

Notice

NOTICE is hereby given that the **FIFTEENTH** Annual General Meeting (AGM) of the Members of **ENTERTAINMENT NETWORK (INDIA) LIMITED** will be held on **Tuesday, August 12, 2014** at **3.00 p.m.** at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2014, the Profit and Loss Account (the Statement of Profit and Loss) and the Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a director in place of Mr. Ravindra Dhariwal (DIN: 00003922) who retires by rotation and who is not disqualified to become a director under the Companies Act, 2013 and being eligible, offers himself for reappointment.
4. To appoint a director in place of Mr. Vineet Jain (DIN: 00003962) who retires by rotation and who is not disqualified to become a director under the Companies Act, 2013 and being eligible, offers himself for reappointment.
5. **Appointment of auditors**

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

"RESOLVED THAT in place of the retiring auditors- Messrs Price Waterhouse & Co., Bangalore, Chartered Accountants (registration number- 007567S), who have given a notice in writing expressing their inability to be reappointed as the Auditors of the Company; S. R. Batliboi & Associates LLP, Chartered Accountants (registration number- 101049W) be and are hereby appointed as the Auditors of the Company, pursuant to the special notice received from a member under Sections 115, 140(4) and all other applicable provisions of the Companies Act, 2013 and based on the recommendation of the Audit Committee and pursuant to the provisions of Sections 139, 141, 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), to hold office from the conclusion of this 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), subject to the ratification of the appointment by the members of the Company at every AGM after this AGM, 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 with or without modification(s), 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, 2015, 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

Notice

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. Re-designation of Mr. Prashant Panday as Managing Director & CEO

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as ‘the Act’), approval of the Company be and is hereby accorded for the change in the designation of Mr. Prashant Panday (DIN: 02747925) from ‘Executive Director & Chief Executive Officer’ to ‘Managing Director & Chief Executive Officer’ with effect from May 23, 2014 and to hold the office (not liable to retire by rotation) as the ‘Managing Director & Chief Executive Officer’ for his remaining tenure i.e. up to June 30, 2016 on the same terms and conditions including remuneration as approved by the members at their meeting held on August 8, 2013;

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

applicable provisions of the Act;

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

8. Appointment of Mr. Richard Saldanha as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as ‘the Act’) and Clause 49 of the Listing Agreement as amended from time to time, Mr. Richard Saldanha (DIN: 00189029), Independent Non- executive Director of the Company, who retires by rotation at this Annual General Meeting (AGM) under the erstwhile applicable provisions of the Companies Act, 1956 and who is not disqualified to become a director under the Act and who is eligible for appointment as an independent director (independent non- executive director) and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing Mr. Saldanha as a candidate for the office of the independent director of the Company, be and is hereby appointed as an Independent Director (Independent Non- executive Director) of the Company to hold office for a term of five consecutive years commencing from August 12, 2014, not liable to retire by rotation, 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

Notice

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

9. Appointment of Mr. Ravindra Kulkarni as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as ‘the Act’) and Clause 49 of the Listing Agreement as amended from time to time, Mr. Ravindra Kulkarni (DIN: 00059367), Independent Non- executive Director of the Company, whose period of office is liable to determination by retirement of directors by rotation at the Annual General Meeting (AGM) under the erstwhile applicable provisions of the Companies Act, 1956 and who is not disqualified to become a director under the Act and who is eligible for appointment as an independent director (independent non- executive director) and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing Mr. Kulkarni as a candidate for the office of the independent director of the Company, be and is hereby appointed as an Independent Director (Independent Non- executive Director) of the Company to hold office for a term of five consecutive years commencing from August 12, 2014, not liable to retire by rotation, 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. Appointment of Mr. A. P. Parigi as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as ‘the Act’) and Clause 49 of the Listing Agreement as amended from time to time, Mr. Amba Preetham Parigi (Mr. A. P. Parigi) (DIN: 00087586), Independent Non- executive Director of the Company, whose period of office is liable to determination by retirement of directors by rotation at the Annual General Meeting (AGM) under the erstwhile applicable provisions of the Companies Act, 1956 and who is not disqualified to become a director under the Act and who is eligible for appointment as an independent director (independent non- executive director) and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing Mr. A. P. Parigi as a candidate for the office of the independent director of the Company, be and is hereby appointed as an Independent Director (Independent Non- executive Director) of the Company to hold office for a term of five consecutive years commencing from August 12, 2014, not liable to retire by rotation, 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.”

