entertainment network (India) limited

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

August 31, 2020

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

BSE Scrip Code: 532700/ Symbol: ENIL

Sub: Annual Report for the Financial Year 2019-20

Dear Sir/Madam,

Pursuant to the Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('Listing Regulations'), please find enclosed herewith the Annual Report of **Entertainment Network (India) Limited** for the financial year 2019-2020 comprising of the Notice of the AGM, Report of the Board of Directors, Auditors' Report, Audited Standalone and Consolidated Financial Statements, Report on Corporate Governance, Management Discussion and Analysis, Business Responsibility Report, Integrated Report, other documents required to be attached thereto, etc. for the financial year 2019-2020. Annual Report has been sent on August 31, 2020 to all the members of the Company whose email addresses are registered with the Company/ Depository Participant(s).

Annual Report is also available at the Company's website: www.enil.co.in at https://www.enil.co.in/financials-annual-reports.php.

21st Annual General Meeting (AGM) will be held on **Wednesday, September 23, 2020** at **3.00 p.m. IST** through Video Conference (VC) / Other Audio-Visual Means (OAVM).

Kindly place the same on your record.

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

Yours truly,
For Entertainment Network (India) Limited

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

Encl: a/a

ENTERTAINMENT NETWORK (INDIA) LTD.

Entertainment
Network (India)
Limited

MIRCHI UNLIMITED

ANNUAL
REPORT
2019-20

CORPORATE INFORMATION

BOARD OF DIRECTORS
(As on June 19, 2020)

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

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

Mr. Ravindra Kulkarni
(DIN: 00059367)
Independent Director

Mr. Richard Saldanha
(DIN: 00189029)
Independent Director

Ms. Sukanya Kripalu
(DIN: 06994202)
Independent Director

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

Mr. N. Subramanian
(DIN: 03083775)
Executive Director & Group CFO

MANAGEMENT TEAM

Prashant Panday
Managing Director & CEO

N. Subramanian
Executive Director & Group CFO

Nandan Srinath
Executive President

Yatish Mehrishi
Chief Operating Officer

Tapas Sen
Chief Programming Officer

Preeti Nihalani
Chief Revenue Officer

Rahul Balyan
Chief Digital Officer

Vivek Kulkarni
EVP & Head HR

G G Jayanta
Chief of Staff

COMPANY SECRETARY

Mehul Shah
SVP- Compliance &
Company Secretary

AUDITORS

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

LEGAL ADVISORS

Singh & Singh Law Firm LLP
Halai & Co., Advocates & Legal Consultants
Khaitan & Co.

BANKERS

HDFC Bank Limited

Kotak Mahindra Bank Limited

REGISTRAR & SHARE TRANSFER AGENTS (R&TA)

KFin Technologies Private Limited
(Formerly known as Karvy Fintech Private Limited)
Unit: - Entertainment Network (India) Limited,
Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad - 500 032.
Phone: 040-67162222, Fax: 040-23431551,
Toll Free no.: 1800-345-4001.
E-mail: einward.ris@kfintech.com
Website: www.kfintech.com

REGISTERED OFFICE:

Entertainment Network (India) Limited,
CIN: L92140MH1999PLC120516,
4th Floor, A-Wing, Matulya Centre,
Senapati Bapat Marg, Lower Parel (West),
Mumbai - 400 013.
Tel: 022 6662 0600, Fax: 022 6661 5030.
E-mail: enil.investors@timesgroup.com
website: www.enil.co.in

CORPORATE OFFICE:

Entertainment Network (India) Limited,
14th Floor, Trade World, D wing,
Kamala Mills Compound, Senapati Bapat Marg,
Lower Parel (West), Mumbai 400 013.
Tel: 022 6753 6983.

WHAT'S WHERE....

CORPORATE OVERVIEW

REPORTS

FINANCIAL STATEMENTS

FINANCIAL HIGHLIGHTS

Key Figures

(₹ in Lakhs)

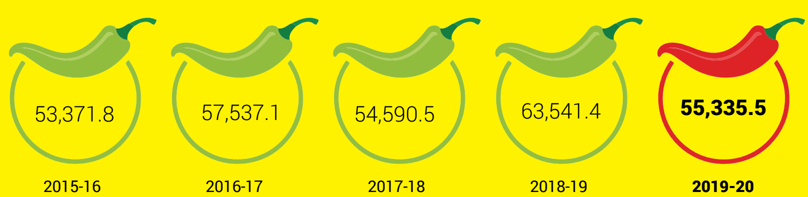
Particulars	2019-20	2018-19	2017-18	2016-17	2015-16
Results of Operations					
Total Revenue	**55,335.5**	63,541.4	54,590.5	57,537.1	53,371.8
Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA) and Exceptional items *	**13,627.0**	15,474.3	12,542.6	14,548.7	18,447.9
Profit before Tax	**1,880.8**	8,366.2	6,149.3	7,831.2	14,816.4
Net Profit	**1,455.8**	5,391.9	3,515.9	5,447.4	10,792.5
Financial position					
Equity Share Capital	**4,767.0**	4,767.0	4,767.0	4,767.0	4,767.0
Reserves and Surplus	**87,056.9**	88,456.2	83,659.2	80,699.6	75,874.7
Net Worth	**91,823.9**	93,223.2	88,426.2	85,466.6	80,641.7
Stock information					
Earnings Per Share (in ₹)	**3.1**	11.3	7.4	11.4	22.6

* EBITDA includes Other Income

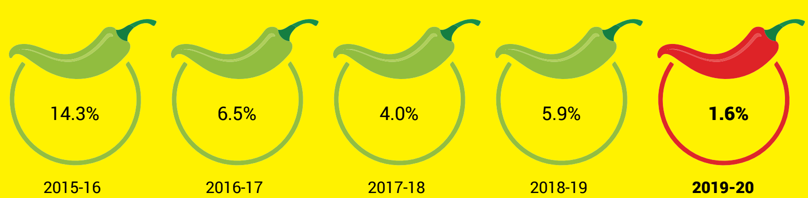
Note - Financial Information is as per applicable GAAP in reported periods.

key performance indicators

Revenue (₹ in Lakhs)



Return on Average Net Worth (%)



FINANCIAL HIGHLIGHTS

Earnings per share (₹)

2015-16	2016-17	2017-18	2018-19	**2019-20**
22.6	11.4	7.4	11.3	**3.1**

Book value per share (₹)

2015-16	2016-17	2017-18	2018-19	**2019-20**
169.2	179.3	185.5	195.6	**192.6**

EBITDA margin (₹ in Lakhs) (%)

	2015-16	2016-17	2017-18	2018-19	**2019-20**
₹ in Lakhs	18,447.9	14,548.7	12,542.6	15,474.3	**13,627**
%	34.6	25.3	23.0	24.4	**24.6**

PAT margin (₹ in Lakhs) (%)

	2015-16	2016-17	2017-18	2018-19	**2019-20**
₹ in Lakhs	10,792.5	5,447.4	3,515.9	5,391.9	**1,455.8**
%	20.2	9.5	6.4	8.5	**2.6**

MIRCHI UNLIMITED

Spreading unlimited happiness through various mediums is the power of the brand 'Mirchi', that's why Mirchi Unlimited. Not limiting itself to just radio, Mirchi has always focused on creating several avenues to be a part of the consumer's life, regardless of the platform of consumption. Be it radio, internet, TV or on-ground, Mirchi is available everywhere providing unlimited entertainment to the unlimited Mirchi family.

This year we have taken a big step in the direction of Mirchi Unlimited. After 19 yrs of existence, the brand logo has undergone a change. From Radio Mirchi, the logo has pivoted to just Mirchi. This is the most vocal announcement of our Mirchi Unlimited strategy to the world - our listeners, our advertisers & our investors. The new Mirchi logo captures the essence of Mirchi Unlimited strategy by having all businesses including Radio as sub-brands: Mirchi 98.3FM, Mirchi Originals (original content), Mirchi Play (digital), Mirchi Live (live entertainment) etc, will follow the master brand Mirchi which is the mother brand, and much more than just Radio.

Being present on multiple platforms helps Mirchi constantly expand its user base. While a record breaking 40 million fans listen to us (and our ad sales partner, Ishq 104.8) on FM every week, millions more consume our online radio stations. An estimated 60 million watch the video content we produce and put on YouTube every month. Many more interact with us on-ground in our concerts and events. And an estimated 135 million watched us on TV when we put up our Mirchi Music Awards (Hindi edition) earlier this year.

Look around and Mirchi Unlimited will be a part of your life in some way or the other.

Not limited to radio

The brand philosophy of being unlimited has created diverse revenue streams for the company. In FY20, FM radio made up just 66% of our overall revenues. The other 34% came from our "solutions" business. Our solutions business is best expressed as "Hypervocal for Hyperlocal", inspired by Hon'ble PM Shri Narendra Modi's strategy of "Vocal for Local" for the country. We provide solutions in 63 Hyperlocal markets, and we use several products and tools that make these solutions hyper vocal for our advertisers. These products and tools are described below.

Firstly, let's have a look at the main business from where it all started – Radio.

We are the undisputed leaders in the FM radio business. In terms of listenership, we have remained at the top since the beginning. India's largest research IRS, conducted by industry non-profit MRUC (Media Research Users Council), with more than 3.27 lac respondents spread across 95 cities, came out with brand-wise listenership numbers for the last quarter of 2019. With 40mn weekly listeners, Mirchi, and its ad sales partner Ishq, have maintained the never-broken leadership record, with a clear lead over the next player. Mirchi is No. 1 in 25 cities, including 11 of the top 13 A+ and A category cities (all above 20 lacs in population, as classified by the Government). In the top 8 metro markets taken together (accounting for nearly 2/3rd of the FM advertising market), Mirchi is No. 1 and leads with 25% over the number two player. In NCCS A, the most premium & coveted audience for advertisers, Mirchi leads comfortably. Amongst affluent car owners, Mirchi leads. Amongst the youth, Mirchi leads. In the biggest radio market of the country, Delhi, Mirchi leads with a mind-numbing 43 lac weekly listeners. In the commercial

MIRCHI UNLIMITED

Autorani with her auto

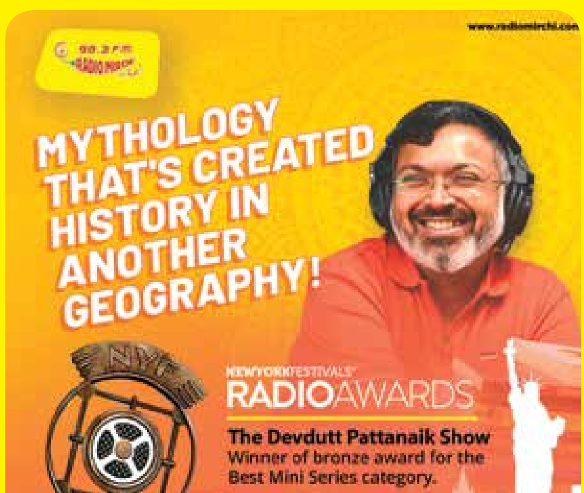
capital Mumbai, Mirchi again leads with 35 lac weekly listeners. In both these markets, our reach is much higher than that of the number 1 newspaper brand.

We are market leaders in terms of revenues as well. In FY19, we completed the roll out of all our stations that we acquired under Batch-1 and Batch-2 auctions becoming a 73 station strong network, operating in 63 of the biggest cities. We are the sales and advertising partners with TV today Network for ISHQ FM in Mumbai, Delhi & Kolkata.

Radio creativity continued unabated:

Behind our successful radio story lies a progressive creative team called Programming. This team has been a pioneer in path-breaking concepts and shows. Some key programming highlights for FY20 are:

- **Mirchi:**
  - A new daily Marathi show on Mumbai 98.3 went on air called Autoraani Yashashri Cha Show. Its Mumbai's first daily Marathi show on radio that showcases hyperlocal news and stories from Mumbai. The show regularly features the most renowned Marathi TV and movie stars.
  - Indie Pop 10, a countdown show for label-independent music was launched this year. The show features the best music from the independent music genre and plays nationally across the Mirchi network.
  - The Devdutt Pattanaik show became one year older. It has managed to change the perception around mythology and make the subject cooler for younger audiences who not only consumed it on air but also on podcasts and social media. It remains one of the most downloaded Mirchi podcasts till date crossing the 1 lakh downloads mark. The show also picked up a bronze award at the New York Festivals for the best mini-series.
  - Amidst the lockdown, the on-air line-up was changed, and programming was tailored into being more uplifting and positive. Regular corona updates, safety precautions, happenings in respective cities, information about lockdown rules and relaxations by city authorities, etc. were broadcast. Stories of many frontline workers were highlighted and Mirchi felicitated them as Corona Yodhas.
  - Two new regional online stations were launched on Gaana - Mirchi Mumbai Marathi and Mirchi Delhi Punjabi. Both these stations are full-fledged FM-like stations with RJs talking in and the music playing in Marathi and Punjabi



Devdutt Pattanaik show wins at New York festival

MIRCHI UNLIMITED

languages. These stations have been very well received by audiences. They have been promoted by celebrities from the Marathi & Punjabi fraternity.

- **Mirchi Love:**
  - In 2019, a new story telling show called Double Shots was launched. Actors Kubbra Sait and Sumeet Vyas were the narrators of the stories. Listeners got a chance to select the ending of the stories. This was a unique concept, never tried on the radio.
  - During the Cricket World Cup 2019, a big-ticket travel-based contest, called Love in London, was broadcast. The contest gave winners tickets to the semifinal match between India and Srilanka in England.
  - Following the outstanding success of Season 1, the Season 2 of What Women Want, hosted by diva Kareena Kapoor Khan was aired. The season was hosted on the Ishq YouTube channel as well where it got a record 95 million views, making it one of the biggest digital celebrity show in India.
  - The Love network also saw the launch of two entertaining sparklers– Arnab Loveswami and Parvathy Sundaram.

Solutions – Hypervocal for Hyperlocal

Since more than a decade now, Mirchi has taken a different approach to revenue generation than most other media companies. Most companies sell plain vanilla "ad inventory" to advertisers through their media buying agencies. The media agencies buy such inventory from multiple media companies and stitch together a solution for the advertiser. Unfortunately, media agencies have very limited, if any, execution capabilities. Media agencies also are focused mostly on pan-India campaigns, while advertiser requirements are usually local in nature.

Our approach is totally different. When our sales team meets the advertiser and media agency, we ask them questions on the marketing challenge they are facing. Upon adequate probing usually, we find that there are multiple challenges. Each state/city has a different problem. We love such problems! Our sales team designs solutions to these problems, rather than sell ad-inventory. While many media companies develop solutions using their own medium, we design utions

Actors Sumeet Vyas and Kubbra Sait in the new show Double Shots that go beyond radio and include digital, videos, social media, on-ground and even print, TV and OOH.

We not only design solutions but also execute them. This gives us a seat on the high table with the advertiser. Increasingly, we are being briefed by advertisers ahead of others; our solutions are accepted even before the brief is put out to others. Creating solutions requires a strong marketing mindset. Our senior sales and management teams come from marketing backgrounds and are equipped to engage with advertisers and develop solutions.

Keeping in mind the needs of our advertisers and the motto to serve them in the best possible way, we have created several products in our solutions business. These are described briefly below:

YouTube videos:

Mirchi operates 12 YouTube channels, which together have more than 10 million subscribers. These channels generate over 50 million views a month. Mirchi crossed an important milestone this year on YouTube – our flagship channel, Filmy Mirchi became India's number one independent Bollywood entertainment channel with 5 million subscribers. Another top channel, *Mirchi Murga* became India's number one YouTube channel in the pranks and humor space with 2 million subscribers.

Mirchi is making a strong push for creating a network of regional YouTube channels. Our regional channel *Mirchi Bangla* is amongst the top Bengali channels, and features one of the biggest Bengali digital properties on the internet – Sunday Suspense, based on audio stories of Satyajit Ray. Similarly, our *Mirchi Tamil channel* is one of the biggest Tamil language YouTube channels in the country. We also have very popular channels in Punjabi, Marathi and Gujarati, Telugu, Kannada and Malayalam.

New YouTube channel for spoken word and poetry

Mirchi is building niche online communities through YouTube as well. Mirchi has launched Mirchi *Scribbled YouTube channel*, which is a spoken word and poetry channel and features some of the best poets of India. In the fast-growing independent music genre, Mirchi is building *Mirchi Indies YouTube* channel which features upcoming Indie artists and gives them a platform to showcase their talent. Both are multi-media properties supported by on ground and social media activities as well.

Original Content:

Given the massive shift of consumer habits towards video as a format, owing to cheap data rates and omnipresent smartphones, the Original Content business sees a bright future for itself. This arm of the company creates and monetizes consumer facing video content distributed either on Mirchi's YouTube channels via brand integration or on other OTT platforms via licensing.

One of our strengths in this business is our expertise in 13 of India's biggest regional languages. Our programming teams not only understand regional cultural cues and entertainment preferences, but also has easy access to the content creator ecosystem, including film stars, writers, directors, production houses, etc. We leverage this to create engaging and cost-effective video content in multiple languages.

The Original Content business has been scaling up gradually over the last three years. This year too saw good growth, driven by a 10 show licensing deal with MX Player across 6 languages. The team is actively

Mirchi Unlimited

MIRCHI UNLIMITED

in discussion with other OTT players to make content for them. Brands are also in continuous dialogue with our Original Content team to explore opportunities to create engaging, yet tailor-made content which double up as effective marketing solutions.

The midterm objective of the business is to become India's largest multi-lingual content studio and it is taking small but sure steps in that direction.

Online radio stations:

We operate 24 Online radios stations on gaana.com, which is India's number one music streaming app. These stations cover a wide range of genres (melodies/Bollywood/retro/Indies/unplugged/'90s), themes (Toota Dil/drive radio) and languages (Tamil/Telugu/Punjabi/Kannada/Bangla/English apart from Hindi). In addition, we have also launched "city-centric" FM-like stations - Marathi for Mumbai, and Punjabi for Delhi. We have also been able to extend the offering of these online radios to Alexa, through Gaana skills and reach an entirely new set of audiences.

Mirchi reaches 3.7 million listeners per month across these stations, with an average engagement of over 45 mins per user. We see a huge opportunity in helping brands connect with their target groups through these specialized stations. As an example, we had created a youth-based radio station called "Campus Radio" for Britannia, to develop engagement with the youth through the year. There are similar conversations that are ongoing with other brands.

Podcasts:

A lot of audio content of Mirchi was already popular on the internet – Sunday Suspense stories, stories by Manto, audio and video episodes of our FM specials (like Murga). Mirchi now publishes its audio content across 30+ podcasting platforms. There is a push towards creating more theme-based podcasts on health, fashion, poetry, lifestyle etc. This is still a nascent format of content consumption in India, and Mirchi is committed to having a big presence in it.

Mirchi Activations:

We have created several Activation IPs (intellectual properties) over the years. Some examples are Mirchi Rock & Dhol (multi-city Garba dance festival), Mirchi Neon Run (a multi-city fun run) and Mirchi Movie Nights (private screenings of films for brands). In each case, we organize exciting on-ground events, get advertisers to sponsor them and get people to participate by paying a small entry fee. Many events also generate F&B revenues. For advertisers, these events provide a valuable touch point to interact with their audiences.

MIRCHI UNLIMITED

Mirchi TV IPs:

We have created several IPs that go on TV. Some examples are Mirchi Music Awards (one of India's biggest award shows – bigger even than most film award shows in terms of TV viewership), Mirchi Top 20 (a countdown of the most popular songs of the year), Mirchi Cover Star (a talent hunt for singers) and Mirchi Spell Bee (a spelling competition for school children). Here also, advertisers come in as sponsors. These shows are broadcast on different TV channels.

Mirchi Concerts:

We are one of the biggest organizers of music concerts in India, featuring some of the biggest artists in various languages. The revenue model has three components – sponsorship, ticket sales and F&B sales. Concerts help us connect with young audiences, keeping Mirchi sizzling. In FY20, more than 50 concerts were organized by us across India. Unfortunately the month of March couldn't see any concerts because of Covid-19 restrictions. Concerts also earn revenues through sponsorship, ticket sales and F&B sales.

Client videos:

We regularly make videos for our clients, featuring our RJs as well as external personalities and celebrities. These videos are part of the Solutions we create for them. Clients love to associate with our RJs. These videos are usually played on our YouTube channels and social media handles.

Radio listenership grew during a lockdown:

Mirchi, along with Kantar IMRB, conducted an online research in April 2020 to understand the impact of the lockdown on radio listenership. The research found that FM Radio had a high weekly reach of 71% while social media, video streaming platforms and TV had a slightly higher reach of 88%, 87% and 87% respectively. The frequency of radio listening went up to 6 days in a week on average as compared to 4 days before the lockdown, a 55% increase. More than 80% of radio listeners spent at least 30 mins listening to radio during the lockdown as compared to 41% before lockdown. While media consumption in general saw an increase during the lockdown, the highest increase was for radio (2x) followed by online video streaming (1.95x). This research was conducted in the top 6 cities - Delhi, Mumbai, Kolkata, Bangalore, Ahmedabad and Pune in the age group of 18 – 44 years.

International markets

North America: In the US, we have two subsidiaries Entertainment Network, INC (Holding Company) and Entertainment Network, LLC (Operating Company). Through Entertainment Network, LLC, we currently operate 2 stations, one each in New York City and mid-New Jersey where we cater to the South Asian diaspora. The initial response from listeners and advertisers has been very encouraging. We have plans to expand to San Francisco, Dallas, Chicago, Houston and Washington DC through brand licensing and partnerships. We plan to expand into Canada as well at an opportune time.

UAE: In the UAE, we had a brand & content license agreement with the Abu Dhabi Media Company. Our strong brand name accompanied by high quality programming took us to the number 1 position in listenership across the UAE. This partnership ended in June 2020. We are currently evaluating other options to broadcast in the UAE.

Bahrain: Mirchi was present in Bahrain under a brand licensing arrangement with a local partner till September 2019 when our partner decided to surrender the license. In November 2019, the Bahraini Government opened the bid for the same frequency. We bid and won the license to broadcast. We are now in the process of planning our launch.

Besides the above, we have plans to expand to a few more countries in the Middle East.

MIRCHI Unlimited

MIRCHI EVERYWHERE DIGITAL

The shift to becoming a digital publisher

Mirchi now reaches an estimated 60 million digital audience a month across Youtube, Gaana, and social media. Mirchi RJs are encouraged to build their social media profile in addition to excelling on radio. Our RJs together have more than 20 million followers across social media. We package this wide social media reach into the solutions we design for our advertisers.

MIRCHI TOOTA DIL Phir se jod

YouTube

713 mn annual viewership

300 content creator

10mn+ subscriber base

gaana

3.7 mn loyal listeners

MIRCHI'S ORIGINAL CONTENT

The Original Content business further built on existing formats and expanded its content slate into multiple languages. Full scaled episodic video content is now available in Tamil, Telugu, Marathi, Gujarati, Punjabi and Hindi. The team also worked with leading film talent across language markets to create successful shows like 'Aani Kay Hava Season 2', 'Basement Company',

'Tandoori Idli, 'Asalem Jaragindanthe', etc. The team has various other shows under development in the fiction format.

The team also forayed into non-fiction celebrity shows with our subsequent seasons of 'Calling Karan', hosted by Karan Johar and 'What Women Want', hosted by Kareen Kapoor Khan.

MIRCHI MUSIC AWARDS HINDI

India's biggest musical extravaganza, Mirchi Music Awards completed its 12th season this year. The ceremony was embellished by film and music celebrities like Deepika Padukone, Tapsee Pannu, A. R. Rahman, Shreya Ghoshal, Pritam, Talat Aziz, Ila Arun, Bappi Lahiri, Jatin- Lalit, Anandjibhai, Sunny Leone, Udit Narayan, Alka Yagnik, Sunidhi Chauhan and Usha Mangeshkar. Celebrities not only added glamour to the night but also engaged in singing and playing games with the hosts. Many said that coming to the awards night felt like coming home to the entire music and film fraternity.

The night was hosted by noted singer/composer Shekhar Ravjiani (of Vishal-Shekhar fame) and Aparshakti Khurana, accompanied by Neeti Mohan. Some of the highlights of the evening were electrifying performances by Neha Kakkar, Vishal-Shekhar, A. R. Rahman, Darshan Raval and Meet Bros. Shilpa Rao, Kavita Seth, Kanika Kapoor & Aditi Paul gave a memorable performance singing songs of Deepika Padukone who was awarded the 'Make it Large' award for her success not only as an actor and Producer but also for her efforts in raising awareness of mental health issues. Bhoomi Trivedi, Akriti Kakkar, Shruti Pathak & Tapsee Pannu did a

Deepika Padukone – Winner of Royal Stag Make It Large Award

Tapsee Pannu reciting a slam with Bhoomi Trivedi, Akriti Kakkar & Shruti Pathak

MIRCHI MUSIC AWARDS HINDI

Amit Kumar paying tribute to the great Kishor Kumar

women empowerment act to celebrate the women of the industry. Mesmerizing performances by Amit Kumar, Sachet - Parampara, Aaman Trikha, Hamsika Iyer, Asees Kaur, Paroma, Akasa Singh, Sohail Sen, Tulsi Kumar and Maithili Thakur kept the audience entertained throughout the evening. There were special gag sessions by Sunil Grover that had the audience in splits.

The Awards honoured musical talent across many categories. Song of the year was bagged by Kalank (title track), while Kesari got the award for Album of the year. Arijit Singh won the Male vocalist of the year for his soulful title track of Kalank. The very talented Shreya Ghoshal took home the award for Female vocalist for Ghar More Pardesiya (Kalank). The listener chose the song Bekhayali from Kabir Singh as the Listeners Choice Song of the year. Kalank was chosen as the Album of the year by listeners. Abhijeet Srivastava won the Upcoming male singer award for his song Chashni from Bharat, while Aakanksha Sharma excitedly took home the award for Upcoming female vocalist of the year. This year Mirchi added 2 new categories of awards, the Mirchi Social Media Icon of the year was won by

Neha Kakkar performing the best of Arjit Singh's songs

MIRCHI Unlimited

MIRCHI MUSIC AWARDS HINDI

Neha Kakkar who very proudly told the audience how she had got all her 33mn fans with her own efforts. The Mirchi Trendsetter Album of the year was very well deservingly won by Gully Boy. Amar Halidipur bagged the award for outstanding contribution to Hindi film music. The prestigious Lifetime Achievement Awards were presented to none other than the legend, Usha Mangeshkar.

Telecasted on Zee TV, Zee Anmol, Zing & Zee TV HD, the show was a resounding success among viewers with an estimated 135 million people tuning in to watch the first telecast and repeat show.

Sunil Grover at his witty best

A R Rahman with Poorvi performing on their latest release

Music industry veterans presenting the Life time achievement award to Usha Mangeshkar (L to R- Anandji, Usha Ji and Bappi Lahiri)

Meet brothers performing at Mirchi Music Awards Hindi

MIRCHI MUSIC AWARDS SOUTH

The 10th edition of the Mirchi Music Awards – South was held in Chennai. The night was hosted by RJ Vijay and VJ Archana. To celebrate 10 years of the awards, 10 musicians from across the south were identified and honoured – Yuvan Shankar Raja, Unnikrishnan, Srinivas, DSP, Mani Sharma, Sunitha, Rajesh Krishnan, Guru Kiran, Vidhu Prathap and Ignatius Puthenveettil.

Several Kollywood A-listers like Gangai Amaran, Bhagyaraj, Anirudh Ravichandar, Sid Sriram, DSP, Vidhu Prathap and Manvitha Harish added to the glamour of the night. Some of the highlights of the evening were electrifying performances by Rajhesh Vaidhya, Stephen Devassy, Sakthisree Gopalan. A special unplugged version by Vijay Yesudas which was a tribute to the maestro Ilayaraja mesmerized the audience.

Tribute to Maestro Ilayaraja by Vijay Yesudas

Musical magic by Nithya Menen

Scintillating dance performance by Vedika

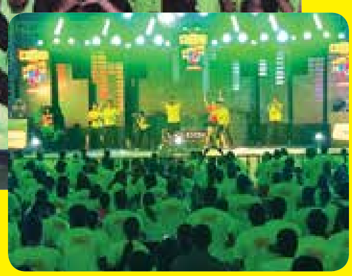
DSP on the Mirchi Music Awards South stage

Mirchi Unlimited

MIRCHI'S ON-GROUND ACTIVITIES

Mirchi Neon Run

Run. Party. Glow. Repeat!



Radio Mirchi's most electrifying IP, the Mirchi Neon Run, conducted its sixth edition in FY20. We managed to get 5 cities executed before the COVID pandemic hit. The neon party run brings together partying and fitness to create unforgettable experiences. With a Zumba warm-up session, a post-run after-party and loads of exciting neon glow-in-the dark merchandise and accessories, the run sets the city aglow with its vibrancy. Taapsee Pannu is our Brand Ambassador for this IP for 3 years.

Mirchi Rock & Dhol

Mirchi Rock & Dhol is one of the country's biggest and most premium "Garba" dance festivals, celebrating the spirit of Navratri. This top Mirchi IP started with Ahmedabad but has now spread to several cities in and outside Gujarat. Some of the biggest Bollywood stars, Deepika Padukone, Salman Khan, Sonam Kapoor, Shahid Kapoor and Varun Dhawan, have attended the festival in Ahmedabad in the past. Some of the most famous Garba singers like Arvind Vegda, Sanjay Oza, Atul Purohit and others have been a part of the event. For foodies, the Mirchi "Khau Gali" - the exclusive food zone – offers delectable cuisines.

Rajkumar Rao & Mouni Roy at Rock N Dhol

MIRCHI TOP 20

India's most authentic music countdown, the longest running countdown, a property that is celebrated & promoted across multiple media touchpoints, Mirchi Top 20 has become the most sought after listing in the music fraternity. The show runs each week on radio and digital and culminates with a star studded on-ground and TV finale celebrating the Top 20 songs of the Year – most heard, most downloaded and most listened to.

This year Mirchi Top 20 featured foot tapping performances by Karishma Tanna, Dhvani Bhanushali, Shilpa Rao, Siddharth Shukla and Shahnaz Kaur Gill. The show was aired on Colors.

Dhvani Bhanushali performing on her hit numbers

Karishma Tanna setting the stage on fire with her dance moves

Siddharth Shukla & Shahnaz Kaur Gill grooving together to entertain their viewers

MIRCHI Unlimited

MIRCHI COVER STAR

Mirchi Cover Star is one of India's largest digital singing talent hunts initiated by Mirchi. This was the second season and witnessed participation by more than 18,000 aspirants from different parts of India. We partnered with Smule (social singing, Karaoke app) through which participants could be a part of the contest at anytime, from anywhere. All they had to do was download the Smule App, click on the handle especially created for participation, record a cover from the list of songs available and POST.

From 18,000 entries received, 50 finalists were shortlisted and uploaded on the Mirchi Cover Star website for public voting. The top 5 finalists performed in front of the judges – Meet Bros, Shilpa Rao and Brijesh Shandilya. Ravi Mishra from Mumbai was declared the winner. He won a prize of Rs 1 lakh, a Scholarship from Furtados School of Music and also got to perform at the Mirchi Music Awards in Mumbai. He will get a chance to launch a song of his on one of the music platforms, thus giving a boost to his music career.

MCS winner Ravi Mishra along with Brijesh Shandilya, Meet Brothers & Shilpa Rao at the event

This year, we expanded MCS to the South – the hunt for the next singing sensation across Tamil, Telugu, Malayalam and Kannada. Shaun, Soundarya, Vasundhara and Shwetha won in their respective languages. The 4 winners also performed at the Mirchi Music Awards South and have started their musical journey to stardom.

MCS winner Ravi Mishra performing at MMA Hindi along with Meet Brothers

MIRCHI SPELL BEE

Spell Bee witnessed a grand season 12. Over the years, Spell bee has garnered huge participation from students across India. Season 12 gathered participation of 3.5 lakh students from 30 cities across India. The competition was presented by ITC Classmate, which has been a consistent partner. Also on-board were the Times of India and Nick Sonic. Promotions were carried out across TV, radio, print and social media. Our celebrity host, Soha Ali Khan drove the finale rounds with enthusiasm. The winner – Shrivalli Ghosh from St. Michael School, Siliguri – got a cash prize of Rs 2 Lakh and a chance to visit the prestigious Scripps National competition at Washington D.C. with a parent and a chance to visit the White House. The televised format of the finale was aired on Nickelodeon, Sonic and Nickelodeon HD across 10 episodes of 30 minutes each.

Soha Ali Khan with Spell Bee participants

Letter from the Managing Director

COVID-19 PROPELS OUR "SOLUTIONS" STRATEGY

The world has been buffeted by the once-in-a-century pandemic. The human cost of Covid-19 has been enormous, with millions infected and tens of thousands dead. The economic cost has been enormous too with lockdowns shuttering large parts of the productive sectors for long. Specific industries – aviation, hospitality, real estate, auto and unfortunately, our industry, Media and Entertainment – have been particularly badly hit. As the business of our advertisers suffered, so has ours.

But the pandemic has come with a silver lining. Those media companies that provide "solutions" to their advertisers will experience tailwinds as they get back on their feet. Those that continue to sell plain vanilla ad-inventory will face headwinds. Darwin's natural selection theory – that those organisms that had "heritable traits" were more likely to survive – applies as much to corporates as it does to living beings. Those corporates that have "problem-solving traits" will survive and thrive. Those that don't will wither away. Advertisers hit hard by the pandemic, will demand much more from media. Solutions that deliver immediate business growth or help achieve specific marketing or sales goals will find favour with advertisers. Ad-inventory sales, that keep risks with advertisers, won't.

As an early mover in the solutions space, your company is well placed to gain from this trend. Happily, for us, there's another trait that we have. It is that we can provide solutions at a "hyper local" level – in as many as 63 cities in which we operate in fact. In these cities, we can provide "hyper vocal solutions" that ordinary media companies cannot, and that work more powerfully for advertisers. Our Hon'ble PM, Shri Narendra Modi, coined "Vocal for Local" as a general strategy for the country. We are taking it to the next level with "Hypervocal for Hyperlocal"!

As a quick reminder, our solutions business inverses the way the typical media selling process works. Our sales team, rather than going about selling ad-inventory, instead meets clients to understand their unique marketing challenges. What interests our team the most is challenges that are local in nature. Every advertiser has different challenges in different states, even different cities. TV and Digital companies usually cannot address these challenges. Newspapers and Out-of-Home companies can, but they typically sell only ad-inventory. Most radio companies also sell only ad-inventory with some programming innovations. Only we have the capability and the requisite tools to provide hyper vocal solutions across hyper local markets.

What are these tools that I am talking about? Let's understand with an example. If an advertiser faces a sales problem in say, Chandigarh, what tools can Mirchi offer that other media companies cannot or will not? Once our team has understood the problem, it comes up with specific holistic solutions. These solutions typically use multiple media verticals – like FM radio, social media, videos in a local language, an activation in a local mall or college, and if need be, even local newspaper or OOH advertising. The emphasis is on generating results – increasing footfalls, inducing trials, or spreading a message for the brand. In Chandigarh, we will create a solution that uses our FM station, our celebrity RJs, videos created by us and hosted on our Punjabi YouTube channel, activations or concerts in a local mall, and if need be, even PR stories on a local news TV channel or print publication. Hardly any media company offers such comprehensive solutions.

Amongst the tools that counts for the most in Solutions, "digital tools" are the most attractive to advertisers. Mirchi has strong digital assets – 12 YouTube channels with more than 10 million subscribers, hundreds of social media pages (both Mirchi's and our RJs') on Facebook, Twitter, Instagram and Tiktok with more than 19 million followers, 33 online radio stations on the Gaana platform with more than 3.7 million monthly active users and with a capacity to add many more stations and a 40 member digital team that can create everything from videos to podcasts to animations. If our FM stations get 40 million listeners every week, our digital platforms pull in an estimated 60 million users monthly. We believe the overlap between FM listeners and digital users is limited. This means that thanks to our digital activities, our reach now touches nearly 100 million people!

The solutions business is extremely difficult to run. And very difficult for anyone to emulate. It needs a sales team with a strong marketing mindset, hyper local digital assets, popular local celebrities, strong execution skills and deep client relationships. Equally, it needs a culture of creativity. Solutions are only as good as they are creative. One more thing that is critical is the ability to generate good margins. Over the years, your company has focused on improving margins in the solutions business. I am happy to report that we have seen consistent growth in margins over the last three years and FY20, gross margins have been a high 36%. With scale, and better cost negotiations, we will keep increasing margins in the coming years too.

The solutions business gives Mirchi a keen edge over other broadcasters. We reported in the 4th quarter results that our revenue market share had risen by 6% over the last two years in the quarter. We hope to build further on this in the years to come.

What better way to demonstrate our strategic shift to solutions than to redesign the Mirchi logo itself ! You might have noticed the new logo on the cover of the Annual Report. By merely dropping the word "Radio" from our earlier logo, we signal our strategic pivot from a pure play radio company to a full-suite solutions provider! The new logo retains all the familiarity of the earlier one but marks the beginning of the next chapter of our exciting new journey!

We of course continue to do well in our core FM product as well. Our listenership continues to grow in every round of the IRS. We are leaders in 6 of the top 8 metros and in 11 of the top 13 A+ and A category towns. In most major cities, our listenership is higher than the readership of the number 1 newspaper. Our 2nd frequencies have established a loyal set of premium listeners, in most cases more in number than other new radio brands that entered the market at the same time. Our listenership in batch-2 towns is growing. Nearly two-thirds of our revenue still come from pure FM advertising, and we believe radio will continue to grow in the future.

The effect of the pandemic will be felt for long. All media companies will struggle. However, the strong will come out stronger. I would like to assure you that your company will emerge stronger. I would like to thank you for your patience, and keeping your faith in us, as we continue our difficult transformation from a pure play FM company to a bigger solutions player. I would like to assure you that each one of your company's employees are well attuned to your need for strong financial returns and are moving heaven and earth to fulfill that. If Darwin could, he would note with happiness that Mirchi was able to adapt to the changing conditions very well!

I would like to end by wishing each and every one of you safe health. See you soon on the other side of this dreaded pandemic!

Prashant Panday
Managing Director & CEO
(DIN : 02747925)

BOARD OF DIRECTORS

Mr. Vineet Jain

Chairman & Non- Executive Director

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

As the Managing Director of Bennett, Coleman & Co. Limited, Mr. Jain is acknowledged as a thought leader in transforming the Times Group from a publishing house to a diversified media conglomerate with a new & growing imprint in Education. He has made a significant difference to the landscape of the new age media in India. His leadership in the domain of Internet, Creative businesses like Films & OTT, 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 of India Relief Fund and Times for India Org.

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

Mr. N. Kumar

Independent Non- Executive Director

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

Mr. Kumar is the Honorary Consul General of Greece in Chennai.

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

He is one of the Trustees of WWF-India (World Wide Fund for Nature — India).

As a spokesman of Industry and Trade, he is a former President of Confederation of Indian Industry (CII) and has participated in other apex bodies.

He is the Chairman of the Indo-Japan Chamber of Commerce and Industry.

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

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

Mr. Ravindra Kulkarni,

Independent Non- Executive Director

Mr. Ravindra Kulkarni is one of the most experienced corporate lawyers in India with over 45 years of practice. He is a senior partner of M/s. Khaitan & Co., one of India's leading law firms and has immense experience of all aspects of law. His practice areas range from mergers & acquisitions, joint ventures, licensing, technology transfers, securities laws, capital markets, both advisory and documentation work relating to domestic IPOs and GDR/ FCCB offerings of securities by Indian companies and project finance. Mr. Kulkarni is also very experienced in transactions involving restructuring, sick companies financial reconstruction, demergers, spin-offs, sales of assets etc. He has advised in several developers and utilities in government bids for development of independent power projects and other projects involving private public partnership.

