

NOTICE



NOTICE is hereby given that the **SIXTEENTH** Annual General Meeting (AGM) of the Members of **ENTERTAINMENT NETWORK (INDIA) LIMITED** will be held on **Monday, September 14, 2015** at **3.00 p.m.** at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Near Siddhivinayak Temple, Prabhadevi, Mumbai: 400025, 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, 2015 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, 2015 and the Report of the Auditors thereon.
3. To declare dividend on equity shares.
4. To appoint a director in place of Mr. Prashant Panday (DIN: 02747925) 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 Annual General Meeting (AGM) held on August 12, 2014; the appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (registration number - 101049W) as the auditors of the Company be and is hereby ratified to hold office from the conclusion of the fifteenth Annual General Meeting (AGM) till the conclusion of the sixth consecutive AGM (with the meeting wherein such appointment has been made being counted as the first meeting), at a remuneration as may be recommended by the Audit Committee and fixed by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or

any director or officer or person and to do all such acts, deeds, matters and things for giving effect to this resolution.”

Special Business:

6. Ratification of remuneration payable to cost auditors

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

“RESOLVED THAT pursuant to the provision of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Cost Auditors, M/s. R. Nanabhoy & Co., Cost Accountants (Firm registration number- 00010), appointed by the Board of Directors of the Company as recommended by the Audit Committee to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2016, 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.”

Notes:

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

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

- b) The Company's Registrar & Share Transfer Agents are Karvy Computershare Private Limited



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('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 **Tuesday, September 8, 2015 to Monday, September 14, 2015**, 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 15, 2015 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 7, 2015 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 7, 2015, 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.

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

- e) The relevant Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), setting out the material facts relating to the special business as set out in the Notice is annexed hereto. Pursuant to Clause 49 of the Listing Agreement, relevant details of the Director seeking appointment, reappointment

are annexed hereto and forming part of the Notice. The Director has furnished the relevant consents, declarations, etc. for his appointment/ reappointment.

- f) As per the provisions of Section 197 of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other relevant particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of the Annual Report. As per the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the Members of the Company. The said information is made available for inspection at the Registered Office and Corporate Office of the Company during working hours for a period of 21 days before the date of AGM. Any Member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request. The Annual Report is available on the Company's website at: www.enil.co.in
- g) As per Sections 101, 136 and all other applicable provisions of the Act, read with the rules made under the Act, companies can now serve/ send various reports, documents, communications, including but not limited to annual report comprising of the report of the board of directors, auditors' report, financial statements, notice of general meeting, etc. (hereinafter referred to as 'the Documents') to its members through electronic mode at their e-mail addresses.

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

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

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

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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.

- h) Pursuant to Section 108 of the Act, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and all other relevant rule made under the Act and Clause 35B of the Listing Agreement, 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 Monday, September 7, 2015 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 7, 2015.** 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 7, 2015. Members are eligible to cast vote only if they are holding shares as on September 7, 2015.

The remote e-voting period will commence at 9.00 a.m. (IST) on Thursday, September 10, 2015 and will end at 5.00 p.m. (IST) on Sunday, September 13, 2015. During this period, the Members of the Company holding shares in physical form or in dematerialized form may cast their vote through remote e-voting. **The remote e-voting module shall be blocked/ disabled for voting thereafter.**

Once the vote on a resolution is cast by the Member,

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

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

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

- i) Annual Report including *inter alia* the Report of the Board of Directors, Auditors' Report, Financial Statements, Notice of this AGM, instructions for remote e-voting, attendance slip, proxy form, etc. is being sent by electronic mode to all Members whose e-mail addresses are registered with the Company/ R & TA/ depositories unless a Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the relevant documents are being sent by the permitted mode.
- j) 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 7, 2015**, he may write to R & TA on the email ID: vargheseI@karvy.com or to Mr. P. A. Varghese, Contact No. 040-67162222; Fax: 040-23001153; Toll Free no.: 1800-345-4001, at Karvy Computershare Private Limited [Unit: Entertainment Network (India) Limited], Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password.
- 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. Nomination form can be obtained from



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the R & TA.