Notice

11. Appointment of Mr. N. Kumar as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as ‘the Act’) and Clause 49 of the Listing Agreement as amended from time to time, Mr. Narayanan Kumar (Mr. N. Kumar) (DIN: 00007848), Independent Non- executive Director of the Company, whose period of office is liable to determination by retirement of directors by rotation at the Annual General Meeting (AGM) under the erstwhile applicable provisions of the Companies Act, 1956 and who is not disqualified to become a director under the Act and who is eligible for appointment as an independent director (independent non- executive director) and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing Mr. N. Kumar as a candidate for the office of the independent director of the Company, be and is hereby appointed as an Independent Director (Independent Non- executive Director) of the Company to hold office for a term of five consecutive years commencing from August 12, 2014, not liable to retire by rotation, 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.”

12. Appointment of Mr. B. S. Nagesh as an Independent Director of the Company

To consider and, if thought fit, to pass with or

without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as ‘the Act’) and Clause 49 of the Listing Agreement as amended from time to time, Mr. Nagesh Satyanarayan Basavanhalli (Mr. B. S. Nagesh) (DIN: 00027595), Independent Non- executive Director of the Company, whose period of office is liable to determination by retirement of directors by rotation at the Annual General Meeting (AGM) under the erstwhile applicable provisions of the Companies Act, 1956 and who is not disqualified to become a director under the Act and who is eligible for appointment as an independent director (independent non- executive director) and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing Mr. B. S. Nagesh as a candidate for the office of the independent director of the Company, be and is hereby appointed as an Independent Director (Independent Non- executive Director) of the Company to hold office for a term of five consecutive years commencing from August 12, 2014, not liable to retire by rotation, 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.”

13. Appointment of Ms. Vibha Paul Rishi as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of

Notice

Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as 'the Act') and Clause 49 of the Listing Agreement as amended from time to time, Ms. Vibha Paul Rishi (DIN: 05180796), Independent Non- executive Director of the Company, whose period of office is liable to determination by retirement of directors by rotation at the Annual General Meeting (AGM) under the erstwhile applicable provisions of the Companies Act, 1956 and who is not disqualified to become a director under the Act and who is eligible for appointment as an independent director (independent non- executive director) and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing Ms. Vibha Paul Rishi as a candidate for the office of the independent director of the Company, be and is hereby appointed as an Independent Director (Independent Non- executive Director) of the Company to hold office for a term of five consecutive years commencing from August 12, 2014, not liable to retire by rotation, 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."

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.

- (b) The Company's Registrar & Share Transfer Agents are Karvy Computershare Private Limited ('R & TA'), Unit: Entertainment Network (India) Limited, Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad – 500081. Phone : 040 – 44655000, Fax : 040 – 23420814.
- (c) The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, August 5, 2014 to Tuesday, August 12, 2014**, both days inclusive, for taking record of the Members of the Company for the purpose of AGM and determining the names of the Members eligible for dividend on equity shares, if declared at the AGM.
- (d) The Dividend, if declared at the AGM, would be paid/ dispatched on/ after August 13, 2014 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 August 4, 2014 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 August 4, 2014, 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 as obtained from the respective depositories will be used for the

Notice

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 Directors seeking appointment, reappointment are annexed hereto and forming part of the Notice. The directors have furnished the relevant consents, declarations, etc. for their appointment/ reappointment.
- (f) Particulars of the employees as required under the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, are given in the annexure and form part of the Directors' Report. In terms of Section 219(1)(b)(iv) of the Companies Act, 1956, the Annual Report and the Accounts are being sent to the Members excluding the aforesaid information. Any Member interested in obtaining a copy of the said information may write to the Company Secretary at the registered office of the Company.
- (g) As per Sections 101, 136 and all other applicable provisions of the Act, read with the rules made under the Act and circulars issued by the Ministry of Corporate Affairs, companies can now serve/ send various reports, documents, communications, including but not limited to annual report comprising of the report of the board of directors, auditors'

report, balance sheet, profit and loss account, 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, Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad – 500081. Phone : 040 – 44655000, Fax : 040 – 23420814.

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

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

- (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 relevant rule made under the Act, the Company is pleased to provide the e-voting facility to the members of the Company to exercise their right to vote by electronic means. The Company has

Notice

appointed Karvy Computershare Private Limited ('KCPL' / 'Karvy' / 'Service Provider' / 'R & TA') for facilitating e-voting.

The cut-off date (record date) for the purpose of e-voting is July 4, 2014.

The e-voting period will commence on Wednesday, August 6, 2014 at 9:00 A.M. (IST) and will end on Friday, August 8, 2014 at 6:00 P.M. (IST). During this period, the Members of the Company holding shares in physical form or in dematerialized form may cast their vote by electronic means.

The e-voting module shall be disabled for voting thereafter.

Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.

