Refundable One Time Migration Fee paid by the Group for existing FM Radio licenses upon migration to Phase III of the Licensing policy and Non-Refundable One Time Entry Fee paid by the Group for acquiring new FM radio licenses have been capitalised as an intangible asset. These assets are stated at cost less accumulated amortisation and impairment losses, if applicable.

A summary of amortisation policies applied to the licenses is tabulated below:

Asset class	Useful lives estimated by the management (in years)
Non-Refundable One Time Migration Fee	15 years with effect from April 1, 2015
Non-Refundable One Time Entry Fee	15 years from the date of operationalisation of the respective stations

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

b. Goodwill

Goodwill represents the cost of business acquisition in excess of the Group's interest in the net fair value of identifiable assets and liabilities of the acquisition. Goodwill is measured at cost less accumulated impairment losses, if any.

c. Software

a. Software acquired 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 to the statement of profit and loss account in the year of purchase.

b. Expenditure on Enterprise Software such as SAP, Sales CRM and Performance Appraisal Software etc. where the economic benefit is expected to be more than a year is recognised as an "Intangible Asset" and are amortised over a period of 45 to 60 months.

vii. Investment property

Investment in buildings that is not intended to be occupied substantially for use by, or in the operations of the Group, have been classified as investment property. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. All repairs and maintenance costs incurred for the investment properties are charged to statement of profit and loss account when incurred.

Investment properties are depreciated using the written down value method over their estimated useful lives. Investment properties generally have a useful life of 60 years.

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes (Refer note 5). Fair values are determined based on an annual evaluation performed by an accredited external independent valuer. 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 carrying value.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

viii. 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 recognised as an expense in the period in which they are incurred.

ix. 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.

x. Financial instruments

a. Recognition and initial measurement

The Group recognizes trade receivables, trade payables and debt securities when they are originated at transaction price. All other financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Except trade receivables and trade payables, all financial assets and liabilities are recognised at fair value. In case of financial assets and liabilities that are not measured at fair value through profit or loss, directly attributable transaction costs are added to the fair value on initial recognition.

b. **Classification and subsequent measurement**

i. Financial assets

The Group classifies its financial assets in the following measurement categories:

- those to be measured at fair value through profit or loss; and
- those measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

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.

Realised and unrealised gains/ losses arising from changes in the fair value of the "financial assets at fair value through profit or loss" investment category are included in the statement of profit and loss in the period in which they arise.

ii. Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest rates method. For trade and other payables, the carrying amounts represents the fair value due to the short maturity of these instruments.

Realised and unrealised gains/ losses arising from changes in the fair value of the "financial liabilities at fair value through profit or loss" are included in the statement of profit and loss in the period in which they arise.

c. Derecognition of financial instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109- 'Financial Instruments'. A financial liability (or part of a financial liability) is derecognised from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

d. Impairment of financial assets

The Group assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in the credit risk.

For trade receivables, the Group applies the simplified approach permitted by Ind AS 109- 'Financial Instruments', which requires expected lifetime losses to be recognised from initial recognition of the receivables.

xi. Employee benefits

a. Defined Contribution Plans:

The Group has defined contribution plans for post-employment benefits such as Provident Fund, National Pension Scheme, Employee's State Insurance and Employee's Pension Scheme, 1995. The Group contributes to a government administered Provident Fund, state plan namely Employee's Pension Scheme, 1995, Employee's State Insurance Scheme and National Pension Scheme on behalf of its employees and has no further obligation beyond making its contribution.

The Group's contributions to the above funds are recognised in the statement of profit and loss every year.

b. Defined Benefit Plans:

The Group has defined benefit plans namely gratuity for all its employees. Liability for defined benefit plans is provided based on 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 and gains are recognised in other comprehensive income and shall not be reclassified to the statement of profit and loss in a subsequent period.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the statement of profit or loss as past service costs.

c. Other Long term benefits

The Group has other long term benefits namely 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 short term. Other such liabilities are considered long term.

d. Termination benefits are recognised as an expense as and when incurred.

xii. 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 net off any lease incentives received from the lessor are charged to the statement of profit and loss on a straight line basis over the period of the lease unless the increase in payments is in line with the expected general inflation.

xiii. Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits with banks and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts, if any are shown as borrowings under current liabilities in the balance sheet.

xiv. 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. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events (such as bonus shares),if any other than the conversion of potential equity shares that have changed the number of equity shares outstanding without a corresponding change in resources. For 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.

xv. 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

Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period.

Minimum Alternate Tax (MAT)

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 a deferred tax 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 assets and liabilities

Deferred tax assets and liabilities are recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. 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.

Tax assets and liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets, if any are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Current and deferred tax is recognised in the statement of profit and loss, except to the extent that it relates to the items recognised in other comprehensive income or directly in equity. In such situations, the tax is also recognised in other comprehensive income or directly in equity, as the case may be.

Service tax/GST paid on acquisition of assets or on incurring expenses :-

Expenses and assets are recognised net of the amount of service tax/ GST, except

a. When the tax incurred on purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

b. The net amount of tax receivable / payable is included as part of receivables / payables, as the case may be, in the balance sheet.

xvi. Impairment of non-financial assets

The Group assesses at each balance sheet date whether there is any indication that a non-financial asset, other than goodwill, may be impaired. If any such indication exists, the Group estimates the recoverable amount of such asset. If recoverable amount of such 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 carrying value.

Goodwill is not subject to amortisation and is tested for impairment on each reporting date. An impairment loss recognised for goodwill shall not be reversed in a subsequent period.

xvii. Provisions and contingent liabilities

The Group 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 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. If the effect of time value of money is material, provisions are discounted. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

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 that the likelihood of outflow of resources is remote, no provision or disclosure is made.

xviii. Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of approval by the Group's Board of Directors.

xix. License Fees

As per the applicable Frequency Module (FM) broadcasting policy, license fees is recognised in statement of profit and loss at the rate of 4% of gross revenue 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).

However, in the states of North East (i.e. Assam and Meghalaya) and Jammu & Kashmir the rate of License fee is 2% of Gross Revenue or 1.25% of NOTEF, whichever is higher.

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 private FM Radio Phase-III Channels conducted by the Ministry of Information & Broadcasting ('MIB').

2A. Critical estimates and / or judgements

The preparation of financial statements requires the use of accounting estimates, which will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies. This note provides an overview of the areas that involved more judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgements are:

a. Current tax expense and payable- Refer Note 33 and Note 44 (b)

b. Useful life of intangible asset- Refer Note 7

c. Defined benefit obligation- Refer Note 38

d. Impairment of trade receivables- Refer Note 12

e. Recognition of deferred tax assets- Refer Note 20 and Note 33

Estimates and judgements are continuously evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group. The estimates and judgments made by the management are believed to be reasonable under the prevailing circumstances.