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. Rose to be Chairman and CEO of Unilever Peru and a Member of the Unilever Latin America Board.

He returned to India as Managing Director of Haldia Petrochemicals Ltd., a 1.5 BN $ enterprise. Later spent 5 years as Executive Director and Member of the Board of The Times of India Group to help build organizational capability, culture and competitiveness.

He then was 6 years with The Blackstone Group in India as Executive Director responsible for Operational Excellence in a range of Portfolio Companies.

He is currently Chairman of Gokaldas Exports Limited. He also is on the Board of Bennett, Coleman & Company Limited and a few other Times of India Group Cos. and is a member of the Court of Governors of the Administrative Staff College of India.

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

Ms. Sukanya Kripalu

Independent Non-Executive Director

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

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

BOARD OF DIRECTORS

Mr. Prashant Panday
Managing Director & CEO

Mr. Prashant Panday is an Engineering graduate in Electronics & Communication and has done his PGDM from IIM Bangalore (1990). Mr. Panday is the Managing Director and Chief Executive Officer of the Company. He has been associated with the Company since August 2000 and has played a key role in bringing in the radio revolution in India. Over the last 20 years, he has played a significant role in making Mirchi the #1 radio brand in the Country in terms of listenership. In 2008, Mirchi was rated the #1 media brand – ahead of The Times of India and Star Plus – in the IMRB-Pitch survey & in 2019 in the IRS, Mirchi has been recognised as the No 1 FM station of the country with 4 cr listeners.

Mr. Panday has total experience of over 30 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.

Mr. N. Subramanian
Executive Director & Group CFO

Mr. N. Subramanian joined the Company in December 2006 and is the Executive Director & Group Chief Financial Officer of the Company. Apart from the Company, he also serves few other arms of the Times of India Group and is a Director on the Boards of Group Companies in India and abroad.

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

Prior to joining the Times Group, he was the CFO of SBI Life Insurance. He has also held senior management positions in the ICICI Group and Dresdner Kleinworth Capital. During the early part of his professional career, he handled a variety of roles in Brooke Bond Lipton (a Hindustan Unilever Group Company). He holds a Graduate Degree in Commerce and is a Chartered Accountant, Cost Accountant and a Company Secretary. He is also an Alumnus of the Harvard Business School. Mr. N. Subramanian has also served on committees/sub committees constituted by SEBI, RBI, IRDA and the Ministry of Finance.

NOTICE

NOTICE is hereby given that the **TWENTY FIRST** Annual General Meeting (AGM) of the Members of **ENTERTAINMENT NETWORK (INDIA) LIMITED** will be held on **Wednesday, September 23, 2020 at 3.00 p.m.** through Video Conference ('VC') / Other Audio Visual Means ('OAVM'), to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at 'A' Wing, 4th Floor, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013, India.

Ordinary Business

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020 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, 2020 and the Report of the Auditors thereon.
3. To declare dividend on equity shares for the financial year ended March 31, 2020.
4. To appoint a director in place of Mr. Vineet Jain (DIN: 00003962), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 and who is not disqualified to become a director under the Companies Act, 2013 and being eligible, offers himself for reappointment.

Special Business

5. **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 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 made under the Companies Act, 2013 (including any statutory modification(s) and/or re-enactment(s) 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, 2021, 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 settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

6. **Issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis**

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

   "RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 and all other applicable provisions of the Companies Act, 2013 and all applicable rules made under the Companies Act, 2013 (hereinafter referred to as 'the Act') (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, including any amendment, modification, variation or re-enactment thereto and all other applicable provisions and subject to applicable regulations, rules and guidelines prescribed by the Securities and Exchange Board of India and all other regulatory authorities and as per the applicable provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee thereof), for making offer(s) or invitation(s) to subscribe to secured / unsecured redeemable non-convertible debentures including but not limited to senior debentures, subordinated debentures, bonds and / or other debt securities, etc. (hereinafter referred to as 'the Debt Securities') on private placement basis, in one or more tranches, during a period of one year from the date of passing of this resolution, within the overall borrowing limits of the Company approved by the Members of the Company from time to time;

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

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

7. **Payment of remuneration to non – executive directors**

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

"RESOLVED THAT in supersession of earlier resolution passed in this regard and pursuant to the provisions of sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all applicable rules made under the Companies Act, 2013 (hereinafter referred to as 'the Act') (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'] and subject to all applicable approval(s) if and to the extent required, the consent of the Members of the Company be and is hereby given for the payment of commission/ remuneration (in addition to the sitting fees paid/ payable for attending the meetings of the Board of Directors and any of its Committees) to the directors who are neither managing directors nor whole - time directors of the Company (i.e. non - executive directors) (both existing and future appointments to the Board) for each of the five financial years of the Company commencing from April 1, 2020, provided that the commission per annum shall be up to the higher of the:

- One percent of the net profits of the Company or
- ₹ 15,00,000 (Rupees fifteen lakhs only) per non- executive director per annum,

RESOLVED FURTHER THAT criteria, amount, proportion, manner and distribution of the aforesaid commission shall be as the Board of Directors may, from time to time, determine and failing such determination as to distribution - shall be divided equally amongst them;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals and to settle any questions, difficulties or doubts that may arise for giving effect to this resolution."

8. **Approval for the material related party transactions with the holding company**

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as 'the Act') and pursuant to the provisions of the Regulation 23 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as 'the Listing Regulations'), approval of the Members of the Company be and is hereby accorded for the contracts/ arrangements/ transactions entered into and/ or to be entered into with Bennett, Coleman & Company Limited ('BCCL'), the holding company, relating to the transfer and / or availing of resources, services or obligations, for each of the five financial years of the Company commencing from April 1, 2020, exceeding ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company but not exceeding the aggregate value of ₹ 200 crores (Rupees two hundred crores only) per annum, on such terms and conditions as may be mutually agreed between the Company and BCCL;

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board' which shall include duly authorized committee thereof for the time being in force exercising the powers conferred upon it by the Board), be and are hereby authorised to decide upon and finalize the nature and value of the resources, services or obligations transacted and/or to be transacted with BCCL, make such changes to the terms and conditions thereto as may be considered necessary and to do and perform all such acts, deeds, matters and things and to take all such steps as may be considered necessary, desirable or expedient in this connection including seeking all necessary approvals and to settle any questions, difficulties or doubts that may arise for giving effect to this Resolution;

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:

1. In view of the massive outbreak of the Covid-19 pandemic, social distancing is a norm to be followed. Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 and other applicable circulars issued by the Securities and Exchange Board of India ('SEBI'), has allowed the companies to conduct the AGM through Video Conferencing ('**VC**') or Other Audio Visual Means ('**OAVM**') during the calendar year 2020. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Twenty First AGM of the Company shall be conducted through VC / OAVM. KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited) ('R&TA'/ 'KFin') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. Deemed venue of the AGM shall be the Registered Office of the Company. The procedure for participating in the meeting through VC/ OAVM is explained hereof and is also available on the website of the Company at www.enil.co.in.

2. Generally, under Section 105 of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. However, in terms of the aforesaid Circulars issued by MCA, since this AGM is being conducted through VC/ OAVM, where physical attendance of the Members in any case has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM Facility and e-Voting during the AGM. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.

3. Institutional / Corporate Members are requested to send scanned certified true copy (PDF Format) of the board resolution/ authority letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: enil.scrutinizer@hkacs.com with a copy marked to evoting@karvy.com and enil.investors@timesgroup.com authorizing their representatives to attend and vote at the AGM, pursuant to Section 113 of the Act. The scanned image of the above mentioned documents should be in the naming format "ENIL_EVEN NO" and said documents may also be uploaded in the e-voting module with login credentials, on or before the closure of the e-voting.

4. The Company's Registrar & Share Transfer Agents are KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited), ('R&TA'/ 'KFin'), Unit: Entertainment Network (India) Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032. Phone: 040-67162222; Fax: 040-23431551; Toll Free no.: 1800-345-4001. E-mail: einward.ris@kfintech.com

   Website: www.kfintech.com.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 17, 2020 to Wednesday, September 23, 2020, 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.

6. 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. The Board of Directors have considered and decided to include the Item Nos. 5 to 8 given above as Special Business in the forthcoming AGM, as they are considered unavoidable in nature.

7. In terms of Section 72 of the Act read with the applicable rules made under the Act, every holder of shares in the Company may at any time nominate, in the prescribed manner, a person to whom his/ her shares in the Company shall vest, in the event of his/ her death. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Nomination form can be obtained from the R&TA. Members are requested to submit the said details to their depository participants in case the shares are held by them in electronic form and to R&TA in case the shares are held by them in physical form.

Electronic dispatch of Annual Report and procedure for registering the e-mail address

8. In accordance with, the General Circular No. 20/2020 dated May 5, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

9. 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. The Company/ R&TA cannot act on any direct request from the Members holding shares in dematerialized form for update/ change of their e-mail addresses. Such changes are to be intimated by the Members to their depository participants.

   Members holding shares in physical form are requested to kindly register their e-mail addresses with the Company's Registrar & Share Transfer Agents- KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited) ('R&TA') at: Unit: Entertainment Network (India) Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad– 500032. Phone: 040-67162222; Fax: 040-23431551; Toll Free no.: 1800-345-4001 or e-mail at einward.ris@kfintech.com with the copy of the signed request letter mentioning the name, folio number and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g. Driving License, Election Identity Card, Passport) in support of the address of the Member and copy of the share certificate.

10. To facilitate Members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangements with KFin for registration of e-mail addresses of the Members in terms of the MCA Circulars. Eligible Members who have not submitted their e-mail address to the Company or KFin are required to provide their e-mail address to KFin, on or before 5:00 p.m. (IST) on September 16, 2020.

    The process for registration of e-mail address with KFin (on temporary basis only up to AGM) for receiving the Notice of AGM and login ID and password for e-voting is as under:

    i) Visit the link: https://ris.kfintech.com/email_registration

    ii) Select the Company name viz. Entertainment Network (India) Limited.

    iii) Enter the DP ID & Client ID / Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member shall enter one of the Share Certificate numbers.

    iv) Upload a self-attested copy of the PAN card for authentication. If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation.

v) Enter your e-mail address and mobile number.

vi) The system will then confirm the e-mail address for receiving this AGM Notice.

Please note that in case of shareholding in dematerialised form, the updation of e-mail address as stated above will be temporary only up to AGM. As stated earlier, members are requested to register their e-mail addresses with their depository participants, in respect of electronic holdings.

11. After successful submission of the e-mail address, KFin will e-mail a copy of this AGM Notice along with the e-voting user ID and password. In case of any queries, Members are requested to write to KFin.

Procedure for joining the AGM through VC/ OAVM

12. Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFin. Members are requested to login at https://emeetings.kfintech.com under Members login, by using the remote e-voting credentials, and click on the 'Video Conference' tab to join the AGM. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice.

13. Members may note that the VC/OAVM Facility, provided by KFin, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.

14. For convenience of the Members and proper conduct of AGM, Members can login and join the AGM through VC/ OAVM mode thirty minutes before the time scheduled for the AGM and this mode will be kept open throughout the proceedings of AGM.

15. Members who need assistance with using the technology before or during the AGM, can contact R&TA on emeetings@kfintech.com or call on 040-67162222 or Toll Free no.: 1800-345-4001 by quoting DP ID, Client ID/ Folio number and E-voting Event number.

16. Institutional Investors who are Members of the Company, are encouraged to attend and vote at the AGM through VC / OAVM. Any Institutional Investors Members facing issues for participating in AGM can write to enil.investors@timesgroup.com.

17. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable WiFi or LAN connection to mitigate any kind of aforesaid glitches.

Procedure to raise questions relating to Annual Report

18. Since the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are invited to express their views / send their queries in advance. Questions/ queries shall be submitted during the period from Friday, September 18, 2020 (9:00 a.m. IST) up to Sunday, September 20, 2020 (5:00 p.m. IST), by any of the following process:

    - E-mail to enil.investors@timesgroup.com mentioning name, demat account no./folio number, e-mail ID, mobile number, etc.
    - Members holding shares as on the cut-off date i.e. Wednesday, September 16, 2020, may also visit https://emeetings.kfintech.com and click on "Post Your Queries" and post queries/ views/questions in the window provided, by mentioning name, demat account number/ folio number, e-mail ID, mobile number, etc.
    - Members can also post their questions during AGM through the "Ask A Question" tab which is available in the VC/ OAVM Facility as well as in the one way live webcast facility.

    Queries received after Sunday, September 20, 2020 (5:00 p.m. IST) will be responded separately on e-mail.

19. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by logging onto https://emeetings.kfintech.com and clicking on the 'Speaker Registration' option available on the screen after log in. Speaker Registration will be

open during the period from Friday, September 18, 2020 (9:00 a.m. IST) up to Monday, September 21, 2020 (5:00 p.m. IST). The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

20. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

Procedure for remote e-voting and voting at AGM ('e-voting')

21. Pursuant to Section 108 of the Act, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and all other relevant rules made under the Act and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['the Listing Regulations'], the Company is pleased to provide the facility to the Members to exercise their right to vote on the resolutions proposed to be considered at AGM by electronic means (**'e-voting'**) and the business may be transacted through such voting. The Members may cast their votes remotely, using electronic voting system prior to the AGM (**'remote e-voting'**). Further, the facility for voting through electronic voting system will also be made available at the AGM (**'Insta Poll'**) and members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote at the AGM through Insta Poll. **The cut-off date for the purpose of remote e-voting and voting at the AGM is Wednesday, September 16, 2020. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on the cut-off date, i.e. Wednesday, September 16, 2020 are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.** The Company has appointed KFin Technologies Private Limited ('KFin' / 'Service Provider' / 'R&TA') for facilitating remote e-voting and also for facilitating participation and voting at the AGM.

22. 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. Members are eligible to cast vote only if they are holding shares as on the cut-off date.

23. **The remote e-voting period will commence at 9.00 a.m. (IST) on Friday, September 18, 2020 and will end at 5.00 p.m. (IST) on Tuesday, September 22, 2020.** During this period, the Members of the Company (as on the cut-off date) holding shares in physical form or in dematerialized form may cast their vote through remote e-voting. At the end of remote e-voting period, the facility of remote e-voting shall forthwith be blocked/ disabled.

24. Once the vote on a resolution is cast by the Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again. The Members who have cast their vote by remote e-voting, whether partially or otherwise, prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

25. The facility for voting 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.

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

27. A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the AGM (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the AGM shall be treated as 'INVALID'.

28. The Members are requested to refer to the detailed procedure on e-voting furnished separately and same shall be available on the Company's website: www.enil.co.in. In case of any query pertaining to e-voting, please visit ***Help*** and ***FAQ's*** section of https://evoting.karvy.com (R&TA's website) or download ***User Manual for Shareholders*** available at the ***Downloads*** section of https://evoting.karvy.com or e-mail to evoting@karvy.com.

    Person responsible to address the grievances connected with facility for voting by electronic means: Ms. C. Shobha Anand, KFin Technologies Private Limited, ('R&TA'/ 'KFin') [Unit: Entertainment Network (India) Limited], Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. E-mail ID: evoting@karvy.com, Contact No. 040-67162222; Fax: 040-23431551; Toll Free no.: 1800-345-4001.

29. Any person who becomes the Member of the Company after the dispatch of the AGM Notice and holding shares as on the cut-off date i.e. Wednesday, September 16, 2020, may obtain the User ID and password from R&TA in the following manner:

    - If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
    - Member may call on the R&TA's phone no: 040-67162222 or toll-free numbers 1800-345-4001 (from 9:00 a.m. to 6:00 p.m.).
    - write to R&TA on the e-mail ID: evoting@karvy.com or to Ms. C. Shobha Anand at KFin Technologies Private Limited, [Unit: Entertainment Network (India) Limited], Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad– 500032, requesting for the User ID and Password.
    - If the member is already registered with R&TA's e-voting platform, then he can use his existing password for logging in.

30. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

32. Subject to receipt of requisite numbers of votes, the Resolutions shall be deemed to be passed on date of the AGM.

33. During the AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/ OAVM facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/ OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.

34. The Scrutinizer shall after the conclusion of e-voting at the AGM, first count the votes cast at the AGM (Insta Poll) and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.

35. The voting results, along with the consolidated scrutinizer's report, shall be placed on the website of the Company at (www.enil.co.in) and on the website of R&TA (https://evoting.karvy.com) immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.

36. **Detailed procedure and manner on remote e-voting**

    Members will receive an e-mail from KFin [for Members whose e-mail IDs are registered with the Company/ Depository Participant(s)] which includes details of E-Voting Event Number ("EVEN"), USER ID and password:

    i) Launch internet browser by typing the URL: https://evoting.karvy.com

    ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be the E-voting Event Number (EVEN) followed by your Folio Number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.

iii) After entering these details appropriately, click on "LOGIN".

iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, $, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v) You need to login again with the new credentials.

vi) On successful login, the system will prompt you to select the E- Voting Event Number ('EVEN') for Entertainment Network (India) Limited.

vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST", it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii) Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.

ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x) You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).

xi) Corporate/ Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the board resolution/ authority letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: enil.scrutinizer@hkacs.com with a copy marked to evoting@karvy.com and enil.investors@timesgroup.com and they may also upload the said documents in the e-voting module with their login credentials, on or before the closure of the e-voting. The scanned image of the above mentioned documents should be in the naming format "ENIL_EVEN NO."

xii) At the end of remote e-voting period, the facility of remote e-voting shall forthwith be blocked/ disabled.

37. **Detailed procedure and manner on e-voting on the date of the AGM (Insta Poll)**

i) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

ii) E-voting during the AGM is integrated with the VC/ OAVM platform and no separate login is required for the same.

iii) Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.

iv) The e-Voting "Thumb sign" at the video screen shall be activated upon instructions of the Chairman during the AGM proceedings. Shareholders shall click on the same to take them to the Insta Poll page. Members are requested to click on the Insta Poll icon to reach the resolution page and follow the instructions to vote on the resolutions.

v) Only those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

Procedure for inspection of documents

38. 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 second 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 by the Members in electronic mode basis the request being sent on enil.investors@timesgroup.com without payment of fee and same will also be available during the AGM. Any Member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request. The Annual Report is available on the Company's website at: www.enil.co.in.

39. Certificate from the Company Secretary in Practice has been attached with the Report on Corporate Governance, confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board (SEBI)/ Ministry of Corporate Affairs or any such statutory authority.

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

    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 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.

41. Annual Report including *inter alia* the Report of the Board of Directors, Auditors' Report, Financial Statements, Notice of this AGM, etc. is being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company/ R&TA/ depositories.

42. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on enil.investors@timesgroup.com without payment of fee and same will also be available during the AGM.

Dividend related information

43. The Dividend, if declared at the AGM, would be paid/ dispatched on/ after September 24, 2020 to those persons (or their mandates):

    - whose names appear as beneficial owners as at the end of the business hours on Wednesday, September 16, 2020 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 at

the end of the business hours on Wednesday, September 16, 2020, 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.

44. 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 cannot act on any direct request from the Members holding shares in dematerialized form for update/ change of such bank details. Such changes are to be intimated by the Members to their depository participants.

45. In respect of the Members holding shares in the physical form, the bank details obtained from the R&TA will be used for the purpose of distribution of dividend through various approved/ permissible electronic mode of payment. Any query related to dividend or any request regarding change/ update in the address or bank details should be directed to R&TA.

46. Payment of dividend shall be made through electronic mode to the shareholders who have updated their bank account details. In case, the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall upon normalisation of the postal services, dispatch the dividend warrant / cheque to such shareholder by post.

47. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of the Shareholders. Your Company shall therefore be required to deduct Tax at Source (TDS) at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.

a) **For Resident Shareholders**, TDS shall be deducted under Section 194 of the Income Tax Act, 1961 @ 7.5% or as notified by the Government of India on the amount of dividend declared and paid by your Company during the financial year 2020-21 provided PAN is registered by the Shareholder. If PAN is not registered, TDS shall be deducted @ 20% or as notified by the Government of India as per Section 206AA of the Income Tax Act, 1961.

   However, no TDS shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during the financial year 2020-21 does not exceed ₹ 5,000. Please note that this includes the future dividend, if any, which may be declared by the Board in the financial year 2020-21.

   Separately, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax.

b) **For Non-resident Shareholders**, TDS is required to be deducted in accordance with, the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. As per the relevant provisions of the Income Tax Act, 1961, the tax shall be deducted @ 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable to them. However, as per Section 90 of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

   - Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident.

- Self-declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
- Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities.
- Self-declaration, certifying the following points:
  - i) Member is and will continue to remain a tax resident of the country of its residence during the financial year 2020-21;
  - ii) Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
  - iii) Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
  - iv) Member is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
  - v) Member does not have a taxable presence or a permanent establishment in India during the financial year 2020-21.

Please note that your Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction on dividend amounts. Application of the beneficial DTAA rate shall depend upon the completeness and satisfactory review by your Company, of the documents submitted by Non-Resident shareholders.

48. Accordingly, in order to enable your Company to determine the appropriate TDS rate applicable, we request you to provide these details and documents as mentioned above before September 9, 2020.

49. Kindly note that the aforementioned documents are required to be submitted at enil.tdspayable@timesgroup.com on or before September 9, 2020 in order to enable your Company to determine and deduct appropriate TDS rate. No communication on the tax determination / deduction shall be entertained post September 9, 2020. It may be further noted that in case the tax on said dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

50. We shall arrange to e-mail the soft copy of TDS certificate to you at your registered e-mail ID in due course, as per the relevant provisions of the Income Tax Act, 1961. In order to enable your Company to e-mail the aforesaid TDS certificate, we request you to get your e-mail id registered on or before September 9, 2020.

51. The MCA had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. As per the said Act and Rules, as amended from time to time, the dividend that remains unclaimed/ unpaid/ un-encashed for a period of seven years and Equity Shares of the Company, in respect of which dividend entitlements have remained unclaimed or unpaid for seven consecutive years or more, are required to be transferred by the Company to the Investor Education and Protection Fund ('IEPF'), established by the Central Government. Therefore, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period.

52. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the R&TA / Company Secretary at the registered address. Details of the unclaimed dividend amount is available on the Company website- www.enil.co.in at the url: https://www.enil.co.in/unclaimed-dividend.php.

53. The shareholders whose dividend / shares are/ will be transferred to the IEPF Authority can claim the same from IEPF Authority by following the Refund Procedure as detailed on the website of IEPF Authority: http://www.iepf.gov.in at http://www.iepf.gov.in/IEPF/refund.html.

54. Calendar for transfer of unclaimed dividend to IEPF:

Financial Year	Date of declaration of dividend	Due for transfer to IEPF
FY2012-13	08-Aug-2013	09-Sep-2020
FY2013-14	12-Aug-2014	13-Sep-2021
FY2014-15	14-Sep-2015	16-Oct-2022
FY2015-16	03-Aug-2016	04-Sep-2023
FY2016-17	30-Aug-2017	01-Oct-2024
FY2017-18	26-Sep-2018	28-Oct-2025
FY2018-19	05-Aug-2019	06-Sep-2026

Others

55. Members of the Company had approved the appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration number - 101049W/ E300004), as the Statutory Auditors at the Twentieth AGM of the Company. The appointment is valid for a term of five consecutive years, commencing from the conclusion of the twentieth AGM till the conclusion of the twenty fifth AGM of the Company. In accordance with the Act, the appointment of Statutory Auditors is not required to be ratified at every AGM.

56. As required under the Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], the details in respect of the directors seeking appointment (including re-appointment) at the AGM, *inter alia*, age, qualifications, experience, details of remuneration last drawn by such person, relationship with other directors and Key Managerial Personnel of the Company, the number of Meetings of the Board attended during the year and other directorships, membership/ chairmanship of the committees of other Boards, shareholding, etc. are annexed to the Notice and form part of the Explanatory Statement. Brief resume of all the Directors of the Company has also been furnished separately in the Annual Report. The directors have furnished the relevant consents, declarations, confirmations etc. for their appointment, re-appointment.

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

58. In terms of the Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019. In view of the above and to avail various benefits of dematerialisation, members holding shares in physical form are advised to convert physical shares in dematerialise form.

59. Annual Report containing *inter alia* the Notice convening the Twenty First AGM, the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2020 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 at

https://www.enil.co.in/financials-annual-reports.php and websites of the stock exchanges - BSE Limited and National Stock Exchange of India Limited and on the website of the R&TA at https://evoting.karvy.com available at the Downloads section. Copies of the aforesaid documents are available for inspection and such documents shall be so made available for inspection in electronic form basis the request being sent on enil.investors@timesgroup.com without payment of fee and same will also be available during the AGM. Any Member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

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

Mehul Shah
SVP – Compliance & Company Secretary
FCS: 5839

Mumbai, June 19, 2020

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

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

The following Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 8 of the accompanying Notice dated June 19, 2020.

1. **Item No. 5:** 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) and/or re-enactment(s) 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, 2021. 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 ₹ 3,25,000 (Rupees three lakhs twenty 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 the Cost Auditors of the Company and other relevant documents are available for inspection by the members and such documents shall be so made available for inspection in electronic mode, basis the request being sent on enil.investors@timesgroup.com without payment of fee and same will also be available during the AGM.

2. 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. 5 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending on March 31, 2021.

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

4. **Item No. 6:** To augment the long term resources for financing *inter alia* for expansion plans, general corporate purposes, capital expenditure, feasible organic/ inorganic opportunities including mergers, acquisitions, arrangements, etc., the Company may require substantial funds.

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

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

7. Accordingly, approval is being sought for an enabling Special Resolution as set out at Item No. 6 of the Notice to borrow funds by offer or invitation to subscribe to the Debt Securities within the overall borrowing limits of the Company, as approved by the Members of the Company from time to time, with authority to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee thereof) to determine the terms and conditions of issue of the Debt Securities as it may deem expedient in the prevailing market conditions, including the class of investors to whom the Debt Securities are to be issued, number of the Debt Securities, tranches, issue price of the Debt Securities, time, listing, interest rate, premium/ discount, tenure, repayment, securities to be offered or otherwise, appointment of arranger, debenture trustee, credit rating agency, registrar & transfer agent, etc. and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board, in its absolute discretion, deems fit, without being required to seek any further consent or approval of the Members.

8. Accordingly, the approval of the Members is being sought by way of a special resolution under Sections 42, 71 and all other applicable provisions of the Act and rules made thereunder as set out at Item No. 6 of the Notice.

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

10. None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice. The Board of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

11. **Item No. 7:** The Company operates in a competitive environment which is expected to further intensify. The Directors are required to take complex business decisions in small time windows and therefore compelled to commit their time and attention. The Board of Directors ('Board') is required to ensure compliance with stringent accounting standards and high level of Corporate Governance.

12. The Members of the Company, at their 17th Annual General Meeting held on August 3, 2016, had approved, by way of special resolution, the payment of commission to the non - executive directors of the Company for each of the five financial years of the Company commencing from April 1, 2016,

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

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

13. In terms of Section 197 of the Act, payment of remuneration exceeding 1% of the net profit requires approval of Members by way of Special Resolution. As per the Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], all fees or compensation, payable to non - executive directors requires the approval of the Members in general meeting.

14. As stated at the Resolution no: 7, pursuant to the provisions of section 197 and other applicable provisions of the Companies Act, 2013, as amended, the consent of the Company is sought for the payment of commission/ remuneration (in addition to the sitting fees paid/ payable for attending the meetings of the Board of Directors and any of its Committees) to the directors who are neither managing directors nor whole - time directors of the Company (i.e. non - executive directors) (both existing and future appointments to the Board) for each of the five financial years of the Company commencing from April 1, 2020, provided that the commission per annum shall be up to the higher of the:
    - One percent of the net profits of the Company or
    - ₹ 15,00,000 (Rupees fifteen lakhs only) per non- executive director per annum.

15. The aforesaid limit is an overall limit and the actual amount of commission payable to the non-executive directors may be lower than the overall limit. Within such overall limit, the Board shall be authorised to determine the criteria, amount, proportion, manner and distribution of the aforesaid commission payable to the non – executive

directors. While fixing the manner/ criteria, the Board shall *inter-alia* consider the membership of board committees, chairmanships, time devoted by the Directors etc. The payment of commission will be subject to the compliance with the applicable statutory requirements and shall be over and above the sitting fees payable to them for attending the meetings of the Board of Directors and any of its committees. The details of remuneration paid to Non-Executive Directors for financial year 2019-20 is disclosed in the Corporate Governance Report.

16. As required under the Secretarial Standard - 2 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of each of the existing Non-Executive Director, *inter-alia*, age, qualifications, experience, details of remuneration last drawn by such person, relationship with other directors and Key Managerial Personnel of the Company, the number of meetings of the Board attended during the year and other directorships, membership/ chairmanship of Committees of other Boards are annexed to the Notice. Brief resume of all the Directors of the Company has also been furnished separately in the Annual Report. None of the Directors are related with other directors or key managerial personnel (*inter-se*).

17. None of the Directors (except Non - Executive Directors) or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 7 of the Notice.

18. The Board of Directors recommends the payment of commission/ remuneration to the Non-Executive Directors of the Company and recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

19. **Item No. 8:** Bennett, Coleman & Company Limited ('BCCL') is the holding company and a related party under Section 2(76) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as 'the Act') and Regulation 2(1)(zb) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'the Listing Regulations'). As on date, BCCL is holding 33918400 equity shares in the Company (71.15% of the paid up capital of the Company).

20. Pursuant to the provisions of Section 188 of the Act, if the transactions with the related parties are at arm's length basis and in its ordinary course of business, the approval of the members of the Company is not required for the same.

21. However, in terms of Regulation 23 of the Listing Regulations, transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. All material related party transactions shall require the approval of the Members of the Company through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

22. On January 23, 2017, approval of the Members of the Company was accorded for the contracts/ arrangements/ transactions entered into and/ or to be entered into with BCCL, the holding company, relating to the transfer and / or availing of resources, services or obligations for the Financial Year 2016-2017 and subsequent financial years exceeding ten percent but not exceeding twenty five percent of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company relevant for the respective financial years, on such terms and conditions as may be mutually agreed between the Company and BCCL. Going forward, such transactions with BCCL are likely to exceed twenty five percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company and therefore approval from the Members of the Company is being sought for the aforesaid transactions with BCCL, for each of the five financial years of the Company commencing from April 1, 2020, not exceeding the aggregate value of ₹ 200 crores (Rupees two hundred crores only) per annum, on such terms and conditions as may be mutually agreed between the Company and BCCL.

23. BCCL is one of India's largest media companies, having strong relationships with advertisers and advertising agencies. The Company leverages the strength of BCCL to improve its revenues, reduce its costs, collect its receivables faster and derive other synergies, all of which help the Company in improving its revenue market shares, profitability, cash position and leadership position. The Company gets advertising from several clients that it is not able to tap on its own because of its smaller sales team, its lack of relationship with the client or advertising agency and in some cases, its competitive weakness in a market. The Company also benefits from BCCL's "Brand Capital" and similar business models, many of which cover traditional non-advertisers, thus expanding the universe of advertisers who advertise. In many cases, when the advertiser's payment record to radio companies is not good, the Company avails of the protection that BCCL's newspaper business affords it. Similarly, in many cases, the Company is able to lower its operating costs by joining hands with BCCL and benefitting from its larger size in driving down costs. The Company derives strength from these transactions and plans to continue taking advantage of BCCL in the future as well.

24. The particulars of contracts/ arrangements/ transactions are as under:

    a) Name of the related party: Bennett, Coleman & Company Limited ('BCCL')

    b) Name of the director or key managerial personnel who is related:

        a. Mr. Richard Saldanha – Independent Director of the Company is on the Board of BCCL as the Independent Director. He does not hold any shares in BCCL.

        b. Mr. Vineet Jain – Chairman of the Company is holding the office of the Managing Director of BCCL. Mrs. Indu Jain, his mother, is the Chairman of BCCL, does not hold shares in BCCL. Mr. Samir Jain, his brother, is the Vice Chairman and Managing Director of BCCL. They may be considered to be concerned or interested only to the extent of their directorships in BCCL and shareholding interest in BCCL, which is less than two percent of the paid up share capital of BCCL.

        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. 8 of the notice.

    c) Nature of relationship: BCCL is the holding company of the Company. As on date, BCCL is holding 33918400 equity shares in the Company (71.15% of the paid up capital of the Company).

    d) Nature, material terms, monetary value and particulars of the contract or arrangement: The Company and BCCL have entered into various contracts/ arrangements/ transactions relating to the transfer and/ or availing of resources, services or obligations in the past and propose to continue with the same in the future too, on an ongoing basis, including but not limited to the following:

        - Sales of the Company's radio advertisement inventory and other media inventory for BCCL's own use and third party clients
        - Purchase of advertisement of BCCL's media inventory for the Company's use and third party clients
        - Payment of royalty for use of music and content
        - Sharing of common cost
        - Receiving and rendering of services
        - Payment of office rent and maintenance to BCCL
        - Receipt of rent from BCCL
        - Leasing and/or sale and/ or purchase of assets

        Monetary value: The value of transactions entered into with BCCL was ₹ 120.89 crores for the Financial Year 2018-2019 and ₹ 105.39 crores for the Financial Year 2019-2020. The value of transactions with BCCL for the Financial Year 2020-2021 and thereafter may exceed the approved limit of twenty five percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company for the respective

Financial years based on the subsisting contracts/ arrangements/ transactions entered into or to be entered into.

e) Any other information relevant or important for the members to make a decision on the proposed transaction: Transactions entered into and/ or to be entered into with BCCL on an arm's length basis and in the ordinary course of business. Approval from the Members of the Company is sought, for each of the five financial years of the Company commencing from April 1, 2020, for the aforesaid transactions with BCCL not exceeding the aggregate value of ₹200 crores (Rupees two hundred crores only) per annum, on such terms and conditions as may be mutually agreed between the Company and BCCL.

25. The Directors or Key Managerial Personnel or their respective relatives, (except Mr. Vineet Jain and Mr. Richard Saldanha - Directors to the extent of being common Board Members and concern or interest of Mr. Vineet Jain as stated above) are not, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 8 of the Notice.

26. Prior approval of the Audit Committee has been obtained in this regard. The Board of Directors recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval of the Members.

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

sd/-

Mehul Shah
SVP – Compliance & Company Secretary
FCS: 5839

Mumbai, June 19, 2020

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

Annexure to Item Nos. 4 and 7 of the Notice (Details as required to be furnished under the Secretarial Standard-2-para 1.2.5 and Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015).

As per the requirement of the circular from the stock exchange (no: LIST/COMP/14/2018-19 Dated June 20, 2018), the Board of Directors and its Nomination and Remuneration Committee, while considering the appointment, re-appointment of the directors, have verified that they are not debarred from holding the office of director pursuant to any SEBI order. Accordingly, the Company affirms that the Directors proposed to be appointed, re-appointed are not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

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

Name of the Director	Mr. Vineet Jain	Mr. Narayanan Kumar (Mr. N. Kumar)	Mr. Richard Saldanha
DIN	00003962	00007848	00189029
Date of Birth and age	February 12, 1966 (age: 54 years)	January 28, 1950 (age: 70 years)	February 3, 1944 (age: 76 years)
Qualifications	B. Sc. degree in International Business Administration in Marketing from Switzerland	Engineering Graduate in Electronics and Communication from Anna University, Chennai.	Graduate Mechanical Engineer from College of Engineering-Pune
Nature of his expertise in specific functional areas/ Experience	As per the resume stated hereof.	As per the resume stated hereof.	As per the resume stated hereof.
Nationality	Indian	Indian	Indian
Terms and conditions of appointment / reappointment	Liable to retire by rotation	Reappointed as an Independent Director for a second term of five consecutive years commencing from August 12, 2019 to August 11, 2024, not liable to retire by rotation.	Reappointed as an Independent Director for a second term of five consecutive years commencing from August 12, 2019 to August 11, 2024, not liable to retire by rotation.
Details of remuneration sought to be paid	Nil	As per the Nomination & Remuneration Policy of the Company, Mr. N. Kumar would be entitled to the managerial remuneration by way of commission, fees for attending meetings of the Board of Directors and Committee(s) thereof and reimbursement of expenses for participation in the Board and Committee meetings, etc., pursuant to the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013.	As per the Nomination & Remuneration Policy of the Company, Mr. Saldanha would be entitled to the managerial remuneration by way of commission, fees for attending meetings of the Board of Directors and Committee(s) thereof and reimbursement of expenses for participation in the Board and Committee meetings, etc., pursuant to the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013.
Details of remuneration last drawn	Nil	₹ 9.20 lakhs	₹ 11.50 lakhs
Date of first appointment on the Board	January 19, 2007	November 5, 2005	November 23, 2010
Number of board meetings attended during the year	5 out of 5	4 out of 5	5 out of 5

Name of the Director	Mr. Vineet Jain	Mr. Narayanan Kumar (Mr. N. Kumar)	Mr. Richard Saldanha
List of Directorships held in other Companies	**Unlisted entities:** Bennett, Coleman & Company Limited, The Press Trust of India Limited, Times Global Broadcasting Company Limited, Times Internet Limited, Zoom Entertainment Network Limited, Times Centre for Learning Limited, Times Lifestyle Solutions Limited, Times for India Org, Vinabella Media & Entertainment Private Limited, Credence Trusteeship Company Private Limited.	**Listed entities:** Bharti Infratel Limited, Take Solutions Limited, Mphasis Limited, Larsen & Toubro Limited and L & T Technology Services Limited. **Unlisted entities:** Aegon Life Insurance Company Limited, eG Innovations Private Limited, N. K. Trading & Consultancy Private Limited, Madhuram Narayanan Centre for Exceptional Children, Singapore India Partnership Foundation, Risk Educators Private Limited, OPG Power Ventures Plc. (foreign company) and eG Innovations Pte Limited (foreign company).	**Listed entities:** Gokaldas Exports Limited. **Unlisted entities:** Nuziveedu Seeds Limited, Bennett Coleman & Company Limited.
Committee membership, i.e. Audit Committee (**AC**); Stakeholders Relationship Committee (**SRC**); Nomination & Remuneration Committee (**NRC**); Corporate Social Responsibility Committee (**CSRC**); Risk Management Committee (**RMC**)	1. Bennett, Coleman & Company Limited: [Member of CSRC, Member of NRC] 2. Entertainment Network (India) Limited: [Member of CSRC, Member of NRC, Member of RMC]	1. Entertainment Network (India) Limited: [Chairman of AC, Chairman of NRC] 2. Aegon Life Insurance Company Limited: [Member of AC, Member of NRC] 3. Mphasis Limited: [Chairman of AC, Chairman of CSRC] 4. L & T Technology Services Limited: [Chairman of AC] 5. Larsen & Toubro Limited: [Member of SRC, Member of NRC] 6. Bharti Infratel Limited: [Chairman of NRC, Chairman of CSRC] 7. Take Solutions Limited: [Chairman of SRC]	1. Entertainment Network (India) Limited: [Member of AC, Member of NRC, Chairman of SRC] 2. Bennett, Coleman & Company Limited: [Member of AC, Chairman of NRC] 3. Nuziveedu Seeds Limited: [Member of AC, Member of CSRC, Member of NRC] 4. Gokaldas Exports Limited: [Chairman of AC, Member of NRC, Member of SRC, Member of CSRC]
Shareholding in the Company	Nil	Nil	Nil

Name of the Director	Mr. Ravindra Kulkarni	Ms. Sukanya Kripalu
DIN	00059367	06994202
Date of Birth and age	May 23, 1945 (age: 75 years)	October 30, 1960 (age: 59 years)
Qualifications	Masters degree in Law from University of Mumbai, also holds a Bachelors degree in Science from University of Mumbai.	Graduate from St. Xavier's College and an alumni of the Indian Institute of Management, Calcutta
Nature of his expertise in specific functional areas/ Experience	As per the resume stated hereof.	As per the resume stated hereof.
Nationality	Indian	Indian

Name of the Director	Mr. Ravindra Kulkarni	Ms. Sukanya Kripalu
Terms and conditions of appointment / reappointment	Reappointed as an Independent Director for a second term of five consecutive years commencing from August 12, 2019 to August 11, 2024, not liable to retire by rotation.	Appointed as an Independent Director for a term of five consecutive years commencing from May 23, 2018 to May 22, 2023, not liable to retire by rotation
Details of remuneration sought to be paid	As per the Nomination & Remuneration Policy of the Company, Mr. Ravindra Kulkarni would be entitled to the managerial remuneration by way of commission, fees for attending meetings of the Board of Directors and Committee(s) thereof and reimbursement of expenses for participation in the Board and Committee meetings, etc., pursuant to the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013.	As per the Nomination & Remuneration Policy of the Company, Ms. Kripalu would be entitled to the managerial remuneration by way of commission, fees for attending meetings of the Board of Directors and Committee(s) thereof and reimbursement of expenses for participation in the Board and Committee meetings, etc., pursuant to the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013.
Details of remuneration last drawn	₹ 11.90 lakhs (remuneration credited to Khaitan & Co.)	₹ 11.10 lakhs
Date of first appointment on the Board	January 19, 2007	May 23, 2018
Number of board meetings attended during the year	5 out of 5	5 out of 5
List of Directorships held in other Companies	**Listed entities:** Elantas Beck India Limited and Chowgule Steamships Limited. **Unlisted entities:** Shamrao Vithal Co-op Bank Limited, Khaitan Consultants Limited and Landmark Education-India.	**Listed entities:** Aditya Birla Fashion & Retail Limited, UltraTech Cement Limited and Colgate-Palmolive (India) Limited. **Unlisted entities:** Aditya Birla Health Insurance Company Limited.
Committee membership, i.e. Audit Committee (**AC**); Stakeholders Relationship Committee (**SRC**); Nomination & Remuneration Committee (**NRC**); Corporate Social Responsibility Committee (**CSRC**); Risk Management Committee (**RMC**)	1. Entertainment Network (India) Limited: [Member of AC, Member of NRC, Member of SRC, Member of CSRC] 2. Elantas Beck India Limited: [Chairman of AC, Member of NRC] 3. Chowgule Steamships Limited: [Member of AC, Member of NRC, Member of SRC]	1. Entertainment Network (India) Limited: [Member of AC, Member of NRC] 2. Aditya Birla Fashion & Retail Limited: [Member of AC, Member of SRC and Chairperson of NRC] 3. Ultratech Cement Limited: [Member of SRC] 4. Colgate-Palmolive (India) Limited: [Member of AC, Member of NRC, Member of SRC] 5. Aditya Birla Health Insurance Co. Limited: [Chairperson of NRC, Member of AC]
Shareholding in the Company	Nil	Nil

Resume of the directors relevant for Item Nos. 4 and 7 of the Notice (Covering nature of expertise in specific functional areas/ Experience)

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 with a new & growing imprint in Education. He has made a significant difference to the landscape of the new age media in India. His leadership in the domain of Internet, Creative businesses like Films & OTT, 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 of India Relief Fund and Times for India Org.