The Members are requested to refer to the detailed procedure on e-voting furnished separately to vote through electronic mode. In case of any query pertaining to e-voting, please visit *Help & FAQ's* section of <https://evoting.karvy.com> (Karvy's website) or download *User Manual for Shareholders* available at the *Downloads* section of <https://evoting.karvy.com> or e-mail to evoting@karvy.com or contact Mr. Varghese of Karvy on 1800 345 4001 (toll free number).

- (i) Annual Report including *inter alia* the Report of the Board of Directors, Auditors' Report, Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Notice of this AGM, instructions for e-voting, attendance slip, proxy form, etc. is being sent by electronic mode to all Members whose 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 terms of Section 72 of the Act read with the applicable rules made under the Act, every holder of shares in the Company may at any time nominate, in

the prescribed manner, a person to whom his/ her shares in the Company shall vest, in the event of his/ her death. Nomination form can be obtained from the R & TA.

- (k) Members/ Proxies should bring their copy of the Annual Report and Attendance Slip sent herein, duly filled in, for attending the Meeting.
- (l) 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.
- (m) 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.
- (n) Members desiring any information pertaining to the accounts are requested to write to the Company Secretary at an early date so as to enable the Management to reply at the AGM.
- (o) 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 of the Company during business hours on any working day of the Company without payment of fee.
- (p) Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the R & TA/ Company Secretary at the registered address. Members are requested to note that as per Section 205A of the Companies Act, 1956 (corresponding Section 124 of the Companies Act, 2013), dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund. Details of the unclaimed dividend amount is available on the Company website- www.enil.co.in at the url: <http://www.enil.co.in/unclaimed-dividend.php>.
- (q) 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

Notice

Depositories Participant(s). Members holding shares in physical form shall submit their PAN details to R & TA.

- (r) Annual Report containing *inter alia* the Notice convening the Fifteenth Annual General Meeting, the Audited Balance Sheet of the Company as at March 31, 2014, the Profit and Loss Account (the Statement of Profit and Loss) and the Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon, 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.

By Order of the Board of Directors

For **Entertainment Network (India) Limited**

sd/-

Mehul Shah

SVP – Compliance & Company Secretary

Mumbai, May 23, 2014

Registered Office:

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

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

The following Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 13 of the accompanying Notice dated May 23, 2014.

- Item No. 5:** Messrs Price Waterhouse & Co., Bangalore, Chartered Accountants (registration number - 007567S) - the present Statutory Auditors of the Company hold the office until the conclusion of the 15th Annual General Meeting (AGM) and have given a notice in writing expressing their inability to be considered for reappointment as the Statutory Auditors of the Company.
- Pursuant to Sections 115, 140(4) and all other applicable provisions of the Companies Act, 2013, a special notice was received from a member of the Company proposing to pass the resolution as appearing at Item No. 5 of the notice at the forthcoming AGM to appoint S. R. Batliboi & Associates LLP, Chartered Accountants (registration number- 101049W) as the Statutory Auditors of the Company in place of Messrs Price Waterhouse & Co., Bangalore, Chartered Accountants (registration number- 007567S) - the retiring auditors of the Company.
- S. R. Batliboi & Associates LLP have given their consent to be appointed 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 for appointment 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.

- 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, except for a case pending in a district court, pertaining to disclosures in the financial statements of a company audited by them, there are no pending proceedings against them or any of their partner(s) with respect to professional matters of conduct.
- S. R. Batliboi & Associates LLP will hold office from the conclusion of this AGM till the conclusion of the sixth consecutive AGM (with the meeting wherein such appointment has been made being counted as the first meeting), subject to the ratification of the appointment by the members of the Company at every AGM after this AGM, at a remuneration as may be recommended by the Audit Committee and fixed by the Board of Directors of the Company

Notice

- in addition to out of pocket expenses as may be incurred by them during the course of the audit.
6. Relevant documents are open for inspection at the Registered Office of the Company during business hours on any working day of the Company without payment of fee.
 7. 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.
 8. **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, 2015. 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 such sum not exceeding Rs. 3,75,000 (Rupees three lacs 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 open for inspection at the Registered Office of the Company during business hours on any working day of the Company without payment of fee.
 9. 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, 2015.
 10. 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.
 11. **Item No. 7:** Based on the recommendation of the Remuneration / Compensation Committee (renamed as 'Nomination and Remuneration Committee') and pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as 'the Act'), the Board of Directors of the Company, at their meeting held on May 23, 2014, approved the change in designation of Mr. Prashant Panday from 'Executive Director & Chief Executive Officer' to 'Managing Director & Chief Executive Officer' with effect from May 23, 2014 and Mr. Panday shall hold the office as 'Managing Director & Chief Executive Officer' for his remaining tenure i.e. up to June 30, 2016 on the same terms and conditions including remuneration as approved by the members at their meeting held on August 8, 2013. His office is not liable to retire by rotation.
 12. Mr. Prashant Panday has been associated with the Company since August 2000. Owing to his outstanding qualities of leadership, maturity and performance over the years, he was promoted to the rank of Deputy Chief Executive Officer in August 2005 and to Chief Executive Officer in August 2007. The Members of the Company, at the 11th Annual General Meeting (AGM) held on September 7, 2010, had approved the appointment of Mr. Prashant Panday as the Whole-time Director designated as 'Executive Director & Chief Executive Officer' of the Company for a period of three (3) years with effect