NOTE 3 : PROPERTY, PLANT AND EQUIPMENT

(Refer Notes 2(v) and (xvi))

(₹ in lakhs)

Particulars	GROSS CARRYING VALUE				DEPRECIATION				NET CARRYING VALUE
	Carrying value as at April 1, 2016	Additions	Disposals	As at March 31, 2017	As at April 1, 2016	For the year	Disposals	As at March 31, 2017	As at March 31, 2017
Tangible Assets									
Building (Including compensation paid for use of land)	58.83	–	–	58.83	1.87	8.59	–	10.46	48.37
Leasehold Improvements	570.89	1,489.48	–	2,060.37	273.88	245.63	–	519.50	1,540.87
Office Equipments	119.88	50.61	11.67	158.82	24.98	29.45	6.75	47.68	111.14
Plant and Machinery (Refer Note A)	1,877.10	2,894.24	71.17	4,700.17	502.59	699.93	55.84	1,146.68	3,553.49
Computers	544.08	470.69	20.46	994.31	209.99	305.50	14.18	501.31	493.00
Furniture and Fixtures	36.36	67.35	0.94	102.77	10.87	38.12	0.66	48.33	54.44
Motor Vehicles	25.22	22.91	5.10	43.03	3.65	9.25	3.77	9.13	33.90
Total	**3,232.36**	**4,995.28**	**109.34**	**8,118.30**	**1,027.83**	**1,336.47**	**81.20**	**2,283.09**	**5,835.21**

Particulars	GROSS CARRYING VALUE				DEPRECIATION				NET CARRYING VALUE
	Carrying value as at April 1, 2017	Additions	Disposals	As at March 31, 2018	As at April 1, 2017	For the year	Disposals	As at March 31, 2018	As at March 31, 2018
Tangible Assets									
Building (Including compensation paid for use of land)	58.83	–	–	58.83	10.46	8.44	–	18.90	39.93
Leasehold Improvements	2,060.37	469.76	69.48	2,460.65	519.50	290.62	63.57	746.55	1,714.10
Office Equipments	158.82	32.37	16.38	174.81	47.68	30.48	5.00	73.16	101.65
Plant and Machinery (Refer Note A)	4,700.17	788.77	128.81	5,360.13	1,146.68	863.39	66.36	1,943.71	3,416.42
Computers	994.31	179.11	12.74	1,160.68	501.31	278.49	6.22	773.58	387.10
Furniture and Fixtures	102.77	48.01	2.09	148.69	48.33	18.70	0.84	66.19	82.50
Motor Vehicles	43.03	11.82	–	54.86	9.13	11.99	–	21.13	33.73
Total	**8,118.30**	**1,529.84**	**229.50**	**9,418.65**	**2,283.09**	**1,502.11**	**141.99**	**3,643.22**	**5,775.43**

Note:
A. Plant and Machinery includes jointly held assets at Common Transmission Infrastructure (CTI) amounting to ₹ 2,392.03 lakhs (as at March 31, 2017 - ₹ 1,698.93 lakhs).

NOTE 4 : CAPITAL WORK IN PROGRESS

(₹ in lakhs)

Particulars	Amount
Carrying value as at March 31, 2016	**35,663.69**
Add: Additions for the year	10,588.10
Less: Amount Capitalized out of the same	39,607.97
Carrying value as at March 31, 2017	**6,643.82**
Add: Additions for the year	2,024.94
Less: Amount Capitalized out of the same	2,409.95
Closing balance as on March 31, 2018	**6,258.81**

Note: Capital Work in Progress includes Non-Refundable One Time Entry Fee (NOTEF) for new stations, borrowing cost capitalised on the same and the other assets necessary for getting the stations operationalised. Amount of interest capitalised during the year is ₹ 362.26 lakhs (March 31, 2017 ₹ 789.01 lakhs).

NOTE 5 : INVESTMENT PROPERTIES

(Refer Note 2(vii))

(₹ in lakhs)

Particulars	Amount
Gross Block as on March 31, 2016	**103.04**
Less: Depreciation for the year	0.25
Net Block as on March 31, 2017	**102.79**
Gross Block as on March 31, 2017	**103.04**
Less : Depreciation as on March 31, 2017	0.25
Less: Depreciation for the year	1.33
Less: Impairment	15.52
Net Block as on March 31, 2018	**85.94**

Note :Group's Investment Property consists of three commercial properties whose fair value is as tabulated below. These valuations are based on valuations performed by independent valuer.

Fair value	
As at March 31, 2017	125.15
As at March 31, 2018	85.97

NOTE 6: GOODWILL

(Refer Note 2 (vi)(b))

(₹ in lakhs)

Particulars	Amount
Carrying value as on March 31,2016	**46.27**
Less: Impairment	–
Carrying value as on March 31, 2017	**46.27**
Less: Impairment	–
Carrying value as on March 31, 2018	**46.27**

Note : The Group tests whether goodwill has suffered any impairment at each reporting date. The recoverable amount of a cash generating unit (CGU) is determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by the management covering a five-year period. This is discounted at the borrowing cost of the Group.

NOTE 7 : OTHER INTANGIBLE ASSETS

(Refer Notes 2(vi)(a), 2(vi)(c), and (xvi))

(₹ in lakhs)

Particulars	GROSS CARRYING VALUE				AMORTISATION				NET CARRYING VALUE
	Carrying value as at April 1, 2016	Additions	Disposals	As at March 31, 2017	As at April 1, 2016	For the year	Disposals	As at March 31, 2017	As at March 31, 2017
Computer Software	80.21	–	–	80.21	39.37	32.23	–	71.60	8.61
Migration Fee (Refer Note A)	36,804.74	–	–	36,804.74	2,414.91	2,456.63	–	4,871.54	31,933.20
One Time Entry Fee (Refer Note B and C)	573.04	34,612.68	–	35,185.72	124.62	1,534.88	–	1,659.50	33,526.22
Total	**37,457.99**	**34,612.68**	**–**	**72,070.67**	**2,578.90**	**4,023.74**	**–**	**6,602.64**	**65,468.03**

Particulars	GROSS CARRYING VALUE				AMORTISATION				NET CARRYING VALUE
	Carrying value as at April 1, 2017	Additions	Disposals	As at March 31, 2018	As at April 1, 2017	For the year	Disposals	As at March 31, 2018	As at March 31, 2018
Computer Software	80.21	–	–	80.21	71.60	2.46	–	74.06	6.15
Migration Fee (Refer Note A)	36,804.74	–	–	36,804.74	4,871.54	2,456.63	–	7,328.17	29,476.57
One Time Entry Fee (Refer Note B and C)	35,185.72	880.11	–	36,065.83	1,659.50	2,367.00	–	4,026.50	32,039.33
Total	**72,070.67**	**880.11**	**–**	**72,950.78**	**6,602.64**	**4,826.09**	**–**	**11,428.73**	**61,522.05**

Notes:

A) As per the modified policy for expansion of FM Radio Broadcasting Services through Private Agencies (Phase III) , effective April 1, 2015 the Group 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 Fee ('NOTMF'). NOTMF for each station was determined based on the prescribed formula by the MIB vide its order dated January 21, 2015. The Group had exercised the option to migrate 35 out of its 36 stations from Phase II to Phase III for which the gross migration fee was ₹ 36,558.51 lakhs and the net migration fee after taking into account the residual value of the Phase II licenses was ₹ 34,082.48 lakhs. NOTMF has a remaining amortisation period of twelve years.