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

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

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

Mr. Kumar is the Honorary Consul General of Greece in Chennai.

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

He is one of the Trustees of WWF-India (World Wide Fund for Nature – India).

As a spokesman of Industry and Trade, he is a former President of Confederation of Indian Industry (CII) and has participated in other apex bodies.

He is the Chairman of the Indo-Japan Chamber of Commerce and Industry.

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

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

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. Rose to be Chairman and CEO of Unilever Peru and a Member of the Unilever Latin America Board.

He returned to India as Managing Director of Haldia Petrochemicals Ltd., a 1.5 BN $ enterprise. Later spent 5 years as Executive Director and Member of the Board of The Times of India Group to help build organizational capability, culture and competitiveness.

He then was 6 years with The Blackstone Group in India as Executive Director responsible for Operational Excellence in a range of Portfolio Companies.

He is currently Chairman of Gokaldas Exports Limited. He also is on the Board of Bennett, Coleman & Company Limited and a few other Times of India Group Cos. and is a member of the Court of Governors of the Administrative Staff College of India.

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

Mr. Ravindra Kulkarni (Independent Non- Executive Director)

Mr. Ravindra Kulkarni is one of the most experienced corporate lawyers in India with over 45 years of practice. He is a senior partner of M/s. Khaitan & Co., one of India's leading law firms and has immense experience of all aspects of law. His practice areas range from mergers & acquisitions, joint ventures, licensing, technology transfers, securities laws, capital markets, both advisory and documentation work relating to domestic IPOs and GDR/ FCCB offerings of securities by Indian companies and project finance. Mr. Kulkarni is also very experienced in transactions involving restructuring, sick companies financial reconstruction, demergers, spin-offs, sales of assets etc. He has advised in several developers and utilities in government bids for development of independent power projects and other projects involving private public partnership.

Ms. Sukanya Kripalu (Independent Non- Executive Director)

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

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

NOTICE

Summary of information:

No.	Information	Details
1	AGM date and time	Wednesday, September 23, 2020 at 3.00 pm (IST). Annual Report is available at: www.enil.co.in at: https://www.enil.co.in/financials-annual-reports.php
2	Mode of AGM	Video Conference (VC)/ Other Audio Visual Means (OAVM)
3	Login time for AGM participation	Wednesday, September 23, 2020 at 2.30 pm (IST) at: https://emeetings.kfintech.com
4	Registrar & Share transfer Agent and service provider for Remote e-voting, AGM participation through VC/ OAVM and e-voting (Insta Poll) at AGM	KFin Technologies Private Limited ('R&TA'/ 'KFin'), Unit: Entertainment Network (India) Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032. Phone: 040-67162222; Fax: 040-23431551; Toll Free no.: 1800-345-4001. Website: www.kfintech.com E-mail (for general correspondence): einward.ris@kfintech.com URL for remote e-voting: https://evoting.karvy.com E-mail (for e-voting related queries): evoting@karvy.com URL for AGM participation: https://emeetings.kfintech.com E-mail (for queries related to AGM participation): emeetings@kfintech.com Please click weblink: https://emeetings.kfintech.com/video/howitworks.aspx for demo of the procedure for Remote E-voting, query posting, speaker registration, E-AGM participation, voting at AGM, and other e-AGM related actions.
5	Speaker registration process	Visit https://emeetings.kfintech.com and after login, click on 'Speaker Registration' during the period from Friday, September 18, 2020 (9:00 a.m. IST) up to Monday, September 21, 2020 (5:00 p.m. IST).
6	Submission of Questions / Queries before and during AGM	Questions/queries shall be submitted during the period from Friday, September 18, 2020 (9:00 a.m. IST) up to Sunday, September 20, 2020 (5:00 p.m. IST), by any of the following process: ▪ E-mail to enil.investors@timesgroup.com mentioning name, demat account no./folio number, e-mail ID, mobile number, etc. ▪ Members holding shares as on the cut-off date i.e. Wednesday, September 16, 2020, may also visit https://emeetings.kfintech.com and click on "Post Your Queries" and post queries/views/questions in the window provided, by mentioning name, demat account number/ folio number, e-mail ID, mobile number, etc. ▪ Members can also post their questions during AGM through the "Ask A Question" tab which is available in the VC/OAVM Facility as well as in the one way live webcast facility.
7	Book Closure dates	Thursday, September 17, 2020 to Wednesday, September 23, 2020, both days inclusive

No.	Information	Details
8	Cut-off date for e-voting	Wednesday, September 16, 2020
9	Remote E-voting start time and date	Friday, September 18, 2020 (9:00 a.m. IST)
10	Remote E-voting end time and date	Tuesday, September 22, 2020 (5:00 p.m. IST)
11	Remote E-voting website of KFin	https://evoting.karvy.com
12	E-mail registration and updation process	▪ Shareholders holding shares in demat mode can register/ update e-mail, mobile details etc. with their depository participants ▪ Shareholders holding shares in physical mode can contact the Company's Registrar and Transfer Agents, KFin Technologies Private Limited by sending an e-mail request at einward.ris@kfintech.com with the copy of the signed request letter mentioning the name, folio number and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g. Driving License, Election Identity Card, Passport) in support of the address of the Member and copy of the share certificate.

BOARD OF DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Twenty First Annual Report together with the audited financial statements of **Entertainment Network (India) Limited** ['the Company'/ 'ENIL'/ 'Radio Mirchi'] for the financial year ended March 31, 2020.

The financial statements for the year ended March 31, 2020 have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendments issued thereafter.

1. Financial Highlights

₹ in lakhs

	Standalone		Consolidated	
	Financial Year 2019-20	**Financial Year 2018-19**	**Financial Year 2019-20**	**Financial Year 2018-19**
Revenue from operations	54,059.28	62,048.47	54,814.36	62,079.81
Other income	1,276.18	1,492.95	1,338.96	1,568.88
Profit before Depreciation, Finance Costs, Exceptional items and Tax Expense	13,626.97	15,474.32	13,873.55	15,483.12
Less: Depreciation/ Amortisation/ Impairment	9,906.73	6,710.74	10,416.09	6,711.14
Profit before Finance Costs, Exceptional items and Tax Expense	3,720.24	8,763.58	3,457.46	8,771.98
Less: Finance Costs	1,839.44	397.43	1,949.41	397.54
Profit before Exceptional items and Tax Expense	1,880.80	8,366.15	1,508.05	8,374.44
Add/(less): Exceptional items	–	–	–	–
Profit before Tax Expense	1,880.80	8,366.15	1,508.05	8,374.44
Less: Tax Expense (Current & Deferred)	425.04	2,974.30	436.84	2,984.52
Profit for the year (1)	1,455.76	5,391.85	1,071.21	5,389.92
Other Comprehensive Income (2)	(6.71)	(20.15)	7.54	(29.19)
Total (1) + (2)	1,449.05	5,371.70	1,078.75	5,360.73
Balance of profit for earlier years	69,604.02	64,807.01	69,922.40	65,127.32
Less: Transfer to Debenture Redemption Reserve	Nil	Nil	Nil	Nil
Less: Adjustment on account of IND AS 116-Lease	2,273.64	–	2,308.88	–
Less: Transfer to Reserves	Nil	Nil	Nil	Nil
Less: Dividend paid on Equity Shares	476.70	476.70	476.70	476.70
Less: Dividend Distribution Tax	97.99	97.99	97.99	97.99
Balance carried forward	68,204.74	69,604.02	68,103.33	69,922.40

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

Total income of the Company decreased from ₹ 63,541.42 lakhs during the previous year to ₹ 55,335.46 lakhs during the year under review. Profit after tax decreased from ₹ 5,391.85 lakhs during the previous year to ₹ 1,455.76 lakhs during the year under review.

On a consolidated basis, total income of the Company decreased from ₹ 63,648.69 lakhs during the previous year to ₹ 56,153.32 lakhs during the year under review. Profit after tax decreased from ₹ 5,389.92 lakhs during the previous year to ₹ 1,071.21 lakhs during the year under review.

The Company's financial performance was negatively affected by the overall slowdown in the

Indian economy in FY20. Fourth quarter FY20 GDP growth was just 3.1%. Large advertiser segments – Auto, Real Estate, Durables amongst others – were hit by the slowdown. They in turn reduced their ad spends. Towards the end of the year, in February-March 2020, the impact of the global spread of Covid-19 started to manifest itself in India. Traditionally, the 4th quarter, and specifically the last month of the year, is a very important period for the company. As Covid-19 entered India, and as the Government of India announced lockdowns, a lot of business that was already logged in had to be reversed as advertisers withdrew their orders.

Independent of the economic slowdown and the Covid-19 pandemic, your Company as well as other radio companies suffered from drastically reduced central government ad spends during the year. The previous year had high ad spends, probably as a build up to the general elections in May 2019. Being the single biggest advertiser, this cutback by the central government negatively hit radio broadcasters.

Overall, revenues in FY20 came in 12.9% lower than in the previous year. While core radio was down 13.3%, the solutions business was down 11.9%. During FY20, the Company decided to stop conducting concerts featuring international music artists because of losses suffered in the previous year. If the revenue of such concerts are removed from the previous year, then the solutions business recorded a growth of 2.6%. The growth may be small, but in a very bad economy, it is an endorsement of our solutions strategy.

The overall radio industry in the country de-grew by 16% in FY20 with the top six broadcasters reporting negative growth varying from 11% to 24%. Your Company's revenue market share went up by 200 basis points during the year.

Your Company's international operations also were a mixed bag. In the US, operations in New York City and New Jersey stabilized after the launch on January 26, 2019. During the year, we added a FM frequency covering mid to south New Jersey, covering the most important Indian habitations. With superior programming, we were able to attract a lot of local and national advertisers. However, our brand licensing agreement covering HD radio stations across several cities in the US under-performed as HD technology was unable to attract advertisers. We have decided to call off this arrangement. Our plans to expand into other big cities in the US, and also enter Canada, continue as planned earlier.

In the UAE, our original brand licensing and content agreements with Abu Dhabi Media Company ('ADMC') had ended in April 2019 with efflux of time. We allowed them to continue using our brand even as we tried to hammer out a new agreement. However, during FY20, we could not realise any revenues from the arrangement beyond April 2019. In Qatar, where we were hoping to launch during the year, we could not as our local partner got embroiled in some litigation. We hope to launch as soon as the litigation is cleared. In Bahrain, where our brand licensing with a local partner had ended in 2019, we bid for the same license that the government put up for auction in November 2019. If we win, we should be able to enter the country soon.

Despite less than ideal results, your Company's financial position remains strong. We are a debt free company, with in fact a strong cash balance of ₹ 228 crores at the end of the year. Given the widespread hit that Covid-19 is expected to cause, this cash will prove to be a big strength in FY21 and beyond.

There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which these financial statements relate and the date of this Report. There has been no change in the nature of the business of the Company.

3. **Transfer to reserves**

The Board of Directors of your Company has decided not to transfer any amount to the reserves for the financial year under review.

4. **Dividend**

Your Directors are pleased to recommend a dividend @ 10% i.e. ₹ 1.00 (Rupee one only) per equity share of ₹ 10/- each for the financial year ended March 31, 2020, aggregating ₹ 476.70 lakhs. The dividend payment is subject to the approval of the shareholders at the ensuing Annual General Meeting (AGM). The dividend payout is in accordance with the Company's Dividend Distribution Policy.

In view of the changes made under the Income-tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the Members. Your Company shall, accordingly, make the payment of the Final Dividend after deduction of tax at source.

The dividend, if declared at the AGM, would be paid within thirty days from the date of declaration of dividend through electronic mode to the Members who have updated their bank account details, and would be dispatched through Dividend warrants/ demand drafts to the registered address of the Members who have not updated their bank account details, after normalisation of the postal service to those persons or their mandates:

- whose names appear as beneficial owners as at the end of the business hours on September 16, 2020 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 at the end of the business hours on September 16, 2020 after giving effect to valid share transfers in physical forms lodged with the Company/ Registrar & Share Transfer Agents, in respect of the shares held in physical mode.

As per Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the dividend that remains unclaimed/unpaid/ un-encashed for a period of seven years and Equity Shares of the Company, in respect of which dividend entitlements have remained unclaimed or unpaid for seven consecutive years or more, are required to be transferred by the Company to the Investor Education and Protection Fund ('IEPF'), established by the Central Government. Details of the unclaimed dividend amount is available on the Company website - www.enil.co.in at the url: https://www.enil.co.in/unclaimed-dividend.php. Calendar for transfer of unclaimed dividend to IEPF has been stated in the notes to the Notice convening the AGM. Pursuant to the guidelines issued by the IEPF Authority, Company Secretary has been nominated as the Nodal Officer to facilitate the refund of the claims of the unpaid (unclaimed) dividend (e-mail ID: mehul.shah@timesgroup.com).

The shareholders whose dividend / shares are/ will be transferred to the IEPF Authority can claim the same from IEPF Authority by following the Refund Procedure as detailed on the website of IEPF Authority: http://www.iepf.gov.in at http://www.iepf.gov.in/IEPF/refund.html.

5. **Deposits**

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

6. **Directors and Key Managerial Personnel**

In accordance with the provisions of the Companies Act, 2013 ('the Act') read with the applicable rules thereto, Mr. Vineet Jain (DIN: 00003962) retires by rotation at the ensuing AGM and being eligible, offers himself for reappointment. The Board of Directors recommends the reappointment of Mr. Vineet Jain as the Director of the Company.

The Company has received the consent, declarations and confirmations from all the Independent Directors of the Company pursuant to the provisions of Section 149 and all other applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'] stating that they meet the criteria of independence as provided under the Act and the Listing Regulations and that they are not disqualified to become directors under the Act. All the Independent Directors also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence and that they are independent of the management. The Board of Directors took on record the said declarations and confirmations submitted by the Independent Directors under applicable provisions of the Act and the Listing Regulations after undertaking due assessment of the veracity of the same. In the opinion of the Board of Directors, all the Independent Directors fulfill the criteria of independence as provided under the Act, rules made thereunder, read with the Listing Regulations and that they are independent of the management.

The Board of Directors is of the opinion that all the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience required to fulfill their duties as Independent Directors.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by The Indian Institute of Corporate Affairs at Manesar ('IICA').

The Independent Directors are also required to undertake online proficiency self-assessment test conducted by the IICA within prescribed time period, unless they meet the criteria specified for exemption. Independent Directors of the Company will be undertaking the said test in due course, if applicable.

The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and the Code of Conduct for directors and senior management personnel formulated by the Company.

The Company has received all the relevant consent, documents, declarations, confirmation from the director proposed to be re-appointed and he is not disqualified to become the director under the Act.

As per the requirement of the circular from the stock exchange (no: LIST/COMP/14/2018-19 Dated June 20, 2018), the Board of Directors and its Nomination and Remuneration Committee, while considering the appointment and re-appointment of the directors, have verified that they are not debarred from holding the office of director pursuant to any SEBI order. Accordingly, the Company affirms that the Director proposed to be re-appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Certificate from the Company Secretary in Practice has been attached with the Report of Corporate Governance, confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board (SEBI)/ Ministry of Corporate Affairs or any such statutory authority.

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

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

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

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

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

7. Annual evaluation of performance of the Board, its Committees and individual directors

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

Evaluation of the performance of the Board, its Committees and individual directors involved structured questionnaire-driven discussions that covered a number of key areas / evaluation criteria including the roles and responsibilities, size and composition of the Board and its Committees, meaningful and constructive contribution and inputs in the meetings, dynamics of the Board and its Committees and the relationship between the Board and management. Chairman of the Board of Directors had meetings with the Independent directors. Chairman of the Nomination & Remuneration Committee had meetings with the Non- Independent directors. Independent directors, at their Meeting led by the Chairman of the Nomination & Remuneration Committee, conducted the performance review of the Chairman, Non-Independent Directors and the Board as a whole in respect of the financial year under review. The Independent Directors, in the said meeting, also evaluated the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. These meetings were intended to obtain Directors' inputs on effectiveness of the Board/ Committee processes. The evaluation of the independent directors was done by the entire Board of Directors which included performance of the directors and fulfillment of the independence criteria as specified in the Listing Regulations and their independence from the management. In the above evaluation, the directors who were subject to evaluation did not participate. The results of the evaluation were discussed with the relevant Committees and collectively by the Board as a whole. Constructive feedback was also sought on the contributions of individual directors.

Formal Annual Evaluation was made in compliance with all the applicable provisions of the Act and the Listing Regulations. During the Board Evaluation, it was observed that the Board of Directors, as a whole, is functioning as an integrated body helping the board discussion to be rich and value adding. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

8. Board Familiarization Program

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

9. Policy on directors' appointment and remuneration

The Company's Policy on the Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of director and other matters as provided under Section 178 of the Act is titled as Nomination & Remuneration Policy, and is available on the Company's website at: https://www.enil.co.in at web link: https://www.enil.co.in/policies-code-of-conduct.php and also appended as *Annexure A* to this Report.

10. Vigil Mechanism

The Company has an adequate and functional 'Whistle Blower Policy' / 'Vigil Mechanism' in place. The objective of the Vigil Mechanism is to provide the employees, directors, customers, vendors, contractors and other stakeholders of / in the Company an impartial and fair avenue to raise genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct and seek redressal, in line with the Company's commitment to the highest possible standards of ethical, moral and legal business conduct and fair dealings with all its stakeholders and constituents and its commitment to open communication channels. Vigil Mechanism provides adequate safeguards against victimization of persons who use such mechanism for whistle blowing in good faith and it also ensures that the interests of the person who uses such Mechanism are not prejudicially affected on account of such use. The Board of Directors affirms and confirms that no personnel has been denied access to the Audit Committee. The Policy contains the provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

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

11. Audit Committee

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

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

- Mr. Richard Saldanha (Independent Non-Executive Director)
- Ms. Sukanya Kripalu (Independent Non-Executive Director)

The Internal Auditors of the Company report directly to the Audit Committee. All the recommendations of the Audit Committee were accepted by the Board of Directors. Brief description of terms of reference and other relevant details of the Audit Committee have been furnished in the *Report on Corporate Governance*.

12. CSR Committee

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

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

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

During the financial year under review, the Committee met two times, i.e. on May 30, 2019 and August 5, 2019.

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

- To formulate and recommend to the Board of Directors (Board), a Corporate Social Responsibility (CSR) Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- To approve CSR activities;
- To recommend to the Board the amount of expenditure to be incurred on the CSR activities;
- To monitor the CSR Policy of the Company from time to time;
- To institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company;
- To carry out any other functions as authorized by the Board of Directors from time to time or as enforced by statutory/ regulatory authorities.

CSR Policy development and implementation:

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

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

13. Nomination and Remuneration Committee

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

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

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

14. Stakeholders Relationship Committee

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

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

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

15. Audit Report

The Audit Report does not contain any qualification, reservation or adverse remark or disclaimer. The Statutory Auditors of the Company have not reported any details in respect of frauds as specified under Section 143(12) of the Act.

16. Auditors

At the twentieth AGM held on August 5, 2019, the Members had approved the reappointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration number - 101049W/ E300004) as the Statutory Auditors of the Company for a second term of five consecutive years, to hold the office commencing from the conclusion of the twentieth AGM till the conclusion of the twenty fifth AGM of the Company. S. R. Batliboi & Associates LLP, Chartered Accountants have stated that they satisfy the criteria provided in Section 141 of the Act.

17. Secretarial Auditor and report

The Board of Directors had appointed M/s. Hemanshu Kapadia & Associates, Company Secretaries (C. P. No: 2285), to conduct Secretarial Audit for the financial year 2019-20. The Secretarial Audit Report for the financial year ended March 31, 2020 is appended as *Annexure C-1* to this Report. The Secretarial Compliance Report for the financial year ended March 31, 2020 is appended as *Annexure C-2* to this Report.

The Secretarial Audit Report dated June 19, 2020 and Secretarial Compliance Report dated May 30, 2020 do not contain any qualification, reservation or adverse remark or disclaimer.

18. Cost Auditor and report

The Board of Directors, on recommendation of the Audit Committee and pursuant to Section 148 and all other applicable provisions of the Act, read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), has approved the appointment and remuneration of the Cost Auditors, M/s. R. Nanabhoy & Co., Cost Accountants (Firm registration number- 00010) to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2021. 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 ₹ 3,25,000 (Rupees three lakhs twenty five thousand only) plus out of pocket expenses and applicable taxes for the aforesaid audit. The remuneration payable to the Cost Auditors is required to be ratified subsequently by the shareholders. Accordingly, consent of the members has been sought for passing the resolution as set out at Item No. 5 of the Notice convening the AGM for ratification of the remuneration payable to the Cost Auditors for the financial year ending on March 31, 2021.

Maintenance of cost records as specified by the Central Government under Sub-section (1) of Section 148 of the Companies Act, 2013, is required by the Company and accordingly, such accounts and records are made and maintained.

The Cost Audit Report for the financial year 2018-19 was filed on August 30, 2019. The Cost Audit Report for the financial year 2019-20 will be filed on/ before the due date.

19. Conservation of Energy, Technology absorption and Foreign exchange earnings and Outgo

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

However, the information, as applicable, is given hereunder:

a) Conservation of energy:

   (i) Steps taken or impact on conservation of energy and the steps taken by the Company for utilising alternate sources of energy:

   - Your Company uses energy efficiently in day to day operations. The operations of the Company are not energy intensive. Nevertheless, continuous efforts such as replacement of conventional lighting with LED lighting across all the locations, installation of star-rated energy efficient air conditioners, installation of energy efficient electronic devices, implementation of SOPs etc. aimed at reducing energy consumption are being made by the Company and its employees to reduce the wastage of scarce energy resources.

- We have maximized energy savings in AC units. We studied the AC usage pattern in the studio & transmission sites and successfully reduced electricity consumption without any extra capital investment. AC units are set at optimum temperatures based on ambient conditions e.g. Studio ACs are set at not lesser than 25 degrees temp. This has helped achieve substantial savings since September 2019. Transmitter power is optimally reduced in the night band when listenership is low, and the ambient temperature is lower. This initiative has helped us save over one lakh units in seven months since September 2019.
- As part of our continuous efforts in office space restructuring, we rationalised office space at couple of locations with an efficient office design using energy efficient electronic devices that has contributed in reduction of around 40% energy consumption.

(ii) Capital investment on energy conservation equipment: ₹ 157.90 lakhs

b) Technology absorption:

(i) The efforts made towards technology absorption and benefits derived like product improvement, cost reduction, product development or import substitution:

- Upgradation of new playout automation application (Zetta) to enhance productivity for remote & network operations and improve network security. We have increased efficiency of teams by leveraging mobility tools such as Zetta2Go for access through smart phones and tablets.
- Increased adoption of MS Teams application by employees has resulted in improved collaboration within team members across the country and savings on travel costs.
- Cloud backup architecture (AWS) for disaster management of critical data applications and Cloud FTP storage has resulted in savings in hardware and allied costs.
- Implementation of extended security software deployment to avoid cyber-attacks on legacy operating systems.
- Replacement of traditional broadcast consoles with IP broadcast console have made the studio operations easier to setup, manage, smoother, robust and stable.
- VPN Connectivity has provided users secure authenticated remote access to corporate network resources. This has enhanced their productivity and also facilitated Work from Home.
- Enterprise WiFi Implementation: Enterprise WiFi Aruba access points have been installed in offices having large number of employees. This facility enhances user experience by allowing users to roam without service interruption.

(ii) Imported technology (imported during last three years reckoned from the beginning of the financial year): The Company has not imported any new technology in this financial year. Nevertheless, the Company has continued to use the latest equipment and software for its business activities.

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

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

c) Foreign exchange earnings and outgo:

The Foreign Exchange earned in terms of

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

₹ in lakhs

	Financial Year 2019-2020	Financial Year 2018-2019
Foreign exchange earnings	668.86	1,044.63
Foreign exchange outgo	265.36	2,074.64

20. Particulars of Employees

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

The Managing Director and Executive Director of the Company do not receive any remuneration or commission from the Company's holding or subsidiary companies.

As per the provisions of Section 197 of the Act read with the Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other relevant particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of the Annual Report. As per the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is made available for inspection by the Members in electronic mode basis the request being sent on enil.investors@timesgroup.com without payment of fee and same will also be available during the AGM. Any Member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request. The Annual Report is available on the Company's website at: www.enil.co.in.

21. Extract of Annual Return

Extract of Annual Return of the Company as required under Section 92 of the Act is attached as ***Annexure E*** to this Report in the Form MGT 9. In compliance with Section 134(3)(a) of the Act, annual return referred to in Section 92(3) of the Act will be placed at the Company's website: (https://www.enil.co.in) at url: https://www.enil.co.in/financials-annual-reports.php.

22. Share Capital & Listing of Securities

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

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

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

23. Management Discussion and Analysis Report

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

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

24. Business Responsibility Report

As per the Regulation 34 of the Listing Regulations, the Company has published a separate *Business Responsibility Report* ('BRR') for the financial year under review. BRR is in line with the key principles stated in the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business' framed by the Ministry of Corporate Affairs and is attached as *Annexure F* to this Report.

25. Corporate Governance

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

26. Secretarial Standards

The Company complies with the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

27. Directors' Responsibility Statement

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

a) in the preparation of the annual accounts for the financial year ended on March 31, 2020, the applicable accounting standards have been followed and that there are no material departures from the same;

b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended on March 31, 2020 and of the profit of the Company for that period;

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

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

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

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

28. Contracts and arrangements with related parties

All contracts / arrangements / transactions entered into by the Company during the financial year under review with related parties were in the ordinary course of business and on an arm's length basis.

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

Pursuant to the provisions of Section 188 of the Act, if the transactions with the related parties are at arm's length basis and in its ordinary course of business, the approval of the company is not required for the same. However, in terms of Regulation 23 of the Listing Regulations, transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company and all material related party transactions shall require approval of the shareholders through resolution.

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

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

Going forward, such transactions with BCCL are likely to exceed twenty five percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company and therefore, approval from the Members of the Company is being sought for passing the resolution as set out at Item No. 8 of the Notice convening the AGM, for each of the five financial years of the Company commencing from April 1, 2020, for the aforesaid transactions with BCCL not exceeding aggregate value of ₹ 200 crores (Rupees two hundred crores only) per annum, on such terms and conditions as may be mutually agreed between the Company and BCCL.

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

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

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

29. Dividend Distribution Policy

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

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

The Company has not given any loans, guarantees or provided any securities under Section 186 of the Act. Particulars of investments made by the Company during the financial year 2019-20 are provided in the financial statements. Please refer to the Note no. 9 and 12 to the standalone financial statements for details of investments made by the Company.

31. Risk Management

The Board of Directors is responsible for ensuring that the Company has appropriate systems of control in place - in particular, systems for risk management, financial and operational control, and compliance with the laws and relevant standards. Accordingly, the Board oversees the framing, implementing and the monitoring of the risk management plan for the Company. The Board also ensures the integrity of the Company's accounting and financial reporting systems, including the independent audit.

The Company has adopted a Risk Management Policy pursuant to the provisions of Section 134 and all other applicable provisions of the Companies Act, 2013 and Listing Regulations and also established related procedures to inform Board Members about the risk assessment and minimization procedures. The Company has a strong Enterprise Risk Management framework which is administered by the Senior Management team and monitored by the Risk Management Committee. Major risks are identified and the mitigation measures are put in place, and the same are also reported to the Audit Committee and Board of Directors along with the *action taken report*. The Risk Management Policy envisages assessment of strategic risks, operational risks, financial risks, regulatory risks, human resource risks, technological risks.

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

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

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

The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's Risk Management policies, systems and procedures. Internal Audit for the financial year under review has been carried out by Deloitte Haskins & Sells LLP ('Deloitte'), the independent Internal Auditors. Internal Audit covers all the radio stations at pan India level and the corporate office as per the annual audit plan approved by the Audit Committee. Internal

Audit report is presented to the Audit Committee on regular basis and the Chairman of the Audit Committee briefs the Board of Directors about the same.

32. Internal Financial Controls

The Company has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

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

33. Consolidated Financial Statements

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

34. Subsidiary Companies

Alternate Brand Solutions (India) Limited (ABSL) is the Company's wholly owned subsidiary. ABSL recorded a total income of ₹ 60.07 lakhs during the financial year 2019-20. Profit after Tax stood at ₹ 35.41 lakhs for the financial year under review.

During the financial year 2018-19, the Company set up, in the United States of America (US), a wholly owned subsidiary, Entertainment Network, INC and its step-down entity, Entertainment Network, LLC to commence radio broadcasting related businesses targeting the South Asian community markets. Entertainment Network, INC recorded a total consolidated income of ₹ 790.09 lakhs during the financial year 2019-20. Consolidated loss after Tax stood at ₹ (419.96) lakhs for the financial year under review.

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

The Company shall make available the financial statements and the related detailed information of its subsidiaries to any Member of the Company or its subsidiaries who may be interested in obtaining the same at any point of time and same is also available on the website: www.enil.co.in. These documents will also be available for inspection by the Members in electronic mode basis the request being sent enil.investors@timesgroup.com without payment of fee and same will also be available during the AGM. The Consolidated Financial Statements presented by the Company include financial results of its Subsidiary Companies.

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

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

35. Significant and material order

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

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

Your Company has always believed in providing a safe and harassment-free workplace for every individual working in the Company. The Company has complied with the applicable provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, including having a relevant policy in place and also constitution of the Internal Complaints Committee. During the financial year under review, four complaints pertaining to sexual harassment were reported to the Internal Complaints Committee of the Company. After detailed investigation and following due procedure under the applicable law, guidelines and regulations, the said four complaints were appropriately dealt with during the financial year under review and appropriate action was taken. For building awareness in this area, the Company has been conducting induction / refresher programmes on a continuous basis.

37. **Acknowledgments**

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

For and on behalf of the Board of Directors

sd/-

Vineet Jain

Chairman

Mumbai, June 19, 2020 (DIN: 00003962)

Registered Office:

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

www.enil.co.in

Annexure A to the Directors' Report

Nomination & Remuneration Policy

Introduction

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

1. **Appointment / Nomination criteria and qualifications**

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

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

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

   d) In addition to the above, the Independent Director shall fulfil all the criteria of independence as laid down in the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations']. The Independent Director shall adhere to the Schedule IV ['Code for Independent Directors'] of the Companies Act, 2013. Every independent director shall, at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, submit a declaration that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and clause (b) of sub-regulation (1) of regulation 16 of the Listing Regulations and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence and that they are independent of the management.

2. **Performance evaluation criteria**

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

   - Integrity
   - Qualifications, academic profile, experience and expertise
   - Responsibilities
   - Inquiring attitude, objectivity and independence
   - Judgment
   - Leadership qualities
   - Professional and business standing
   - Ability to take constructive stands when necessary
   - Understanding of the Company's business and engagement level
   - Understanding and commitment to duties and responsibilities

- Willingness to devote the time needed to prepare for and participate in deliberations
- Responsiveness (timeliness and quality)
- Approach to conflict, and whether the conflict is constructive and productive
- Achievement of set targets/ Key Result Areas (KRAs) (for KMP, Senior Management Personnel and other employees)

3. **Remuneration Policy**

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

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

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

Remuneration:

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

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

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

- Remuneration:

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

- Sitting Fees:

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

For and on behalf of the Board of Directors

sd/-

Vineet Jain
Chairman
Mumbai, June 19, 2020 (DIN: 00003962)

Annexure B to the Directors' Report

Corporate Social Responsibility (CSR) policy statement

1. ENIL's Philosophy and Commitment

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

2. Objective

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

3. Guiding Principles

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

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

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

4. Focus Areas:

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

5. CSR Expenditure

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

6. Composition of the CSR Committee

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

7. **Terms of reference of the CSR Committee**

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

- formulate and recommend to the Board a Corporate Social Responsibility (CSR) Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- approve CSR activities
- recommend to the Board the amount of expenditure to be incurred on CSR activities
- monitor the CSR Policy of the Company and CSR Sustainability from time to time
- institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company
- carrying out any other functions as authorized by the Board from time to time or as enforced by statutory/ regulatory authorities

The CSR Committee will have the power to:

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

8. **CSR Mainstay**

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

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

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

9. **CSR Spend**

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

10. **Implementation:**

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

11. **Monitoring and Reporting:**

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

For and on behalf of the Board of Directors

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

Mumbai, June 19, 2020

Annual report on Corporate Social Responsibility (CSR) activities

(Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014)

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

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

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

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

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

3. **Average net profit of the company for last three financial years:** ₹ 8,717.76 lakhs.

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

   ₹ 174.36 lakhs.

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

   a) Total amount to be spent for the financial year under review: ₹ 174.36 lakhs.

   b) Amount unspent, if any: nil.

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

₹ in lakhs

1	2	3	4	5	6	7	8
S. No.	**CSR project or activity identified**	**Sector in which the project is covered (Clause no. of Schedule VII to the Companies Act, 2013)**	**Projects or programs** **1) Local area or other** **2) Specify the state and district where projects or programs was undertaken**	**Amount outlay (budget) project or programs wise**	***Amount spent on the projects or programs** **1) Direct Expenditure on projects or programs** **2) Overhead**	**Cumulative Expenditure upto the reporting period**	***Amount spent: Direct or through implementing agency**
1	Promoting education, including special education and employment enhancing vocational skills	Clause No. ii	Greater Noida, Uttar Pradesh	174.36	174.36	174.36	Bennett University
	TOTAL			**174.36**	**174.36**	**174.36**	

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

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

   As mentioned earlier, the amount required to be contributed for CSR initiatives is ₹ 174.36 lakhs. The Company has contributed ₹ 174.36 lakhs towards CSR activities.

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

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

For and on behalf of the Board of Directors

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

Mumbai, June 19, 2020

Annexure C-1 to the Directors' Report

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the Financial year ended 31st March 2020

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

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

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2020 ("the Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance - mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2020, according to the provisions of:

i) The Companies Act, 2013 ("the Act") and the rules made thereunder;

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

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

iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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

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

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

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

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

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

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

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

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

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

a) The Indian Telegraph Act, 1885;

b) The Indian Wireless Telegraphy Act, 1933;

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

d) The Telecom Regulatory Authority Act, 1997;

e) GOPA (Grant of Permission Agreement);

f) The Code for Commercial Broadcasting.

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

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

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

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

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

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were carried through with requisite majority and no dissenting views have been recorded.

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

We further report that during the Audit Period, there were no instances of:

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

ii) Redemption / buy-back of securities;

iii) Merger /amalgamation /reconstruction, etc.;

iv) Foreign technical collaborations.

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

sd/-

Hemanshu Kapadia
Proprietor
C.P. No.: 2285
Membership No.: F3477
UDIN: F003477B000543544

Mumbai, June 19, 2020

Annexure C-2 to the Directors' Report

Secretarial Compliance Report of Entertainment Network (India) Limited for the year ended 31st March, 2020

I, Hemanshu Kapadia, Proprietor of **Hemanshu Kapadia & Associates** Practicing Company Secretaries, having office at Office No. 12, 14th Floor, Navjivan Commercial Co-op Soc. Ltd. Building No.3, Lamington Road, Mumbai, Maharashtra 400008, have examined the following as under:

a) all the documents and records made available to me and explanation provided by ENTERTAINMENT NETWORK (INDIA) LIMITED ("the listed entity"),

b) the filings/ submissions made by the listed entity to the stock exchanges,

c) website of the listed entity,

d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of :

   a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and

   b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

   The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

   a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");

   b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Audit Period);

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

   d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the Audit Period);

   e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during the Audit Period);

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

   g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013; (Not Applicable to the Company during the Audit Period);

   h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

   i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;

   and circulars/ guidelines issued thereunder;

   and based on the above examination, I hereby report that, during the Review Period:

   a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under.

   b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.

   c) As confirmed by the management, there were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard

Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under.

d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports (for the Year Ended March 31, 2019)	Observation made in the Secretarial Compliance Report for the Year Ended	Action taken by the Listed Entity, If Any,	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity
1.	During the financial year under review, the Company did not have a Woman Director on its Board of Directors up to May 22, 2018. Mrs. Sukanya Anand Kripalu (DIN-06994202) was appointed as an Additional Independent Director with effect from May 23, 2018.	March 31, 2019.	The Company has appointed Woman Director [Mrs. Sukanya Anand Kripalu (DIN-06994202)] on May 23, 2018 and thereafter composition of the Board of Directors is in compliance with the applicable provisions of the Companies Act, 2013 and Listing Regulations.	With effect from May 23, 2018, composition of the Board of Directors is in compliance with the applicable provisions of the Companies Act, 2013 and Listing Regulations.