Notice

from July 1, 2010 till June 30, 2013. He was re-appointed by the members of the Company for the period of 3 (three) years commencing from July 1, 2013 and ending on June 30, 2016, on continuation basis, without any interruption/ break in service, on various terms and conditions including remuneration as approved by the members at the 14th AGM held on August 8, 2013.

13. Mr. Panday has excellent academic and professional qualifications. He holds a Post Graduate Diploma in Management from Indian Institute of Management, Bangalore and also holds a degree of B. E. Electronics and Communication- Gujarat University. His academic brilliance is combined with rich experience of twenty four years in various industries, including but not limited to marketing, advertising, financial services. Prior to joining the Company, Mr. Panday was the Director-Marketing, Modi-Revlon Limited, Delhi.
14. Mr. Panday has played a significant role in supporting the Board of Directors of the Company in Radio Mirchi's success; particularly in the context of geographical coverage, growth of listenership and revenues.
15. Mr. Panday is holding 21900 equity shares in the Company as on date of this Notice.
16. The aforesaid re-designation is subject to the approval, consents, permissions, sanctions and the like of the Members of the Company and all other concerned statutory and other authorities, if and to the extent applicable and required and without any other variation (except designation) in the terms and conditions as already approved by the members of the Company at the 14th AGM of the Company held on August 8, 2013.
17. Mr. Prashant Panday satisfies all the applicable conditions as set out under Section 196 read with Schedule V of the Act for being eligible for his re-designation as the Managing Director & Chief Executive Officer. The Company has received from Mr. Panday:
 - (i) consent to act as the Managing Director & Chief Executive Officer in the prescribed form *DIR-2* pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014;
 - (ii) intimation in the prescribed form *DIR-8*

pursuant to Section 164 of the Act and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to become a director under the Act;

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

18. Pursuant to the provisions of Section 190 of the Act, the written memorandum setting out the terms and conditions including remuneration as already approved by the members at their meeting held on August 8, 2013 and other relevant documents are open for inspection at the Registered Office of the Company during business hours on any working day of the Company without payment of fee.
19. Taking into consideration the size of the Company, the profile of the incumbent, the responsibilities shouldered by him and the industry benchmark, the Board of Directors recommends the re-designation of Mr. Panday as stated at the Special Resolution at Item No. 7 of the notice for approval by the Members.
20. Except Mr. Prashant Panday, to whom the resolution relates, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the notice.
21. **Item No. 8 to 13:** In accordance with the erstwhile provisions of the Companies Act, 1956, Mr. Richard Saldanha, Mr. Ravindra Kulkarni, Mr. A. P. Parigi, Mr. N. Kumar, Mr. B. S. Nagesh and Ms. Vibha Paul Rishi were appointed as the directors of the Company. Mr. Richard Saldanha retires by rotation at this Annual General Meeting (AGM) under the erstwhile applicable provisions of Companies Act, 1956. Mr. Ravindra Kulkarni, Mr. A. P. Parigi, Mr. N. Kumar, Mr. B. S. Nagesh and Ms. Vibha Paul Rishi are the directors whose period of offices are liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. They have been on the Board of the Company as the Independent Non-executive directors pursuant to Clause 49 of the listing agreement. With the enactment of the Companies Act, 2013, it is now incumbent upon the Company to appoint 'Independent Directors' as defined under Section