B) In the Financial year 2015-16, the Group had won 17 new licenses in the Phase III auctions. The Group paid ₹ 33,924.23 lakhs Non-Refundable One Time Entry Fee ('NOTEF') for these stations. The NOTEF was partially funded through borrowings. During the previous year the Group had won 21 new licenses in the Batch 2 of Phase III auctions. The Group paid Non-refundable One Time Entry Fee ('NOTEF') of ₹ 5,140.43 lakhs for these licenses. The NOTEF was 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 ₹ 77.03 lakhs (As at March 31, 2017 - ₹ 1,963.84 lakhs) on account of NOTEF for stations launched during the year.

(₹ in lakhs)

Particulars	March 31, 2018		March 31, 2017	
	Nos. of Shares	Amount	Nos. of Shares	Amount
NOTE 8 : NON-CURRENT INVESTMENTS (Refer Note 2(x))				
Investments in Mutual funds (Fair value through profit or loss)				
Reliance Liquid Fund - Treasury Plan - Growth Plan - Growth Option - LFIGG, of ₹ 1,000 each	9,533	402.52	9,533	376.95
Reliance Liquid Fund - Treasury Plan - Direct Growth Plan - Growth Option of ₹ 1,000 each	5,146	218.18	2,115	113.52
Reliance Money Manager Fund - Growth Plan Growth Option - LPIGG, of ₹ 1,000 each	4,729	113.24	4,729	114.65
Reliance Medium Term Fund - Growth Plan - Growth Option - IPGPG, of ₹ 10 each	600,872	218.96	965,065	329.32
Total Non -Current Investments		**952.90**		**934.44**

Note : Aggregate amount of unquoted investments is ₹ 952.90 lakhs (March 31, 2017 - ₹ 934.44 lakhs)

(₹ in lakhs)

	Figures as at March 31, 2018	Figures as at March 31, 2017
NOTE 9: OTHERS (Refer note 2 (x))		
(Unsecured, considered good, unless otherwise stated)		
Deposits		
To Related party	60.00	100.00
Others	2,167.24	1,779.77
Employee loans	1.00	2.00
	2,228.24	**1,881.77**
NOTE 10: OTHER NON-CURRENT ASSETS		
Capital advances	1,744.61	804.88
Advance tax and tax deducted at source	474.54	153.46
[Net of provision of ₹ 6,861.56 lakhs (previous year - ₹ 17,453.48 lakhs)]		
Other Non-Current Assets	15.67	14.05
	2,234.82	**972.39**

NOTE 11 : CURRENT INVESTMENTS (Refer Note 2(x))

(₹ in lakhs)

Particulars	Figures as at March 31, 2018		Figures as at March 31, 2017	
	Nos .of Units	Amount	Nos .of Units	Amount
Non-Trade, Current (Unquoted - Mutual Funds) at Fair value through profit and loss				
DHFL Pramerica Insta Cash Plus Fund - Bonus, of ₹ 100 each (March 31, 2017 - ₹ 100 each) (formerly DWS Insta Cash Fund)	323,887	498.19	323,887	466.60
Invesco India Ultra Short Term Fund - Direct Plan Bonus, of ₹ 1,000 each (March 31, 2017 - ₹ 1,000 each)	67,228	913.54	67,228	854.01
Edelweiss Liquid Fund -Direct Plan - Bonus, of ₹ 1,000 each (March 31, 2017 - ₹ 10 each) (formerly JP Morgan India Liquid Fund)	61,218	795.71	6,121,798	744.53
DHFL Pramerica Ultra Short Term Fund - Direct Plan - Growth, of ₹ 10 each (March 31, 2017 - ₹ 10 each) (formerly DWS Ultra Short Term Fund)	9,541,135	2,035.37	9,541,135	1,891.66
DHFL Pramerica Short Maturity Fund - Direct Plan - Annual Bonus, of ₹ 10 each (March 31, 2017 - ₹ 10 each) (formerly DWS Short Maturity Fund)	1,154,308	255.88	1,154,308	237.65
DHFL Pramerica Low Duration Fund - Annual Bonus, of ₹ 10 each (March 31, 2017 - ₹ 10 each) (formerly DWS Cash Opportunities Fund)	4,161,594	586.55	4,161,594	548.62
ICICI Prudential Liquid - Direct Plan – Growth, of ₹ 100 each (March 31, 2017 - ₹ 100 each)	2,238,490	5,755.98	157,625	379.43
Sundaram Ultra Short Term Fund - Direct Plan - Growth, of ₹ 10 each (March 31, 2017 - ₹ 10 each)	1,149,826	279.95	5,674,049	1,288.73
Sundaram Select Debt ST Asset Direct Bonus, of ₹ 10 each (March 31, 2017 - ₹ 10 each)	2,404,436	372.86	2,404,436	348.32
Sundaram Banking and PSU Debt Fund Direct Bonus, of ₹ 10 each (March 31, 2017 - ₹ 10 each)	5,105,654	698.71	5,105,654	657.01
DSP BlackRock Liquidity Fund - Direct Plan - Growth, of ₹ 1,000 each (March 31, 2017 - ₹ 1,000 each)	134,238	3,336.24	143,517	3,337.88
Total Current Investments		**15,528.98**		**10,754.44**

Aggregate amount of unquoted instruments is ₹ 15,528.98 lakhs (March 31 2017: ₹ 10,754.44 lakhs)

(₹ in lakhs)

	Figures as at March 31, 2018	Figures as at March 31, 2017
NOTE 12 : TRADE RECEIVABLES (Refer Note 2 (x))		
Unsecured, considered good		
From related party (Refer Note 40)	1,389.02	629.01
From others	15,630.88	15,586.43
	17,019.90	**16,215.44**
Unsecured, considered doubtful		
From others	1,973.41	2,316.11
	1,973.41	**2,316.11**
	18,993.31	18,531.55
Less: Allowance for bad and doubtful debts	(1,973.41)	(2,316.11)
	17,019.90	**16,215.44**
NOTE 13 : CASH AND CASH EQUIVALENTS (Refer Note 2 (xiii))		
Cheques on hand	22.99	363.29
Cash on hand	–	–
Balances with banks :		
Current Accounts	1,771.46	1,493.99
	1,794.45	**1,857.28**
NOTE 14: OTHER BANK BALANCES (Refer Note 2 (xiii))		
On Unpaid dividend account	0.62	0.65
Balances with bank held as security against guarantees issued by banks		
Margin money deposits	4.28	4.28
	4.90	**4.93**
NOTE 15: OTHER CURRENT FINANCIAL ASSETS		
Due from related parties	5.86	1.09
Deposits	117.94	109.50
Interest accrued on deposits	0.02	0.03
Unbilled revenue	111.14	200.00
	234.96	**310.62**
NOTE 16: OTHER CURRENT ASSETS		
(Unsecured, considered good unless otherwise stated)		
Prepaid expenses	1,542.90	930.26
Other Current Assets	34.26	43.29
Advances recoverable in cash or in kind or for value to be received	529.70	1,781.54
	2,106.86	**2,755.09**

(₹ in lakhs)