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

sd/-

Hemanshu Kapadia
Proprietor
C.P. No.: 2285
Membership No.: F3477
UDIN: F003477B000301271

Mumbai, May 30, 2020

Annexure D to the Directors' Report

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

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2019-2020:

   Details for the financial year 2019-2020:

Sr. No	Name of the director/ KMP	Ratio of remuneration of each director to median remuneration of employee	% increase in remuneration
1	Mr. Vineet Jain- Chairman	–	–
2	Mr. N. Kumar- Independent Director	1.62	-38.67
3	Mr. Ravindra Kulkarni- Independent Director $	2.09	-24.68
4	Mr. Richard Saldanha- Independent Director	2.02	-23.33
5	Ms. Sukanya Kripalu- Independent Director	1.95	2.78
6	Mr. Prashant Panday- Managing Director & CEO *	87.79	64.31
7	Mr. N. Subramanian- Executive Director & Group CFO #	43.89	11.94
8	Mr. Mehul Shah- SVP- Compliance & Company Secretary	Not applicable	9.49

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

   *Mr. Panday was granted one-time payment of ₹ 155.57 lakhs and referred numbers include the one-time payment. Ratio of managerial remuneration to median remuneration would have been 60.41 and percentage increase in remuneration would have been 13.07% without considering one-time payment.

   # Mr. N. Subramanian was holding the office of Group CFO (and KMP) and he was appointed as the Executive Director & Group CFO with effect from November 2, 2018. For calculation of % increase in his remuneration, remuneration for entire FY 2018-19 has been considered.

2. The percentage increase in the median remuneration of employees in the financial year 2019-20 was 2.73%.
3. The number of permanent employees on the rolls of the Company as on March 31, 2020 were 1124.
4. Average percentage increase in the salaries of employees other than the managerial personnel in the financial year 2019-20 was 5.8%.

   Increase in the remuneration is guided by the Company's Nomination & Remuneration policy.
5. It is hereby affirmed that the remuneration is as per the remuneration policy of the Company.

For and on behalf of the Board of Directors

sd/-

Vineet Jain
Chairman
(DIN: 00003962)

Mumbai, June 19, 2020

Annexure E to the Directors' Report

FORM NO. MGT-9: EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

1. Registration and other details

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

2. Principal business activities of the company

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Private FM Radio Broadcasting	60100	69.50%
2	Media Solutions	N.A.	30.50%

3. Particulars of Holding, Subsidiary and Associate Companies

Sl. No.	Name and address of the Company	CIN	% of shares held
Holding Company [Section 2(46)]			
1	Bennett, Coleman & Company Limited [Ultimate Holding Company] The Times of India Building, Dr. D. N. Road, Mumbai- 400001.	U22120MH1913PLC000391	71.15
Subsidiary Companies [Section 2(87)(ii)]			
1	Alternate Brand Solutions (India) Limited 4th Floor, 'A' Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013, India. Tel: 022 4098 3000/ 6662 0600. Fax: 022 6661 5030.	U92190MH2007PLC175549	100

Sl. No.	Name and address of the Company	CIN	% of shares held
2	Entertainment Network INC. 1802 Oak Tree Road, Edison, New Jersey(NJ)- 08820.	N.A.	100
3	Entertainment Network LLC (100% subsidiary of Entertainment Network INC.) 1802 Oak Tree Road, Edison, New Jersey (NJ)- 08820.	N.A.	100

4. **Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)**

i) **Category-wise Shareholding:**

Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2019)				No. of Shares held at the end of the year (March 31, 2020)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
1) Indian									
a) Individuals/ HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
c) State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporate	33918400	0	33918400	71.15	33918400	0	33918400	71.15	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other									
Sub-total (A) (1)	**33918400**	**0**	**33918400**	**71.15**	**33918400**	**0**	**33918400**	**71.15**	**0.00**
2) Foreign									
a) NRIs- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other ..	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2)	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**33918400**	**0**	**33918400**	**71.15**	**33918400**	**0**	**33918400**	**71.15**	**0.00**
B. Public Shareholding									
1) Institutions									
a) Mutual Funds/UTI/AIF	6205932	0	6205932	13.02	6438099	0	6438099	13.51	0.49
b) Banks / FI	18892	0	18892	0.04	126	0	126	0.00	-0.04
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e)Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	4174414	0	4174414	8.76	3761680	0	3761680	7.89	-0.87
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B) (1)	**10399238**	**0**	**10399238**	**21.81**	**10199905**	**0**	**10199905**	**21.40**	**-0.42**
2) Non Institutions									
a) Bodies Corp.									
i) Indian	767781	0	767781	1.61	333527	0	333527	0.70	-0.91
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1224906	244	1225150	2.57	1299989	244	1300233	2.73	0.16

Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2019)				No. of Shares held at the end of the year (March 31, 2020)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1006159	0	1006159	2.11	1330875	0	1330875	2.79	0.68
c) Others (specify)									
i) Clearing Members	3605	0	3605	0.01	8666	0	8666	0.02	0.01
ii) QIB	0	0	0	0.00	511120	0	511120	1.07	1.07
iii) Non Resident Indians (NRI)	54824	0	54824	0.12	43117	0	43117	0.09	-0.02
iv) NRI- Non repatriation	31465	0	31465	0.07	24532	0	24532	0.05	-0.01
v) Trust	263793	0	263793	0.55	40	0	40	0.00	-0.55
Sub-total (B) (2)	**3352533**	**244**	**3352777**	**7.03**	**3551866**	**244**	**3552110**	**7.45**	**0.42**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**13751771**	**244**	**13752015**	**28.85**	**13751771**	**244**	**13752015**	**28.85**	**0.00**
C. Shares held by custodian for GDRS & ADRS	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
Grand Total (A+B+C)	**47670171**	**244**	**47670415**	**100.00**	**47670171**	**244**	**47670415**	**100.00**	**0.00**

ii) Shareholding of Promoters:

Sl. No	Shareholder's Name	Shareholding at the beginning of the year (April 1, 2019)			Shareholding at the end of the year (March 31, 2020)			% change in shareholding during the year
		No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Bennett, Coleman & Company Limited ['BCCL']	33918400	71.15	0.00	33918400	71.15	0.00	0.00
	Total	**33918400**	**71.15**	**0.00**	**33918400**	**71.15**	**0.00**	**0.00**

iii) Change in Promoters' Shareholding:

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

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

(as furnished by the Registrar and Share transfer Agent)

Sl. No.	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (April 1, 2019)/ end of the year (March 31, 2020)	% of total shares of the Company				No. of shares	% of total shares of the Company
1	ICICI Prudential Value Fund - Series 15	2136323	4.48	1/Apr/19				
				17/May/19	1442	Purchase	2137765	4.48
				7/Jun/19	5000	Purchase	2142765	4.49
				14/Jun/19	20000	Purchase	2162765	4.54
				21/Jun/19	20000	Purchase	2182765	4.58
				19/Jul/19	50115	Purchase	2232880	4.68
				26/Jul/19	3521	Purchase	2236401	4.69
				2/Aug/19	23645	Purchase	2260046	4.74
				9/Aug/19	944	Purchase	2260990	4.74
				16/Aug/19	287	Purchase	2261277	4.74
				23/Aug/19	29624	Purchase	2290901	4.81

Sl. No.	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (April 1, 2019)/ end of the year (March 31, 2020)	% of total shares of the Company				No. of shares	% of total shares of the Company
				30/Aug/19	29145	Purchase	2320046	4.87
				6/Sep/19	2423	Purchase	2322469	4.87
				13/Sep/19	5000	Purchase	2327469	4.88
				18/Oct/19	57887	Purchase	2385356	5.00
				1/Nov/19	4036	Purchase	2389392	5.01
				8/Nov/19	169507	Purchase	2558899	5.37
				24/Jan/20	-1794	Sale	2557105	5.36
				31/Jan/20	-51440	Sale	2505665	5.26
				7/Feb/20	-10188	Sale	2495477	5.23
				28/Feb/20	10084	Purchase	2505561	5.26
				6/Mar/20	24839	Purchase	2530400	5.31
				13/Mar/20	15630	Purchase	2546030	5.34
				20/Mar/20	59211	Purchase	2605241	5.47
		2605241	5.47	31/Mar/20			2605241	5.47
2	IDFC Multi Cap Fund	1312140	2.75	1/Apr/19		Nil movement during the year		
		1312140	2.75	31/Mar/20			1312140	2.75
3	ACACIA Partners, LP	960000	2.01	1/Apr/19		Nil movement during the year		
		960000	2.01	31/Mar/20			960000	2.01
4	ACACIA Institutional Partners, LP	780000	1.64	1/Apr/19	0	Nil movement during the year		
		780000	1.64	31/Mar/20			780000	1.64
5	Nippon Life India Trust Company Ltd. (formerly known as Reliance Capital Trustee Co. Ltd.)	737619	1.55	1/Apr/19				
				24/May/19	175	Purchase	737794	1.55
				31/May/19	1500	Purchase	739294	1.55
				28/Jun/19	1900	Purchase	741194	1.55
				5/Jul/19	200000	Purchase	941194	1.97
				1/Nov/19	2000	Purchase	943194	1.98
				8/Nov/19	11595	Purchase	954789	2.00
				22/Nov/19	200000	Purchase	1154789	2.42
				6/Dec/19	3773	Purchase	1158562	2.43
				13/Dec/19	42053	Purchase	1200615	2.52
		1200615	2.52	31/Mar/20			1200615	2.52
6	ACACIA Conservation Fund LP	600000	1.26	1/Apr/19	0	Nil movement during the year		
		600000	1.26	31/Mar/20			600000	1.26
7	Aditya Birla Sun Life Trustee Private Limited A/c	580000	1.22	1/Apr/19				
				28/Feb/20	-19750	Sale	560250	
				6/Mar/20	-20250	Sale	540000	1.13
		540000	1.13	31/Mar/20			540000	1.13

BOARD OF DIRECTORS' REPORT

Sl. No.	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (April 1, 2019)/ end of the year (March 31, 2020)	% of total shares of the Company				No. of shares	% of total shares of the Company
8	SBI Life Insurance Co. Ltd.	517896	1.09	1/Apr/19				
				5/Apr/19	-6924	Sale	510972	1.07
				12/Apr/19	-21	Sale	510951	1.07
				26/Apr/19	-289	Sale	510662	1.07
				10/May/19	-449	Sale	510213	1.07
				17/May/19	-3006	Sale	507207	1.06
				24/May/19	-3187	Sale	504020	1.06
				31/May/19	-6325	Sale	497695	1.04
				7/Jun/19	-5862	Sale	491833	1.03
				21/Jun/19	-4252	Sale	487581	1.02
				28/Jun/19	-11065	Sale	476516	1.00
				5/Jul/19	-1838	Sale	474678	1.00
				12/Jul/19	-58	Sale	474620	1.00
		474620	1.00	31/Mar/20			474620	1.00
9	Jagrut Pratapray Gandhi	400000	0.84	1/Apr/19				
				9/Aug/19	2500	Purchase	402500	0.84
				30/Aug/19	-200000	Sale	202500	0.42
				20/Sep/19	4	Purchase	202504	0.42
				27/Sep/19	26000	Purchase	228504	0.48
				30/Sep/19	167000	Purchase	395504	0.83
				4/Oct/19	-167000	Sale	228504	0.48
				11/Oct/19	20000	Purchase	248504	0.52
				18/Oct/19	35696	Purchase	284200	0.60
				22/Nov/19	34000	Purchase	318200	0.67
				10/Jan/20	215000	Purchase	533200	1.12
				6/Mar/20	-40500	Sale	492700	1.03
				13/Mar/20	25500	Purchase	518200	1.09
				13/Mar/20	-10500	Sale	507700	1.07
		507700	1.07	31/Mar/20			507700	1.07
10	Manish Pratapray Gandhi	400000	0.84	1/Apr/19				
				9/Aug/19	2500	Purchase	402500	0.84
				20/Sep/19	4	Purchase	402504	0.84
				11/Oct/19	20000	Purchase	422504	0.89
				18/Oct/19	25696	Purchase	448200	0.94
				22/Nov/19	34000	Purchase	482200	1.01
				13/Mar/20	25500	Purchase	507700	1.07
		507700	1.07	31/Mar/20			507700	1.07
11	Tata Mutual Fund - Tata Small Cap Fund	0	0.00	1/Apr/19				
				31/Jan/20	475000	Purchase	475000	1.00
				13/Mar/20	7100	Purchase	482100	1.01
				20/Mar/20	10300	Purchase	492400	1.03
				27/Mar/20	10000	Purchase	502400	1.05
		502400	1.05	31/Mar/20			502400	1.05
12	Motilal Oswal Focused Emergence Fund	500000	1.05	1/Apr/19				
				20/Sep/19	-500000	Sale	0	0.00
		0	0.00	31/Mar/20			0	0.00
13	Acacia Banyan Partners	492400	1.03	1/Apr/19	0	Nil movement during the year		
		492400	1.03	31/Mar/20			492400	1.03

v) **Shareholding of Directors and Key Managerial Personnel:**
For Each of the Directors and KMP

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**Mr. Prashant Panday** Managing Director & CEO and KMP				
	At the beginning of the year (April 1, 2019)	21900	0.05		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	Nil movement during the year			
	At the end of the year (March 31, 2020)	21900	0.05	21900	0.05
2	**Mr. Mehul Shah** (Company Secretary & KMP)				
	At the beginning of the year (April 1, 2019)	400	0.00		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	Nil movement during the year			
	At the end of the year (March 31, 2020)	400	0.00	400	0.00

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

5. Indebtedness

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

(₹ in lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0.00	0.00	0.00	0.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	**0.00**	**0.00**	**0.00**	**0.00**
Change in Indebtedness during the financial year				
▪ Addition	0.00	0.00	0.00	0.00
▪ Reduction	0.00	0.00	0.00	0.00
Net Change	**0.00**	**0.00**	**0.00**	**0.00**
Indebtedness at the end of the financial year				
i) Principal Amount	0.00	0.00	0.00	0.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	**0.00**	**0.00**	**0.00**	**0.00**

6. Remuneration of Directors and Key Managerial Personnel

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

(₹ in lakhs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total
		Mr. Prashant Panday, Managing Director & CEO	Mr. N. Subramanian, Executive Director & Group CFO	
1	Gross salary			
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	488.49	241.48	729.97
	b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.39	0.00	0.39
	c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	0.00	0.00	–
2	Stock Option	0.00	0.00	–
3	Sweat Equity	0.00	0.00	–
4	Commission			–
	– as % of profit	0.00	0.00	–
	– others, specify...	0.00	0.00	–
5	Others:	0.00	0.00	–
	Total (A)*	**488.88**	**241.48**	**730.36**
	Ceiling as per the Act [10% of Net Profits as calculated under section 198 of the Companies Act, 2013] and relevant approval from the Members was sought for payment of remuneration.			**327.64**

B) Remuneration to other directors:

(₹ in lakhs)

Particulars of Remuneration	Name of Directors				Total amount
	Mr. N. Kumar	Mr. Ravindra Kulkarni #	Mr. Richard Saldanha	Ms. Sukanya Kripalu	
1. Independent Directors					
▪ Fee for attending board / committee meetings	2.40	3.40	3.00	2.60	11.40
▪ Commission	6.80	8.50	8.50	8.50	32.30
▪ Others, please specify	0.00	0.00	0.00	0.00	0.00
Total (1)	**9.20**	**11.90**	**11.50**	**11.10**	**43.70**
2. Other Non- Executive Directors	**Mr. Vineet Jain**				
▪ Fee for attending board/committee meetings	0				
▪ Commission	0				
▪ Others, please specify	0				
Total (2)	**0**				**0**
Total (B)=(1+2)*					**43.70**
Total Managerial Remuneration (A)+(B)*					**774.06**
Overall Ceiling as per the Act for payment of commission	**32.76**	[1% of Net Profits as calculated under section 198 of the Companies Act, 2013]			
Overall Ceiling as per the Act (excluding sitting fees)	**360.40**	[11% of Net Profits as calculated under section 198 of the Companies Act, 2013]			

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

* Remuneration calculated as per section 198 of the Companies Act, 2013.

Payment of managerial remuneration was made after having relevant approval from the Members.

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

(₹ in lakhs)

Sl. No.	Particulars of Remuneration		Key Managerial Personnel	Total
			Company Secretary	
1	**Gross salary**			
	a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	59.21	59.21
	b)	Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.00	0.00
	c)	Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	0.00	0.00
2	**Stock Option**		0.00	0.00
3	**Sweat Equity**		0.00	0.00
4	**Commission**			0.00
	–	as % of profit	0.00	0.00
	–	others, specify...	0.00	0.00
5	**Others, (Company's contribution to Provident Fund)**		2.07	2.07
	Total		**61.28**	**61.28**

7. Penalties / Punishment/ Compounding of Offences

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

For and on behalf of the Board of Directors

sd/-

Vineet Jain
Chairman
(DIN: 00003962)

Mumbai, June 19, 2020

Annexure F to the Directors' Report

Business Responsibility (BR) Report

Section A: General Information about the Company

1. Corporate Identity Number (CIN) of the Company: L92140MH1999PLC120516
2. Name of the Company: Entertainment Network (India) Limited
3. Registered address: 4th Floor, A-Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013.
4. Website: www.enil.co.in
5. E-mail id: enil.investors@timesgroup.com
6. Financial Year reported: April 1, 2019 to March 31, 2020
7. Sector(s) that the Company is engaged in (industrial activity code-wise): Private FM Radio Broadcasting: NIC Code: 60100
8. List three key products/services that the Company manufactures/provides (as in balance sheet): Private FM Radio Broadcasting, Media Solutions
9. Total number of locations where business activity is undertaken by the Company:
   i. Number of International Locations (Provide details of major 5): The Company has set up two US based entities, i.e. Entertainment Network, INC - wholly owned subsidiary of the Company, and Entertainment Network, LLC- wholly owned subsidiary of Entertainment Network, INC.
   ii. Number of National Locations: 73 radio stations (63 locations) as on March 31, 2020.
10. Markets served by the Company - Local/State/ National/International: India (Nationally)

Section B: Financial Details of the Company

1. Paid up Capital (INR): ₹ 4,767.04 lakhs
2. Total Turnover (INR): ₹ 55,335.46 lakhs
3. Total profit after taxes (INR): ₹ 1,455.76 lakhs
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%): 2% of the average net profit of the company for last three financial years.
5. List of activities in which expenditure in 4 above has been incurred: Details have been furnished separately at *Annexure B* to the Directors' Report (Annual Report on CSR activities).

Section C: Other Details

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

   Yes, the Company has one India based subsidiary– Alternate Brand Solutions (India) Limited. With effect from January 9, 2019, the Company has set up two US based entities, i.e. Entertainment Network, INC - wholly owned subsidiary of the Company, and Entertainment Network, LLC- wholly owned subsidiary of Entertainment Network, INC.
2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s): The Company has a code of conduct for directors and employees of the Company and various other *in house* policies. The code and other *in house* policies are followed by the subsidiaries [Alternate Brand Solutions (India) Limited, Entertainment Network, INC and Entertainment Network, LLC].
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]:

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

Section D: Business Responsibility (BR) Information

1. **Details of Director/Directors responsible for BR**

   a) Details of the Director/Director responsible for implementation of the BR policy/policies:

   - DIN: 02747925
   - Name: Mr. Prashant Panday
   - Designation: Managing Director & Chief Executive Officer

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

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

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

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

   This Policy is supported by various Policies and Guidelines already adopted by the Company:

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

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

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

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

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

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

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

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

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

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

S. No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1.	Do you have a policy/policies for....	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national /international standards? If yes, specify? (50 words): The Company has various policies in place in compliance with the applicable laws, rules, regulations, guidelines, standards, etc.	Y	Y	Y	Y	Y	Y	Y	Y	Y
4.	Has the policy been approved by the Board? If yes, has it been signed by MD/owner/CEO/appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y

S. No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
5.	Does the company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link for the policy to be viewed online?	http://www.enil.co.in/policies-code-of-conduct.php All the policies required to be hosted on the website are available on the aforesaid link. Internal policies applicable to the employees of the Company are hosted on the intranet accessible to the employees.								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8.	Does the company have in-house structure to implement the policy/policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

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

3. **Governance related to BR**

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

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

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

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

Section E: Principle-wise performance

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

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

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

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

   - During the financial year under review, four complaints pertaining to sexual harassment were reported to the Internal Complaints Committee of the Company. After detailed investigation and following due procedure under the applicable law, guidelines and regulations, said complaints were appropriately dealt with during the financial year under review and appropriate action was taken.

- During the financial year under review, 40 shareholders' complaints/ queries, etc. were received and same were resolved as on March 31, 2020.

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

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

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

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

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

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

   The Company is not engaged in the manufacturing activities and therefore this para is not applicable. Nevertheless, for relevant information, as applicable, kindly refer to the Para 19 of the Board of Directors' Report titled as 'Conservation of Energy, Technology absorption and Foreign Exchange earnings and Outgo'.

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

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

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

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

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

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

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

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

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

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

1. Please indicate the Total number of employees. 1124 (as on March 31, 2020)
2. Please indicate the Total number of employees hired on temporary/ contractual/ casual basis. Over and above 1124 employees on the rolls, 23 persons were hired on contractual basis (as on March 31, 2020)
3. Please indicate the Number of permanent women employees: 366 (as on March 31, 2020)
4. Please indicate the Number of permanent employees with disabilities: Nil

5. Do you have an employee association that is recognized by management: No
6. What percentage of your permanent employees is members of this recognized employee association? Not applicable
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

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

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?
   - Permanent employees: 97%
   - Permanent women employees: 99%
   - Casual/ temporary/ contractual employees: 100%
   - Employees with disabilities: Not applicable

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

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

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

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

   ENIL continues its commitment to the visually challenged. In FY 2019-20, ENIL continued providing audio books to Saugamya Pustakalaya and Pratham Books. The first Braille magazine called 'White Print' was also given audio by us. We recorded a book for the Indian Government called the 'Directions by the Speaker", 8th Edition. This audiobook was sanctioned to Saksham, our knowledge partner and we gave the audio to it. Audio descriptive films: Mirchi Cares converted Andhadhun into an audio descriptive format. We were the outreach partners of Saksham in screening Dangal in blind schools across cities for Children's Day.

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

   Kindly refer to para 2 above.

Principle 5: Business should respect and promote human rights:

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

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

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

   Grievance redressal mechanism is in place to receive and address the stakeholders' complaints. During the financial year under review, 40 shareholders' complaints/ queries, etc. were received and same were resolved (100%) as on March 31, 2020.

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

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

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

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

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

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

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

   No.

5. Has the company undertaken any other initiatives on - clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.: Same as stated at para 2 above.

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

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

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

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

   a) Association of Radio Operators for India

   b) Media Research Users Council

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

   Working along with Association of Radio Operators for India (AROI), the Company has engaged with the government to plan for faster growth of the FM radio medium. The Company and AROI have historically also provided support to the government for any special initiatives that it has taken, especially during times of crises like floods, terrorist attacks etc. In the current Covid-19 crisis the company and AROI are working together to push to get government support to the sector and also doing research to prove how FM is doing well in these time of lockdown.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

   Yes, the Company carries out regular car track to monitor listenership among car audience. To understand changes in listenership during lockdown, we conducted a research with Kantar, which showed great increase in listenership during lockdown, radio continues to play an important role in the consumer's life. Apart from this, we keep a close watch on brand health metrics (benchmarked against the industry) by conducting regular brand tracks in several key markets. The results of these research initiatives give us insights on performance of RJs, on-air characters and any new innovations we have tried on radio.

   Regular research is also conducted to stay updated with the changing musical tastes and preferences of listeners. This is done to ensure that the music we play is in-sync with what the listeners want. Detailed qualitative & quantitative research is conducted to understand the leisure, entertainment and pastime habits of people in markets where we want to enter for the first time.

For and on behalf of the Board of Directors

sd/-

Vineet Jain
Chairman
(DIN: 00003962)

Mumbai, June 19, 2020

Annexure G to the Directors' Report

Form AOC 2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis: There were no contracts or arrangements or transactions entered into during the financial year ended March 31, 2020, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis (Transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company).

   a) Name(s) of the related party and nature of relationship: Bennett, Coleman & Company Limited ['BCCL'] – Holding Company.

   b) Nature of contracts/arrangements/transactions: transactions/ arrangements of shared services including sale and purchase of advertisement, sharing of common cost, services, payment and receipt of office rent and maintenance, Leasing and/or sale and/ or purchase of assets, etc.

(₹ in lakhs)

Nature of arrangements / transactions	Value
Sales	9,336.63
Rendering of services	0
Receiving of services	1,202.45
Recovery of expenses	0
Total	**10,539.08**

   c) Duration of the contracts / arrangements/transactions: ongoing.

   d) Salient terms of the contracts or arrangements or transactions including the value, if any: The related party transactions (RPTs) entered during the year were in the ordinary course of business and on an arm's length basis.

   e) Date(s) of approval by the Board, if any: November 8, 2016.

   f) Amount paid as advances, if any: Nil.

For and on behalf of the Board of Directors

sd/-

Vineet Jain
Chairman
(DIN: 00003962)

Mumbai, June 19, 2020

Annexure H to the Directors' Report

Dividend Distribution Policy

1. **Background & Intent**

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

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

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

2. **Dividend Philosophy:**

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

3. **Scope and applicable laws:**

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

as provided under the Companies Act, 2013 / the Listing Regulations shall prevail, and any amendments thereto shall be deemed to form part of this Policy.

4. **Parameters and factors for declaration of dividend:**

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

Financial parameters and internal factors:

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

External Factors:

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

The Board may additionally recommend special dividend in special circumstances.

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

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

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

6. **Utilization of the retained earnings:**

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

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

7. **Manner of dividend payout:**

In case of final dividend:

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

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

In case of interim dividend:

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

For and on behalf of the Board of Directors

sd/-

Vineet Jain
Chairman
(DIN: 00003962)

Mumbai, June 19, 2020

Report on Corporate Governance

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

The equity shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). Pursuant to the provisions of Regulation 34 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ['Listing Regulations'], a report on Corporate Governance for the financial year ended March 31, 2020 is furnished below:

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

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

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

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

   - Archival Policy
   - Business Responsibility Policy, principles and guidelines
   - Code of Conduct, Ethics and Business Principles
   - Code of Conduct to regulate, monitor and report trading by designated persons and immediate relatives of designated persons
   - Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
   - Corporate Social Responsibility Policy
   - Dividend Distribution Policy
   - Nomination and Remuneration Policy
   - Policy and procedures for inquiry in case of leak of unpublished price sensitive information
   - Policy for determination of materiality
   - Policy for determining material subsidiaries
   - Policy for preservation of documents
   - Policy on diversity of the Board of Directors
   - Policy on materiality of related party transactions and Policy on dealing with Related party transactions
   - Risk Management Policy
   - Whistle-Blower Policy/ Vigil Mechanism

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

2. **Board of Directors**

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

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

Report on Corporate Governance

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

Details relating to the composition of the Board of Directors, number of directorships, memberships and chairmanships of the Committees of the Directors of the Company in other public limited companies are as follows:

Name of the Directors	Category	No. of other Directorships@ Member	Committee positions @ Member	Committee positions @ Chairman	List of Directorship held in other listed companies and category of directorship
Mr. Vineet Jain [DIN: 00003962]	Non- Executive Chairman	7	0	0	–
Mr. N. Kumar [DIN: 00007848]	Independent Non- Executive	7	2	4	Independent Non – Executive Director on the Board of Bharti Infratel Limited, Take Solutions Limited, Mphasis Limited, Larsen & Toubro Limited and L & T Technology Services Limited
Mr. Ravindra Kulkarni [DIN: 00059367]	Independent Non- Executive	4	3	2	Independent Non – Executive Director on the Board of Elantas Beck India Limited and Chowgule Steamships Limited
Mr. Richard Saldanha [DIN: 00189029]	Independent Non- Executive	3	4	2	Independent Non – Executive Director on the Board of Gokaldas Exports Limited
Ms. Sukanya Kripalu [DIN: 06994202]	Independent Non- Executive	4	7	0	Independent Non – Executive Director on the Board of Aditya Birla Fashion & Retail Limited, Ultratech Cement Limited and Colgate-Palmolive (India) Limited
Mr. Prashant Panday [DIN: 02747925]	Managing Director & CEO	1	1	0	–
Mr. N. Subramanian [DIN: 03083775]	Executive Director & Group CFO	3	1	0	–

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

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

Name of the Directors	Last AGM	For the Financial Year 2019-2020 Attendance at					
		Board Meeting	Audit Committee Meeting	Nomination & Remuneration Committee Meeting	Stakeholders Relationship Committee Meeting	CSR Committee Meeting	Risk Management Committee
Mr. Vineet Jain	Yes	5 of 5	N. A.	5 of 5	N. A.	2 of 2	1 of 1
Mr. N. Kumar	Yes	4 of 5	4 of 5	4 of 5	N. A.	N. A.	N. A.
Mr. Ravindra Kulkarni	Yes	5 of 5	5 of 5	5 of 5	4 of 4	2 of 2	N. A.
Mr. Richard Saldanha	Yes	5 of 5	5 of 5	5 of 5	4 of 4	N. A.	N. A.
Ms. Sukanya Kripalu #	Yes	5 of 5	4 of 4	4 of 4	N. A.	N. A.	N. A.
Mr. Prashant Panday	Yes	5 of 5	N. A.	N. A.	4 of 4	2 of 2	1 of 1
Mr. N. Subramanian	Yes	5 of 5	N. A.	N. A.	N. A.	N. A.	1 of 1

Appointed on the Committees of the Company with effect from August 5, 2019; hence, number of Committee Meetings entitled to attend has been mentioned accordingly.

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

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

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

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

Five Board Meetings were held during the financial year under review, the dates of which were: 30 May 2019, 5 August 2019, 11 November 2019, 7 February 2020 and 17 March 2020.

The Twentieth Annual General Meeting was held on 5 August 2019.

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

e) **Number of shares and convertible instruments of the Company held by Non-Executive Directors:** None of the Non-Executive Directors hold any equity share of the Company as on March 31, 2020 and as on the date of this Report.

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

g) The Board has identified the following skill set with reference to its Business and Industry which are available with the Board:

Name of the Director	Expertise in specific functional area
Mr. Vineet Jain	Leadership, Global business, Financial, Business strategy, Media & Entertainment expertise, Understanding Company's business, policies, culture, Behavioral & HR skills
Mr. N. Kumar	Global business, Financial, strategy
Mr. Ravindra Kulkarni	Legal expertise including international law, corporate law, Governance, Financial, Mergers & acquisitions
Mr. Richard Saldanha	Business strategy, Financial
Ms. Sukanya Kripalu	Business strategy, Sales & Marketing, advertising and market research
Mr. Prashant Panday	Media & Entertainment expertise, Business strategy, Financial, Understanding Company's business, policies, culture, Behavioral & HR skills, stakeholders engagement, commercial experience
Mr. N. Subramanian	Media & Entertainment expertise, Business Strategy, Legal, finance, tax expertise, Understanding Company's business, policies, culture, Merger & Acquisition and Capital markets, stakeholders engagement, commercial experience

h) **Confirmation about the Independent Directors:**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Listing Regulations and they are independent of the management.

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

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

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

3. **Audit Committee**

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

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

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

- to recommend to the Board of Directors (Board) all appointments, including the filling of a casual vacancy of an auditor under Section 139 of the Companies Act, 2013.
- to approve other services which auditors can provide to the Company.
- to recommend the appointment, remuneration and terms of appointment of auditors of the Company.
- to review and monitor the auditor's independence and performance, and effectiveness of audit process.
- examination of the financial statement and the auditors' report thereon.
- approval or any subsequent modification of transactions of the Company with related parties including granting omnibus approval for related party transactions.
- scrutiny of inter-corporate loans and investments.
- valuation of undertakings or assets of the Company, wherever it is necessary.
- evaluation of internal financial controls and risk management systems.
- monitoring the end use of funds raised through public offers and related matters
- may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company.
- authority to investigate into any matter in relation to aforesaid items or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the Company.
- oversee the vigil mechanism and to ensure that the vigil mechanism shall provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases and in case of repeated frivolous complaints being filed by a director or an employee, the audit committee may take suitable action against the concerned director or employee including reprimand.
- to formulate the scope, functioning, periodicity and methodology for conducting the internal audit in consultation with the Internal Auditor.
- to take into consideration the qualifications

and experience of the individual or the firm proposed to be considered for appointment as auditor and whether such qualifications and experience are commensurate with the size and requirements of the Company, provided that while considering the appointment, the Audit Committee shall have regard to any order or pending proceeding relating to professional matters of conduct against the proposed auditor before the Institute of Chartered Accountants of India or any competent authority or any Court.

- may call for such other information from the proposed auditor as it may deem fit.
- to recommend the name of an individual or a firm as auditor to the Board for consideration.
- to recommend appointment of cost auditor and their remuneration.
- to appoint registered valuers as prescribed under the Companies Act, 2013.
- may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Company. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee.
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
    a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013
    b) Changes, if any, in accounting policies and practices and reasons for the same
    c) Major accounting entries involving estimates based on the exercise of judgment by management
    d) Significant adjustments made in the financial statements arising out of audit findings
    e) Compliance with listing and other legal requirements relating to financial statements
    f) Disclosure of any related party transactions
    g) Modified opinion(s) in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow up there on.

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

Audit Committee shall mandatorily review the following information:

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

Powers of Audit Committee *inter alia* includes:

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

b) Composition, names of members and chairperson:

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

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

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

c) Meetings and attendance during the year:

During the financial year under review, the Audit Committee met five times, i.e. on 30 May 2019, 5 August 2019, 11 November 2019, 7 February 2020 and 17 March 2020. Details of attendance are furnished at Para (2) (b) ('Board of Directors') of this report.

4. **Nomination and Remuneration Committee**

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

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

- to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board of Directors (Board) their appointment and removal and to carry out evaluation of every director's performance.
- to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees
- while formulating the policy as aforesaid, to ensure that:
  a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
  b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals, provided that such policy shall be disclosed in the Board's report.
- to approve the payment of remuneration as prescribed under Schedule V of the Companies Act, 2013.
- to determine, review and recommend to the Board, the remuneration of the Company's Managing/ Joint Managing/ Deputy Managing/ Whole time / Executive Director(s), including all elements of remuneration package.
- to determine, review and recommend to the Board, the remuneration of the Company's top executives who are one level below the managing/ joint managing/ executive director(s).
- to formulate, implement, supervise and administer the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory/ regulatory guidelines.
- Formulation of criteria for evaluation of performance of independent directors and the Board of Directors.
- Devising a policy on diversity of the Board of Directors.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- to determine whether to extend or continue the term of appointment of independent director, on the basis of the report of performance evaluation of independent director.
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.

- Aligning key executive and board remuneration with the longer term interests of the Company and its shareholders.
- Ensuring a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.
- to carry out any other functions as authorized by the Board from time to time or as enforced by statutory/ regulatory authorities.

b) Composition, names of members and chairperson:

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

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

c) Meetings and attendance during the year:

During the financial year under review, the Committee met five times, i.e. on 30 May 2019, 5 August 2019, 11 November 2019, 7 February 2020 and 17 March 2020. Details of attendance are furnished at Para (2) (b) ('Board of Directors') of this report.

d) Performance evaluation criteria for independent directors:

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

5. Remuneration of Directors

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

During the financial year under review, the Company has paid ₹ 30.31 lakhs as fees for professional services to Khaitan & Co., a firm in which the Company's Director, Mr. Ravindra Kulkarni is a partner. However, the association of Khaitan & Co. cannot be said to be a material association as the fees paid by the Company to Khaitan & Co. was less than 0.1% of the total professional fees earned by the Khaitan & Co. during the financial year 2019-20. There were no other pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company.

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

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

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

Profit related commission amount has been provided for the financial year 2019-2020 based on the time and contribution committed by the independent board members.

The remuneration structure is in line with the practices followed by similar sized companies, keeping in view the role, responsibilities and contribution of the Non- Executive Directors read with the Company's Nomination and Remuneration Policy as annexed to the Board of Directors' Report.

c) **Disclosures with respect to remuneration:**

Details of sitting fees and commission for the financial year 2019 – 2020:

(₹ in lakhs)

Name of the Non - Executive Directors	Sitting Fees for FY 2019-2020	Profit related Commission for FY 2019-2020
Mr. Vineet Jain @	Nil	Nil
Mr. N. Kumar *	2.40	6.80
Mr. Ravindra Kulkarni *$	3.40	8.50
Mr. Richard Saldanha *	3.00	8.50
Ms. Sukanya Kripalu #	2.60	8.50

@ liable to retire by rotation

* Re-appointed for a term of five consecutive years commencing from August 12, 2019

Appointed for a term of five consecutive years commencing from May 23, 2018

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

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

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

Details of remuneration paid to Mr. Prashant Panday, Managing Director & CEO and Mr. N. Subramanian, Executive Director & Group CFO during the year 2019 - 2020 are given below:

(₹ in lakhs)

Particulars	Mr. Prashant Panday	Mr. N. Subramanian
Salary	488.49	241.48
Benefits *	10.01	7.94
Perquisites	0.39	0
Total	**498.89**	**249.42**

* Company's contribution to provident fund

Notes:

- Present term of appointment of Mr. Prashant Panday is for a period of five years with effect from July 1, 2016 till June 30, 2021 on various terms and conditions including remuneration as approved by the members at their meeting held on August 3, 2016. Present term of appointment of Mr. N. Subramanian is for a period of five years with effect from November 2, 2018 till November 1, 2023 on various terms and conditions including remuneration as approved by the members at their meeting held on August 5, 2019.
- Appointment, terms, conditions and payment of remuneration to the Managing Director and Whole-time / Executive Director are governed by the resolution(s) passed by the Nomination and Remuneration Committee, Board of Directors and Members of the Company and approval from the Central Government, if and to the extent applicable and required. The remuneration structure comprises salary, incentive, allowances, perquisites, bonus, profit related commission, deferred cash incentive, performance based remuneration, contribution to provident fund, pension scheme, national pension scheme, annuity fund, superannuation fund, etc.
- The aforesaid appointment may be terminated by either party by giving to other party not less than three months' prior notice in writing of such termination

or payment in lieu of notice.

- Mr. Prashant Panday is holding 21900 equity shares of the Company as on the date of this Report. Mr. N. Subramanian does not hold any equity shares of the Company as on the date of this Report.
- The Company does not have any scheme for grant of stock options to the employees or directors of the Company.
- Mr. Prashant Panday or Mr. N. Subramanian does not receive any remuneration or commission from the Company's holding or subsidiary companies.
- Their period of office shall be liable to determination by retirement of directors by rotation.