Notice

- 149(6) of the Companies Act, 2013.
22. In terms of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as 'the Act'), Mr. Richard Saldanha, Mr. Ravindra Kulkarni, Mr. A. P. Parigi, Mr. N. Kumar, Mr. B. S. Nagesh and Ms. Vibha Paul Rishi, being eligible and offering themselves for appointment, are proposed to be appointed as the Independent Directors (Independent Non-executive Directors) for a term of five consecutive years commencing from August 12, 2014, not liable to retire by rotation. The Company has received six notices in writing from a member along with the requisite deposits under Section 160 of the Act proposing the candidature of Mr. Richard Saldanha, Mr. Ravindra Kulkarni, Mr. A. P. Parigi, Mr. N. Kumar, Mr. B. S. Nagesh and Ms. Vibha Paul Rishi for the office of independent directors of the Company to be appointed as such.
23. The Company has received from Mr. Richard Saldanha, Mr. Ravindra Kulkarni, Mr. A. P. Parigi, Mr. N. Kumar, Mr. B. S. Nagesh and Ms. Vibha Paul Rishi:
- (i) Letters 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;
 - (ii) Letters of intimation in the prescribed form *DIR-8* pursuant to Section 164 of the Act and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that they are not disqualified to become directors under the Act;
 - (iii) Declarations that they meet the criteria of independence as provided under Section 149 of the Act read with the Clause 49 of the listing agreement as amended and declarations under Section 152 of the Act to the effect that they are not disqualified to become directors under the Act.
24. The Nomination and Remuneration Committee has recommended the appointment of these directors as the Independent Directors for a term of five consecutive years commencing from August 12, 2014. In the opinion of the Board of Directors, Mr. Richard Saldanha, Mr. Ravindra Kulkarni, Mr. A. P. Parigi, Mr. N. Kumar, Mr. B. S. Nagesh and Ms. Vibha Paul Rishi fulfill the conditions specified in the Act, rules made thereunder, read with the Clause 49 of the listing agreement as amended for their appointment as the Independent Directors of the Company and that they are independent of the management and they are not disqualified to become directors under the Act. Documents relevant to the appointment of these directors as the Independent Directors 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. 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.
25. Brief resume of the Independent Directors proposed to be appointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships and the memberships/ chairmanships of Committees of the Board and their shareholding in the Company, as stipulated under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, are set out in the Annexure to the Notice.
26. The ordinary resolutions at Item no. 8 to 13 of this Notice seek the approval of the Members for the appointment of Mr. Richard Saldanha, Mr. Ravindra Kulkarni, Mr. A. P. Parigi, Mr. N. Kumar, Mr. B. S. Nagesh and Ms. Vibha Paul Rishi as the Independent Directors of the Company for a term of five consecutive years commencing from August 12, 2014 pursuant to Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act and applicable rules made under the Act and Clause 49 of the listing agreement, as amended from time to time. They are not liable to retire by rotation. The Board of Directors considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of these directors as the Independent Directors. Accordingly, the Board of Directors recommends the ordinary resolutions as set out at

Notice

Item no. 8 to 13 of this Notice in relation to the appointment of Mr. Richard Saldanha, Mr. Ravindra Kulkarni, Mr. A. P. Parigi, Mr. N. Kumar, Mr. B. S. Nagesh and Ms. Vibha Paul Rishi as the Independent Directors, for the approval by the Members of the Company.

27. Mr. Richard Saldanha, Mr. Ravindra Kulkarni, Mr. A. P. Parigi, Mr. N. Kumar, Mr. B. S. Nagesh and Ms. Vibha Paul Rishi, respectively, are concerned or interested in the Resolutions of the accompanying notice relating to their own appointment. None of the Directors, Key Managerial Personnel of the Company or their relatives, other than the Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in the resolutions set out at Item No.8 to 13 of the Notice.

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

sd/-

Mehul Shah

SVP- Compliance & Company Secretary

Mumbai, May 23, 2014

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

Annexure to Item Nos. 3, 4 and 7 to 13 of the Notice.

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

Brief Resume of the Directors:

Mr. Ravindra Dhariwal (Non- Executive Director)

Mr. Ravindra Dhariwal is the Executive Director and CEO, Bennett, Coleman & Co. Limited. Prior to this, Mr. Dhariwal was the Vice President, Franchise, SE Asia, PepsiCo International.

During his illustrious career, he has held various positions at companies like Hindustan Lever Limited, Rexona Prop. Limited - Sydney, Pepsi Foods Industries and PepsiCo International. He holds a B. Tech degree from IIT Kanpur and a post graduate diploma in management from IIM, Calcutta.

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. Prashant Panday (Managing Director & CEO)

Forty eight 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 24 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 (ARO), the Vice Chairman of MRUC, 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.

Mr. Richard Saldanha (Independent Non- Executive Director)

Mr. Richard Saldanha, a graduate Mechanical Engineer, served Hindustan Lever & Unilever plc for 30 years. He spent almost 10 years in Latin America. He was Technical Director of Unilever Venezuela, Vice-President – Supply Chain for Unilever Andina, (Venezuela, Colombia, Ecuador) rising to be Chairman and CEO of Unilever Peru and a Member of the Unilever Latin America Board.