	Figures as at March 31, 2018	Figures as at March 31, 2017
NOTE 17 : EQUITY SHARE CAPITAL		
Authorised Capital		
120,000,000 (Previous Year : 120,000,000) Equity Shares of ₹ 10 each	**12,000.00**	**12,000.00**
Issued and Subscribed		
47,670,415 (Previous Year : 47,670,415) Equity Shares of ₹ 10 each fully paid-up Share Capital	4,767.04	4,767.04
	4,767.04	**4,767.04**

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	**No. of Shares**	**No. of Shares**
i) Equity Shares of ₹ 10 each held by Bennett, Coleman & Company Limited, the Holding Company.	33,918,400	33,918,400

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company	**No. of Shares (in %)**	**No. of Shares (in %)**
i) Bennett, Coleman & Company Limited, the Holding Company.	33,918,400 (71.15%)	33,918,400 (71.15%)

	Figures as at March 31, 2018	Figures as at March 31, 2017
NOTE 18 : OTHER EQUITY		
Securities Premium Account	18,850.70	18,850.70
Retained Earnings	65,127.32	62,119.63
	83,978.02	**80,970.33**
Retained Earnings		
Balance as at beginning of the year	62,119.63	57,225.19
Add: Profit for the period	3,581.44	5,468.20
Less : Dividend on equity shares (Refer Note 37)	(476.70)	(476.71)
[per share ₹ 1.00 (Previous Year: ₹ 1.00)]		
Less: Dividend distribution tax (Refer Note 37)	(97.05)	(97.05)
Closing Balance as at the end of the year	**65,127.32**	**62,119.63**
NOTE 19: EMPLOYEE BENEFIT OBLIGATIONS		
Provision for employee benefits		
Provision for gratuity (Refer Notes 2(xi) and 38)	722.27	708.13
Provision for compensated absences (Refer Note 2(xi))	195.08	183.63
	917.35	**891.76**

(₹ in lakhs)

	Figures as at March 31, 2018	Figures as at March 31, 2017
NOTE 20 : DEFERRED TAX LIABILITIES (NET) (Refer Note 2(xv))		
Deferred tax assets and liabilities are attributable to the following items :		
Assets:		
Provision for bad and doubtful debts	689.59	801.56
Provision for compensated absences	100.01	91.53
Provision for gratuity	277.86	268.52
Deferred rent	15.35	–
MAT credit entitlement	3,809.33	2,288.29
Business loss carried forward	1,536.24	1,213.16
Others	547.12	556.04
	6,975.50	**5,219.10**
Liabilities:		
Depreciation	8,197.36	5,609.48
Income on fair value of investments	1,172.14	551.87
Others	14.76	12.50
	9,384.26	**6,173.85**
	2,408.76	**954.75**
NOTE 21: SHORT TERM BORROWINGS (Refer Note 2(x))		
Unsecured Loans		
Commercial paper	10,396.06	12,319.09
	10,396.06	**12,319.09**

Unlisted commercial papers having face value of ₹ 11,000.00 lakhs were issued on January 23, 2018 for a tenure of 364 days at a yield of 7.20% p.a. on issue price. Previous Year: ₹ 13,000.00 lakhs were issued on January 24, 2017 for a tenure of 364 days at a yield of 6.75% p.a. on issue price.

NOTE 22 : TRADE PAYABLES		
Payable to related parties (Refer Note 40)	56.79	0.96
Other Trade payables (Refer Note 36)	10,432.33	11,162.13
	10,489.12	**11,163.09**
NOTE 23: OTHER CURRENT FINANCIAL LIABILITIES		
Unpaid dividend	0.62	0.65
Security deposit	22.78	22.76
	23.40	**23.41**

(₹ in lakhs)

	Figures as at March 31, 2018	Figures as at March 31, 2017
NOTE 24: OTHER CURRENT LIABILITIES		
Advance from customers	382.60	631.01
Statutory dues	863.07	520.36
Employee dues	1,205.44	1,300.00
Provision for bonus	61.52	61.52
Other Current Liabilities	138.10	11.80
	2,650.73	**2,524.69**
NOTE 25: EMPLOYEE BENEFIT OBLIGATIONS		
Provision for employee benefits		
Provision for gratuity (Refer Notes 2(xi) and 38)	72.91	67.75
Provision for compensated absences (Refer Notes 2(xi))	91.12	80.85
	164.03	**148.60**
NOTE 26: CURRENT TAX LIABILITY		
Provision for taxation (net of advance tax ₹ Nil, Previous year: ₹ Nil)	–	19.76
	–	**19.76**

NOTES

forming part of the Consolidated Financial Statements

(₹ in lakhs)

	2017-18	2016-17
NOTE 27 : REVENUE FROM OPERATIONS AND OTHER OPERATING INCOME		
Sale of services (Refer Note 2(ii))	51,263.65	54,011.20
Digital revenues, service fee, marketing & sales commission	1,411.30	861.23
	52,674.95	**54,872.43**
Other operating income		
Provision no longer required written back	946.13	614.83
Other Operating Income	87.81	91.30
	1,033.94	**706.13**
NOTE 28 : OTHER INCOME		
Interest income (Refer Note 2(x))		
– On fixed deposits	0.26	2.29
– On fair valuation of deposits	18.51	11.20
– On others	3.39	3.94
Profit on sale of current investments (net) (Refer Note 2(x))	147.79	1,355.05
Gain on fair value of investment (Refer Note 2(x))	727.88	610.36
Profit on sale of Fixed Assets (net)	–	1.76
Rent Income	45.05	42.56
Miscellaneous Income	0.56	0.35
	943.44	**2,027.51**
NOTE 29 : EMPLOYEE BENEFITS EXPENSE		
Salaries, wages and bonus	10,823.60	9,655.69
Contributions to provident and other funds (Refer Notes 2(xi))	375.22	327.72
Gratuity (Refer Notes 2(xi) and 38)	149.72	124.94
Staff welfare expenses	505.44	429.17
	11,853.98	**10,537.52**
NOTE 30 : FINANCE COST		
Interest expense:		
On Commercial papers	457.44	1,357.39
On others	14.57	1.38
	472.01	**1,358.77**
NOTE 31 : DEPRECIATION & AMORTISATION		
Depreciation on Property Plant & Equipment (Refer Note 2(v))	1,502.11	1,336.47
Depreciation on Investment Property (Refer Note 2(vii))	1.33	0.25
Impairment of Investment Property (Refer Note 2(vii))	15.52	–
Amortisation (Refer Note 2(vi))	4,826.09	4,023.74
	6,345.05	**5,360.46**

(₹ in lakhs)