6. **Stakeholders Relationship Committee**

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

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

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

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

b) **Name and designation of Compliance Officer:**

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

c) **Details of the shareholders' complaints:**

Number of shareholders' complaints/ queries, etc. received during the financial year 2019-2020	40
Number of complaints/ queries, etc. not resolved to the satisfaction of shareholders as on March 31, 2020	0
No. of pending complaints/ queries, etc. (The complaints/ queries have been resolved in consonance with the applicable provisions of the relevant rules/ regulations and acts for the time being in force)	0

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

- To resolve the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- To review the measures taken for effective exercise of voting rights by shareholders.
- To review the adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- To review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company.
- To supervise the process relating to transfer, transmission, transposition, split, consolidation of securities.
- To issue the duplicate share certificate(s) and supervise the process.
- To supervise the process relating to consider re-materialization / de-materialization requests.
- To implement and monitor the Company's Code of Conduct for Prohibition of Insider

Trading in conformity with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.

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

e) **Meetings during the year:**

During the financial year under review, the Committee met four times, i.e. on 30 May 2019, 5 August 2019, 11 November 2019 and 7 February 2020. Details of attendance are furnished at Para (2) (b) ('Board of Directors') of this report.

7. General Body Meetings

a) Annual General Meetings:

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

Year, date and time	Location	Special Resolution(s) passed
FY 2018 – 2019 Twentieth AGM held on August 5, 2019 at 3.00 p.m.	Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai: 400018	▪ Regarding issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis. ▪ Regarding approval of the appointment and relevant terms and conditions thereof including remuneration payable to Mr. Subramanian Narayanan (Mr. N. Subramanian) as the Executive Director & Group Chief Financial Officer of the Company for a period of five years with effect from November 2, 2018 to November 1, 2023. ▪ Regarding approval of the re-appointment of Mr. Richard Saldanha as an Independent Director for a period of five consecutive years with effect from August 12, 2019 to August 11, 2024 and relevant terms and conditions thereof. ▪ Regarding approval of the re-appointment of Mr. Ravindra Kulkarni as an Independent Director for a period of five consecutive years with effect from August 12, 2019 to August 11, 2024 and relevant terms and conditions thereof. ▪ Regarding approval of the re-appointment of Mr. Narayanan Kumar (Mr. N. Kumar) as an Independent Director for a period of five consecutive years with effect from August 12, 2019 to August 11, 2024 and relevant terms and conditions thereof.

Year, date and time	Location	Special Resolution(s) passed
FY 2017 – 2018 Nineteenth AGM held on September 26, 2018 at 3.00 p.m.	Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai: 400018	▪ Regarding issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis. ▪ Regarding approval of levying charges for service of documents to the members of the Company as requested by them. ▪ Regarding approval for continuation of holding the office of Independent Non- Executive Director by Mr. Richard Saldanha.
FY 2016 – 2017 Eighteenth AGM held on August 30, 2017 at 3.00 p.m.	Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai: 400018	▪ Regarding issue of non- convertible debentures, bonds, debt securities, etc. on private placement basis.

b) **Resolutions passed last year through Postal Ballot:**

No resolution was passed through postal ballot voting process during the financial year under review and last year.

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

Not applicable.

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

e) **Procedure for postal ballot:**

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

8. **Means of Communication**

a) **Quarterly results:**

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

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

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

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

www.enil.co.in

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

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

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

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

9. **General Shareholder Information**

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

Day, Date and time : Wednesday, September 23, 2020; 3.00 p.m.

Venue : AGM through Video Conference / Other Audio Visual Means. Venue of the meeting shall be deemed to be the Registered Office of the Company at 'A' Wing, 4th Floor, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013.

b) **Financial year:** April 1, 2019 to March 31, 2020.

c) **Dividend Payment Date:** The Dividend, if declared at the AGM, would be paid/ dispatched on / after September 24, 2020. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 17, 2020 to Wednesday, September 23, 2020, both days inclusive, for taking record of the Members of the Company for the purpose of AGM and determining the names of the Members eligible for dividend on equity shares, if declared at the AGM.

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

e) **Stock code :**

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

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

The performance of the equity shares of the Company on BSE and NSE depicting the liquidity of the Company's equity shares for the financial year ended on March 31, 2020, on the said exchanges, is as follows:

Stock Market data – BSE

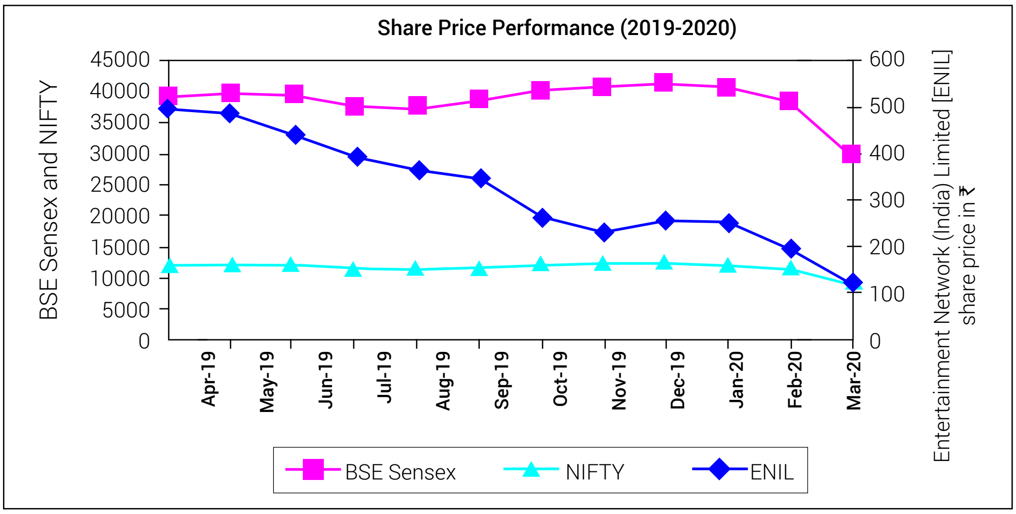
Month	Open Price (₹)	High Price (₹)	Low Price (₹)	Close Price (₹)	No. of shares	Total Turnover (₹ in lakhs)
April-19	546.65	554.00	492.00	498.20	10054	52.75
May-19	500.70	506.00	440.00	483.50	8766	41.54
June-19	484.90	485.00	400.00	441.30	7324	32.54
July-19	429.90	439.85	390.30	395.00	4110	16.89
August-19	391.00	402.50	353.10	366.00	4394	16.69
September-19	355.00	370.00	330.55	347.70	4402	15.24
October-19	335.10	339.00	238.00	260.70	17074	45.70
November-19	262.00	265.00	220.00	229.85	20112	48.64
December-19	229.00	264.60	227.45	253.75	6436	15.58
January-20	255.00	277.50	245.00	252.05	439471	1102.63
February-20	253.85	255.70	191.25	193.95	28947	64.46
March-20	198.00	201.65	101.00	120.00	11347	17.44

Stock Market data – NSE

Month	Open Price (₹)	High Price (₹)	Low Price (₹)	Close Price (₹)	No. of shares	Total Turnover (₹ in lakhs)
April-19	542.95	553.45	491.00	496.75	74700	391.73
May-19	498.95	510.00	438.30	479.75	84607	402.02
June-19	482.95	482.95	416.10	433.10	351333	1523.62
July-19	431.75	434.00	391.00	398.75	194681	793.54
August-19	396.75	402.00	352.00	360.45	105354	390.21
September-19	366.05	374.00	330.00	337.25	113667	393.41
October-19	340.20	364.30	237.25	263.45	771567	1995.99
November-19	269.75	275.50	219.15	229.95	706522	1724.02
December-19	230.00	267.40	226.90	253.50	125970	306.88
January-20	255.05	282.20	242.00	253.55	577778	1469.36
February-20	254.90	255.85	185.95	195.15	201926	446.32
March-20	208.00	208.00	98.00	119.95	289686	486.38

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

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



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

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

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

KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited):
Unit: Entertainment Network (India) Limited,
Selenium Building, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032.
E-mail: einward.ris@kfintech.com
Phone: 040-67162222; Fax: 040-23001153;
Toll Free no.: 1800-345-4001.

The Company has been informed by the Company's Registrar & Share Transfer Agent about its change of name from Karvy Fintech Private Limited to KFin Technologies Private Limited with effect from December 5, 2019.

j) **Share Transfer System:**

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

k) **Distribution of shareholding as on March 31, 2020:**

Category	No. of Members	% of Members	Total Shares	% of shares
1 - 5000	11498	95.82	693166	1.45
5001 - 10000	218	1.81	166051	0.35
10001 - 20000	128	1.06	180407	0.38
20001 - 30000	48	0.40	122052	0.26
30001 - 40000	12	0.10	42733	0.09
40001 - 50000	19	0.16	87462	0.18
50001 - 100000	26	0.22	185719	0.39
100001 & Above	51	0.43	46192825	96.90
Total	**12000**	**100.00**	**47670415**	**100.00**

Shareholding pattern of the Company (as on March 31, 2020):

Category code	Category of shareholder	Number of shareholders	Total Number of shares	Total shareholding as a percentage of total number of shares
A.	**Shareholding of Promoter and Promoter Group**			
1)	Indian (Bodies Corporate) *	1	33918400	71.15
2)	Foreign	0	0	0
	Total Shareholding of Promoter and Promoter Group	**1**	**33918400**	**71.15**
B.	**Public shareholding**			
1)	Institutions	27	10199905	21.40
2)	Non-institutions	11762	3552110	7.45
	Total Public Shareholding	**11789**	**13752015**	**28.85**
C.	**Shares held by Custodians and against which Depository Receipts have been issued**	**0**	**0**	**0.00**
	GRAND TOTAL (A)+(B)+(C)	**11790**	**47670415**	**100.00**

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

As on March 31, 2020 and as on the date of this report, none of the Promoter or Promoter's Group of the Company have encumbered any shares of the Company.

l) **Dematerialization of shares and liquidity:**

99.99 % of the paid up equity share capital of the Company is in dematerialized form as on March 31, 2020. Trading in equity shares of the Company is permitted only in dematerialized form as per the notification issued by Securities and Exchange Board of India. The trading / liquidity details are given in para (f) hereinbefore.

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

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

o) **Location of Radio stations:**

1.	Ahmedabad -1 (98.3)	The Times of India Press Premises, Vejalpur, Ahmedabad - 380015.
2.	Ahmedabad -2 (104)	Ahmedabad Hub
3.	Akola - (95)	Aurangabad Hub
4.	Amravati - (92.1)	Aurangabad Hub
5.	Amritsar - (104.8)	Signature Tower, 6th Floor, SCO No. 93, Amritsar Dist. Shopping Complex, Ranjit Avenue, Near Passport Office, Amritsar, Punjab - 143001.
6.	Asansol - (95)	Kolkata Hub
7.	Aurangabad - (98.3)	# F8, 9, 10, 5th floor, Aurangabad Business Centre Adalat road, Opp. Session court, Aurangabad - 431005.
8.	Bengaluru -1 (98.3)	#39/2, 3rd Floor, Sagar Building, Bannerghatta Road, Bengaluru - 560029.
9.	Bengaluru -2 (95)	Bengaluru Hub
10.	Bharuch - (92.3)	Ahmedabad Hub
11.	Bhavnagar - (95)	Ahmedabad Hub
12.	Bhopal - (98.3)	2nd Floor, C P Square, 2 Malviya Nagar, Opp. Raj Bhawan, Bhopal - 462003.
13.	Chandigarh - (98.3)	Plot No 149, 3rd floor, Industrial Area Phase – 1, Chandigarh - 160002.
14.	Chennai - (98.3)	6th Floor, No 17, Kochar Towers, Venkata Narayana Road, T Nagar, Chennai - 600017.
15.	Coimbatore - (98.3)	1547, 8th Floor, Classic Towers, Trichy Road, Coimbatore - 641018.

16.	Delhi - (98.3)	Times Center, Plot No.-6,3rd floor, sector 16 A, Film city Noida, Uttar Pradesh - 201301.
17.	Durg- Bhilai Nagar (91.9 FM)	Raipur Hub
18.	Guwahati - (95)	705,706,707,708,709, Protech Centre, 7th floor, Ganeshguri, G.S. Road, Guwahati - 781006, Assam.
19.	Hubli Dharwad-(98.3)	301, 3rd Floor, Nirvana Tradewinds, Opposite Hosur Bus Depot, P. B. Road Hubli - 580029.
20.	Hyderabad -1 (98.3)	Office No 909 - 910 Manjeera trinity, K P H B Phase 3, Kukatpally, Hyderabad, Telangana - 500072.
21.	Hyderabad-2 (95)	Hyderabad Hub
22.	Hyderabad-3 (104)	Hyderabad Hub
23.	Indore - (98.3)	9th Floor, Industry House 15, A. B. Road, Indore - 452001.
24.	Jabalpur - (98.3)	2nd Floor, Parvati Plaza, 89 BCD , Scheme No. 5, Vijay Nagar, Jabalpur - 482002.
25.	Jaipur -1 (98.3)	6th Floor, Prestige Tower, Amrapali Road, Amrapali Circle, Vaishali Nagar, Jaipur - 302021.
26.	Jaipur -2 (104)	Jaipur Hub
27.	Jalandhar - (98.3)	6th Floor, Shakti Towers, Adjoining Swani Motors, GT Road, Near BMC Chowk, Jalandhar - 144001.
28.	Jammu - (98.3)	3rd floor, Sai Plaza, Opp. KC Motors, NH1A Bypass Road, Channi Rama, Jammu - 180010.
29.	Jamnagar - (95)	Rajkot Hub
30.	Jhansi - (104.8)	Lucknow Hub
31.	Jodhpur - (104.8)	Man Meera Tower, Akhalia Circle, Chopasni Road, Jodhpur - 342001.
32.	Junagadh - (95)	Rajkot Hub
33.	Kanpur -1 (98.3)	6th Floor, Kan Chambers, 14/113 Civil lines, Kanpur - 208001.
34.	Kanpur -2 (91.9)	Kanpur Hub
35.	Kochi - (104)	2nd Floor, KBS Safa Plaza, Geethanjali Junction, Vyttila P.O, Cochin - 682019.
36.	Kolhapur - (98.3)	301, 3rd Floor, Eternity Square, C.S. No. 2150 A/1A, Tarabai Park, Near R.T.O. Office, E Ward, Kolhapur - 416003.
37.	Kolkata - (98.3)	Acropolis Mall, 1858/1, 17th Floor, Rajdanga Main Road, Kolkata-700107.
38.	Kozhikode - (92.7)	1st Floor, Ashwathy Building, Stadium Puthiyara Road, Calicut - 674003.
39.	Lucknow -1 (98.3)	6th floor, Shalimar Tower, Vibhuti Khand, Gomti Nagar, Lucknow- 226010.
40.	Lucknow -2 (107.2)	Lucknow Hub
41.	Madurai - (98.3)	2nd Floor, Natraj Complex, Opp New District Court, 128, Melur Road, K.K.Nagar, Madurai - 625020.
42.	Mangalore - (98.3)	Inland Ornate, #206, 2nd Floor, Navbharath Circle, Mangalore - 575003.
43.	Mehsana - (91.9)	Ahmedabad Hub
44.	Mumbai - (98.3)	3rd & 4th floor, A-wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai-400013.
45.	Mysuru - (104.8)	Bengaluru Hub
46.	Nagpur -1 (98.3)	2nd floor, Narang Towers, 27 Palm Road, Civil Lines, Nagpur - 440001.
47.	Nagpur -2 (91.9)	Nagpur Hub
48.	Nashik - (98.3)	Office No. 305, 306, 3rd Floor, B-Square, Survey No. 726/1, Yeolekar Mala, Near BYK college of commerce Off college road, Nashik-422005.
49.	Palanpur - (93.7)	Ahmedabad Hub
50.	Patiala - (104.8)	Chandigarh Hub
51.	Patna - (98.3)	4th floor, Lakshmi Apartment, Times of India Building, Frazer road, Patna - 800001.
52.	Puducherry - (104)	Private FM Transmitter Complex, All India radio campus, Indira Nagar, Gorimabu, Puducherry - 605602.
53.	Pune -1 (98.3)	10th Floor, The Business Plaza, Koregaon Park Annex, Adj. Hotel Westinn, Mundwa Road, Ghorpadi , Pune - 411001.

54.	Pune -2 (104.2)	Pune Hub
55.	Raigarh - (91.9)	Raipur Hub
56.	Raipur - (98.3)	1st Floor, Chawla Towers, Shankar Nagar, Near Bottle House, Raipur, Chhattisgarh - 492007.
57.	Rajahmundry - (91.1)	Hyderabad Hub
58.	Rajkot - (98.3)	Property No.23-24/P, Radhika House,3rd Floor, Near Kinnari Flats, Opp. Princess School, Kalawad Road, Rajkot - 360007.
59.	Shillong - (91.1)	2nd Floor, Hariketi Building, Lummawrie, Laitumkhrah, Shillong - 793003.
60.	Shimla - (104.8)	Chandigarth Hub
61.	Siliguri - (98.3)	Kolkata Hub
62.	Srinagar - (98.3)	Hyderpora Complex, Hyderpora, NH 1A, Bypass Road, Opposite Jamkash Vehicleades, Srinagar - 190014.
63.	Surat -1 (98.3)	601 - A International Trade Centre, Majura Gate Crossing, Ring Road Surat - 395002.
64.	Surat -2 (91.9)	Surat Hub
65.	Tiruchirappalli - (95)	SH1, Sanjay Arcade, Indian Bank Colony, K.K. Nagar Main Road, Trichy - 620021.
66.	Tirunelveli - (95)	Madurai Hub
67.	Trivandrum - (98.3)	3rd floor Oban square, Opposite Heera Kinara and Classic Main Entrance, Kesavadasapuram - Ulloor Rd, Thiruvananthapuram, Kerala 695004.
68.	Ujjain - (91.9)	Indore Hub
69.	Vadodara - (98.3)	Property No. 1001/1002, 10th Floor, Gunjan Tower, Near Inorbit mall, Off. Alembic Gorwa Road, Subhanpura, Vadodara – 390 023.
70.	Varanasi - (98.3)	2nd Floor, Unit # 201-A & 204, RH Tower, The Mall, Cantt, Varanasi - 221002.
71.	Vijayawada - (98.3)	4th Floor, Matha Towers, Bishop House, Door No.59 A1-7, Vijayawada - 520008.
72.	Visakhapatnam - (98.3)	5th Floor, ELBEE Classic, D No: 49-24-55, Shankarmatam Road, Visakhapatnam - 530016.
73.	Warangal - (91.9)	Hyderabad Hub

p) **Address for correspondence:**

Investor Correspondence:

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

KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited), Unit: Entertainment Network (India) Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032. E-mail: einward.ris@kfintech.com, Phone: 040-67162222; Fax: 040-23001153; Toll Free no.: 1800-345-4001.

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

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

Corporate Office: 14th Floor, Trade World, D Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai-400 013. Ph: 022 – 67536983.

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

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

q) **Credit ratings:**

Total Bank Loan Facilities Rated	₹ 50 Crores
Long Term Rating	CRISIL AA+/Stable (Reaffirmed)
₹ 50 Crore Non-Convertible Debentures	CRISIL AA+/Stable (Reaffirmed)
₹ 300 Crore Commercial Paper	CRISIL A1+ (Reaffirmed)

10. Other Disclosures

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Not applicable.

h) **Risk Management:**

The Company has adopted Risk Management Policy pursuant to the provisions of Section 134 and all other applicable provisions of the Companies Act, 2013 and Listing Regulations. The Company has a strong Enterprise Risk Management framework which is administered by the Senior Management team and monitored by the Risk Management Committee. This team and Risk Management Committee periodically review the risk events that could affect the Company and initiates appropriate mitigation procedures and also reviews the progress made with respect to the mitigation plans and the effectiveness of the same in addressing the relevant risk. The Company has procedures in place to inform the Board Members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that the management controls risk through means of a properly defined framework. The Company's internal control systems are commensurate with the nature and size of its business. These are tested and reported by the Statutory as well as Internal Auditors. Significant audit observations and follow up actions thereon are reported to the Audit Committee. During the financial year under review, Risk Management Committee met on February 7, 2020.

i) **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):**

Not applicable.

j) Certificate from Mr. Hemanshu Kapadia, Practising Company Secretary, is attached herewith, which forms part of this report, confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board (SEBI)/ Ministry of Corporate Affairs or any such statutory authority.

k) During the financial year 2019-20, all the recommendations of the Committees of the Board, which were mandatorily required, have been accepted by the Board of Directors.

l) Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part:

(₹ In lakhs)

Type of services	FY 2019-20	FY 2018-19
Audit Fees (including audit related services)	51.12	44.03
Other services	6.75	4.25
Reimbursement of expenses	2.26	2.19
Fees paid to network firm/ network entities (Ernst & Young ('EY'))	44.70	49.00
Total	**104.83**	**99.47**

m) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

a. number of complaints filed during the financial year: four

b. number of complaints disposed of during the financial year: four

c. number of complaints pending as on end of the financial year: Nil

n) **Reconciliation of Share Capital Audit:**

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

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

The Company has complied with the requirements of corporate governance report of Para C; sub paras (2) to (10) of the Schedule V of the Listing Regulations.

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

a) **The Board:**

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

b) **Shareholder Rights:**

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

c) **Modified opinion(s) in audit report**

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

d) **Separate posts of Chairman and CEO**

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

e) **Reporting of Internal Auditor**

The Internal Auditor reports directly to the Audit Committee.

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

The Company has complied with the corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub - regulation (2) of regulation 46.

Particulars	**Regulation Number**	**Compliance status (Yes/No/NA)**
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16 and 25	Yes
Composition of the Board of Directors	17	Yes
Appointment of non-executive director who has attained the age of seventy five year		Yes
Meetings of the Board of directors and quorum		Yes
Review of compliance reports		Yes
Plans for orderly succession for appointments		Yes
Code of Conduct		Yes
Fees/compensation		Yes
Minimum Information		Yes
Compliance Certificate		Yes
Risk Assessment and Risk Management plan		Yes
Performance Evaluation of Independent Directors		Yes
Recommendation of the Board for each item of special business		Yes
Maximum number of directorships	17A	Yes
Composition of Audit Committee	18	Yes
Meetings of Audit Committee and quorum		Yes
Role of the Audit Committee and information to be reviewed		Yes
Composition of Nomination & Remuneration Committee	19	Yes
Quorum of Nomination & Remuneration Committee meeting		Yes
Presence of Chairman of Nomination & Remuneration Committee at AGM		Yes
Frequency of Nomination & Remuneration Committee meeting		Yes
Role of the Nomination & Remuneration Committee		Yes
Composition of Stakeholder Relationship Committee	20	Yes
Presence of Chairman of Stakeholder Relationship Committee at AGM		Yes
Frequency of Stakeholder Relationship Committee meeting		Yes
Role of Stakeholder Relationship Committee meeting		Yes
Composition and role of Risk Management Committee and frequency of meetings	21	Yes
Vigil Mechanism	22	Yes
Policy for Related party Transaction, periodical review and disclosure of related party transactions	23	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions		Yes
Approval for material related party transactions		Yes
Composition of Board of Directors of unlisted material Subsidiary	24	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity		Yes
Secretarial Audit	24A	Yes
Obligation with respect to independent directors - Maximum number of directorship and tenure and vacancy thereto	25	Yes
Meeting of independent directors		Yes
Familiarization of independent directors		Yes
Disclosure of declaration by independent directors		Yes
Directors and Officers insurance for all independent directors		Yes

Report on Corporate Governance

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Obligations with respect to employees, KMP, directors and promoters and Memberships in Committees	26	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel		Yes
Disclosure of Shareholding by Non - Executive Directors		Yes
Policy with respect to obligations of directors, senior management and employee and relevant disclosure requirements		Yes
Other corporate governance requirements	27	Yes

Disclosure on website in terms of the Listing Regulation 46

Item	Compliance status (Yes/ No/ NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
E-mail address for grievance redressal and other relevant details	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Financial information	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Not Applicable
Schedule of analyst or institutional investor meet and presentation made to them	Yes
New name and the old name of the listed entity	Not Applicable
Items in sub-regulation (1) of regulation 47	Yes
Details of credit ratings obtained	Yes
Audited financial statements of subsidiaries	Yes

For and on behalf of the Board of Directors

sd/-

Vineet Jain
Chairman
(DIN: 00003962)

Mumbai, June 19, 2020
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

CEO & CFO Certificate

The Board of Directors
Entertainment Network (India) Limited

In terms of the Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], we, to the best of our knowledge and belief, certify that:

A. We have reviewed financial statements and the cash flow statement for the financial year 2019-2020 and that to the best of our knowledge and belief :

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

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

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2019-2020 which are fraudulent, illegal or violative of the Company's code of conduct.

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

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

   1) That there are no significant changes in internal control over financial reporting during the financial year 2019-2020;

   2) That there are no significant changes in accounting policies during the financial year 2019-2020; and

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

sd/-	*sd/-*
Prashant Panday	**N. Subramanian**
Managing Director & CEO	*Executive Director & Group CFO*
(DIN: 02747925)	(DIN: 03083775)
Mumbai, June 19, 2020	

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

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

- The Board of Directors has laid down a Code of Conduct, Ethics and Business Principles for all Board members and Senior Management of the Company ['the Code of Conduct'];
- The Code of conduct has been posted on the website of the Company;
- All the Board Members and Senior Management personnel have affirmed their compliance and adherence with the provisions of the Code of Conduct for the financial year ended March 31, 2020.

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

sd/-

Prashant Panday
Managing Director & CEO
(DIN: 02747925)

Mumbai, June 19, 2020

COMPLIANCE CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of ENTERTAINMENT NETWORK (INDIA) LIMITED

We have examined the compliance of conditions of Corporate Governance, as stipulated in Regulations 17 to 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'] by **ENTERTAINMENT NETWORK (INDIA) LIMITED** ("the Company") for the financial year ended March 31, 2020.

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

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with all the conditions of Corporate Governance as stipulated under the Listing Regulations.

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

For **Hemanshu Kapadia & Associates**
Practicing Company Secretaries
sd/-

Hemanshu Kapadia
Proprietor
C.P. No. 2285
Membership No.: F3477
UDIN: F003477B000543555

Mumbai, June 19, 2020

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To the Members of ENTERTAINMENT NETWORK (INDIA) LIMITED

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **ENTERTAINMENT NETWORK (INDIA) LIMITED** having CIN L92140MH1999PLC120516 and having registered office at 4th Floor, Matulya Centre, A-Wing, S. B. Marg, Lower Parel (W), Mumbai – 400 013 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 2020** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Vineet Jain	00003962	19/01/2007
2.	Mr. Narayanan Kumar (Mr. N. Kumar)	00007848	05/11/2005
3.	Mr. Ravindra Krishna Kulkarni	00059367	19/01/2007
4.	Mr. Richard Blaise Saldanha	00189029	23/11/2010
5.	Ms. Sukanya Kripalu Anand	06994202	23/05/2018
6.	Mr. Prashant Babulal Panday	02747925	01/07/2010
7.	Mr. Subramanian Narayanan (Mr. N. Subramanian)	03083775	02/11/2018

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Hemanshu Kapadia & Associates**
Practicing Company Secretaries
sd/-

Hemanshu Kapadia
Proprietor
C.P. No. 2285
Membership No.: F3477
UDIN: F003477B000543522

Mumbai, June 19, 2020

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

Disclosure pursuant to the Schedule V (F) of the Listing Regulations in relation to the unclaimed shares, based on the disclosure furnished by KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), the Registrar and Share Transfer Agent (R&TA) of the Company, for the financial year ended March 31, 2020, is as below:

Sr. No.	Particulars	Remarks
a)	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e. on April 1, 2019:	Number of Shareholders – 41 and Number of Outstanding shares – 1746 equity shares.
b)	Number of shareholders who approached issuer for transfer of shares from suspense account during the year 2019-2020:	Nil
c)	Number of shareholders to whom shares were transferred from suspense account during the year 2019-2020:	Nil
d)	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year under review:	Number of Shareholders – 41 and Number of Outstanding shares –1746 equity shares.
e)	Voting rights on these shares:	Voting rights on the equity shares lying in the suspense account shall remain frozen till the rightful owner of such equity shares claims those equity shares.

For and on behalf of the Board of Directors
sd/-

Vineet Jain
Chairman
(DIN: 00003962)

Mumbai, June 19, 2020

MIRCHI UNLIMITED

Management Discussion & Analysis

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

A. Media Industry Structure and Developments

1) Global Economy- The Covid-19 Impact

World GDP growth was strong in 2017 and H1 of 2018. However, it slowed down in H2, 2018 because of rising trade tensions globally, especially between the US and China, and other factors. In the October 2018 World Economic Outlook (WEO) update, IMF projected a 3.7% growth for 2019 and 2020. In the October 2019 WEO update, IMF reduced the 2020 forecast from 3.7% to 3.4%. It also forecast growth in 2021 to be stronger at 3.6%. Then the Covid-19 pandemic broke in China, but IMF's January 2020 WEO update took only a minor note of it. It reduced the 2020 forecast down from 3.4% to 3.3% and the 2021 forecast down from 3.6% to 3.4% But little did it know that the pandemic was about to cause unimaginable economic destruction around the world.

In April 2020, after the pandemic had spread around the world, IMF reported that actual 2019 growth had been just 2.9%. Further, it drastically cut the forecast for 2020 to minus 3.0%, a huge drop attributed almost entirely to the pandemic. It now believes that the

		Projections		Difference from January 2020 WEO *Update*[1]		Difference from October 2019 WEO[1]	
	2019	2020	2021	2020	2021	2020	2021
World Output	**2.9**	**–3.0**	**5.8**	**–6.3**	**2.4**	**–6.4**	**2.2**
Advanced Economies	**1.7**	**–6.1**	**4.5**	**–7.7**	**2.9**	**–7.8**	**2.9**
United States	2.3	–5.9	4.7	–7.9	3.0	–8.0	3.0
Euro Area	1.2	–7.5	4.7	–8.8	3.3	–8.9	3.3
Germany	0.6	–7.0	5.2	–8.1	3.8	–8.2	3.8
France	1.3	–7.2	4.5	–8.5	3.2	–8.5	3.2
Italy	0.3	–9.1	4.8	–9.6	4.1	–9.6	4.0
Spain	2.0	–8.0	4.3	–9.6	2.7	–9.8	2.6
Japan	0.7	–5.2	3.0	–5.9	2.5	–5.7	2.5
United Kingdom	1.4	–6.5	4.0	–7.9	2.5	–7.9	2.5
Canada	1.6	–6.2	4.2	–8.0	2.4	–8.0	2.4
Other Advanced Economies[2]	1.7	–4.6	4.5	–6.5	2.1	–6.6	2.2
Emerging Market and Developing Economies	**3.7**	**–1.0**	**6.6**	**–5.4**	**2.0**	**–5.6**	**1.8**
Emerging and Developing Asia	5.5	1.0	8.5	–4.8	2.6	–5.0	2.3
China	6.1	1.2	9.2	–4.8	3.4	–4.6	3.3
India[3]	4.2	1.9	7.4	–3.9	0.9	–5.1	0.0
ASEAN-5[4]	4.8	–0.6	7.8	–5.4	2.7	–5.5	2.6
Emerging and Developing Europe	2.1	–5.2	4.2	–7.8	1.7	–7.7	1.7
Russia	1.3	–5.5	3.5	–7.4	1.5	–7.4	1.5
Latin America and the Caribbean	0.1	–5.2	3.4	–6.8	1.1	–7.0	1.0
Brazil	1.1	–5.3	2.9	–7.5	0.6	–7.3	0.5
Mexico	–0.1	–6.6	3.0	–7.6	1.4	–7.9	1.1
Middle East and Central Asia	1.2	–2.8	4.0	–5.6	0.8	–5.7	0.8
Saudi Arabia	0.3	–2.3	2.9	–4.2	0.7	–4.5	0.7
Sub-Saharan Africa	3.1	–1.6	4.1	–5.1	0.6	–5.2	0.4
Nigeria	2.2	–3.4	2.4	–5.9	–0.1	–5.9	–0.1
South Africa	0.2	–5.8	4.0	–6.6	3.0	–6.9	2.6
Memorandum							
European Union[5]	1.7	–7.1	4.8	–8.7	3.1	–8.8	3.1
Low-Income Developing Countries	5.1	0.4	5.6	–4.7	0.5	–4.7	0.4
Middle East and North Africa	0.3	–3.3	4.2	–5.9	1.2	–6.0	1.2
World Growth Based on Market Exchange Rates	2.4	–4.2	5.4	–6.9	2.6	–6.9	2.6
World Trade Volume (goods and services)	**0.9**	**–11.0**	**8.4**	**–13.9**	**4.7**	**–14.2**	**4.6**
Imports							
Advanced Economies	1.5	–11.5	7.5	–13.8	4.3	–14.2	4.2
Emerging Market and Developing Economies	–0.8	–8.2	9.1	–12.5	4.0	–12.5	4.0
Exports							
Advanced Economies	1.2	–12.8	7.4	–14.9	4.4	–15.3	4.3
Emerging Market and Developing Economies	0.8	–9.6	11.0	–13.7	6.8	–13.7	6.6
Commodity Prices (US dollars)							
Oil[6]	–10.2	–42.0	6.3	–37.7	11.0	–35.8	10.9
Nonfuel (average based on world commodity import weights)	0.8	–1.1	–0.6	–2.8	–1.2	–2.8	–1.9
Consumer Prices							
Advanced Economies	1.4	0.5	1.5	–1.2	–0.4	–1.3	–0.3
Emerging Market and Developing Economies[7]	5.0	4.6	4.5	0.0	0.0	–0.2	0.0
London Interbank Offered Rate (percent)							
On US Dollar Deposits (six month)	2.3	0.7	0.6	–1.2	–1.3	–1.3	–1.5
On Euro Deposits (three month)	–0.4	–0.4	–0.4	0.0	0.0	0.2	0.2
On Japanese Yen Deposits (six month)	0.0	–0.1	–0.1	0.0	–0.1	0.0	0.1

Source: IMF staff.

Table 1.1 – Source (World Economic Outlook April 2020 by International Monetary Fund)

world will recover strongly in 2021 and grow at 5.8% compared to the January 2020 forecast of 3.4%. However, this increase in growth rate is merely a statistical increase, considering the low base of the revised 2020 number.

As far as India is concerned, in its April 2020 report, IMF forecast growth in 2020 surprisingly to be in the positive territory with +1.9%. For 2021, it forecasts a truly impressive growth of 7.4%. However, most would agree that IMF is being too optimistic. As per an RBI report of June 2020, India's GDP is expected to contract by 1.5% in FY21 and grow at 7.2% in FY22. Many global and domestic analysts have forecast a worse contraction in FY21. Most agree that CY21 and FY22 will be a strong bounce back. However, no one knows the future course the pandemic will take. To that extent, we should remain guarded in making forecasts for now.

2) Indian Economy – Global risks impacting India

The World Bank estimates the growth of the Indian economy to have slowed down to 4.2% in FY20. It also projects output to contract by 3.2% in FY21. The growth rate of Indian Economy in FY17 was 7%, which dropped to 6.1% in FY18 and is estimated to be 4.2% in FY20.

Hon'ble PM Shri Narendra Modi ordered a nationwide lockdown from March 25, 2020 to curb the spread of Covid-19 in the country. In May and June however, the lockdowns were lifted in steps. The full impact of the lockdowns on manufacturing and services in the June quarter will become clearer when the GDP numbers are released. Goldman Sachs has predicted a 45% contraction in GDP from a year ago.

Economists expect FY21 to see the worst economic contraction in four decades. Cutting its FY21 forecast to a 5% contraction, rating agency S&P said, "Economic activity will face ongoing disruption over the next year as the country transitions to a post-Covid-19 world".

Unlike that of advanced economies, India's stimulus package has largely focused on subsidized credit to small businesses and farmers, while direct fiscal stimulus has been limited to around 1% of the GDP. The Reserve Bank of India cut policy rates by 40 basis points in May 2020 and has reduced its repo rate by a cumulative 115 basis points since February 2019.

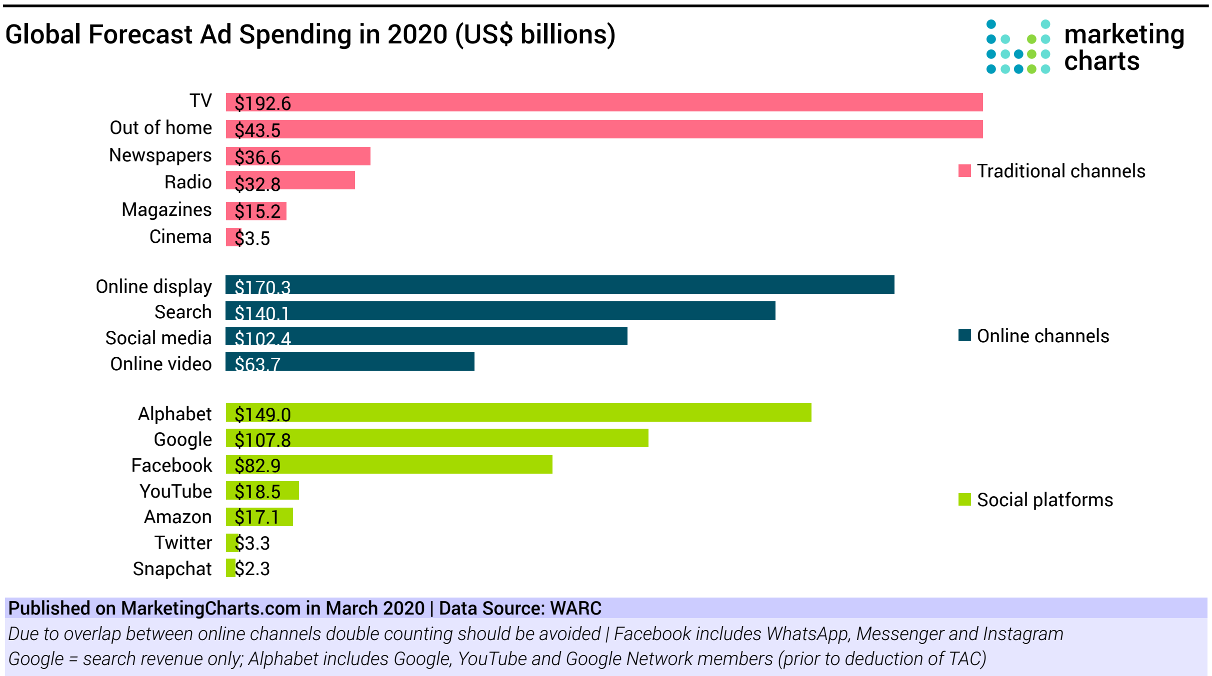
However, there is faith in the ability of the Indian economy to recover, with its strength in consumption and public investment supported by fiscal and monetary policies. Weather forecasts for normal monsoon rains should help agriculture, giving hope that the rural sector can help support the millions of migrant workers who returned to their villages when the lockdown began. As per reports published by IMF, India is among the handful of countries projected to have a positive growth rate of 1.9% in FY21, the highest in G20 countries. RBI expects a V-shape recovery with GDP growing at 7.2% in FY22 while IMF has forecast a 7.4% GDP growth in CY21.