He returned to India as Managing Director of Haldia Petrochemicals Limited, a 1.5 BN \$ enterprise. He defined his Role at Haldia as 'a role that provides clear vision and strategic direction, that builds culture, business ethic, structure and processes to deliver outstanding business performance and Good Corporate Governance'.

He then joined The Times of India Group as a Member of the Board where he spent 5 years to help build organizational capability, culture and competitiveness. He later joined Blackstone India where he retired after spending six years as Executive Director: he was responsible for operational excellence and good governance for a group of Blackstone portfolio

Notice

companies.

His 48 years of corporate experience in a gamut of functions that ranged from Manufacturing and Planning to Corporate Development and General Management have given him learning and insights which have proved to be invaluable for restructuring and reorganizing companies as well as for managing partnerships and strategic alliances in an international arena. He has been a Board Member since the mid 80's on several Boards nationally and internationally.

Mr. Saldanha has been associated with various chambers of commerce and industry bodies, both in India and globally, in various capacities. He was also the Founder President of Bal Raksha Bharat, India and a Former President of Delhi Management Association. He is currently Chairman of Gokaldas Exports and Trans Maldivian Airways and is a member of the Court of Governors of the Administrative Staff College of India.

Mr. Ravindra Kulkarni (Independent Non- Executive Director)

Mr. Ravindra Kulkarni holds a Masters degree in Law from University of Mumbai. Having been in the legal arena for over four decades, Mr. Kulkarni has vast experience as a legal practitioner, particularly on matters relating to corporate law and particularly on foreign collaborations, joint ventures, mergers and acquisitions, capital markets, public offerings for listing of securities in India as well as in international markets, infrastructure projects, etc.

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

Mr. A. P. Parigi (Independent Non-Executive Director)

An alumnus of the Delhi School of Economics and Faculty of Management Studies, of the University of Delhi, Mr. A. P. Parigi has for the past 2 decades held senior positions in various industries. Prior to joining the Times Group, he was the CEO of BPL Mobile, Mumbai. After he stepped down as the Managing Director- ENIL, he joined Eros International Media Limited as the Managing Director & Group CEO- India operations- from October 2009 till

February 2010.

In April 2009, he was awarded The William F Glaser'53, 'Rensselaer's Entrepreneur of the Year', in Troy, Albany, USA. In June 2010, he joined the Business Advisory Council of the Said Business School, Oxford University, UK. Mr. Parigi also serves as a member of the Board of Overseers - Fordham Graduate School of Business, Fordham University, New York. In May 2011, he was appointed Advisor – N.E.A.; India. N.E.A. is a leading venture capital and growth equity firm in the USA.

Mr. Parigi was honored with the Life Time Achievement Award by the World Brand Congress in 2009. He serves on the Boards of several companies including Bennett, Coleman & Company Limited (Times of India Group), Times Global Broadcasting Company Limited (TIMES NOW).

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

Mr. N Kumar is the Vice Chairman of The Sanmar Group, 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.

As a spokesman of Industry and Trade, Mr. Kumar had been a President of CII and participated in other apex bodies. He presently chairs the CII Institute of Quality, Bangalore. Mr. Kumar is the Chairman of National Accreditation Board for Certification Bodies, which is a constituent of Quality Council of India. He is also a member of the Board of Governors of Institute for Financial Management & Research.

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

Mr. Kumar has a wide range of public interests going beyond the confines of corporate management in areas of health, social welfare, education and sports. One special area where he is involved is the Madhuram Narayanan Centre for Exceptional Children.

He is also the Honorary Consul General of Greece in Chennai.

Notice

An Electronics Engineering Graduate from Anna University, Chennai and a fellow member of the Indian National Academy of Engineering, he is also a fellow life member of The Institution of Electronics and Telecommunication Engineers. Mr. Kumar is an avid golfer and a patron of cricket and tennis. He has extensively travelled across the globe.

Mr. B. S. Nagesh (Independent Non- Executive Director)

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

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

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

As part of his personal philosophy of Learn, Earn & Return, Nagesh stepped down from all operational roles

in the K. Raheja Corp Group in August 2009 at the age of 50. He has set up a charitable trust called TRRAIN (Trust for Retailers and Retail Associates of India). He has also established Section 25 company called TRRAIN Foundation with a not-for-profit objective. Both these organisations are working towards empowering people in retail by helping them through financial literacy, skilling, education and getting them pride and respect through awards and celebrations.

Ms. Vibha Paul Rishi (Independent Non- Executive Director)

Ms. Vibha Paul Rishi is a seasoned marketing professional with extensive experience in India and international markets, coupled with an abiding passion for people.