- 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 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 at the Registered Office and Corporate Office of the Company during business hours on any working day of the Company without payment of fee and will be available at the AGM.
- 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 205A of the Companies Act, 1956 (corresponding Section 124 of the Companies Act, 2013), dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund. Details of the unclaimed dividend amount is available on the Company website- [www.enil.co.in](http://www.enil.co.in/unclaimed-dividend.php) at the url: <http://www.enil.co.in/unclaimed-dividend.php>
- r) The Securities and Exchange Board of India has



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

- s) Annual Report containing *inter alia* the Notice convening the Sixteenth Annual General Meeting, the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2015 and the Reports of the Board of Directors and Auditors, Report on Corporate Governance, Management Discussion & Analysis, etc. are available on the Company's website at: www.enil.co.in. Copies of the aforesaid documents are available for inspection at the Registered Office and Corporate Office of the Company during business hours on any working day of the Company.

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

sd/-

Mehul Shah
SVP – Compliance & Company Secretary
FCS: 5839

Mumbai, May 19, 2015

Registered Office:

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

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

The following Statement sets out all material facts relating to the business mentioned under Item Nos. 5 and 6 of the accompanying Notice dated May 19, 2015.

- I. **Item No. 5:** The Members of the Company, at the fifteenth Annual General Meeting (AGM), approved the appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (registration number-101049W) 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.

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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 two items related to professional matters of conduct detailed as below:
 - a) There is one case pending in a district court pertaining to disclosures in the financial statements of a company audited by them.
 - b) There is one matter of professional misconduct where proceedings with the Disciplinary Committee of the Institute of Chartered Accountants of India are currently ongoing.
4. Relevant documents are available for inspection at the Registered Office and Corporate Office of the Company during business hours on any working day of the Company without payment of fee and same shall be available at the AGM.
5. None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the notice. The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the notice for approval by the Members.
6. **Item No. 6:** The Board of Directors, on recommendation of the Audit Committee and pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), has approved the appointment and remuneration of the Cost Auditors, M/s. R. Nanabhoy & Co., Cost Accountants (Firm registration number- 00010) to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2016. The aforesaid appointment of M/s. R. Nanabhoy & Co. is subject to the relevant notifications, orders, rules, circulars, etc. issued by the Ministry of Corporate Affairs and other regulatory authorities from time to time. The remuneration payable to M/s. R. Nanabhoy & Co. shall be ₹ 4,50,000 (Rupees four lacs fifty thousand only) plus out of pocket expenses and applicable taxes for the aforesaid audit. A Certificate issued by the above firm regarding their independence and eligibility for appointment as Cost Auditors and other relevant documents are available for inspection at the Registered Office and Corporate Office of the Company during business hours on any working day of the Company without payment of fee and same shall be available at the AGM.
7. In accordance with the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules 2014 and all other applicable rules, the remuneration payable to the Cost Auditors is required to be ratified subsequently by the shareholders. Accordingly, consent of the Members is sought for passing the ordinary resolution as set out at Item No. 6 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending on March 31, 2016.
8. None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the notice. The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the notice for approval by the Members.

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

sd/-

Mehul Shah

SVP – Compliance & Company Secretary
FCS: 5839

Mumbai, May 19, 2015

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 No. 4 of the Notice.

Details of the Director seeking appointment/reappointment at the forthcoming Annual General Meeting (pursuant to the Clause 49 of the Listing Agreement).

Brief Resume of the Director:

Mr. Prashant Panday (Managing Director & CEO)

Forty nine years of age, 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 14 years, he has played a significant role in making Mirchi the #1 radio brand in the Country in terms of listenership (IRS Q4, 2012: 37.5 million). In 2008, Mirchi was rated the #1 media brand— ahead of The Times of India and Star Plus – in the IMRB- Pitch survey.

Mr. Panday has total experience of 25 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.

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| DIN | 02747925 |
| Date of Birth | July 8, 1965 |
| Nationality | Indian |
| Date of Appointment on the Board | July 1, 2010 |
| Qualifications | Post Graduate Diploma in Management from Indian Institute of Management, Bangalore and Degree of B.E. Electronics and Communication- Gujarat University |
| Shareholding in the Company | 21900 equity shares of ₹ 10/- each |
| List of Directorships held in other Companies | Alternate Brand Solutions (India) Limited, Media Research Users Council |
| Committee membership | Entertainment Network (India) Limited: [Member of Corporate Social Responsibility Committee and Member of Stakeholders Relationship Committee] |
| Number of meetings attended | Six board meetings were held during the financial year under review and Mr. Panday attended all the meetings. |

Brief resume of all the Directors of the Company has also been furnished separately in the Annual Report. None of the Directors are related with each other or key managerial personnel (*inter-se*) within the meaning of Clause 49 VIII (E) (2) of the Listing Agreement.



Route map to the venue of the AGM