Source:

1. https://www.moneycontrol.com/news/business/economy/india-economy-to-contract-by-3-2-in-fy21-world-bank-5376551.html
2. https://www.livemint.com/industry/manufacturing/india-s-economy-seen-slowing-rapidly-in-march-quarter-with-worse-to-come-11590718431472.html
3. https://economictimes.indiatimes.com/news/economy/indicators/rbi-governor-hopes-india-will-stage-sharp-v-shaped-recovery-in-2021-22/articleshow/75196698.cms
4. https://www.business-standard.com/article/economy-policy/india-to-grow-at-1-9-in-fy21-recover-to-7-4-path-in-2021-22-imf-120041401051_1.html

3) Global Advertising Spends

Global advertising spend for 2020 is expected to grow for both traditional media and online media. The rapidly spreading coronavirus pandemic and it's yet-to-be-seen impact on the global economy has played a major role in the recent increase in online media spends. While traditional advertising spending is predicted to grow by 1.5% to reach $324.2 billion, forecast data shows that investment in online advertising will grow by 13.2%, reaching $335.4 billion this year. If this comes true, online ads will cross traditional advertising in 2020.



source: https://www.marketingcharts.com/television-112297

More than one-third (35%) of online spends will go to the duopoly of Alphabet (including Google, YouTube and Google Network members) and Facebook (including Instagram, WhatsApp and Messenger). With a combined predicted ad spend of $231.9 billion this year, advertisers will invest more in the duopoly than in TV ($192.6 billion). Other traditional channels such as out of home (+5.9%), cinema (+5%) and radio (1.8%) are also expected to see growth. However, print ad revenues will see a decline, with newspapers falling by 5.9% and magazines by 5.6% from last year.

With recession on its way, globally; overall, decline in business spends, has surely impacted the marketing budgets, reducing advertising's share of global economic output below the levels recorded prior to the dotcom crash and the past global financial crisis. However, the impact varies greatly based on advertiser category; Travel, Sports and Science categories experienced the steepest ad spend declines, while News, Hobbies and Interests, and Technology & Computing saw distinct increases.

4) Indian Advertising Industry Growth Forecasts

The Covid-19 pandemic has impacted all sectors of the economy, and advertising is no exception. As a result of the pandemic, companies have curtailed their marketing spends at least till the situation stabilizes.

According to an analysis based on 78 Media and Entertainment (M&E) companies rated by CRISIL, the M&E industry's revenue – advertising and subscription – is set to go down by 16% to ₹ 1.3 trillion this fiscal. This represents a drop of nearly ₹ 25,000 crores in FY21. Advertisement revenue, which accounts for 45% of the pie, will see a de-growth of 18%, while subscription revenue, accounting for 55%, is likely to decline by 14% in FY21. All the traditional segments – television, print, radio, out-of-home media, and films – would see a significant decline, more than 25%. Driven by increasing use of devices and applications, and easy availability of high-speed data, total digital revenues should grow by 8.6% to ₹15,200 crores from ₹ 14,000 over FY20.

As per the latest data from the Broadcast Audience Research Council (BARC), – the viewership of news channels during the Covid-19 pandemic grew by 57%, and the advertising on them by 21%. Advertising on kids' genre went up 27% while Hindi Movies genre and Hindi GEC witnessed a jump of 8% each. However, due to lack of new content on popular channels and postponement of major sporting events such as the IPL, TV ad and subscription revenues are expected to drop from ₹ 80,700 crores to ₹ 73,300 crores.

A longer recovery time is forecast for Print since key advertiser industries such as automobiles, real estate and e-commerce, would keep ad spends muted. Talking about subscription revenues, out of top three segments - TV, print and cinema – only TV continues to be healthy even during the lockdown. The movie business alone is estimated to drop from ₹ 23,600 crores to ₹ 12,700 crores in FY21.

The overall revenue loss of ₹ 25,000 crore for the industry will translate to significantly lower profits for companies despite cost-cutting measures.

Source:

1. https://brandequity.economictimes.indiatimes.com/news/advertising/indian-ad-spends-estimated-to-grow-at-10-7-in-2020-digital-to-garner-65-of-incremental-ad-spends-groupms-tyny-report/73955019
2. https://www.livemint.com/news/india/covid-19-may-cut-media-entertainment-sector-fy21-revenue-by-16-crisil-11589189188009.html

5) The Indian Radio Industry

As per EY's report, radio segment revenues fell 7.5% to ₹ 31.1 billion in 2019 from 33.6 billion in 2018. Despite a 5% growth in the first half of 2019, it fell 18% in the second half on the back of economic slowdown. Overall ad volumes also fell by 11% due to fall in government spends on the medium and obvious impact of anticipated corona virus pandemic.

Talking about revenue contributions, the EY report highlights the top five advertising sectors delivering two-thirds of radio ad volumes in 2019 - Services (28%), Retail (11%), Auto (10%), Food and Beverages (9%) & Banking Finance (9%). The local-national split of ad volumes is 24 :76 with 2% increase in local advertising contribution over last year.

EY estimates that around 7-8% of total radio segment revenues were non-FCT revenues with this percentage being as high as 20% for some radio companies. Looking at current industry trends, this ratio is only set to increase with almost all major radio companies following combined [radio + digital + other outdoor media] sales and solutions strategy. In 2019 many interesting new models emerged where radio companies bundled inventory from other digital platforms (not their own) as well as OOH, activations and even print and regional TV to provide 360-degree solutions to advertisers. Many radio companies also invested in event IPs, music awards, regional music festivals etc., which generated sponsorship revenues as well as ticket sales income. However, it will be interesting to see how these strategies will be modified in 2020, given the limitations on events due to Covid-19. Growth in internet consumption on smartphones in the recent lockdown period, particularly on social media, increased demand for short and snackable content, mainly celebrity led, which led many radio companies to start creating video, for use as marketing and ad funded content production.

Growth in radio penetration continues with 367 private FM radio stations in India now, up from 355 stations in 2018. India had 33 private FM broadcasters in 2019, operating in 104 cities in addition to public broadcaster Prasar Bharti's All India Radio service operating 470 broadcasting centres. As per MRUC's Indian Readership Survey, listenership of FM radio remained stable at 20% across the last three studies in 2019 with urban radio listeners base being double than that of the rural listeners. During the lockdown, radio listenership witnessed a big spike and grew by 28% as per research conducted by AROI (Association of Radio Operators of India).

Looking at the current scenario, Radio is expected to evolve towards performance advertising in 2020, with a heavier tilt towards SMEs and retail advertisers. While local brands will increase spends across a city or geographically relevant city-clusters with a hope to cover up their lost revenues in late 2020, national advertisers will continue usage as a reminder and call-to-action medium, integrated with digital. Also combining radio

Source: EY-FICCI Report 2020 – The era of consumer A.R.T.

with digital will become the new normal to demonstrate value to advertisers. Partnering with music streaming platforms is also seen as the way forward for radio companies to cut through the worrying threat of new smartphones manufactured without FM receivers.

B. Radio Industry – Future Outlook, Opportunities and Threats – combating the blow

Like all industries. radio industry too has been impacted severely by the Covid-19 outbreak in early 2020. But even before Covid-19 struck, the radio industry had been struggling, given the weak economic conditions prevailing in the country all through FY20. In fact, economic slowdown started immediately after Demonetization and has continued ever since. This has impacted the business of all media companies. The future is expected to get better though, as the economy lifts post Covid-19 and as the Government takes fresh measures to boost the economy.

1) Impact of Covid-19 on the radio business:

As the Covid-19 pandemic spread, people were anxious about their health and wellness matters as well as matters of economic wellbeing. As with all emergencies, media had a key role to play in keeping people well informed and in dispelling rumors floating on social media and elsewhere. While some media like newspapers and OOH were disrupted by the lockdowns, others like radio saw rapid growth in consumption. As per a research done by the radio industry body Association of Radio Operators of India (AROI), radio listenership during the initial days of the lockdowns, in April 2020, increased by nearly 28% compared to the pre-lockdowns period.

Despite higher listenership, the business of radio suffered. Advertisers who saw their businesses disrupted by supply problems and demand sluggishness, stopped advertising. Retail advertisers, a key constituent of radio advertisers, were particularly badly hit as shop fronts were forced to shut. Other big advertising segments – Airlines, Education, Real Estate, Auto, Durables and Media & Entertainment also cut advertising spends. The only segments that did provide some relief, but that too only marginally, were BFI and public regulators (like RBI). The last 15 days of March and the months of April and May have been catastrophic for all media companies. General Entertainment TV channels (GECs) gained some viewership with people staying at home but suffered ad revenue losses as advertisers stayed away. With the IPL postponed, a huge chunk of advertisers stayed away. Only news TV channels fared better, but it is estimated that even they suffered substantial revenue losses. Newspapers suffered from distribution disruption, and consequently lost readers, and advertisers. OOH companies lost heavily too as airports shut down and traffic on the roads reduced drastically. Overall, radio companies suffered as much as TV GECs, OOH and newspaper companies. Digital companies continued to do well, but it is estimated that their growth rates also slowed down substantially.

The pandemic is the second successive crisis the radio industry has faced within a year, the first being the economic slowdown of FY20. Overall, the radio industry is expected to report a contraction of up to 20% in revenue in FY20[2]. In the first month of the lockdown itself i.e. April, revenues of the entire radio industry shrunk to ₹ 34 crore, from ₹ 198 crore in April 2019, a drop of nearly 83%. Compared to a profit before tax of ₹ 18 crore in April 2019, the industry as a whole, suffered a loss (before tax) of ₹ 104 crore. The radio industry is expected to witness a loss of over ₹ 600 crore in the 1st half of FY21, as advertising revenues nosedive[3].

While FM broadcasters are individually struggling to increase revenues through innovative sales approaches, cost reduction through lay off has been resorted to by almost all broadcasters. It is estimated that as many as 15-20% people working in radio companies have lost their jobs. A further 30-50% of employees have suffered temporary pay cuts and loss of incentive pay. The radio industry finds itself in dire straits at the time this report is being written. It has appealed to the Government of India for a relief package. The relief sought is a waiver of annual license fees from March 2020 till March 2021 (13 months), a waiver of Prasar Bharati and BECIL tower rentals as well as a waiver on BECIL monitoring charges, all for the same 13 months period. AROI has also requested for a reduction of GST from the current 18% to 5% and has urged the Government to restore its advertising spends on FM radio back to what it used to be in earlier years (the Government had cut ad spends in FY20). AROI has also requested for an immediate clearing of long-due outstandings.

As is well known, the media industry will rebound only after the business of its advertisers rebounds. General expectation currently is that the business of advertisers will stabilize by the 3rd quarter of FY21. If that happens, then media businesses should stabilize by the 4th quarter of FY21. All of this is on the expectation that the Covid-19 growth curve will be flattened soon and a second wave of infection won't come in the winter months.

Despite the near-term weakness in radio revenues, the industry is confident that its long term future remains bright. Radio listenership has grown during the pandemic as pointed out earlier. Radio listenership in cars has been growing for a few years now and this is of great interest to advertisers. At the same time, the youth continue to consume FM radio in a big way. FM radio has not only held its own in the face of a fast expanding digital ecosystem, with several music OTT apps available now, but has actually grown in reach.

Source:

1. https://www.moneycontrol.com/news/trends/entertainment/coronavirus-impact-more-people-listen-to-it-now-but-radio-is-still-struggling-5232061.html
2. https://economictimes.indiatimes.com/news/economy/policy/after-slowdown-fm-radio-industry-faces-covid-19-seeks-government-support/articleshow/74766072.cms
3. https://economictimes.indiatimes.com/industry/media/entertainment/media/radio-industry-seeks-rs-300-crore-for-survival/articleshow/75837916.cms
4. https://economictimes.indiatimes.com/industry/media/entertainment/media/private-fm-radio-companies-write-to-pm-modi-for-urgent-relief/articleshow/75437393.cms
5. https://www.timesnownews.com/columns/article/vocal-for-local-and-its-relevance-in-the-global-village/595476

2) IRS Q4 2019 - Radio heard more this year than ever!

As per the latest IRS report for Q4, 2019 released in May'20, the monthly radio listenership across the country grew strongly by 11.4% to 226 million people and the weekly listenership grew by 6.4% to 117.4 million over the 2017 survey. Radio numbers are not comparable with print and TV numbers since radio stations are not available throughout the country. They only cover approximately 350 urban centers. A sample of 3.28 lac households was covered in the survey and fieldwork was done between Nov 2018 - March 2020. This constant upward trajectory of listenership figures over the quarters, makes a strong statement in favour of the medium.

A very valuable feature of radio listenership is the diversity of listening devices and places of consumption. Despite an under 3% car penetration in the country, as much as 17% of radio listenership comes from car stereos. As is well known, cars are concentrated in the bigger cities and are used by the wealthier sections of the population. This makes car audiences a much sought after target group for advertisers. Since most car users are male, a lot of male-targeted brands use radio. Further, as much as 53% of radio is heard over mobile phones. A lot of this listenership comes from the youth, and brands targeting the youth find radio attractive. Listenership over mobile devices could be during transit or at home. Since most Indian households are single TV households, a lot of people cannot watch TV. Many of them listen to radio at home. In fact, as per IRS, as much as 40% of listenership happens at home. This makes radio attractive to FMCG companies that target women at home.

One more data point to prove the importance of Radio in people's life is the latest research conducted by AROI through A to Z research that shows 82% of the population tuned into FM Radio for credible information during the lockdown. The time spent listening to radio increased to 2 hours and 36 minutes daily, an increase by 23% over the pre-Covid-19 period, and second only to TV. Overall radio listenership (reach x time spent) has grown by

30% over the pre-Covid-19 period.

The radio industry has now stepped up in a big way to expand its reach, by becoming accessible through music streaming apps. Either through live FM stations or genre-based stations or topical podcasts, the radio industry is attempting to overcome the limitations imposed by the FM signal. Indeed, digital presence of radio has added millions of listeners to its listenership base, making investment in radio the safest bet.

3) Digital leading growth

As has been the trend from earlier, FY20 also saw the explosive growth in the digital ecosystem continuing. It is estimated that more than 500 million Indians are now online. As many as 400 million people use different mobile apps. As per reports, as many as 300 million people viewed the IPL over the Hotstar app.

The radio industry faces a competition of sorts from music OTT apps. It is estimated that 120 million Indians used music OTT apps last year. Music apps provide obvious advantages to their users – the ability to play a song on demand, a choice to skip songs in a playlist that are not to their liking, the option to download a song by paying a certain charge etc. At one time, the FM radio industry was concerned about losing its listenership to music apps. However, over time, it has become clear that music apps have created their followership not at the expense of FM radio, but by creating a new and bigger audience base. It has also created different occasions for music consumption from FM radio. For example, a lot of people who used to consume FM radio on their old phones are unable to do so now because their new phones don't have built-in FM tuners. These people typically consume music over music apps.

Time has also shown that FM radio and music apps are very different products. Typically, an FM station plays only about 30 minutes of music in an hour, with the rest of the hour being split between "funnies", RJ talk, infotainment bits and of course, ads. It is this combination of features that makes FM radio so sticky. This is why IRS shows that FM listenership is upwards of 45 minutes per day, while most music apps report far smaller usage times. FM radio also continues to remain the best way for listeners to discover music, a fact that music companies know very well. This is why when a new song or album releases, FM stations are flooded with requests from music labels to play songs on high rotates. Labels which often don't give rights to some FM stations provide special NOCs to play the music of their latest songs, only so that they can be promoted on FM. Once a song becomes popular on FM, its listenership increases on music apps. Labels then make a huge amount of royalty from music apps.

Even amongst older music, FM radio stations select their music by curating it. So, each station has a unique set of songs, curated as per its music policy. Most music app playlists in contrast are unintelligent and algorithm based, which lead to boredom after a few times.

FM stations have also understood that in cars, they rule supreme. Even in the developed world, where music apps are very popular, the in-car listenership is dominated by FM radio. The reason is the simplicity of use. Plus, the utility information that FM radio stations provide – traffic, stock market information, time check, and breaking news (not in India)– makes FM radio a sticky product in cars. The companionship that an RJ provides is another reason for stickiness of FM radio. The Government in India realizes the power of FM radio for people on the move. This is why whenever there is a crisis – floods, terror attacks etc – the Government turns to FM radio stations for disseminating information to the public.

Radio broadcasters have also been growing their social media footprint with RJs and corporate handles both showing growth.

C. OPERATING PERFORMANCE

1) FY20: Economic slowdown hurts radio broadcasters:

FY20 was a year the country faced severe economic difficulties. To be sure, economic slowdown started with Demonetization in November 2016. Since then, several other Government initiatives caused a degree of disruption in the economy, beginning with the launch of GST, the roll out of RERA, the regular increases in fuel taxes and the like. These moves may prove to be beneficial in the long run, but in the short run, they have caused a lot of pain. There were also initiatives, like the very significant reduction in corporate taxes, which were progressive. Under normal circumstances, such a big tax cut should have led to a spurt in investments, and consequent GDP growth. However, the slowdown had set in by the then, and it is believed that reduced corporate taxes have so far been used by many companies to buy back their stock, thus increasing their EPS and stock prices.

When the Government, under the leadership of Hon'ble PM Shri Narendra Modi, got re-elected in May 2019, there was hope that the economy would revive in FY20. Unfortunately, FY20 ended up being worse than FY19. The year ended with just 4.2% GDP growth, compared to 6.1% in FY19. In the 4th quarter of FY20, GDP growth slowed down to 3.1%, an 11-year low.

The Q4 GDP slide was partly on account of the Covid-19 pandemic, which entered India in a slow but steady way during the quarter. It disrupted business like nothing else has in a hundred years. As the Government worked to protect peoples' lives, it announced lockdowns by end-March. Public transport was shut down, factories were shut down, retail outlets were shut down and offices were shut down. But the impact on business was felt from January 2020 itself, as the pandemic spread in China and other countries.

Your Company's success is highly dependent on the success of its clients - the advertisers. When their business grows, they spend more on advertising. In high growth periods, advertisers launch new products and consumer promotion schemes, enter new geographies, and engage in brand building. In low growth periods, they do the reverse and cut costs. One of the easiest costs to cut is advertising. Advertising spends are usually large sums. They are easy to cut as in the short run, cutting ad spends does not affect business growth. If all advertisers in a category cut spends, it does not even affect share of voice and revenue market shares. It has been seen in every crisis that advertising spends are the first to be cut. Equally, when recovery happens, ad spends are the last to be reinstated, after all other cuts have been reversed. However, when ad spends restart, advertisers usually rush to spend in an effort to catch up and regain business momentum. In that sense, ad spends are stable in the long run, even if they are volatile in the short term. A slow growth period merely shifts the spending to a future date. Basis this, we expect ad spends to stage a smart recovery in FY22 and beyond, assuming that the pandemic runs its course by the end of FY21.

All radio broadcasters suffered revenue de-growth in FY20. As per estimates, the radio industry de-grew by 16% in FY20 over the previous year. ENIL's revenues fell slightly less, by 12.9%. Because we de-grew less, our revenue market share increased by 1% in FY20 over FY19.

Our core radio business de-grew by 13.4% and our solutions business de-grew by 11.9%. The de-growth of the solutions business however was because we discontinued one line of business in FY20 – concerts featuring international artists. In FY19, we had conducted two massive concerts featuring pop star Bryan Adams in one, and DJ Martin Garrix in the other. While a lot of revenues – approx. ₹ 29 crores – were made, we suffered huge losses – nearly ₹ 9.5 crores in organizing these concerts. We however learnt several valuable lessons. At the right time, we will look at re-entering this space, leveraging these learnings. However, in FY20, we stayed away, given the weak economic environment. Without these concerts, the revenue base in FY19 would be lower, and on that base, we recorded a 2.6% growth in solutions revenues in FY20. Though small, the positive growth in a very weak year, with the Covid-19 pandemic particularly hitting the on-ground IP component of the solutions business hard in the 4th quarter, actually is a sign of strength. Other radio broadcasters, who do not have a large solutions business fared worse. The 5 biggest broadcasters after Mirchi collectively de-grew around 17%.

Despite the poor results, there were several positives in the year's performance as well: i) As mentioned earlier, our revenue market share went up by 1% to nearly 27% in FY20.

Compared to FY18 shares, our share is now higher by 2%. In the 4th quarter – when other broadcasters who don't have much of a solutions business were hit more than we were- our market share climbed by 5% to reach 33%. When the pandemic ends, the gains in market share will stand us in good stead. ii) The margins in our solutions business have grown over the years. In FY20, we reported strong gross margins of 36.4%, better than 32.1% in FY19 (excluding concerts featuring international artists) and 28.6% in FY18. A number of initiatives taken– designing solutions better, using more inhouse digital products, starting the selling process much more in advance, setting up a commercial team to negotiate costs – have led to the margin increase. iii) We had a strong cash position of ₹ 228 crores as on March 31st, 2020. Given that the pandemic is expected to cause a disruption in business in FY21, this cash position will give us strength. As others wither, we will stand tall. iv) our listenership continued to remain strong, with more than 40 million listeners tuning in to us and our advertising sales partner's channel Ishq FM on a weekly basis. v) Our digital footprint has grown strongly in FY20. As on March 31st, 2020, we had 9.4 million YouTube subscribers, a growth of 52% in a year, nearly 19 million Facebook and Instagram followers across RJs and corporate handles, a growth of nearly 16%. Our digital assets are invaluable for our solutions business.

On account of a revenue de-growth in FY20, our EBITDA has de-grown by 12% to ₹ 136.3 crores, after taking into account the impact of IndAS 116. Our PAT has de-grown by nearly 73% to ₹ 14.6 crores.

2) **Digital**

Mirchi has been able to exploit many of the opportunities which have opened up in the digital ecosystem and will continue to focus on scaling them up in the years ahead.

Mirchi is participating in the growth of the online music story through its strategic partnership with Gaana. With 30% of the market share, Gaana is the biggest music streaming platform in India and Mirchi has been able to grow along with it and reach new consumers. In this year, Mirchi added another 14 new products to its portfolio on Gaana, taking the total stations being streamed on Gaana to 24. We also made some of our content available on Amazon Alexa, so we are very much part of the growth story of smart speakers and smart homes in India.

Mirchi has benefited from the growth of online consumption of videos, with its flagship YouTube channel *Filmy Mirchi* becoming the biggest independent Bollywood channel on the Internet, with 5 million subscribers and over 30 million monthly views. This has also allowed Mirchi to build a new revenue stream that leverages its digital reach and Bollywood relationships. It also grew the regional YouTube presence across eight regional languages, and already has two of these channels at close to a million subscribers each.

Mirchi has been able ride on the growth of video OTT platforms in India, by getting a share of their investment in content. Mirchi created and licensed multiple OTT series to *MX player*, which is the biggest video OTT platform in India. Mirchi's talent and capabilities in multiple Indian languages places us in a unique position to grow this opportunity. This will continue to be a major thrust area for Mirchi.

Mirchi has been able to tap into the influencer marketing budgets of brands, by using our RJs as social media influencers. With over 150 RJs, who are local celebrities, we have been able to upsell our solutions by adding them as influencers as part of the client campaigns. Collectively, Mirchi RJs and corporate handles on Facebook and Instagram have more than 19 million followers. These handles are extremely useful in the solutions that we create for clients.

3) **Mirchi's international presence**

USA: Mirchi launched its first station in the US on India's Republic Day, Jan 26, 2019, in the tri-state area of New York, New Jersey and Connecticut. By the end of May 2019, Mirchi had also expanded to Raleigh-Durham, Philadelphia, Baltimore, Cleveland, Columbus, Atlanta and St. Louis via a brand licensing arrangement with a local partner, using the HD radio technology.

The stations of US Mirchi are also available on www.radiomirchiusa.com, Amazon Alexa and on a newly created Radio Mirchi app (Available for download on both the Apple and Android store).

The positioning for the brand across the US is "South Asia's No. 1 Radio Station, Now in America".

Targeted at the South Asian diaspora, which forms a significant portion of the South Asian population in these cities, the content on air is a winning combination of the best in Bollywood music, infotainment and comedy that Mirchi is known for. Some shows on the network are hosted by popular radio presenters from "back home", like Mirchi Sayema, Mirchi Rochie and Mirchi Shruti, to give the audience a "slice of their country". People can also tune in to sample the extremely popular Mirchi Murgas by RJ Naved and dance mixes on Club Mirchi on these stations.

However, our brand licensing agreement covering HD radio stations across several cities in the US under-performed as HD technology was unable to attract advertisers. We have decided to call off this arrangement. As of March 2020, we now have stations only in the Tri State area of New Jersey, New York and Connecticut. However, we still have plans to expand to San Francisco, Dallas and other cities in the US, as well as in Canada, that have a considerable population of South Asians, through Brand Licensing and Partnerships– the opportunity is still huge and relatively untapped.

UAE: We launched Radio Mirchi in the UAE with a brand licensing agreement with our partners Abu Dhabi Media Corporation (ADMC) in Jan 2012. Since then, we have been voted UAE's most loved Hindi Station thrice as per Masala Awards, which is a testimony to our exceptional programming and marketing efforts.

In listenership, we continue to be the No.1 brand across the UAE, across languages – Arabic, Hindi, English, Malayalam and others. Incidentally the top 3 stations nationwide in UAE are all Hindi stations

Radio Mirchi : 2.36 million

Radio4FM : 1.33 million

City FM : 1.08 million

Not only is our reach the highest, our time-spent-listening (TSL) is also the highest amongst all Hindi station at 4 hours 2 minutes per week.

In the UAE, our original brand licensing and content agreements with Abu Dhabi Media Company ('ADMC') had ended in April 2019 with efflux of time. We allowed them to continue using our brand even as we tried to hammer out a new agreement. However, during FY20, we could not realise any revenues from the arrangement beyond April 2019.

Bahrain: Our partner, Adline Media Network, with whom we had entered into a Brand Licensing agreement with, surrendered its license to the Government. The Government has since called for fresh tenders for 2 FM frequencies – Mirchi submitted its bid through its lawyers in Bahrain in November 2019.

We are waiting for the Government to announce the results of the bidding, which has been delayed because of the Covid-19 related lockdown. With a weightage of 20% on Technical and Quality evaluation (Company Size, Previous work and Financial Status), Mirchi has a strong chance to win the bid.

Qatar: A shareholder agreement has been signed between ENIL, Global Entertainment Network Limited (GENL), Marhaba FM and Mr. Salem Fahad S E Al-Naemi to operate a radio station in Doha, Qatar.

Marhaba FM holds a commercial radio broadcasting station license in respect of the FM frequency 89.6 in the state of Qatar and it is currently operating under the brand name "One FM".

GENL is the wholly owned subsidiary of Marhaba FM. ENIL shall make an equity investment in the share capital of GENL. GENL shall conduct the Business in Qatar in accordance with the terms and conditions set out in the Agreement. As part of the business, GENL shall provide services to Marhaba FM in connection with operating the Station under the brand name "MirchiOne" as per the terms

(Source: Nielsen, Q2, 2019)

and conditions agreed between GENL and Marhaba FM.

Due to some legal challenges that our partner is facing, we haven't yet been able to kickstart operations. Once these are sorted out, we should be able to launch.

4) **Awards & Recognition**

Won by ENIL

- **New York Festivals Radio Awards 2020**
  - » Bronze for "The DevDutt Pattanaik Show" under the award-category "Best Mini Series".
- **Media Brand Awards 2019 by AFAQS**
  - » Gold for "Kick the Plastic" under the award-category "Best Integrated Campaign".
  - » Gold for "Main Bhi Naved" under the award-category "Best Trade Media Campaign".
  - » Silver for "Kick the Plastic" under the award-category "Best Social Media Campaign".
  - » Silver for "The Naved Khan show" under the award-category "Best Online Campaign".
  - » Silver for "Phatto Returns" under the award-category "Best IPR Event".
  - » Bronze for "Zero Day On Mirchi" under the award-category "Best Online Campaign".
  - » Bronze for "Lift Wala Murga" under the award-category "Best IPR Event".
- **SEAC 2019 Customer Engagement Awards, Singapore**
  - » Gold for "Radio Rangeela for Asian Paints" under the award category "Excellence in Brand Strategy"
  - » Gold for "Jasoos Arjun for GSK's Horlicks" under the award category "Most Effective Campaign"
  - » Silver for "Britannia Campus Radio" under the award category "Excellence in Innovation"
- **ACEF Asian Leadership Awards 2019**
  - » Gold for "Jasoos Arjun for GSK Horlicks" under the award category "Best Use of Mobile Marketing"
  - » Silver for "Jasoos Arjun for GSK Horlicks" under the award category "Best Rural Activation for Brand Awareness"
- **MOBBY's Awards 2019**
  - » Radio Mirchi was recognized by "Best Digital Marketing Campaign" award for "Britannia Campus Radio"
  - » Radio Mirchi was recognized by "Best Use of Mobile Marketing" for "Jasoos Arjun for GSK Horlicks"
- **Indian Content Leadership Awards 2019**
  - » Radio Mirchi was recognized by "Best Content in a Mobile Marketing Campaign (Overall)" for "Jasoos Arjun for GSK Horlicks"

Won by our Advertising Sales Partner – ISHQ FM

- **Global Customer Engagement Award (Asia Customer Engagement Forum-2019)**
  - » Gold for "What Women Want with Kareena Kapoor Khan" under the award category "Online Media" and sub-category "Effectiveness
  - » Gold for "Kareena Kapoor Khan" under the award category "Individual Award" and sub-category "Most Entertaining Radio Jockey of the Year"
  - » Gold for "Karan Johar" under the award category "Individual Award" and sub-category "Path Breaking Radio Jockey of the Year"
  - » Gold for "Excellence in Branding & Marketing" under the award category "Most Admired Brand of the year"
  - » Gold for "What Women Want with Kareena Kapoor Khan" under the award category "Most Admired Branded Content of the year"
  - » Silver for "Calling Karan with Karan Johar" under the award category "BTL Marketing" and sub-category "Innovation"
  - » Bronze for "Calling Karan with Karan

Johar" under the award category "PR" and sub-category "Effectiveness

- » Silver for "What Women Want with Kareena Kapoor Khan" under the award category "Excellence in Digital Transformation"
- » Bronze for "Shades of Love" under the award category "Online Media" and sub-category "Innovation"
- » Bronze for "Calling Karan with Karan Johar" under the award category "Most Admired Activation of the year"
- » Bronze for "What Women Want with Kareena Kapoor Khan" under the award category "Marketing Performance Measurement"
- » Bronze for "What Women Want with Kareena Kapoor Khan" under the award category "Most Effective Sponsorship & Event Marketing"

- **DIGIES Digital Awards 2019**
  - » 'Best Brand Integration' for Calling Karan with Karan Johar
  - » 'Best Brand Integration' for What Women Want with Kareena Kapoor Khan
  - » 'Best Short Form Teaser Video' for What Women Want with Kareena Kapoor Khan
  - » 'Best Use of Real-Time Video' for Calling Karan Press Launch
  - » 'Best Use of Viral Marketing' for What Women Want Slam Poetry
  - » 'Brand of the Year"
- **ERA Awards 2019 (Excellence in Radio) by India Radio Forum**
  - » Gold for "What Women Want with Kareena Kapoor Khan" under the award category "Excellence in New Media Initiative"
  - » Gold for "What Women Want with Kareena Kapoor Khan" under the award category "Best Marketing Campaign"
  - » Silver for "Kareena Kapoor Khan" under the award category "RJ of the Year (English)"

5) CSR Initiatives

Audiobooks: Mirchi Cares, the CSR initiative of Radio Mirchi recorded over 35 audiobooks for the visually impaired friends. These were shared with Saugamya Pustakalaya and Pratham Books. The books were recorded as part of the 'One Day One Story' project of Pratham Books. The first Braille magazine called 'White Print' was also given audio by us.

Mirchi Kolkata recorded a book for the Indian Government called the "Directions by the Speaker", 8th Edition. This audiobook was sanctioned to Saksham, our knowledge partner and we gave the audio to it.

Audio-Descriptive Films: Mirchi Cares converted the Hindi film Andhadhun into an audio descriptive format. We were the outreach partners of Saksham in screening Dangal in blind schools across cities for Children's Day.

6) HR Initiatives

At the beginning of the year, there was optimism that the economy would perform better in FY20 than it did in FY19. Keeping this in mind, we added about 100 people in H1 of FY20. However, by the middle of the year, it was becoming clear that the economy would remain sluggish. Consequently, we reversed the head count increase and went back to the year-beginning number. As on March end, 2020, we had 1124 people on our rolls.

However, we added people to support our digital and solutions strategy. We increased head count in these two teams by 12% during the year, growing from 182 people to 203. We see this trend continuing into the future.

Our focus on training continued. Training mandays in FY20 were 2784, an increase of 77%. These numbers are only for classroom training using internal and external faculty members. In addition, there were about 300 employees per month who used our online training modules through an app that we call Mirchi Classroom app. Training material available online increased from 7 hours at the end of FY19 to 17 hours at the end of FY20. Our focus on training will continue in the future as well, to support our strategy of rapidly growing our solutions and digital businesses.

Along with an emphasis on training, we also strengthened our performance management system by introducing KPIs for senior team members. KPIs were focused on outcomes, rather than KRAs which tend to typically be focused on the quality of work put in by team members. In order to support our strategy of solutions and digital, we introduced a lot of digital outcomes into the KPIs. For the first time, our senior Radio Jockeys also took on steep digital targets.

We continued to embrace technology wherever possible. During the year, we introduced an automated system for employees to log in when they started work during the day. The system allowed for remote log-in thus freeing up salespeople from cumbersome paperwork. We also introduced an Artificial Intelligence based chatbot, called Amber, who would interact with team members to get organizational and people-related insights.

Towards the end of the year, your Company was amongst the first in the country to announce a compulsory Work from Home policy. We did this beginning March 16th, 2020. For a few people who came to office, even if infrequently, we ensured that offices were sanitized regularly, and all protective care was taken.

D. Risks, Concerns and Challenges Facing the Company

1) Macroeconomic risk / Dependence on advertising spends:

The radio industry, like all other media industries, depends largely on advertising spends of clients. Unlike newspapers and TV channels, radio companies do not have any circulation or distribution revenues. This makes us even more vulnerable to economic slowdowns. Core radio in particular is highly sensitive to economic slowdowns. Our solutions business is better able to handle downturns. In fact, during downturns, there is more demand for solutions from clients trying to fight the slowdown.

2) Dependence on Government revenues:

In general, the advertiser base of radio is very diversified with dependence on any one client limited to under 5% of total company revenues. However, over the years, the industry's dependence on Central and State governments has gone up significantly. In FY19, total government contribution to ENIL's radio revenues was about 15%. In FY20, Central Govt drastically cut its ad spends and government contribution came down to about 10.5%. This caused a huge revenue loss to us. We are watchful of not letting any single client or category of clients become too big because that increases our vulnerability. Sometimes, it becomes difficult to bypass this risk.

3) Changing business environment:

In the past, the rapid growth of the digital business, supported by increase in smartphone numbers and easy availability of high speed data, has posed a degree of risk to all traditional media companies. The Covid-19 pandemic is also boosting the digital media while putting pressure on traditional media. Your Company is aware of this changing media environment, and has taken steps to boost its own play in digital media. However, if we are not able to grow our digital products quickly, there is risk of losing out on the opportunity.

4) Operational and Financial Risks:

The Risk Management Framework of the Company is regularly reviewed by the Board. Risks are reviewed and new risks are added to the framework as required.

5) High operating leverage is a risk during slowdowns:

The radio industry is characterized by high operating leverage. In good times, this is a big advantage as incremental revenues go through in a big way to the bottom line. However, during period of economic slowdown, and advertising slump, the reverse happens. Decreased revenues hurt bottom lines in a very big way. Since Demonetization, the economy has been on a slowdown and our bottom line has come under pressure as a result of this.

E. Segment- Wise Financial Performance

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

1) ENIL – Radio Mirchi:

ENIL's revenue from operations de-grew by 12.9% to ₹ 540.6 crores and EBITDA de-grew by 12% to ₹ 136.3 crores during the year. PAT was down by 73% to ₹ 14.6 crores. EBITDA numbers were boosted by the temporary impact of IndAS 116.

2) Subsidiary Companies:

- Alternate Brand Solutions (India) Limited (ABSL) is the Company's wholly owned subsidiary. ABSL recorded a total income of ₹ 60.07 lakhs during the financial year 2019-20. Profit after Tax stood at ₹ 35.41 lakhs for the financial year under review.
- During the financial year 2018-19, the Company set up, in the United States of America (US), a wholly owned subsidiary, Entertainment Network, INC and its step-down entity, Entertainment Network, LLC to commence radio broadcasting related businesses targeting the South Asian community markets. Entertainment Network, INC recorded a total consolidated income of ₹ 790.09 lakhs during the financial year 2019-20. Consolidated loss after Tax stood at ₹ (419.96) lakhs for the financial year under review.

GENERAL

Internal Control Systems and their Adequacy:

The Company has a system of internal controls to ensure that all its assets are properly safeguarded and not exposed to risks arising out of unauthorized use or disposal. The Internal Control system is supplemented by programs of internal audit to ensure that the assets are properly accounted for and the business operations are conducted in adherence to laid down policies and procedures. The internal control system also focuses on processes to ensure integrity of the Company's financial accounting and reporting processes and compliance with the Company's legal obligations. The Company has a well-defined risk management programme for identifying and mitigating risks across all the functions which is reviewed by the Risk Management Committee, Audit Committee and Board of Directors of the Company periodically.

The Company has an Audit Committee of the Board of Directors which meets regularly to review *inter alia* risk management policies, adequacies of internal controls, the audit findings on the various segments of the business, the financial information and other issues related to the Company's operations.

The Company has adopted Integrated Reporting. The information related to the Integrated Reporting forms part of the Management Discussion & Analysis.

Material Developments in Human Resources/ Industrial Relations front, including Number of People Employed:

Specific need based training and development programs for employees at all levels were imparted in order to optimize the contribution of the employees to the Company's business and operations. Occupational health safety and environmental management are given utmost importance. As on March 31, 2020, the employee strength (on permanent roll) of the Company was 1124.

Details of significant changes in key financial ratios:

	FY 2019-20	FY 2018-19
i. Debtors Turnover	3.65	4.09
ii. Inventory Turnover	N.A.	N.A.
iii. Interest Coverage Ratio	N.A.	41.84
iv. Current Ratio	2.57	2.32
v. Debt Equity Ratio	Nil	Nil
vi. Operating Profit Margin (%)	22.85%	22.53%
vii. Net Profit Margin (%)	2.63%	8.49%
viii. Return on Net worth (%)	1.57%	5.91%

Debtors Turnover ratio: In the current year, the ratio has declined due to slower collections in respect of receivables from Government.

Inventory Turnover ratio: Not Applicable to the Company.

Interest Coverage Ratio: In FY20, Interest cost represents interest on lease liabilities as per Ind AS 116. This has not been considered for computing the Interest Coverage Ratio.

Current Ratio: Cash generated from operations improved during the current financial year. This has led to an improvement in the Current Ratio.

Debt Equity Ratio: The Company had no debt during the Financial Year 2019-20.

Operating Profit Margin: The change in the Operating Profit Margin is on account of the accounting impact of IND AS 116.

Net profit Margin: Net Profit Margin declined due to lower revenue on account of weak Advertisement markets, impact of Covid-19 pandemic, and adverse impact of Ind AS 116 accounting.

Return on Net Worth (RONW): The Company has invested more than ₹ 900 crores for migrating 35 stations and acquiring stations in Batch 1 and Batch 2. Batch 2 stations had a positive EBITDA in the current financial year. We expect this ratio to improve in the ensuing years when the advertisement markets recover, new stations stabilize, and our Solutions business scales up profitably.