Her last role was as the Executive Director – Brand and Human Capital of Max India Limited, a multi business corporate with consolidated revenue of more than two billion USD. Max has business interests primarily in the insurance and healthcare space. Max India is a joint venture partner in Max Life Insurance, Max Bupa and Max Healthcare. Prior to this she was the Director, Marketing and Customer Strategy at the Future Group, India's largest retail group. Her longest stint was at PepsiCo with 17 years of leadership roles in marketing and innovation in India, US and UK. She was one of the founding team of PepsiCo when they set up in India. During her PepsiCo India stint, she is remembered for the "Nothing official about it" and "Yeh dil maange more" campaigns, amongst others. She later moved to PepsiCo's headquarters to be a part of its international marketing team. This was followed by an innovation leadership role in London.

She was also associated with Pratham, a NGO that works to provide education to underprivileged children in India.

Ms. Vibha Paul Rishi started her career with the Tata Administrative Services and was part of the founding team of Titan Watches. She is an alumnus of FMS, Delhi.

Notice

Name of the Director	Mr. Ravindra Dhariwal	Mr. Vineet Jain	Mr. Prashant Panday
DIN	00003922	00003962	02747925
Date of Birth	September 11, 1952	February 12, 1966	July 8, 1965
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	December 31, 2002	January 19, 2007	July 1, 2010
Qualifications	B.Tech (Chemical Engineering) from the Indian Institute of Technology, Kanpur and also holds a Post Graduate Diploma in Management (Marketing and Finance) from the Indian Institute of Management, Calcutta	B. Sc. degree in International Business Administration in Marketing from Switzerland	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	Nil	Nil	21900 equity shares of ₹ 10/- each
List of Directorships held in other Companies	Bennett, Coleman & Company Limited, Times Infotainment Media Limited, Vardhaman Publishers Limited, Banhem Estate & IT Parks Limited, Times Global Broadcasting Co. Limited, Times Internet Limited, Times Innovative Media Limited, Media Network & Distribution (India) Limited, Metropolitan Media Co. Limited, Capitol Art House Private Limited, Inspired Emporio Salon Private Limited, Indian Newspaper Society, TIML Global Limited (Foreign Company)	Bennett, Coleman & Company Limited, Bharat Nidhi Limited, The Press Trust of India Limited, Times Global Broadcasting Company Limited, Times Infotainment Media Limited, Times Internet Limited, Times Mobile Limited, Times Websol Limited, Zoom Entertainment Network Limited, Times Centre for Learning Limited, Times for India Org	Alternate Brand Solutions (India) Limited, Media Research Users Council
Committee membership	<ol style="list-style-type: none"> Entertainment Network (India) Limited: [Chairman of Stakeholders Relationship Committee, Member of Audit Committee, Member of Nomination & Remuneration Committee, Member of Corporate Social Responsibility Committee] Bennett, Coleman & Co. Limited: [Member of Audit Committee, Member of Nomination & Remuneration Committee, Member of Corporate Social Responsibility Committee] Times Infotainment Media Limited: [Member of Audit Committee, Member of Nomination & Remuneration Committee] Times Innovative Media Limited: [Member of Audit Committee, Member of Compensation Committee] Metropolitan Media Co. Limited: [Chairman of Audit Committee] 	<ol style="list-style-type: none"> Bennett, Coleman & Company Limited: [Member of Corporate Social Responsibility Committee, Member of Nomination & Remuneration Committee] The Press Trust of India Limited: [Member - Committee of Board] Entertainment Network (India) Limited: [Member of Corporate Social Responsibility Committee] 	<ol style="list-style-type: none"> Entertainment Network (India) Limited: [Member of Corporate Social Responsibility Committee]