	2017-18	2016-17
NOTE 32 : OPERATING AND OTHER EXPENSES		
Royalty	1,943.33	1,949.67
Programming expenses	787.23	597.64
Technical costs	129.09	121.33
License fees (Refer Note 2(xix))	3,469.01	3,336.62
Rent	3,006.93	2,660.95
Rates and taxes	68.44	125.42
Power and fuel	1,365.58	1,274.33
Marketing	10,932.20	12,941.70
Cost of Sales	2,613.94	3,093.07
Travelling and Conveyance	1,207.80	1,347.63
Insurance	76.96	74.77
Communication	194.14	162.43
Repairs and maintenance on :		
– Buildings	20.43	27.14
– Plant and Machinery	900.53	875.82
– Others	467.17	405.16
Legal and professional fees	938.18	1,111.58
Software expenses (Refer Note 2(vi)(c))	385.24	360.14
Payments to auditors		
As Auditors:		
– Audit fee	37.00	37.34
– Other services	1.00	3.02
– Reimbursement of expenses	2.83	2.61
	40.83	**42.97**
Bad debts written off	429.99	178.11
Provision for doubtful debts	308.12	808.17
Provision for doubtful debts withdrawn	(200.23)	(120.82)
	107.89	**687.35**
Loss on sale of tangible assets	33.70	–
Tangible assets written off	39.73	26.32
Director's sitting fees and commission	26.70	38.09
Expenditure towards Corporate Social Responsibility Activities (Refer Note 42)	211.00	233.05
Miscellaneous expenses	800.22	781.86
	30,196.26	**32,453.15**

33. INCOME TAX EXPENSE

a. The major components of income tax expense for the years ended March 31, 2018 and March 31, 2017 are:

(₹ in lakhs)

Particulars	March 31, 2018	March 31, 2017
Income tax expense		
Current tax	1,502.31	1,982.76
Deferred tax		
Decrease / (increase) in deferred tax assets	(500.77)	(1,480.46)
Unused tax credits (MAT)	(1,501.95)	(1,722.33)
(Decrease) / increase in deferred tax liabilities	2,770.22	3,571.09
Total deferred tax expense	**767.50**	**367.80**
Deferred Tax of earlier years	384.23	2.84
Income tax expense	**2,654.04**	**2,353.40**
Out of the above recognised in:		
Statement of profit and loss as total tax expenses	**2,644.80**	**2,379.21**
Other Comprehensive Income	**9.24**	**(25.81)**

b. Reconciliation of income tax expenses and the accounting profit multiplied by tax rate for the year ended:

(₹ in lakhs)

Particulars	March 31, 2018	March 31, 2017
Profit before taxation	6,208.79	7,896.17
Tax at the maximum tax rate of 34.61%	2,148.74	2,732.71
Reconciling items		
Tax saving due to Capital Gains	(23.95)	(368.73)
Brought Forward Loss adjusted	6.33	–
Disallowances	73.02	40.33
Tax on Other comprehensive income	9.24	(25.81)
Increase in Rates	57.58	(1.88)
Prior Year Tax Expenses	384.23	2.84
Others	(1.15)	(26.06)
Tax expenses as per profit and loss account	**2,654.04**	**2,353.40**

34. COMMITMENTS TO THE EXTENT NOT PROVIDED FOR

Estimated amount of capital expenditure contracted for at the end of the reporting period but not recognised as liabilities are as follows:

(₹ in lakhs)

Particulars	March 31, 2018	March 31, 2017
Property, Plant and Equipment	885.72	1,168.56
Total	**885.72**	**1,168.56**

35. DISCLOSURES FOR OPERATING LEASES

Disclosure in respect of lease arrangements entered by the Group are as follows:-

a. The Group has entered into agreements for transmission towers, office and residential premises taken on lease

b. Lease payments recognised in the statement of profit and loss ₹ 3,006.93 lakhs (Previous Year - ₹ 2,660.95 lakhs).

c. Of the total leases, nineteen lease licenses have a lock in period ranging from two years to five years. All the other agreements are cancellable at the option of the Group.

Future minimum rentals payable under non-cancellable operating leases are as follows:

(₹ in lakhs)

Particulars	March 31, 2018	March 31, 2017
Within one year	766.69	503.92
After one year but not more than five years	778.81	714.87
More than five years	Nil	Nil
Total	**1,545.50**	**1,218.79**

36. TRADE PAYABLES

Details of Micro, Small & Medium Enterprises

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.

37. DIVIDEND PAID AND PROPOSED

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Dividends declared and paid on equity shares:		
Dividend for the year ended on March 31, 2017 - ₹ 1 per share (March 31, 2016 - ₹ 1 per share)	476.70	476.70
Dividend distribution tax on above	97.05	97.05
Proposed Dividend on equity shares:		
Dividend for the year ended on March 31, 2018 - ₹ 1 per share (March 31, 2017- ₹ 1 per share)	476.70	476.70
Dividend distribution tax on above (DDT)	97.99	97.05

Proposed dividends on equity shares are subject to approval at the annual general meeting and are not recognised as a liability (including DDT thereon) as at March 31, 2018.

38. The Group has classified the various employee benefits provided to employees as under:

I) Defined Contribution Plans

a) Provident Fund
b) Employee's Pension Scheme
c) Employee State Insurance Scheme
d) National Pension Scheme

During the year, the Group has recognised the following amounts in the statement of profit and loss:-

(₹ in lakhs)

Particulars	2017-2018	2016-2017
– Employers' Contribution to Provident Fund*	229.92	202.23
– Employers' Contribution to Employee's Pension Scheme 1995*	130.75	113.48
– Employers' Contribution to Employee State Insurance Scheme*	3.59	1.67
– Employers' Contribution to National Pension Scheme*	10.96	10.34

* Included in Contributions to Provident and Other Funds (Refer Note 29)

II) Defined Benefit Plans

Post-employment obligations

Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days' salary multiplied for the number of years of service. The liability in respect of gratuity is uncapped and is not restricted to ₹ 20 lakhs.

These plans typically expose the Group to actuarial risks such as interest risk and salary inflation risk.

a) Interest risk - A decrease in the discount rate will increase the plan liability.

b) Salary inflation risk – The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

In accordance with Ind AS 19, actuarial valuation was done in respect of the aforesaid Defined Benefit Plan of gratuity (unfunded) based on the following assumptions:-

Particulars	As at March 31, 2018	As at March 31, 2017
Discount Rate (per annum)	7.65%	6.81%
Rate of increase in Compensation levels	8.00%	8.00%
Rate of Employee Turnover	For service 2 years and below 25% p.a., For service 3 years to 4 years 20% p.a., For service 5 years and above 10% p.a.	For service 2 years and below 25% p.a., For service 3 years to 4 years 20% p.a., For service 5 years and above 10% p.a.
Mortality rate during employment	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

A) Changes in the Present Value of Obligation

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Present Value of Obligation at the beginning of the year	775.88	629.30
Interest Cost	52.84	49.34
Past Service Cost	–	–
Current Service Cost	96.88	75.61
Benefits Paid	(103.73)	(55.08)
Actuarial (Gain) / Loss on obligations	(26.69)	74.57
Effect of Transfer In / (Transfer Out)	–	2.14
Present Value of Obligation as at the year end	**795.18**	**775.88**

B) Reconciliation of Present Value of Defined Benefit Obligation and the Fair value of Assets

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
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	795.18	775.88
Unrecognised Actuarial (Gains) / Losses	–	–
Unfunded (Liability) recognised in Balance Sheet	**795.18**	**775.88**