For and on behalf of the Board of Directors

sd/-

Vineet Jain
Chairman
[DIN: 00003962]

Mumbai, June 19, 2020

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

www.enil.co.in

Management Discussion & Analysis

Integrated reporting:

Integrated reporting refers to representation of the financial and non-financial performance of a company in a single report. This helps in providing a greater context to the non-financial data such as how the company performs on environmental, social and governance (ESG) parameters, how sustainability is embedded in the core business strategy etc.

Integrated Report of the Company is for the financial year ended March 31, 2020 and forms part of the Management Discussion & Analysis report. This report is based on the Integrated Reporting (IR) framework prescribed by the International Integrated Reporting Council (IIRC) and the Company has followed the applicable guiding principles as prescribed by IIRC, while presenting this integrated report. This report primarily captures the business model of the Company and how does the Company create, sustain and enhance the value.

About the purpose of the business and business model:

1. **Purpose of the business:**

   Entertainment Network (India) Limited ['the Company'/ 'ENIL'/ 'Radio Mirchi'] is, as the name suggests, in the business of ***Entertainment*** primarily but not exclusively, on FM radio through its brands Radio Mirchi, Mirchi Love, Mirchi 95 and Kool FM. After the hygiene needs of food, shelter and clothing, human beings from historical times have always felt the need to be entertained. For millenia, music, drama or theatre, and in the last hundred or so years movies have all met this need. While music, primarily film music, is Radio Mirchi's core offering, it is embellished by talk, humour through characters like Mirchi Murga, and utilities like traffic updates, weather, sensex, information about local happenings in the city etc. There is also a powerful online presence on social media like Facebook, Instagram, YouTube etc.

2. **Business model:**

   The core of our business model involves monetizing our listenership base by providing a connect with advertisers. Radio Mirchi is the No. 1 private FM radio network in India in terms of listeners as reported by the IRS in 2019. Monetization happens not just on the back of our listenership, but also on the back of the ability to provide solutions to the advertisers using the assets we have created beyond radio– the aforementioned social media assets as well as properties like Mirchi Music Awards, various On-ground activations, concerts etc. The business model also involves a delicate balance between entertaining listeners and monetizing the same i.e. there has to be a balance between the number of minutes of advertising per hour and the need of listeners for more content. Too much advertising will drive away listeners, while too little advertising (which meets the entertainment needs of the listeners), will not help in meeting the financial goals of the business.

3. **Resources needed to carry out the business:**

   The single most important resource in our business is the creative talent i.e. the Human Capital. The model is thus "physical" asset-light but intellectual capital-heavy. It is the managerial ability to create, monitor and manage the intangible process of creating and delivering entertainment every minute that is the key to carrying out the business. This has to be further coupled with the ability to monetize the listenership that accrues that will ultimately result in value to the stakeholders.

4. **Along the way – in doing business how does it impact the 6 capitals:**

   The most important capital as mentioned earlier is human capital. ENIL has approximately 300 creative people working in the creative field. Human capital goes beyond creative and covers the revenue generating teams as well. We have more than 500 people responsible for revenue generation, and each one of them has the creative capability to design solutions for clients and thus raise revenues for the Company. In addition to human capital, there is intellectual capital that is an important asset of the Company. The Company's brand name– Mirchi – is of tremendous brand value, as reflected in the market capitalization, the P/E ratio, and the sustained interest of shareholders and investors in our stock. In addition to the brand name itself, there are several IPs the Company has created in the form of Mirchi Music Awards, Mirchi Top 20, Mirchi Neon Run, Mirchi Rock & Dhol and many more. The third capital that is vital for the Company is financial capital. Our ability to take risks has helped us to expand our business beyond core FM radio and into new exciting products like activations, concerts, TV properties, digital streaming, etc. It is because of the strength of our brand, and our ability to invest financial resources, that we have been able to set up the largest and most profitable network in the country. As on date, the ENIL network has 73 stations spread across 63 cities. We have also been able to roll out the brand to countries like the USA, UAE and there are plans to roll out to other countries as well. All this is thanks to the financial capital at the Company's disposal.

5. **Inputs: most material for the organization:**

   As covered above, human capital, intellectual capital and financial capital are the most important "materials" for the organization.

Kind of capital we depend upon and how we delivered value:

1. **Financial capital and Manufactured capital:**

   Financial capital refers to the pool of funds available to an organization for use in the production of goods or provision of services, which is obtained through financing, such as equity, debt or generated through operations or investments. Manufactured capital refers to the manufactured physical objects that are available to an organization for use in the production of goods or the provision of services, including building, equipment, infrastructure, etc. Kindly refer to the Board of Directors' Report (Para 1: Financial Highlights, Para 2: Financial Performance, Operations and State of the Company's affairs), Financial Statements; read with the Management Discussion & Analysis report (Para C: Operating Performance).

2. **Intellectual capital:**

   Intellectual capital refers to the knowledge based intangibles, including intellectual properties, copyrights, patents, rights, licenses, etc. ('IP'). The Company owns various IP properties. Radio Mirchi made a focused effort in Video content development and original IP creation and built on the work done last year. It created news shows, in Gujarati, Marathi and Tamil and licensed the same to a leading OTT player, while retaining all rights in the shows. The business is now all set to be quickly scaled to newer heights, for which a concrete plan has been put together and is being implemented. Kindly refer to the Management Discussion & Analysis report (Para C: Operating Performance - Digital).

3. **Human Capital:**

   As on March 31, 2020, the employee strength (on permanent roll) of the Company was 1124. Specific need-based training and development programs for all levels of employees were imparted in order to optimize the contribution of the employees to the Company's business and operations. The Company constantly focuses on various measures in providing training & development, employees empowerment, constructive evaluation and employees engagement. Kindly refer to the Management Discussion & Analysis report (Para C: Operating Performance - HR Initiatives).

4. **Social and Relationship Capital:**

   This relates to the relationships within and between communities, group of stakeholders and other networks, and ability to share information to enhance individual and collective well-being. Kindly refer to the Management Discussion & Analysis report (Para C: Operating Performance).

5. **Natural Capital:**

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

How we create value:

1. ENIL is a non-hierarchy driven organization. Reasonable level of independence is given to the functional heads for taking day to day business decisions in alignment with the Company's core values and vision.
2. Business model of ENIL has been outlined hereof.
3. CSR initiatives: Relevant details regarding CSR Policy development and implementation has been stated in the Directors' Report at para 12 (CSR Committee) read with the as *Annexure B* to the Board of Directors' Report.
4. Awards received by the Company: Kindly refer to the Management Discussion & Analysis report (Para C:

Operating Performance - Awards & Recognition).

How we sustain and enhance the value:

1. **Application of good corporate governance practices:** The Company is adhering to good corporate governance practices in every sphere of its operations. The Company has taken adequate steps to comply with the applicable provisions of Corporate Governance as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations']. Kindly refer to the separate *report on Corporate Governance,* enclosed as a part of the Board of Directors' Report.

2. **Set of various Policies and Code of Conducts:**

   In compliance with the regulatory requirements and effective implementation of Corporate Governance practices, the Company has adopted various policies and codes in accordance with the applicable provisions of the Companies Act, 2013 and Listing Regulations. Kindly refer to the separate *report on Corporate Governance*, enclosed as a part of the Board of Directors' Report.

3. **Risk Management:** Kindly refer to the Board of Directors' Report (para 31 – Risk Management).

For and on behalf of the Board of Directors

sd/-

Vineet Jain
Chairman
[DIN: 00003962]

Mumbai, June 19, 2020

Independent Auditor's Report

To the Members of Entertainment Network (India) Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of Entertainment Network (India) Limited ("the Company"), which comprise the Balance sheet as at March 31 2020, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Emphasis of Matter

We draw attention to Note 48 of the accompanying standalone financial statements which, describes the uncertainties and impact of Covid-I9 pandemic on the carrying value of its receivables and investments in subsidiary companies as at March 31, 2020 and the operations of the Company. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Provision for allowance for bad and doubtful debts *(as described in Note 13 of the standalone financial statements)*	
The Company assesses impairment provision for doubtful receivables, based on Expected Credit Loss (ECL) model, as per Ind AS 109, Financial Instruments to state the entity's trade receivables to their carrying amount, which approximates their fair value. Management evaluates and calculates the expected credit losses using a provision matrix based on historical credit loss experience, specific reviews of customer accounts as well as experience with such customers, current economic and business conditions. In calculating expected credit loss, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to Covid -19. The Company has trade receivables of ₹ 18,880.68 lakhs and provision of ₹ 3,015.10 lakhs as on balance sheet date. The appropriateness of the provision for expected credit loss is subjective due to the high degree of judgment applied by management in determining the provision matrix. Due to the significance of trade receivables and the related estimation uncertainty this is considered a key audit matter.	Our audit approach included the following procedures: ▪ We understood the design and tested the operating effectiveness of key controls over the identification and calculation of the provision matrix and the management's process of identification of impairment provision indicators. ▪ We evaluated management's continuous assessment of the assumptions used in the impairment provision matrix. These considerations include whether there are regular receipts from the customers, Company's past collection history as well as an assessment of the customers' credit ability to make payments. ▪ We obtained the aging analysis of trade receivables. Tested on a sample basis, the aging of trade receivables at year end and discussed with management the reasons of any long outstanding amounts. We also evaluated management's assumptions used in determining the impairment provision matrix, through detailed analyses of ageing of receivables, assessment of material overdue individual trade receivables and past trends of bad debts charged to the statement of profit and loss. ▪ We enquired and assessed the management's procedures to ascertain recoverability from the customers/sectors which have been impacted significantly due to Covid-19. We determined our estimate of the provision and compared the same with the provision recorded by the Company the ensure appropriateness. ▪ We have assessed the disclosure made by the Company in the financial statements.
Adoption of Ind AS 116 *(as described in Note 35 of the standalone Ind AS financial statements)*	
Ind AS 116 on Leases is effective for annual reporting periods beginning from April 1, 2019. Ind AS 116 has replaced existing Ind AS 17, which specifies how an entity will recognize, measure, present and disclose its leases arrangements. The Group has assessed that lease contracts with respect to offices and transmission towers get covered under the purview of this standard and has adopted the modified retrospective approach for the transition accounting of the same.	In the view of the significance of matter we have applied the following audit procedures: ▪ We obtained an understanding and evaluated the Company's implementation process, including review and assessment of contractual agreements to identify those which fall under the purview of this standard, review of the updated accounting policy and policy elections in accordance with Ind AS 116.

Key audit matters	How our audit addressed the key audit matter
The application of new standard gives rise to Right-to-use asset of ₹ 20,233.02 lakhs, lease liabilities of ₹ 22,767.59 lakhs and decrease in opening retained earnings of ₹ 2273.64 lakhs as on April 1, 2019. The assessment impact of the new standard is significant to our audit, as the balances recorded are material, the update of the accounting policy requires policy elections and the implementation process to identify and process all relevant data associated with the leases is complex. The measurement of the right-to-use asset and lease liability is based on assumptions such as discounting rates and lease term, including termination and renewal options. Hence, this is considered as a key audit matter. Refer Note 2(xi) of significant accounting policies and Note 35 to the financial statements.	▪ We evaluated the design and implementation of controls over lease computation and accounting and tested the operating effectiveness of these controls by verifying the accuracy of the underlying data input into the lease tool for the said computation on a sample basis. ▪ We have performed testing of IT general controls and application controls for the licensed lease tool implemented by the Company for determination of lease liability and right-to-use asset. ▪ We have assessed the management assumptions, including the assumptions used to determine the discount rates, the application of a single discount rate for a portfolio of leases and the assessment of renewal options.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

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

   (e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

   (g) In our opinion, the managerial remuneration for the year ended March 31, 2020 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

   (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 44 to the standalone Ind AS financial statements;

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Govind Ahuja
Partner
Membership Number: 48966
UDIN: 20048966AAAAAZ4511

Place of Signature: Mumbai
Date: June 19, 2020

Annexure to the Independent Auditor's Report

Annexure 1 to the Independent Auditor's Report of even date on the Standalone Financial Statements of Entertainment Network (India) Limited

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

Referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date.

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

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

(c) According to information and explanations given by the management, there are no immovable properties included in Property, Plant and Equipment of the Company and accordingly, the requirements under paragraph 3(i) (c) of the Order are not applicable to the Company.

(ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, provisions of section 186 of the Act, in respect of investment made in subsidiaries have been complied with, by the Company. There are no other loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Act are applicable and hence not commented upon.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act, related to the radio broadcasting services, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, duty of custom, cess and other statutory dues applicable to it. The provisions relating to duty of excise are not applicable to the Company.

(b) According to the information and explanations given to us, there are no undisputed dues in respect of provident fund, employees' state insurance, income-tax, goods and service tax, duty of custom, cess and other statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable. The provisions relating to duty of excise are not applicable to the Company.

(c) According to the records of the Company, there are no dues of sales-tax, service tax, duty of custom, value added tax and cess on account of any dispute. According to the records of the Company, details of income-tax which has not been deposited on account of dispute are as follows:

Name of the statute	Nature of dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	248,038,401	Assessment Year 2013-14	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	14,374,870	Assessment Year 2017-18	Commissioner of Income Tax (Appeals)

(viii) The Company did not have any outstanding loans or borrowing dues in respect of a financial institution or bank or to government or dues to debenture holders during the year.

(ix) According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer or further public offer or debt instruments and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud on or by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.

(xvi) According to the information and explanations given to us, to provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Govind Ahuja
Partner
Membership Number: 48966
UDIN: 20048966AAAAAZ4511

Place of Signature: Mumbai
Date: June 19, 2020

Annexure to the Independent Auditor's Report

Annexure 2 to the independent auditor's report of even date on the Standalone Financial Statements of Entertainment Network (India) Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Entertainment Network (India) Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these financial statements.

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

A company's internal financial control over financial reporting with reference to these financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Govind Ahuja
Partner
Membership Number: 48966
UDIN: 20048966AAAAAZ4511

Place of Signature: Mumbai
Date: June 19, 2020

Balance Sheet

As at March 31, 2020

(₹ in lakhs)

	Notes	March 31, 2020	March 31, 2019
ASSETS			
Non-current assets			
Property, plant and equipment	3	8,068.52	8,063.67
Right of Use assets	4	17,905.26	–
Capital work-in-progress	5	84.58	2,195.22
Investment properties	6	230.96	208.24
Goodwill	7	–	46.49
Other intangible assets	8	57,297.47	60,959.75
Financial assets			
Investments	9	1,416.75	1,058.50
Others	10	2,352.97	2,307.06
Other non-current assets	11	1,925.35	977.36
Total non current assets		**89,281.86**	**75,816.29**
Current assets			
Financial assets			
Investments	12	22,556.74	13,518.76
Trade receivables	13	15,865.58	18,364.05
Cash and cash equivalents	14	200.48	2,141.39
Other bank balances	15	1.40	1.18
Others	16	359.43	301.55
Other current assets	17	2,521.12	4,089.13
Total current assets		**41,504.75**	**38,416.06**
TOTAL ASSETS		**1,30,786.61**	**1,14,232.35**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	18	4,767.04	4,767.04
Other equity	19	87,056.90	88,456.18
Total Equity		**91,823.94**	**93,223.22**
Liabilities			
Non-current liabilities			
Employee benefit obligations	20	1,004.41	1,011.14
Deferred tax liabilities (net)	21	2,195.55	3,460.85
Financial liabilities			
Lease Liability	22	19,592.52	–
Total non current liabilities		**22,792.48**	**4,471.99**
Current liabilities			
Financial liabilities			
Trade payables	23		
(A) total outstanding of micro enterprises and small enterprises		16.39	12.94
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		11,504.96	12,259.32
Others	24	1,966.55	384.17
Other current liabilities	25	2,498.43	3,695.81
Employee benefit obligations	26	183.86	184.90
Total current liabilities		**16,170.19**	**16,537.14**
TOTAL EQUITY AND LIABILITIES		**1,30,786.61**	**1,14,232.35**
NOTES FORMING PART OF THE FINANCIAL STATEMENTS	1-49		
The above balance sheet should be read with the accompanying notes.			

As per our report of even date.

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

Govind Ahuja
Partner
Membership No. 48966
Place : Mumbai
Dated : June 19, 2020

For and on behalf of the Board of Directors

Vineet Jain
Chairman
[DIN: 00003962]

Ravindra Kulkarni
Director
[DIN: 00059367]

Prashant Panday
Managing Director & CEO
[DIN: 02747925]

N. Subramanian
Executive Director and Group CFO
[DIN: 03083775]

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

Statement of Profit & Loss

For the year ended March 31, 2020

(₹ in lakhs)

	Notes	For the year ended March 31	
		2020	**2019**
Revenue from Contract with customers	**27**	53,059.61	61,344.58
Other operating income	**27**	999.67	703.89
Other income	**28**	1,276.18	1,492.95
Total Income		**55,335.46**	**63,541.42**
Expenses:			
Employee benefits expense	**29**	13,483.01	12,618.04
Finance cost	**30**	1,839.44	397.43
Depreciation Amortisation, and Impairment expenses	**31**	9,906.73	6,710.74
Operating and other expenses	**32**	28,225.48	35,449.06
Total Expenses		**53,454.66**	**55,175.27**
Profit before exceptional items and tax		**1,880.80**	**8,366.15**
Profit before tax		**1,880.80**	**8,366.15**
Tax expense:	**33**		
Current tax		466.64	1,957.58
Deferred tax		35.29	1,016.72
Deferred tax of earlier years		(76.89)	–
Total tax expenses		**425.04**	**2,974.30**
Profit for the year		**1,455.76**	**5,391.85**
Other Comprehensive Income (OCI)			
Items that will not be reclassified to profit or loss			
– Remeasurement of post employment benefit obligations		(9.15)	(30.97)
– Income tax relating to items that will not be reclassified to profit or loss		2.44	10.82
Other comprehensive income for the year, net of tax		**(6.71)**	**(20.15)**
Total comprehensive income for the year		**1,449.05**	**5,371.70**
Earnings per equity share [nominal value per share: ₹ 10 (2018-19: ₹ 10)]			
– Basic	**41**	3.05	11.31
– Diluted		3.05	11.31
NOTES FORMING PART OF THE FINANCIAL STATEMENTS	**1-49**		

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

As per our report of even date.

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

Govind Ahuja
Partner
Membership No. 48966
Place : Mumbai
Dated : June 19, 2020

For and on behalf of the Board of Directors

Vineet Jain
Chairman
[DIN: 00003962]

Ravindra Kulkarni
Director
[DIN: 00059367]

Prashant Panday
Managing Director & CEO
[DIN: 02747925]

N. Subramanian
Executive Director and Group CFO
[DIN: 03083775]

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

Statement of Changes in Equity

For the year ended March 31, 2020

(₹ in lakhs)

A. Equity Share capital	
Balance as at April 1, 2018	**4,767.04**
Changes in equity share capital during the year	–
Balance as at March 31, 2019	**4,767.04**
Changes in equity share capital during the year	–
Balance as at March 31, 2020	**4,767.04**

B. Other Equity

(₹ in lakhs)

	Reserves and Surplus		
	Securities premium	**Retained earnings**	**Total Other Equity**
Balance as at April 1, 2018	**18,852.16**	**64,807.01**	**83,659.17**
Profit for the year	–	5,391.85	5,391.85
Other comprehensive income	–	(20.15)	(20.15)
Dividends paid	–	(476.70)	(476.70)
Dividend distribution tax	–	(97.99)	(97.99)
Balance as at March 31, 2019	**18,852.16**	**69,604.02**	**88,456.18**
Profit for the year	–	1,455.76	1,455.76
Ind AS 116 impact	–	(2,273.64)	(2,273.64)
Other comprehensive income	–	(6.71)	(6.71)
Dividends paid	–	(476.70)	(476.70)
Dividend distribution tax	**–**	**(97.99)**	**(97.99)**
Balance as at March 31, 2020	**18,852.16**	**68,204.74**	**87,056.90**

Nature and purpose of reserves

a) Securities premium

Securities premium is used to record the premium on issue of shares. The reserve will be utilised in accordance with the provisions of section 52 of the Companies Act, 2013.

As per our report of even date.

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

Govind Ahuja
Partner
Membership No. 48966

Place : Mumbai
Dated : June 19, 2020

For and on behalf of the Board of Directors

Vineet Jain
Chairman
[DIN: 00003962]

Ravindra Kulkarni
Director
[DIN: 00059367]

Prashant Panday
Managing Director & CEO
[DIN: 02747925]

N. Subramanian
Executive Director and Group CFO
[DIN: 03083775]

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

MIRCHI UNLIMITED

Statement of Cash Flows

For the year ended March 31, 2020

(₹ in lakhs)

	For the year ended March 31	
	2020	**2019**
A) CASH FLOW FROM OPERATING ACTIVITIES :		
Profit before tax	**1,880.80**	**8,366.15**
Adjustments for :		
Depreciation, amortisation & impairment expenses	9,906.73	6,710.74
Interest income on investments	(25.63)	(58.40)
Finance cost	1,839.44	397.43
Provision no longer required written back	(864.03)	(537.52)
Unclaimed credit written back	(26.31)	(133.50)
Profit on fair value of investment	(686.63)	(470.14)
Profit on sale of current investments	(419.18)	(759.61)
Exchange (gain) / loss	1.62	(9.20)
(Profit) / Loss on sale of tangible assets	9.46	(8.89)
Tangible assets written off	3.87	17.81
Provision/(Reversal) of impairment recognised in earlier years	-	(3.42)
Provision for doubtful debts (net)	425.66	616.03
Bad debts written off	754.98	230.93
Operating profit before working capital changes	**12,800.78**	**14,358.41**
Adjustments for changes in working capital :		
(Increase) / Decrease in trade receivables	1,316.21	(3,833.46)
(Increase) / Decrease in other non current financial assets	(22.52)	(44.22)
(Increase) / Decrease in other bank balances	(0.22)	3.72
(Increase) / Decrease in other current financial assets	(57.88)	(66.59)
(Increase) / Decrease in other non current assets	–	14.87
(Increase) / Decrease in other current non financial assets	709.13	(330.75)
Increase / (Decrease) in other current financial liabilities	(171.85)	0.56
Increase / (Decrease) in trade payables	(5.44)	2,661.42
Increase / (Decrease) in other current liabilities	(1,171.07)	1,178.58
Increase / (Decrease) in provisions	(16.92)	83.69
Cash generated from operations	**13,380.22**	**14,026.23**
Taxes paid (net)	(1,610.59)	(1,985.97)
Net cash generated from Operating Activities (A)	**11,769.63**	**12,040.26**

MIRCHI UNLIMITED

Statement of Cash Flows

For the year ended March 31, 2020

(₹ in lakhs)

	For the year ended March 31	
	2020	**2019**
B) CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of tangible assets, including capital work in progress and capital advances	(1,345.21)	(2,927.26)
Investment in Equity Shares of Entertainment Network, INC	(358.25)	(356.00)
Proceeds from sale of tangible assets	30.44	29.15
Interest received	2.24	23.80
Purchase of investment property	(25.63)	(120.07)
Purchase of current investments	(61,018.00)	(57,646.00)
Proceeds from sale of current investments	53,085.83	60,885.97
Net cash from / (used in) Investing Activities (B)	**(9,628.58)**	**(110.41)**
C) CASH FLOW FROM FINANCING ACTIVITIES :		
Principal lease liability payment	(1,667.83)	–
Repayment of commercial papers	–	(11,000.00)
Dividend paid	(476.70)	(476.70)
Dividend distribution tax paid	(97.99)	(97.99)
Finance cost	(1,839.44)	(5.90)
Net cash (used in)/ from Financing Activities (C)	**(4,081.96)**	**(11,580.59)**
Net Increase/ (Decrease) in Cash and Cash Equivalents (A)+(B)+(C)	**(1,940.91)**	**349.26**
Cash and Cash Equivalents as at the beginning of the year	**2,141.39**	**1,792.13**
Cash and Cash Equivalents as at the end of the year	**200.48**	**2,141.39**
	(1,940.91)	**349.26**
NOTES ON CASH FLOW STATEMENT :		
1. Cash and cash equivalents at the end of the year as per Balance Sheet	200.48 **200.48**	2,141.39 **2,141.39**
2. Previous year's figures have been regrouped and rearranged wherever necessary.		
The above statement of cash flows should be read with the accompanying notes. **1-49**		

As per our report of even date.

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

Govind Ahuja
Partner
Membership No. 48966

Place : Mumbai
Dated : June 19, 2020

For and on behalf of the Board of Directors

Vineet Jain
Chairman
[DIN: 00003962]

Ravindra Kulkarni
Director
[DIN: 00059367]

Prashant Panday
Managing Director & CEO
[DIN: 02747925]

N. Subramanian
Executive Director and Group CFO
[DIN: 03083775]

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

1. Corporate Information

Entertainment Network (India) Limited (the 'Company') is a public limited company domiciled in India and is listed on the Bombay Stock Exchange ('BSE') and the National Stock Exchange ('NSE'). The Company was incorporated on June 24, 1999 and has its registered office at Mumbai, Maharashtra, India. The Company operates FM radio broadcasting stations in 63 Indian cities under the brand names 'Radio Mirchi', 'Mirchi Love', 'Mirchi 95' and 'Kool FM'.

The Company's principal revenue stream is advertising. Advertising revenues are generated through the sale of airtime in the Company's FM radio broadcasting stations, activations, concerts and monetization of Company's digital and other media properties.

These financial statements were approved for issue by the Company's Board of Directors on June 19, 2020.

2. Significant Accounting Policies

i. Basis of preparation

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

Current versus non-current classification

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

An asset is treated as current when it is:

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

b) Held primarily for the purpose of trading

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

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

All other assets are classified as non-current.

A liability is current when:

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

b) It is held primarily for the purpose of trading

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

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

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

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

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

ii. Revenue Recognition

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining recognition, measurement and disclosure of revenue.

The core principle of the standard is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

Revenue from contracts with customers is recognised when control of services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services. Revenue is measured at the fair value of the consideration received or receivable. The revenue recognised is net of discounts, volume rebate and any taxes or duties collected on behalf of the government which are levied on revenue such as Goods and Services tax (GST).

The Company provides radio advertising services and Media Solutions to clients. The Company classifies its Media Solutions as under:

i. **Branded Solutions:** The Company provides various branded services which include Concerts, Award Shows, On-Air properties, Brand Licensing, Multimedia and Digital services.

ii. **Managed Solutions:** The Company provides services to manage the intellectual properties, activities or events of Clients.

I) Revenue from Radio Broadcasting and other services

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

b. Revenue from solutions business is recognised, in the period in which the performance obligations are satisfied.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for services transferred to the customer. If the Company transfers services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenues (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due or payments are already due but yet to be realized).

Contract Liability

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company satisfies its performance obligation under the contract. Unearned and deferred revenue is recognised when there are billings in excess of revenues.

The Company disaggregates revenue from contracts with customers by the nature of services it provided to the customer.

The billing schedules agreed with customers include periodic performance based payments. Invoices are payable within contractually agreed credit period.

Use of significant judgements in revenue recognition

a. The Company's contracts with customers could include promises to transfer multiple services to a customer. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

b. Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume rebates and discount. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

c. The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative stand-alone selling price of each distinct service promised in the contract.

d. The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or existence of enforceable right to payment for performance to date and alternate use of such service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

II. Other Income

a. Dividends, if any are recognised in statement of Profit and Loss only when:

   i. the right to receive payment is established;

   ii. it is probable that the economic benefits associated with the dividend will flow to the Company; and

   iii. the amount of the dividend can be measured reliably.

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

iii. Business Combinations

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

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

iv. Property, Plant and Equipment

Property, Plant and Equipment are stated at acquisition cost less accumulated depreciation and impairment losses, if any. Cost of Property, Plant and Equipment comprises purchase price, duties, levies (excluding input tax credit), and any directly attributable cost of bringing the asset to its working condition and location for the intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. The present value of the expected cost for the decommissioning of an asset (after its use) is included in the cost of the respective asset if the recognition criteria for a provision are met.

Cost incurred on Property, Plant and Equipment not ready for their intended use is disclosed as Capital Work-in-Progress. Advances paid towards the acquisition of Property, Plant and Equipment outstanding at each balance sheet date are classified as capital advances under other non-current assets. Unpaid amounts towards acquisition of Property, Plant and Equipment outstanding at each balance sheet date are classified under other current financial liabilities if due within one year from the date of these financial statements and under other non-current financial liabilities if due after a year from the date of these financial statements.

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

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

Asset class	Depreciation Method	Useful lives estimated by the management (in years)
Building (Including compensation paid for use of land)	WDV	60
Plant and Machinery - Studio	WDV	15
Plant and Machinery -Transmission	WDV	13
Furniture and fixtures	WDV	10
Office equipment	WDV	5
Motor vehicles	WDV	8
Computers	WDV	3
Computers – Servers	WDV	6
Leasehold improvements	Straight Line	Lease period

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

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

v. Intangible assets

a. Frequency Module (FM) Radio Licenses

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

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

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

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

b. Goodwill

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

c. Software

a. Software acquired initially together with hardware is capitalised along with the cost of hardware and depreciated in the same manner as the hardware. All subsequent purchases of software licenses are treated as revenue expenditure and charged to the statement of profit and loss account in the year of purchase.

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

vi. Investment property

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

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

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes (Refer note 6). Fair values are determined based on an annual evaluation performed by an accredited external independent valuer. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical carrying value.

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

vii. Borrowing cost

Borrowing cost directly attributable to qualifying assets, which take substantial period to get ready for its intended use, are capitalized to the extent they relate to the period until such assets are ready to be put to use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

viii. Foreign currency transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transaction. Gains and losses arising out of subsequent fluctuations are accounted for on actual payment or realisation. Monetary items denominated in foreign currency as at the balance sheet date are converted at the exchange rates prevailing on that day. Exchange differences are recognised in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

ix. Financial instruments

a. Recognition and initial measurement

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

b. Classification and subsequent measurement

i. Financial assets

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

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

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

Investments that are intended to be held for not more than a year from the date of investment are classified as current investments. All other investments are termed as long term investments. The portion of long term investments which is expected to be realized within twelve months from the balance sheet date are classified as current investments.

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

ii. Financial liabilities

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

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

iii. Investment in subsidiary

Investment in subsidiaries are carried at cost.

c. Derecognition of financial instruments

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

d. Impairment of financial assets

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

For trade receivables, the Company applies the simplified approach permitted by Ind AS 109- 'Financial Instruments', which requires expected lifetime losses to be recognised from initial recognition of the receivables. Lifetime losses are the expected credit losses resulting from all possible default events over the expected life of a trade receivables.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. Every year, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

x. Employee benefits

a. Defined Contribution Plans:

The Company has defined contribution plans for post-employment benefits such as Provident Fund, National Pension Scheme, Employee's State Insurance and Employee's Pension Scheme, 1995. The Company contributes to a government administered Provident Fund, state plan namely Employee's Pension Scheme, 1995, Employee's State Insurance Scheme and National Pension Scheme on behalf of its employees and has no further obligation beyond making its contribution.

The Company's contributions to the above funds are recognised in the statement of Profit and Loss every year.

b. Defined Benefit Plans:

The Company has defined benefit plans namely gratuity for all its employees. Liability for defined benefit plans is provided based on valuations, as at the balance sheet date, carried out by an independent actuary. The actuarial valuation method used by the independent actuary for measuring the liability is the projected unit credit method.

Actuarial losses and gains are recognised in other comprehensive income and shall not be reclassified to the statement of profit and loss in a subsequent period.

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

c. Other Long term benefits

The Company has other long term benefits namely compensated absences for all its employees. The liabilities in respect of compensated absences which are expected to be encashed / utilised before twelve months from the balance sheet date are current. Other such liabilities are considered non-current.

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

xi. Ind AS 116 – Right of Use asset and Lease Liability

Effective April 1, 2019, the Company has applied Ind AS 116 which establishes a comprehensive framework for determining recognition, measurement and disclosure of leases and requires lessees to recognise eligible leases on the Balance Sheet.

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for a consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities in respect of future lease payments and Right of Use assets representing the right to use the underlying assets.

i) Right of Use assets

The Company recognises Right of Use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right of Use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of Right of Use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right of Use assets are depreciated on a straight-line basis over the lease term.

ii) Lease Liabilities

The Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification or a change in the lease term or a change in the lease payments.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its leases that have a lease term of 12 months or less and leases of low value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

xii. Cash and cash equivalents

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

xiii. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events (such as bonus shares), if any, other than the conversion of potential equity shares that have changed the number of equity shares outstanding without a corresponding change in resources. For calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

xiv. Taxes

Tax expense comprises current and deferred tax. Current income tax and deferred tax are measured based on the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

Current Tax

Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Minimum Alternate Tax (MAT)

MAT paid in accordance with tax laws which give rise to future economic benefits in the form of adjustment to future income tax liability is considered as an asset, if there is convincing evidence that the Company will pay normal tax in future. Accordingly, MAT is recognised as a deferred tax asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably. The Company reviews the 'Minimum Alternate Tax (MAT) Credit Entitlement' asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward.

Deferred tax assets and liabilities

Deferred tax assets and liabilities are recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates that have been enacted or substantively enacted by the balance sheet date.

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

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

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

GST paid on acquisition of assets or on incurring expenses

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

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

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

xv. Impairment of non-financial assets

The Company assesses at each balance sheet date whether there is any indication that a non-financial asset, other than goodwill, may be impaired. If any such indication exists, the Company estimates the recoverable amount of such asset. If recoverable amount of such asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical carrying value.

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

xvi. Provisions and contingent liabilities

The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Provisions are determined based on best estimates of the amount required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. If the effect of time value of money is material, provisions are discounted. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources embodying economic benefit. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

xvii. Dividends

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

xviii. License Fees

As per the applicable Frequency Module (FM) broadcasting policy, license fees is recognised in statement of profit and loss at the rate of 4% of gross revenue or minimum fixed fee for the concerned city, whichever is higher. Minimum fixed fee is 2.5% of the Non-Refundable One Time Entry Fee (NOTEF).

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

Gross Revenue for this purpose shall mean revenue on the basis of billing rates inclusive of any taxes. Barter advertising contracts are also included in the gross revenue on the basis of relevant billing rates. NOTEF means the successful bid amount arrived at through an ascending e-auction process for private FM Radio Phase-III Channels conducted by the Ministry of Information & Broadcasting ('MIB').

2A. Critical estimates and / or judgements

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

The areas involving critical estimates or judgements are:

a. Useful life of intangible asset- Refer Note 8

b. Impairment of trade receivables- Refer Note 13

c. Recognition and recoverability of deferred tax assets- Refer Note 21 and Note 33

d. Recognition of Revenue from contracts with customers – Refer Note 27 and Note 2(ii)

e. Current tax expense and payable- Refer Note 33 and Note 44 (b)

f. Measurement of lease liability and Right of use asset – Refer Note 35

g. Defined benefit obligation- Refer Note 38

h. Provisions and contingencies, including Royalty – Refer Note 44 (a)

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

NOTE 3 : PROPERTY, PLANT AND EQUIPMENT

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

(₹ in lakhs)

Particulars	GROSS CARRYING VALUE				DEPRECIATION				NET CARRYING VALUE
	Carrying value as at April 1, 2018	Additions	Disposals	As at March 31, 2019	As at April 1, 2018	For the year	Disposals	As at March 31, 2019	As at March 31, 2019
Tangible Assets									
Building (Including compensation paid for use of land)	58.83	–	–	58.83	18.90	8.39	–	27.29	31.54
Leasehold Improvements	2,460.65	1,063.13	53.15	3,470.63	746.55	285.42	53.14	978.82	2,491.80
Office Equipments	287.94	133.54	11.86	409.62	97.51	99.61	4.78	192.34	217.29
Plant and Machinery (Refer Note A)	5,247.00	2,234.45	53.76	7,427.69	1,919.35	900.29	30.96	2,788.68	4,639.01
Computers	1,160.68	504.42	24.74	1,640.36	773.58	348.47	18.71	1,103.35	537.01
Furniture and Fixtures	148.69	50.76	9.73	189.72	66.19	23.88	8.01	82.06	107.66
Motor Vehicles	54.86	19.50	2.22	72.14	21.13	13.43	1.78	32.78	39.36
Total	**9,418.65**	**4,005.80**	**155.46**	**13,268.99**	**3,643.22**	**1,679.49**	**117.38**	**5,205.32**	**8,063.67**

Particulars	GROSS CARRYING VALUE				DEPRECIATION				NET CARRYING VALUE
	Carrying value as at April 1, 2019	Additions	Disposals	As at March 31, 2020	As at April 1, 2019	For the year	Disposals	As at March 31, 2020	As at March 31, 2020
Tangible Assets									
Building (Including compensation paid for use of land)	58.83	–	–	58.83	27.29	1.53	–	28.82	30.01
Leasehold Improvements	3,470.63	274.14	117.11	3,627.66	978.82	355.54	116.49	1,217.87	2,409.79
Office Equipments	409.62	110.50	35.55	484.57	192.34	104.48	33.26	263.56	221.01
Plant and Machinery (Refer Note A)	7,427.69	1,061.31	404.56	8,084.44	2,788.68	1,063.33	369.39	3,482.62	4,601.82
Computers	1,640.36	480.06	65.61	2,054.81	1,103.35	393.43	61.90	1,434.88	619.93
Furniture and Fixtures	189.72	44.96	14.23	220.45	82.06	33.99	13.56	102.49	117.96
Motor Vehicles	72.14	54.44	26.30	100.28	32.78	24.49	24.99	32.28	68.00
Total	**13,268.99**	**2,025.41**	**663.36**	**14,631.04**	**5,205.32**	**1,976.79**	**619.59**	**6,562.52**	**8,068.52**

Note :

A. Net carrying value of Plant and Machinery includes jointly held assets at Common Transmission Infrastructure (CTI) amounting to ₹ 1,235.54 Lakhs (as at March 31, 2019 - ₹ 1,329.98 Lakhs).

NOTE 4 : RIGHT OF USE ASSETS (REFER NOTES 2(XI)) (₹ in lakhs)

Particulars	Transmission	Office	Total
As at 31 March 2019 (Refer Note 35)	**12,580.02**	**7,653.00**	**20,233.02**
Add: Additions for the year	–	424.69	424.69
Less: Disposal for the year	121.71	38.91	160.62
Less: Depreciation for the year	1,071.56	1,520.27	2,591.83
Carrying value as at March 31, 2020	**11,386.75**	**6,518.51**	**17,905.26**

Note : The Company has lease contracts for offices and transmission facilities used in its operations. Leases of transmission facilities generally have a lease term of 15 years, while offices generally have lease terms ranging from 5 to 10 years.

NOTE 5 : CAPITAL WORK IN PROGRESS (REFER NOTE 2(IV)) (₹ in lakhs)

Particulars	Amount
Carrying value as at March 31, 2018	**6,258.81**
Add : Additions for the year	4,409.94
Less: Amount Capitalized out of the same	8,473.53
Carrying value as at March 31, 2019	**2,195.22**
Add : Additions for the year	1,541.22
Less: Amount Capitalized out of the same	3,651.86
Closing balance as on March 31, 2020	**84.58**

Note : Capital Work in Progress of previous year includes, inter alia, Non refundable One Time Entry Fees (NOTEF) for stations yet to be launched, borrowing cost capitalised on the same and the other assets necessary for getting the stations operationalised. Additions for the previous year includes borrowing cost ₹ 234.19 lakhs.