Notice

Name of the Director	Mr. Richard Saldanha	Mr. Ravindra Kulkarni	Mr. A. P. Parigi
DIN	00189029	00059367	00087586
Date of Birth	February 3, 1944	May 23, 1945	July 15, 1949
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	November 23, 2010	January 19, 2007	October 1, 2009
Qualifications	Graduate Mechanical Engineer from College of Engineering- Pune	Masters degree in Law from University of Mumbai, also holds a Bachelors degree in Science from University of Mumbai	Master degree in Business Administration from the Faculty of Management Studies, University of Delhi and also holds a Bachelor degree in Economics and a Master degree in Sociology from the Delhi School of Economics
Shareholding in the Company	Nil	Nil	2000 equity shares of ₹ 10/- each
List of Directorships held in other Companies	Gokaldas Exports Limited, Nuziveedu Seeds Limited, Gateway Rail Freight Limited, MTAR Technologies Private Limited, Trans Maldivian Airways (foreign company)	Elantas Beck India Limited, Styrolution ABS (India) Limited, Mahindra & Mahindra Limited, Shamrao Vithal Co-op Bank Limited, Tech Mahindra Limited, Chowgule Steamships Limited, Khaitan Consultants Limited, Lavgan Dockyard Limited, Mahindra Trustee Company Pvt. Limited, Mahindra Electroral Trust Company Limited, Landmark Education- India	Bennett, Coleman & Company Limited, Times Infotainment Media Limited, Times Innovative Media Limited, Alternate Brand Solutions (India) Limited, Times Global Broadcasting Company Limited, Accel Media Ventures Limited, Zoom Entertainment Network Limited, Appglow Management Private Limited, Media Research Users Council, TIML Global Limited (Foreign Company)
Committee membership	<ol style="list-style-type: none"> Entertainment Network (India) Limited: [Member of Audit Committee, Member of Nomination & Remuneration Committee] MTAR Technologies Private Limited: [Member of Remuneration Committee] Gokaldas Exports Limited: [Member of Shareholders' Grievance Committee] 	<ol style="list-style-type: none"> Elantas Beck India Limited: [Chairman of Audit Committee] Mahindra & Mahindra Limited: [Member of Audit Committee, Member of Shareholders'/ Investors' Grievance Committee, Member of Governance- Remuneration & Nomination Committee] Entertainment Network (India) Limited: [Member of Audit Committee, Member of Nomination & Remuneration Committee, Member of Corporate Social Responsibility Committee] Styrolution ABS (India) Limited: [Member of Audit Committee, Member of Remuneration Committee] Tech Mahindra Limited: [Chairman of Remuneration Committee and Chairman Investors Grievances & Share Transfer Committee] 	<ol style="list-style-type: none"> Entertainment Network (India) Limited: [Member of Stakeholders Relationship Committee] Bennett, Coleman & Company Limited: [Member of Audit Committee and Member of Nomination & Remuneration Committee] Times Global Broadcasting Company Limited: [Member of Audit Committee] Times Infotainment Media Limited: [Member of Audit Committee and Member of Nomination & Remuneration Committee] Times Innovative Media Limited: [Member of Audit Committee]

Notice

Name of the Director	Mr. N. Kumar	Mr. B. S. Nagesh	Ms. Vibha Paul Rishi
DIN	00007848	00027595	05180796
Date of Birth	January 28, 1950	April 12, 1959	June 19, 1960
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	November 5, 2005	August 14, 2012	August 14, 2012
Qualifications	Engineering Graduate in Electronics and Communication from Anna University, Chennai.	A degree of Masters in Management Studies from the Banaras Hindu University	An alumnus of FMS, Delhi
Shareholding in the Company	5580 equity shares of ₹ 10/- each	Nil	Nil
List of Directorships held in other Companies	Bharti Infratel Limited, Times Innovative Media Limited, MRF Limited, Take Solutions Limited, Mphasis Limited, eG Innovations Private Limited, Madhura Kumar Properties Private Limited, N. K. Trading & Consultancy Private Limited, Madhuram Narayanan Centre for Exceptional Children, Cubbon Road Properties Private Limited, Nani Palkhivala Arbitration Centre, Singapore India Partnership Foundation, eG Innovations Pte Limited, (foreign company)	Shoppers Stop Limited, Marico Industries Limited, Hypercity Retail (India) Limited, Marico Kaya Enterprises Limited, Nagesh (BSN) Consults Private Limited, TRRAIN Foundation, Retailers Association of India	Future Consumer Enterprise Limited, Asian Paints Limited
Committee membership	<ol style="list-style-type: none"> 1. Entertainment Network (India) Limited: [Chairman of Audit Committee, Member of Nomination & Remuneration Committee] 2. Bharti Infratel Limited: [Chairman of HR & ESOP Compensation Committee] 3. Mphasis Limited: [Chairman of Audit Committee] 4. Take Solutions Limited: [Chairman of Shareholders'/ Investors' Grievance Committee] 5. Times Innovative Media Limited: [Member of Audit Committee and Member of Remuneration Committee] 	<ol style="list-style-type: none"> 1. Shoppers Stop Limited: [Member of Investors' Grievance & Share Transfer Committee] 2. Hypercity Retail (India) Limited: [Chairman of Remuneration Committee] 3. Marico Industries Limited: [Member of Audit Committee] 4. Marico Kaya Enterprises Limited: [Member of Audit Committee] 5. Entertainment Network (India) Limited: [Member of Corporate Social Responsibility Committee] 	<ol style="list-style-type: none"> 1. Future Consumer Enterprise Limited: [Member of Corporate Social Responsibility Committee and Audit Committee]

Brief resume of all the Directors of the Company has also been furnished separately in the Annual Report.