C) Amount recognised in the Balance Sheet

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Present Value of Defined Benefit Obligation at the end of the year	795.18	775.88
Fair Value of Plan Assets as at the end of the year	-	-
Liability recognised in the Balance Sheet	795.18	775.88
Recognised under:		
Long term provisions	722.27	708.13
Short term provisions	72.91	67.75

D) Expenses recognised in the Statement of Profit and Loss

(₹ in lakhs)

Particulars	2017-2018	2016-2017
Current Service Cost	96.88	75.60
Past Service Cost	–	–
Interest Cost	52.84	49.34
Total amount recognised in profit or loss	**149.72**	**124.94**
(Gain)/loss from change in demographic assumptions	–	–
(Gain)/loss from change in financial assumptions	(45.16)	51.98
Experience (gains)/losses	18.48	22.59
Total Expenses recognised in the statement of Profit and Loss	**123.04**	**199.51**

E) Experience Adjustment

(₹ in lakhs)

Particulars	2017-2018	2016-2017
Defined Benefit Obligation	795.18	775.88
Plan Assets	–	–
Deficit / (Surplus)	795.18	775.88
Experience Adjustment on Plan Liabilities (Gain) / Loss	(26.69)	74.57

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) Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity of the defined benefit obligation to changes in the principal assumptions:

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Projected Benefit Obligation on Current Assumptions	795.18	775.88
Delta Effect of +1% Change in Rate of Discounting	(48.08)	(50.56)
Delta Effect of -1% Change in Rate of Discounting	54.31	57.47
Delta Effect of +1% Change in Rate of Salary Increase	53.60	56.24
Delta Effect of -1% Change in Rate of Salary Increase	(48.36)	(50.47)
Delta Effect of +1% Change in Rate of Employee Turnover	(3.19)	(5.90)
Delta Effect of -1% Change in Rate of Employee Turnover	3.38	6.46

G) Maturity analysis of Projected Benefit Obligation from the employer

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
1st Following Year	72.91	67.75
2nd Following Year	80.01	68.21
3rd Following Year	72.72	73.70
4th Following Year	79.52	66.91
5th Following Year	72.77	72.03
Sum of Years 6 To 10	409.07	380.87
Sum of Years 11 and above	697.33	663.58

H) Other details

Weighted Average Duration of the Projected Benefit Obligation as on March 31, 2018 is 8 years (March 31, 2017 - 8 years).

39. SEGMENT INFORMATION

In accordance with Ind AS-108, 'Operating Segments', the Group'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, 2018. The Group primarily caters to the domestic market and hence there are no reportable geographical segments.

40. RELATED PARTY DISCLOSURES

i. Parties where control exists

Bennett, Coleman & Company Limited (BCCL) –Holding Company

ii. Fellow Subsidiary Companies

Mirchi Movies Limited (MML)#*
Times Innovative Media Limited (TIM)
TIM Delhi Airport Advertising Private Limited (TIMDA)
Times Global Broadcasting Company Limited (TGBCL)*
Times Internet Limited (TIL) #
Zoom Entertainment Network Limited (ZENL)
Gamma Gaana Limited (GGL)
Metropolitan Media Company Limited (formerly Times VPL Limited) (MMCL)
Vardhaman Publishers Limited (VPL)
Junglee Pictures Limited (JPL)*
Magic Bricks Reality Services Limited (MBRSL)
Brand Equity Treaties Limited (BETL)
Worldwide Media Private Limited (WWM)
Akuate Internet Services Private Limited (AISPL)*

iii. Related Parties of Ultimate Holding Company

Bennett Property Holdings Company Limited (BPHCL)
Aegon Life Insurance Company Limited (ALIC)

iv. Key Management Personnel

Managing Director & Chief Executive Officer

Mr. Prashant Panday

Non-Executive Directors

Mr. Vineet Jain
Mr. N. Kumar
Mr. Richard Saldanha
Mr. Ravindra Kulkarni
Ms. Punita Lal - from March 28, 2016 to November 15, 2017
Mr. B.S.Nagesh - upto November 8, 2016

Mirchi Movies Limited (MML) has been merged into Times Internet Limited (TIL) in the current year.
* There are no transactions during the year.

v. Transactions with Related Parties

(₹ in lakhs)

Particulars	2017-2018														
	Holding Company	Fellow Subsidiary Companies												Related Parties of the Holding Company	
	BCCL	MML	TIM	TIMDA	TIL	ZENL	GGL	MMCL	VPL	MBRSL	BETL	WWM	AISPL	BPHCL	ALIC
Transactions with Related Parties :															
Sales	6,784.31	–	–	–	206.35	7.27	208.39	6.94	–	65.61	116.47	79.71	–	–	8.00
Rendering of services	7.02	–	36.80	1.23	–	–	–	–	–	–	–	–	–	–	–
Receiving of services	581.44	–	136.93	–	141.67	–	423.71	12.14	1.59	–	–	79.66	–	379.46	–
Recovery of Expenses	1.66	–	109.86	0.78	–	–	–	–	–	–	–	–	–	–	–
Year end Balances with Related Parties:															
Trade Receivables	1,312.02	–	–	–	17.19	36.62	–	–	–	–	11.20	12.00	–	–	–
Non-trade Receivables (net)	–	–	5.86	–	–	–	–	–	–	–	–	–	–	–	–
Deposit	–	–	–	–	–	–	–	–	–	–	–	–	–	100.00	–
Payables (net)	–	–	–	–	0.90	–	50.52	5.37	–	–	–	–	–	–	–

(₹ in lakhs)

Particulars	2016-2017														
	Holding Company	Fellow Subsidiary Companies												Related Parties of the Holding Company	
	BCCL	MML	TIM	TIMDA	TIL	ZENL	GGL	MMCL	VPL	MBRSL	BETL	WWM	AISPL	BPHCL	ALIC
Transactions with Related Parties :															
Sales	5,579.24	1.01	–	–	71.74	–	226.72	5.71	–	24.21	45.84	49.08	1.02	–	104.55
Rendering of services	7.02	–	30.61	4.93	–	–	–	–	–	–	–	–	–	–	–
Receiving of services	630.07	–	286.42	–	161.04	–	310.43	21.96	1.59	–	–	40.41	–	382.50	–
Recovery of Expenses	34.33	–	97.25	4.60	–	–	–	–	–	–	–	–	–	–	–
Year end Balances with Related Parties:															
Trade Receivables	609.37	1.14	–	–	6.12	–	–	–	–	–	–	12.39	–	–	52.98
Non-trade Receivables (net)	–	–	–	1.09	–	–	–	–	–	–	–	–	–	–	–
Deposit	–	–	–	–	–	–	–	–	–	–	–	–	–	100.00	–
Payables (net)	–	–	–	–	0.95	–	–	–	–	–	–	–	–	–	–

vi. **Details relating to Persons referred to in 40(iv) above**

I. **Mr. Prashant Panday**

(₹ in lakhs)

Particulars	2017-2018	2016-2017
Short-term employee benefits	322.47	334.46
Post Employment Benefit Obligation	4.88	9.34
Other Long Term Benefit Obligation	0.21	0.80
Total Compensation	**327.56**	**344.60**

II. **Non-executive directors**

(₹ in lakhs)

Particulars	2017-2018	2016-2017
Director sitting fees	26.70	38.09
Total Compensation	**26.70**	**38.09**

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions.

There have been no guarantees provided or received for any related party receivables and payables for the year ended March 31, 2018 and for the year ended March 31, 2017.

41. 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	2017-2018	2016-2017
Profit for the year (₹ in lakhs) (A)	3,563.99	5,516.96
Weighted average number of Equity shares (B) (Nos.)	4,76,70,415	4,76,70,415
Earnings per share – basic and diluted (Rupees) (A/B)	7.48	11.57
Nominal value of an equity share (Rupees)	**10.00**	**10.00**

42. Gross amount required to be spent by the Group during the year for Corporate Social Responsibility (CSR) activities was ₹ 211.00 lakhs (March 31, 2017 - ₹ 233.05 lakhs). Amount spent during the year by the Group is as follows:

(₹ in lakhs)

Particulars	2017-2018	2016-2017
(i) Construction/acquisition of an asset	–	–
(ii) On purposes other than (i) above	211.00	233.05

43. On March 16, 2018, Group has entered into a non-binding agreement with TV Today Network (TVTN) to acquire the three stations viz. Mumbai, Delhi and Kolkata stations on a slump sale basis. The Group is in the process of obtaining necessary regulatory approvals.

44. PENDING LITIGATIONS AND CLAIMS:

a. The Group is involved in various litigations, the outcome of which are considered probable and in respect of which the Group has aggregate provisions of ₹ 2,123.70 lakhs as at March 31, 2018 (March 31, 2017 - ₹ 1,612.47 lakhs).

b. Contingent liability-taxation

The Group is contesting certain disallowances to the taxable income and demands raised by the Income tax authorities, the estimated tax liability of which is ₹ 13.97 lakhs as at March 31, 2018 (March 31, 2017- ₹ 128.35 lakhs). The management does not expect the liability from these claims to crystallize and accordingly, no provision has been recognised in the financial statements for the same.

45. CAPITAL MANAGEMENT

Capital includes issued equity capital and other equity reserves attributable to the equity holders of the parent Company. The Group's objective is to maintain a strong capital base to ensure a sustainable future growth, maintain a strong credit rating and provide adequate returns to the shareholders. The Funding requirements of the Group are not large and are generally met through internal accruals and short term borrowings. The Group monitors capital using a capital gearing ratio. Capital gearing ratio is computed as net debt divided by shareholder's funds.

The net debt of the Group as on March 31, 2018 was Nil (March 31, 2017 - Nil).

46. FAIR VALUE

The fair values of financial assets and liabilities are included at the amount at which the instrument can be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

a. Fair value of cash and cash equivalents, other bank balances, trade and other current financial assets, trade and other payables and short term borrowings approximate their carrying amounts due to the short maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

b. The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities – Investment in Mutual funds

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Fair Value measurement

Financial instruments by category (₹ in lakhs)

Particulars	March 31, 2018			
	Carrying amount	Fair Value		
		Level 1	Level 2	Level 3
Financial assets at amortised cost				
Loans-Deposit non-current	2,227.24	–	–	2,227.24
Employee loans non-current	1.00	–	–	–
Trade receivables	17,019.90	–	–	–
Cash and cash equivalents	1,794.45	–	–	–
Other bank balances	4.90	–	–	–
Deposit current	117.94	–	–	–
Other current financial assets	117.02	–	–	–
Total	**21,282.45**	**–**	**–**	**2,227.24**
Financial assets at fair value through profit or loss				
Long term investments in mutual funds	952.90	952.90	–	–
Short term investments in mutual funds	15,528.98	15,528.98	–	–
Total	**16,481.88**	**16,481.88**	**–**	**–**
Total financial assets	**37,764.33**	**16,481.88**	**–**	**2,227.24**
Financial liabilities at amortised cost				
Borrowings	10,396.06	10,396.06	–	–
Trade payables	10,489.12	–	–	–
Unpaid dividend	0.62	–	–	–
Security Deposits Payable current	22.78	–	–	–
Total financial liabilities	**20,908.58**	**10,396.06**	**–**	**–**

(₹ in lakhs)

Particulars	March 31, 2017			
	Carrying amount	Fair Value		
		Level 1	Level 2	Level 3
Financial assets at amortised cost				
Others - Deposit non-current	1,879.77	–	–	1,879.77
Employee loans non-current	2.00	–	–	–
Trade receivables	16,215.44	–	–	–
Cash and cash equivalents	1,857.28	–	–	–
Other bank balances	4.93	–	–	–
Deposits	109.50	–	–	–
Other current financial assets	201.12	–	–	–
Total	**20,270.04**	**–**	**–**	**1,879.77**
Financial assets at fair value through profit or loss				
Long term investments in mutual funds	934.44	934.44	–	–
Short term investments in mutual funds	10,754.44	10,754.44	–	–
Total	**11,688.88**	**11,688.88**	–	–
Total financial assets	**31,958.92**	**11,688.88**	–	**1,879.77**
Financial liabilities at amortised cost				
Borrowings	12,319.09	12,319.09	–	–
Trade payables	11,163.09	–	–	–
Unpaid dividend	0.65	–	–	–
Security Deposits Payable current	22.76	–	–	–
Total financial liabilities	**23,505.59**	**12,319.09**	**–**	**–**

Assets for which fair values are disclosed (₹ in lakhs)

Particulars	March 31, 2018			
	Carrying amount	Fair Value		
		Level 1	Level 2	Level 3
Investment properties (Note 5)	85.94	–	85.97	–
Total	**85.94**	**–**	**85.97**	**–**

Particulars	March 31, 2017			
	Carrying amount	Fair Value		
		Level 1	Level 2	Level 3
Investment properties (Note 5)	102.79	–	125.15	–
Total	**102.79**	**–**	**125.15**	**–**

During the reporting period ending March 31, 2018 and March 31, 2017, there were no transfers between Level 1, Level 2 and Level 3 fair value instruments.

Description of significant unobservable inputs to valuation :

The following table shows the valuation techniques and inputs used for certain financial instruments that are carried at fair value:

Particulars	March 31, 2018	March 31, 2017
Deposits - non-current	Security Deposits given for operating leases, having a lock in period are discounted at the borrowing cost of the Company, considered to be Weighted Average Cost of Capital.	

47. FINANCIAL RISK MANAGEMENT

The Group's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support the Group's operations. The Group's principal financial assets include security deposits, investment in mutual funds, trade and other receivables and cash and cash equivalents that derive directly from its operations.

The Group's senior management oversees the management of these risks. The Group's activities expose it to a variety of credit risks, market risks and liquidity risks. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk in the financial statements.

a. Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including investments in debt mutual funds, deposits with banks and foreign exchange transactions.

Trade Receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. The Group undertakes a detailed review of the credit worthiness of clients before extending credit. Outstanding customer receivables are regularly monitored. Management monitors the Group's net liquidity position through rolling forecasts based on expected cash flows.

Trade receivables are consisting of a large number of customers. The Group has credit evaluation policy for each customer and based on the evaluation, credit limit of each customer is defined. Total Trade receivables as on March 31, 2018 is ₹ 17,019.90 lakhs (March 31, 2017 - ₹ 16,215.44 lakhs). The Group believes the concentration of risk with respect to trade receivables is low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

The Group uses the expected credit loss model as per Ind AS 109 – 'Financial Instruments' to assess the impairment loss or gain. The Group uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix considers available external and internal credit risk factors and the Group's historical experience in respect of customers. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 12.

Investments In debt mutual funds and balances with banks

Credit risk from balances with banks and investments in debt mutual funds is managed by the Group's treasury department in accordance with the Group's policy. The Group believes the concentration of risk with respect to Investment in debt mutual funds and balances with banks is low, as the investments of surplus funds are made only with approved counterparties.

b. Liquidity Risk

Liquidity risk is defined as a risk that the Group will not be able to settle or meet its obligations on time. The Group's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by the Senior Management.

The Group's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Group has short term borrowings in the form of Commercial Papers. The Group believes that the same can be paid out of from internal accruals and mutual fund investments. The Group believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

At the end of the reporting period the Group held Mutual fund investments of ₹ 16,481.88 lakhs (March 31, 2017 ₹ 11,688.88 lakhs) that are expected to readily generate cash inflows for managing liquidity risk.

Maturities of financial liabilities

The tables below analyze the Group's Financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows.

(₹ in lakhs)

Contractual maturities of financial liabilities	March 31, 2018		March 31, 2017	
	Less than 6 months	6 months to 1 year	Less than 6 months	6 months to 1 year
Borrowings	–	11,000.00	–	13,000.00
Trade payables	10,489.12	–	11,163.09	–
Other financial liabilities	23.40	–	23.41	–

c. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk currency risk, interest rate risk and other price risk such as equity price risk and commodity risk.

Financial instruments affected by market risk include loans and borrowings. The analysis exclude the impact of movements in market variables on the carrying values of gratuity and other post retirement obligations, provisions. The analysis for the contingent consideration liability is provided in Note 44.

Foreign Currency risk

Foreign currency risk arises due to the fluctuations in foreign currency exchange rates. The Group does not have any material transactions in foreign currencies. Accordingly, its exposure to the foreign currency risk is limited.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Price risk

The Group's exposure to mutual fund securities arises from investments held by the Group and classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from investments in Mutual funds, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the framework and policies set by the Board of Directors.

48. Standards Issued but not effective

IND AS 115 : Revenue from Contracts with customer

On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, Revenue from Contract with Customers. The new standard defines a five-step model to recognise revenue from customer contracts namely:-

a) Identify the contract(s) with a customer.

b) Identify the performance obligations in the contract.

c) Determine the transaction price.

d) Allocate the transaction price to the performance obligations in the contract.

e) Recognise revenue when (or as) the entity satisfies a performance.

The core principle of the new standard is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The Group has undertaken a review of the major commercial arrangements and has concluded that the effect on adoption of Ind AS 115 is expected to be insignificant on the Group's financial position or performance.

49. Exceptional items consist of write back of provisions for expenses recorded in earlier years and no longer required. The write back amounted to ₹ 423.76 lakhs for the year ended March 31, 2018.

50. The previous year figures have been reclassified to conform to this year's classification.

Signatures to notes "1" to "50" forming part of the financial statements.

For and on behalf of the Board of Directors

For **S.R.Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration No.: 101049W/E300004

Vineet Jain
Chairman
[DIN: 00003962]

N. Kumar
Director
[DIN:00007848]

Prashant Panday
Managing Director & CEO
[DIN: 02747925]

Govind Ahuja
Partner
Membership No. 48966

N. Subramanian
Group CFO

Mehul Shah
SVP Compliance and Company Secretary
[Membership No. FCS: 5839]

Place : Mumbai
Dated : May 23, 2018



NOTES



Entertainment Network (India) Limited

CIN : L92140MH1999PLC120516
Website: *www.enil.co.in* e-mail ID: *enil.investors@timesgroup.com* Ph: 022-6662 0600
Registered Office : 4th Floor, A-Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013.

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall

Name of the member(s) :.....

Registered address :.....

.....

E-mail ID :.....

Folio No :.....

DP ID # :.....

Client ID# :.....

I hereby record my presence at the 19th Annual General Meeting (AGM) of the Company to be held on **Wednesday, September 26, 2018 at 3.00 p.m.** at Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai: 400018.

.....
Signature of shareholder/ proxy holder(s)

Applicable for investors holding shares in electronic form.

Entertainment Network (India) Limited

CIN : L92140MH1999PLC120516
Website: *www.enil.co.in* e-mail ID: *enil.investors@timesgroup.com* Ph: 022-6662 0600
Registered Office : 4th Floor, A-Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013.

Form No.MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :.....

Registered address:.....

.....

E-mail ID :.....

Folio No./ Client ID: .....

DP ID: .....

I/We, being the member (s) of.....shares of the above named Company, hereby appoint:

1. Name: ..... Address.....

   .....

   E-mail ID :.....signature: ....., or failing him:

2. Name: ..... Address.....

   .....

   E-mail ID :.....signature: ....., or failing him:

3. Name: ..... Address.....

   .....

   E-mail ID :.....signature: .....

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 19th Annual General Meeting of the Company to be held on **Wednesday, September 26, 2018 at 3.00 p.m.** at Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai: 400018 and at any adjournment thereof in respect of such resolutions as are indicated hereof.

[Please turn over for details of resolutions and notes]



Route map to the venue of the AGM

Resolution No.	Description	For *	Against *
1	Ordinary Resolution: Adoption of the audited financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon.		
2	Ordinary Resolution: Adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the Report of the Auditors thereon.		
3	Ordinary Resolution: To declare dividend on equity shares.		
4	Ordinary Resolution: Re-appointment of Mr. Vineet Jain (DIN: 00003962), as a Director, liable to retire by rotation.		
5	Ordinary Resolution: Ratification of appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration number - 101049W/ E300004), as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration.		
6	Ordinary Resolution: Ratification of remuneration payable to the Cost Auditors, M/s. R. Nanabhoy & Co., Cost Accountants (Firm registration number- 00010).		
7	Special Resolution: Issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis		
8	Special Resolution: Approval of levying charges for service of documents to the members of the Company as requested by them		
9	Ordinary Resolution: Appointment of Ms. Sukanya Kripalu (DIN: 06994202) as an Independent Non - Executive Director		
10	Special Resolution: Approval for continuation of holding the office of Independent Non- Executive Director by Mr. Richard Saldanha (DIN: 00189029)		

Affix Revenue Stamp

Signed this.....day of..... 2018.

Signature of shareholder .....

Signature of proxy holder(s) .....

***** Please put a '✓' in the appropriate column against the resolutions indicated in the Box. Alternatively you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/ she thinks appropriate.

Notes:

1. **This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. A proxy need not be a member of the Company.
3. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
4. In case the appointer is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such resolution should be attached to the proxy form, together with attested specimen signature(s) of the proxy. Attestation can be made by such body corporate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/ she so wishes.
6. In case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.

www.radiomirchi.com

Entertainment Network (India) Limited

REGISTERED OFFICE

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