NOTE 6 : INVESTMENT PROPERTIES
(Refer Note 2(vi)) (₹ in lakhs)

Particulars	Amount
Net Block as on March 31, 2018	**85.94**
Add: Additions	120.08
Add : Impairment reversal of earlier year included in other income	3.42
Less: Depreciation	1.20
Net Block as on March 31, 2019	**208.24**
Add: Additions	25.63
Less: Depreciation	2.91
Net Block as on March 31, 2020	**230.96**

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

Fair value	
As at March 31, 2018	85.94
As at March 31, 2019	210.92
As at March 31, 2020	238.46

NOTE 7 : GOODWILL
(Refer Note 2 (v)(b))

(₹ in lakhs)

Particulars	Amount
Carrying value as on March 31, 2018	**46.49**
Less: Impairment	–
Carrying value as on March 31, 2019	**46.49**
Less: Impairment	46.49
Carrying value as on March 31, 2020	**–**

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

NOTE 8 : OTHER INTANGIBLE ASSETS
(Refer Notes 2(v)(a), 2(v)(c) and (xv))

(₹ in lakhs)

Particulars	GROSS CARRYING VALUE				AMORTISATION				NET CARRYING VALUE
	Carrying value as at April 1, 2018	Additions	Disposals	As at March 31, 2019	As at April 1, 2018	For the year	Disposals	As at March 31, 2019	As at March 31, 2019
Computer Software	80.21	220.73	–	300.94	74.06	45.72	–	119.78	181.16
Migration Fees (Refer Note A)	36,804.74	–	–	36,804.74	7,328.17	2,456.63	–	9,784.80	27,019.94
One Time Entry Fees (Refer Note B and C)	36,065.84	4,247.00	40.46	40,272.39	4,026.50	2,527.70	40.46	6,513.74	33,758.65
Total	**72,950.79**	**4,467.73**	**40.46**	**77,378.07**	**11,428.73**	**5,030.05**	**40.46**	**16,418.32**	**60,959.75**

Particulars	GROSS CARRYING VALUE				AMORTISATION				NET CARRYING VALUE
	Carrying value as at April 1, 2019	Additions	Disposals	As at March 31, 2020	As at April 1, 2019	For the year	Disposals	As at March 31, 2020	As at March 31, 2020
Computer Software	300.94	32.50	–	333.44	119.78	51.00	–	170.78	162.66
Migration Fees (Refer Note A)	36,804.74	–	–	36,804.74	9,784.80	2,456.63	–	12,241.43	24,563.31
One Time Entry Fees (Refer Note B and C)	40,272.39	1,593.95	–	41,866.34	6,513.74	2,781.10	–	9,294.84	32,571.50
Total	**77,378.07**	**1,626.45**	**–**	**79,004.52**	**16,418.32**	**5,288.73**	**–**	**21,707.05**	**57,297.47**

Notes:

A) As per the modified policy for expansion of FM Radio Broadcasting Services through Private Agencies (Phase III) , effective April 1, 2015 the Company was given the option to migrate all its existing licenses from Phase II regime to Phase III regime on payment of Non Refundable One Time Migration Fee ('NOTMF'). NOTMF for each station was determined based on the prescribed formula by the MIB vide its order dated January 21, 2015. The Company had exercised the option to migrate 35 out of its 36 stations from Phase II to Phase III for which the gross migration fee was ₹ 36,558.51 Lakhs and the net migration fee after taking into account the residual value of the Phase II licenses was ₹ 34,082.48 lakhs . NOTMF has a remaining amortisation period of ten years.

B) In the Financial year 2015-16, the Company had won 17 new licenses in the Phase III auctions. The Company paid ₹ 33,924.23 Lakhs Non Refundable One Time Entry Fees ('NOTEF') for these stations. The NOTEF was partially funded through borrowings. During the year 2016-17 the Company had won 21 new licenses in the Batch 2 of Phase III auctions. The Company paid Non-refundable One Time Entry Fee ("NOTEF") of ₹ 5140.43 lakhs for these licenses. The NOTEF was funded through borrowings. All the Phase III licenses have a tenure of 15 years from the date of operationalization of such licenses.

C) Addition to gross carrying value Includes borrowing cost of ₹ 191.98 lakhs (As at March 31, 2019: ₹ 431.56 lakhs) on account of NOTEF for stations launched during the year.

NOTE 9 : NON-CURRENT INVESTMENTS

(Refer Note 2(ix))

(₹ in lakhs)

Particulars	Figures as at March 31, 2020		Figures as at March 31, 2019	
	Nos. of Shares	Amount	Nos. of Shares	Amount
Unquoted Equity Investments in Subsidiary Companies at cost:				
Equity Shares of Alternate Brand Solutions (India) Limited of ₹ 10 each fully paid-up	16,00,000	702.50	16,00,000	702.50
Equity Shares of Entertainment Network, INC of US$ 1 each fully paid-up (Refer Note below)	10,00,000	714.25	5,00,000	356.00
Total equity investments		**1,416.75**		**1,058.50**
Total Non-Current Investments		**1,416.75**		**1,058.50**

Note : During the previous year ended March 31, 2019, the Company incorporated in the United States of America (US), a wholly owned subsidiary, Entertainment Network, INC and its step-down subsidiary, Entertainment Network, LLC to commence radio broadcasting related businesses targeting the South Asian community markets. Further, the Company had entered into brand and content license arrangement with another radio broadcaster catering to the South Asian diaspora in the US.

NOTE 10 : OTHERS (Refer Note 2 (ix))

(₹ in lakhs)

	Figures as at March 31, 2020	Figures as at March 31, 2019
(Unsecured, considered good, unless otherwise stated)		
Security Deposits	2,352.97	2,307.06
Total	**2,352.97**	**2,307.06**

NOTE 11 : OTHER NON-CURRENT ASSETS

Capital advances	300.04	496.05
Advance tax and tax deducted at source	1,624.51	480.51
[Net of provision for tax of ₹ 7,558.33 Lakhs (Previous Year : ₹ 7,091.69 Lakhs)]		
Other Non Current Assets	0.80	0.80
Total Other Non-Current assets	**1,925.35**	**977.36**

NOTE 12 : CURRENT INVESTMENTS

(Refer Note 2(ix))

(₹ in lakhs)

Particulars	Figures as at March 31, 2020		Figures as at March 31, 2019	
	Nos. of Units	Amount	Nos. of Units	Amount
Non-Trade, Current (Quoted - Mutual Funds) at Fair value through profit and loss				
ICICI Prudential Money Market Fund- Direct Plan Growth, of ₹ 100 each	8,87,453	2,478.34	-	-
Aditya Birla Sun Life Savings Fund - Reg - Growth, of ₹ 100 each	5,69,821	2,265.16	-	-
DSP BlackRock Liquidty Fund - Direct Plan - Growth, of ₹ 1,000 each (March 31, 2019 - ₹ 1,000 each)	68,003	1,931.78	83,711	2,237.91
Axis Treasury Advantage Fund - Regular growth, of ₹ 1,000 each	82,172	1,853.58	-	-
ICICI Prudential Savings Fund - Reg - Growth, of ₹ 100 each	4,43,316	1,717.18	-	-
Nippon India Money Market Fund - Direct Growth, of ₹ 1,000 each	54,736	1,670.91	-	-
Aditya Birla Sun Life Money Manager Fund- Growth- Regular Plan, of ₹ 100 each	5,48,553	1,476.45	-	-
Kotak Money Market Scheme direct Plan Growth, of ₹ 1,000 each	39,658	1,313.91	-	-
Axis Liquid Fund Direct Growth, of ₹ 1,000 each	57,681	1,271.49	-	-
Nippon India Money Market Fund - Growth, of ₹ 1,000 each	38,639	1,171.65	-	-
Edelweiss India Liquid Fund -Direct Plan - Bonus, of ₹ 1,000 each (March 31, 2019 - ₹ 1,000 each)	61,218	910.98	61,218	855.99
Sundaram Banking and PSU Debt Fund -Direct Plan Bonus, of ₹ 10 each (March 31, 2019- ₹ 10 each)	51,05,654	818.79	51,05,654	751.35
Aditya Birla Sun Life Overnight Fund Direct Growth, of ₹ 1,000 each	62,633	676.59	-	-
Nippon India liquid Fund Dir Growth, of ₹ 1,000 each	12,930	627.20	-	-
PGIM India Insta Cash Fund - Direct Plan - Growth, of ₹ 100 each	2,28,357	589.90	-	-
UTI Money Market Fund - Direct Growth Plan, of ₹ 1,000 each	23,321	528.85	-	-
Aditya Birla Sun Life Money Manager Fund- Growth-Direct Plan, of ₹ 100 each	1,40,204	379.84	-	-
Kotak Money Market Scheme Growth Regular Plan, of ₹ 1,000 each	11,019	363.65	-	-
Nippon India Overnight Fund- Direct Growth, of ₹ 100 each	2,89,471	310.27	-	-
Axis Overnight Fund Direct Growth, of ₹ 1,000 each	18,969	200.22	-	-
DHFL Pramerica Insta Cash Plus Fund - Bonus, of ₹ 100 each (March 31, 2019 - ₹ 100 each)	-	-	3,23,887	535.87
Invesco India Treasury Advantage Fund (Formerly Ultra Short Term Fund) - Direct Plan Bonus, of ₹ 1,000 each (March 31, 2019 - ₹ 1,000 each)	-	-	67,228	986.01
ICICI Prudential Liquid - Direct Plan – Growth, of ₹ 100 each (March 31, 2019 - ₹ 100 each)	-	-	26,94,278	7,447.43
Sundaram Low Duration Fund - Direct Growth, of ₹ 10 each (March 31, 2019 - ₹ 10 each)	-	-	11,49,826	302.56
Sundaram Short Term Debt Fund Direct Bonus (Bonus Units), of ₹ 10 each (March 31, 2019 - ₹ 10 each)	-	-	24,04,436	401.64
Total Current Investments		**22,556.74**		**13,518.76**

Aggregate amount of quoted instruments is ₹ 22,556.74 Lakhs (March 31 2019: ₹ 13,518.76 Lakhs)

(₹ in lakhs)

	Figures as at March 31, 2020	Figures as at March 31, 2019
NOTE 13 : TRADE RECEIVABLES (Refer Note 2 (ix))		
Unsecured, considered good		
From related parties (Refer Note 40)	3,245.42	2,233.06
From others	12,620.16	16,130.99
Total Trade Receivables (net)	**15,865.58**	**18,364.05**
Breakup of Security Details		
Secured, considered good	–	–
Unsecured considered good	15,865.58	18,364.05
Trade Receivables which have significant increase in credit risk	–	–
Trade Receivables - Credit Impaired	3,015.10	2,589.44
	18,880.68	**20,953.49**
Less: Allowance for doubtful trade receivables		
Unsecured considered good	–	–
Trade Receivables which have significant increase in credit risk	–	–
Trade Receivables - Credit Impaired	(3,015.10)	(2,589.44)
Total Receivables (net)	**15,865.58**	**18,364.05**

Note:

A) No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. Further, no trade or other receivables are due from firms or Private Companies respectively in which any director is a partner, a director or a member.

B) Trade receivables are non-interest bearing and are generally on terms of credit.

	Figures as at March 31, 2020	Figures as at March 31, 2019
NOTE 14 : CASH AND CASH EQUIVALENTS (Refer Note 2 (xii))		
Balances with banks :		
Current Accounts	124.55	1,652.58
Cheques on hand	75.93	488.81
Total Cash and Cash Equivalents	**200.48**	**2,141.39**
NOTE 15 : OTHER BANK BALANCES (Refer Note 2 (xii))		
On Unpaid dividend account	1.40	1.18
Total Other Bank Balances	**1.40**	**1.18**
NOTE 16 : OTHER CURRENT FINANCIAL ASSETS		
(Unsecured, considered good unless otherwise stated)		
Due from related parties	99.73	34.71
Security Deposits	110.34	109.61
Interest accrued on deposits	-	0.02
Contract assets	149.36	157.21
Total other current financial assets	**359.43**	**301.55**
NOTE 17: OTHER CURRENT ASSETS		
(Unsecured, considered good unless otherwise stated)		
Prepaid expenses	571.93	1,561.04
Employee Loans	171.99	–
Advances recoverable in cash or in kind or for value to be received	543.06	851.54
Receivables from related parties	1,209.14	1,651.55
Other Current Assets	25.00	25.00
Total Other Current assets	**2,521.12**	**4,089.13**

(₹ in lakhs)

	Figures as at March 31, 2020	Figures as at March 31, 2019
NOTE 18 : EQUITY SHARE CAPITAL		
Authorised Capital		
12,00,00,000 (Previous Year : 12,00,00,000) Equity Shares of ₹ 10 each	**12,000.00**	**12,000.00**
Issued and Subscribed		
4,76,70,415 (Previous Year : 4,76,70,415) Equity Shares of ₹ 10 each fully paid-up		
Share Capital	4,767.04	4,767.04
	4,767.04	**4,767.04**

Notes:

(a) Terms attached to equity shares

The Company has only one class of equity shares. Each shareholder is eligible for one vote per share held. The par value per share is ₹ 10. The Company declares dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing annual general meeting.

(b) Shares held by Holding company	**No. of Shares**	**No. of Shares**
i) Equity Shares of ₹ 10 each held by Bennett, Coleman & Company Limited, the Holding Company.	3,39,18,400	3,39,18,400
(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company	**No. of Shares (in %)**	**No. of Shares (in %)**
i) Bennett, Coleman & Company Limited, the Holding Company.	3,39,18,400 (71.15%)	3,39,18,400 (71.15%)

	Figures as at March 31, 2020	Figures as at March 31, 2019
NOTE 19 : OTHER EQUITY		
Securities Premium Account	18,852.16	18,852.16
Retained Earnings	68,204.74	69,604.02
	87,056.90	**88,456.18**
Retained Earnings		
Balance as at beginning of the year	69,604.02	64,807.01
Adjustment on account of Ind AS 116 - Leases	(2,273.64)	–
Add: Profit for the year	1,455.76	5,391.85
Add: Other comprehensive income for the year	(6.71)	(20.15)
Less: Dividend on equity shares (Refer Note 37)	(476.70)	(476.70)
[per share ₹ 1.00 (Previous Year: ₹ 1.00)]		
Less: Dividend distribution tax (Refer Note 37)	(97.99)	(97.99)
Balance as at the end of the year	**68,204.74**	**69,604.02**
NOTE 20: EMPLOYEE BENEFIT OBLIGATIONS (Non-Current)		
Provision for employee benefits		
Provision for gratuity (Refer Notes 2(x) and 38)	759.50	796.04
Provision for compensated absences (Refer Notes 2(x))	244.91	215.10
Total Employee benefit obligations (Non-Current)	**1,004.41**	**1,011.14**

(₹ in lakhs)

	Figures as at March 31, 2020	Figures as at March 31, 2019
NOTE 21 : DEFERRED TAX LIABILITIES (NET) (Refer Note 2(xiv))		
Deferred tax assets and liabilities are attributable to the following items :		
Assets:		
Provision for bad and doubtful debts	1,011.98	904.85
Provision for compensated absences	107.77	109.89
Provision for gratuity	305.33	308.06
Deferred rent	8.50	11.30
MAT credit entitlement	5,347.09	5,629.51
Lease Liability - Ind AS 116	1,457.95	–
Others	854.60	544.29
	9,093.22	**7,507.90**
Liabilities:		
Depreciation	10,711.80	10,011.20
Income on fair value of investments	568.95	946.91
Others	8.02	10.64
	11,288.77	**10,968.75**
Total deferred tax liabilities (net)	**2,195.55**	**3,460.85**

Note:
With effect from April 1, 2019, the Government of India, vide The Taxation Laws (Amendment) Act, 2019 ("Amendment Act") inserted a new Section 115BAA in the Income Tax Act 1961, which provides the Company the option to pay income taxes at reduced rates subject to certain provisions and conditions. The Company has completed its assessment of the impact of the Amendment Act and decided to continue with the existing tax structure until the utilisation of accumulated Minimum Alternative Tax (MAT) credit of ₹ 5,347.09 lakhs as on March 31, 2020.

The Company has also opted not to re-measure the accumulated Net deferred Tax liability of ₹ 9,090.36 lakhs as at April 1, 2019 in the current financial year. However, the Company believes that any addition to net deferred tax liability after April 1, 2019 would crystallise only at the reduced rate specified in the Amendment Act and hence the Company has recorded the deferred tax expense for the year ended March 31, 2020 at a lower rate. Consequently, the deferred tax expense for the year ended March 31, 2020 is lower by ₹ 135.28 lakhs.

	Figures as at March 31, 2020	Figures as at March 31, 2019
NOTE 22: NON-CURRENT FINANCIAL LIABILITIES		
Lease Liability (Refer Note 35)		
Office	6,647.70	–
Transmission facilities	12,944.82	–
Total	**19,592.52**	**–**
NOTE 23 : TRADE PAYABLES		
(A) total outstanding of micro enterprises and small enterprises (Refer Note 36)	16.39	12.94
	16.39	**12.94**
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		
Payable to related parties (Refer Note 40)	105.05	24.53
Other Trade payables	11,399.91	12,234.79
	11,504.96	**12,259.32**
Total Trade Payables	**11,521.35**	**12,272.26**

(₹ in lakhs)

	Figures as at March 31, 2020	Figures as at March 31, 2019
NOTE 24: OTHER CURRENT FINANCIAL LIABILITIES		
Unpaid dividend	1.40	1.18
Lease Liability (Refer Note 35)		
Office	1,230.31	–
Transmission facilities	523.92	–
	1,754.23	**–**
Payables for acquisition of property, plant and equipment	188.14	360.21
Security deposit	22.78	22.78
Total Other Current financial liabilities	**1,966.55**	**384.17**
NOTE 25: OTHER CURRENT LIABILITIES		
Contract liabilities	229.57	1,045.30
Statutory dues	843.24	1,088.05
Employee dues	1,266.25	1,543.57
Other Current Liabilities	159.37	18.89
Total Other Current Liabilities	**2,498.43**	**3,695.81**
NOTE 26: EMPLOYEE BENEFIT OBLIGATIONS (CURRENT)		
Provision for employee benefits		
Provision for gratuity (Refer Notes 2(x) and 38)	122.71	85.53
Provision for compensated absences (Refer Notes 2(x))	61.15	99.37
Total Employee benefit obligations (Current)	**183.86**	**184.90**

(₹ in lakhs)

	2019-20	2018-19
NOTE 27 : REVENUE FROM CONTRACT WITH CUSTOMERS AND OTHER OPERATING INCOME		
A) Revenue from contracts with customers		
Revenue disaggregation by type of service		
I) Radio Advertising Services (FCT)		
a) Owned	35,749.65	41,245.40
b) Traded	1,127.32	1,588.83
Total (A)	**36,876.97**	**42,834.23**
II) Solutions business		
a) Branded Solutions	10,120.33	13,352.25
b) Managed Solutions	6,062.31	5,158.10
Total (B)	**16,182.64**	**18,510.35**
Total Revenue (A+B)	**53,059.61**	**61,344.58**

While disclosing the aggregate amount of transaction price yet to be recognised as revenue towards unsatisfied (or partially satisfied) performance obligations, along with the broad time band for the expected time to recognise those revenues, the Company has applied the practical expedient in Ind AS 115 as unsatisfied (or partially satisfied) performance obligation are parts of contracts that have an original expected duration of one year or less. Accordingly, the Company has not disclosed the aggregate transaction price allocated to unsatisfied (or partially satisfied) performance obligations which pertain to contracts where revenue recognised corresponds to the value transferred to customer typically involving time and material outcome based and event based contracts.

	2019-20	2018-19
Changes in contract assets are as follows:		
Balance at the beginning of the year	157.21	111.14
Less : Invoices raised during the year	(157.21)	(111.14)
Add: Revenue recognised during the year	149.36	157.21
Balance at the end of the year	**149.36**	**157.21**
Changes in contract liabilities are as follows:		
Balance at the beginning of the year	(1,045.30)	(508.90)
Less : Revenue recognised that was included in the contract liabilities balance at the beginning of the year	1,018.99	375.40
Less : Unclaimed credit write back	26.31	133.50
Add: Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	(229.57)	(1,045.30)
Balance at the end of the year	**229.57**	**1,045.30**
B) Other operating income		
Provision no longer required written back	864.03	537.52
Other Operating Income	135.64	166.37
	999.67	**703.89**

(₹ in lakhs)

	2019-20	2018-19
NOTE 28 : OTHER INCOME		
Interest income (Refer Note 2(ix))		
– On fixed deposits	–	0.18
– On fair valuation of deposits	23.39	34.60
– On others	2.24	23.62
Profit on sale of current investments (Refer Note 2(ix))	419.18	759.61
Gain on fair value of investment (Refer Notes 2(ix))	686.63	470.14
Profit on Sale of Fixed Assets (net)	–	8.89
Management Fees	87.29	16.80
Rent Income	31.02	41.86
Unclaimed credit written back	26.31	133.50
Miscellaneous Income	0.12	3.75
	1,276.18	**1,492.95**
NOTE 29 : EMPLOYEE BENEFITS EXPENSE		
Salaries, wages and bonus	12,475.16	11,699.60
Contributions to provident and other funds (Refer Notes 2(x))	483.27	390.50
Gratuity (Refer Notes 2(x) and 38)	168.36	155.64
Staff welfare expenses	356.22	372.30
	13,483.01	**12,618.04**
NOTE 30 : FINANCE COST		
Interest expense:		
Interest on lease liabilities under Ind AS 116	1,838.67	–
On Commercial papers	–	369.81
On Others	0.77	27.62
	1,839.44	**397.43**
NOTE 31 : DEPRECIATION AMORTISATION & IMPAIRMENT EXPENSES		
Depreciation on Property, plant & equipment (Refer Note 2(iv))	1,976.79	1,679.49
Depreciation on Right of use asset (Refer Note 2(xi))	2,591.81	–
Depreciation on Investment Property (Refer Note 2(vi)	2.91	1.20
Impairment of Goodwill (Refer Note 2(v))	46.49	–
Amortisation (Refer Note 2(v))	5,288.73	5,030.05
	9,906.73	**6,710.74**

(₹ in lakhs)

	2019-20	2018-19
NOTE 32 : OPERATING AND OTHER EXPENSES		
Royalty	2,481.38	2,221.20
Programming and production expenses	11,814.20	16,144.87
Technical costs	197.58	166.69
License fees (Refer Note 2(xviii))	3,561.53	3,641.58
Rent	45.50	3,430.87
Rates and taxes	56.01	70.01
Power and fuel	1,600.88	1,468.41
Marketing	1,273.59	1,442.42
Travelling and Conveyance	1,324.70	1,396.28
Insurance	62.28	77.64
Communication	152.59	195.02
Repairs and maintenance on :		
– Buildings	11.45	22.11
– Plant and Machinery	1,020.78	958.20
– Others	560.77	536.33
Legal and professional fees	1,213.12	1,252.17
Software expenses (Refer Note 2(v)(c))	424.63	332.37
Payments to auditors		
As Auditors:		
– Audit fee	42.00	40.00
– Other services	6.75	4.25
– Reimbursement of expenses	2.26	2.19
	51.01	**46.44**
Bad debts written off	754.98	230.93
Provision for doubtful debts	425.66	616.03
	425.66	**616.03**
Loss on sale of tangible assets	9.46	–
Tangible assets written off	3.87	17.81
Director's sitting fees and commission	43.70	56.60
Net loss on foreign currency transaction	1.62	–
Expenditure towards Corporate Social Responsibility Activities (Refer Note 42)	174.36	211.54
Miscellaneous expenses	959.83	913.54
	28,225.48	**35,449.06**

33. INCOME TAX EXPENSE

a. The major components of income tax expense for the years ended March 31, 2020 and March 31, 2019 are:

(₹ in lakhs)

Particulars	March 31, 2020	March 31, 2019
Income tax expense		
Current tax	466.64	1,957.58
Deferred tax		
Decrease / (Increase) in deferred tax assets	(442.18)	1,287.94
Unused tax credits (MAT)	155.01	(1,888.52)
Increase in deferred tax liabilities	320.02	1,606.48
Total deferred tax expense	**32.85**	**1,005.90**
Deferred Tax of earlier years	(76.89)	–
Income tax expense	**422.60**	**2,963.48**
Out of the above recognised in:		
Statement of profit and loss as total tax expenses	**425.04**	**2,974.30**
Other Comprehensive Income	**(2.44)**	**(10.82)**

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

(₹ in lakhs)

Particulars	March 31, 2020	March 31, 2019
Profit before taxation	1,880.810	8,366.15
Tax at the maximum tax rate of 34.94%	657.24	2,923.47
Reconciling items		
Tax saving due to Capital Gains	(96.91)	(22.28)
Disallowances	61.20	73.92
Tax on Other comprehensive income	(2.44)	(10.82)
Deferred Tax creation as per concessional rate	(135.28)	–
Tax on impairment of goodwill	16.25	–
Prior Year Tax Expenses	(76.89)	–
Others	0.56	(0.81)
Tax expenses as per Statement of Profit and Loss	**422.60**	**2,963.48**

34. COMMITMENTS TO THE EXTENT NOT PROVIDED FOR

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

(₹ in lakhs)

Particulars	2019-20	2018-19
Property, Plant and Equipment	245.46	519.82
Total	**245.46**	**519.82**

35. DISCLOSURES ON IND AS 116

With effect from April 1, 2019, the Company adopted Ind AS 116 'Leases' using the modified retrospective method. Under this method the cumulative effect of initial application is recognised in retained earnings at April 1, 2019. Accordingly, the comparative information has not been restated.

The Company, at the inception of a contract, assesses the contract as, or containing, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset

- the Company assesses whether the contract involves the use of an identified asset,
- the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the asset.

Lease Liability

On initial application of Ind AS 116, the Company recognised a lease liability measured at the present value of all the remaining lease payments, discounted using the Company's incremental borrowing rate on April 1, 2019.

The Company's Non-current lease liabilities are included in Non-current financial liabilities (Refer Note 22) and current lease liabilities are included in Other current financial liabilities (Refer Note 24). The maturity analysis of lease liabilities is disclosed in Note 47 – Financial Risk Management

Movement in lease liability during the year are follows:

(₹ in lakhs)

Particulars	March 31, 2020		
	Offices	Transmission facilities	Total
As on April 1, 2019	8,806.70	13,960.89	22,767.59
Additions	424.69	–	424.69
Deletions	(39.84)	(119.94)	(159.78)
Accretion of interest	674.24	1,164.43	1,838.67
Payments	(1,987.78)	(1,536.64)	(3,524.42)
As on March 31, 2020	**7,878.01**	**13,468.74**	**21,346.75**
Current	1,230.31	523.92	1,754.23
Non current	6,647.70	12,944.82	19,592.52

Right of Use Asset

Similarly, on initial application of Ind AS 116, the Company has elected to measure the Right of Use asset at its carrying amount as if Ind AS 116 had been applied since the lease commencement date, but discounted it using the Company's incremental borrowing rate at April 1, 2019.

The Company's Right of Use assets were recognised and shown separately in the Balance Sheet (Refer Note 4).

For new lease contracts, the Company recognises a Right of Use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee. The lease liability and the Right of Use assets is initially measured at the present value of remaining lease payments, discounted using the incremental borrowing rate at the date of recognition. Depreciation is computed using the straight-line method from the commencement date to the end of the useful life of the underlying asset or the end of the lease term, whichever is shorter.

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for short term leases that have a lease term of 12 months or less and leases of low value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

On adoption of Ind AS 116, The Company has recognized Right of Use assets of ₹ 20,233.02 lakhs and corresponding lease liability ₹ 22,767.59 lakhs. Prepaid rent on leasehold land and other assets amounting to ₹ 858.88 lakhs, which were earlier classified under Other assets have been reclassified to Right of Use assets. The adoption of the new standard has resulted in a reduction of ₹ 2,273.64 lakhs in opening retained earnings, net of tax.

For the year ended 31 March 2020:

a. Depreciation expense increased by ₹ 2,591.81 lakhs on account of depreciation on Right of Use assets recognised.

b. Rent expense included in 'Operating and other expenses', decreased by ₹ 3,490.03 lakhs on account of operating leases recognised previously.

c. Finance costs increased by ₹ 1,838.67 lakhs on account of interest expense on lease liabilities recognised.

d. Cash outflow from operating activities decreased by ₹ 3,490.03 lakhs on account of decrease in operating lease payments.

e. Cash outflow from financing activities increased by ₹ 3,507.27 lakhs on account of increase in principal and interest payments of lease liabilities.

36. TRADE PAYABLES

Details of Micro, Small & Medium Enterprises

Information, as per the requirement of Section 22 of The Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company.

The details are as follows:

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
The principal amount remaining unpaid to any		
a. supplier at the end of accounting year included in		
i. trade payables	15.62	11.24
ii. The interest due on above	0.77	1.70
The total of (i) & (ii)	**16.39**	**12.94**
b. The amount of interest paid by the buyer in terms of section 16 of the Act	–	–
c. The amount of the payment made to the supplier beyond the appointed day during the accounting year	–	–
d. The amounts of interest accrued and remaining unpaid at the end of financial year	0.77	1.70
e. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year) but without adding the interest specified under this Act.	–	–

37. DIVIDEND PAID AND PROPOSED

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Dividends declared and paid on equity shares:		
Dividend for the year ended on March 31, 2019 - ₹ 1 per share (March 31, 2018 - ₹ 1 per share)	476.70	476.70
Dividend distribution tax on above	97.99	97.99
Proposed Dividend on equity shares:		
Dividend for the year ended on March 31, 2020 - ₹ 1 per share (March 31, 2019 - ₹ 1 per share)	476.70	476.70
Dividend distribution tax on above (DDT)	–	97.99

Note : Proposed dividend on equity shares is subject to approval at the annual general meeting and are not recognised as a liability as at March 31, 2020.

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

I) Defined Contribution Plans

a) Provident Fund

b) Employee's Pension Scheme

c) Employee State Insurance Scheme

d) National Pension Scheme

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

(₹ in lakhs)

Particulars	2019-2020	2018-2019
– Employers' Contribution to Provident Fund*	280.57	231.22
– Employers' Contribution to Employee's Pension Scheme 1995*	174.04	143.73
– Employers' Contribution to Employee State Insurance Scheme*	3.01	3.43
– Employers' Contribution to National Pension Scheme*	25.65	12.12

* Included in Contributions to Provident and Other Funds (Refer Note 29)

II) Defined Benefit Plans

Post-employment obligations

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

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

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

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

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

Particulars	As at March 31, 2020	As at March 31, 2019
Discount Rate (per annum)	5.76%	7.22%
Rate of increase in Compensation levels	Nil for the next 1 year, 8.50% p.a. for 2nd year, 7.50% p.a. for the 3rd year and 8.00% p.a. thereafter	8.00%
Rate of Employee Turnover	For service 2 years and below 27.5% p.a.; For service 3 years to 4 years 22.5% p.a.; For service 5 years and above 15% p.a	For service 2 years and below 25%p.a., For service 3 years to 4 years 20%p.a., For service 5 years and above 10% p.a.
Mortality rate during employment	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

A) Changes in the Present Value of Obligation

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Present Value of Obligation at the beginning of the year	881.58	795.18
Interest Cost	63.65	60.83
Past Service Cost	–	–
Current Service Cost	104.71	94.81
Benefits Paid	(176.87)	(100.21)
Actuarial (Gain) / Loss on obligations	9.15	30.97
Effect of Transfer In / (Transfer Out)	–	–
Present Value of Obligation as at the year end	**882.22**	**881.58**

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

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Present Value of Funded Obligation as at the year end	–	–
Fair Value of Plan Assets as at the year end	–	–
Funded Status	–	–
Present Value of Unfunded Obligation as at the year end	882.22	881.58
Unrecognised Actuarial (Gains) / Losses	–	–
Unfunded (Liability) recognised in Balance Sheet	**882.22**	**881.58**

C) **Amount recognised in the Balance Sheet**

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Present Value of Defined Benefit Obligation at the end of the year	882.22	881.58
Fair Value of Plan Assets as at the end of the year	–	–
Liability recognised in the Balance Sheet	882.22	881.58
Recognised under:		
Long term provisions	759.50	796.05
Short term provisions	122.72	85.53

D) **Expenses recognised in the Statement of Profit and Loss**

(₹ in lakhs)

Particulars	2019-2020	2018-2019
Current Service Cost	104.71	94.81
Past Service Cost	–	–
Interest Cost	63.65	60.83
Total amount recognised in profit or loss	**168.36**	**155.64**
(Gain)/loss from change in demographic assumptions	(18.13)	–
(Gain)/loss from change in financial assumptions	2.02	23.51
Experience (gains)/losses	25.27	7.46
Total Expenses recognised in the statement of Profit and Loss	**177.51**	**186.61**

E) **Experience Adjustment**

(₹ in lakhs)

Particulars	2019-2020	2018-2019
Defined Benefit Obligation	882.22	881.58
Plan Assets	–	–
Deficit / (Surplus)	882.22	881.58
Experience Adjustment on Plan Liabilities (Gain) / Loss	9.15	30.97

The estimates of future salary increase, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

F) **Sensitivity Analysis**

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

The sensitivity of the defined benefit obligation to changes in the principal assumptions:

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Projected Benefit Obligation on Current Assumptions	882.22	881.58
Delta Effect of +1% Change in Rate of Discounting	(40.45)	(52.87)
Delta Effect of -1% Change in Rate of Discounting	44.86	59.75
Delta Effect of +1% Change in Rate of Salary Increase	44.05	58.71
Delta Effect of -1% Change in Rate of Salary Increase	(33.27)	(52.98)
Delta Effect of +1% Change in Rate of Employee Turnover	(7.17)	(5.24)
Delta Effect of -1% Change in Rate of Employee Turnover	7.76	5.62

G) Maturity analysis of Projected Benefit Obligation from the employer

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
1st Following Year	122.71	85.53
2nd Following Year	103.88	77.48
3rd Following Year	101.68	86.73
4th Following Year	141.97	80.33
5th Following Year	115.52	132.17
Sum of Years 6 To 10	303.76	388.49
Above 10 years	338.22	721.18

H) Other details

Weighted Average Duration of the Projected Benefit Obligation as on March 31,2020 is 6 years (March 31, 2019- 8 years).

39. SEGMENT INFORMATION

In accordance with Accounting Standard Ind AS 108 'Operating Segment' segment information has been disclosed in the consolidated financial statements of Entertainment Network (India) Limited, and therefore, no separate disclosure on segment information is given in these financial statements.

40. RELATED PARTY DISCLOSURES

i. Parties where control exists

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

ii. Subsidiary Companies

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

Entertainment Network, INC – Subsidiary Company (w.e.f. January 9, 2019) (EN, INC)

Entertainment Network, LLC – Subsidiary of EN INC (w.e.f. January 9, 2019) (EN, LLC)

iii. Fellow Subsidiary Companies

Grade Stack Learning Private Limited (GSLPL)*

Times Innovative Media Limited (TIM)

Times Global Broadcasting Company Limited (TGBCL)

Times Internet Limited (TIL)
Zoom Entertainment Network Limited (ZENL)
Gamma Gaana Limited (GGL)
Metropolitan Media Company Limited (formerly Times VPL Limited) (MMCL)
Vardhaman Publishers Limited (VPL)
Magic Bricks Reality Services Limited (MBRSL)
Brand Equity Treaties Limited (BETL)
BCCL Media International FZ- LLC (BCCL MI)
Worldwide Media Private Limited (WWM)
MX Media and Entertainment Pte Ltd (MX Media)
Quickleap Solutions Limited (QSPL)*

iv. Related Parties of Ultimate Holding Company

Inventz Life Science Pvt.Ltd (ILS)*
OML Entertainment Private Limited (OMLEPL)

v. Key Management Personnel

Managing Director & Chief Executive Officer

Mr. Prashant Panday

Executive Director & Group CFO

Mr. N Subramanian (w.e.f November 2, 2018)

Non-Executive Directors

Mr. Vineet Jain
Mr. N. Kumar
Mr. Richard Saldanha
Mr. Ravindra Kulkarni
Ms. Sukanya Kripalu (w.e.f May 23, 2018)

* There are no transactions with the entities during the year.

vi. Transactions with Related Parties

(₹ in lakhs)

Particulars	2019-20																		
	Holding Company	Subsidiary Company	Subsidiary of EN INC	Fellow Subsidiary Companies														Related Parties of the Holding Company	
	BCCL	EN, INC	EN, LLC	GSLPL	TIM	TIL	ZENL	GGL	MMCL	VPL	MBRSL	BETL	BCCL MI	TGBCL	WWM	MX Media	QSPL	OMLEPL	ILS
Transactions with Related Parties :																			
Revenue from contract with customers	9,336.63	–	32.73	–	8.88	341.18	–	331.29	71.74	–	7.68	2,982.36	163.08	–	79.02	439.13	–	8.03	–
Rendering of services	–	–	–	–	118.31	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Receiving of services	1,202.45	–	–	–	13.45	278.45	8.27	217.33	24.04	1.58	–	–	–	4.39	79.02	–	–	21.11	–
Recovery of Expenses	–	–	–	–	18.28	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Equity Contribution	–	358.25	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Dividend Paid	339.18	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Year end Balances with Related Parties :																			
Trade Receivables	913.07	–	3.54	–	7.26	132.77	–	247.24	18.27	–	2.31	1,461.28	110.45	–	–	349.22	–	0.01	–
Non-trade Receivables (net)	–	–	–	–	99.73	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Other Current assets	1,209.14	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Payables (net)	–	–	–	–	–	82.83	–	–	–	–	–	–	–	–	22.22	–	–	–	–

Particulars	2018-19																		
	Holding Company	Subsidiary Company	Subsidiary of EN INC	Fellow Subsidiary Companies														Related Parties of the Holding Company	
	BCCL	EN, INC	EN, LLC	GSLPL	TIM	TIL	ZENL	GGL	MMCL	VPL	MBRSL	BETL	BCCL MI	TGBCL	WWM	MX Media	QSPL	OMLEPL	ILS
Transactions with Related Parties :																			
Revenue from contract with customers	10,809.47	–	3.03	1.85	4.00	219.25	–	748.37	17.85	–	54.78	685.84	167.39	–	45.12	129.49	23.82	2.40	1.00
Rendering of services	5.85	–	–	–	52.81	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Receiving of services	1,273.28	–	–	–	95.63	133.69	–	452.19	8.50	1.58	–	–	–	–	74.96	–	–	2.40	–
Recovery of Expenses	0.38	–	–	–	81.58	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Equity Contribution	–	356.00	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Dividend Paid	339.18		–																
Year end Balances with Related Parties :			–																
Trade Receivables	1,266.92	–	3.03	–	–	87.19	–	418.05	6.57	–	6.59	210.56	77.04	–	–	129.49	27.63	–	–
Non-trade Receivables (net)	–	–	–	–	34.71	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Other Current assets	1,651.55	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Payables (net)	–	–	–	–	–	2.30	–	–	–	–	–	–	–	–	22.23	–	–	–	–

vii. Details relating to Persons referred to in 40(v) above

I. A. Mr. Prashant Panday

(₹ in lakhs)

Particulars	2019-2020	2018-2019
Short-term employee benefits	498.18	304.01
Post Employment Benefit Obligation	7.93	8.16
Total Compensation	**506.11**	**312.17**

B. Mr. N Subramanian

(₹ in lakhs)

Particulars	2019-2020	2018-2019
Short-term employee benefits	249.16	85.85
Post Employment Benefit Obligation	5.48	2.19
Total Compensation	**254.64**	**88.04**

II. Non-executive directors

(₹ in lakhs)

Particulars	2019-2020	2018-2019
Director sitting fees and commission	43.70	56.60
Total Compensation	**43.70**	**56.60**

Terms and conditions of transactions with related parties

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

There have been no guarantees provided or received for any related party receivables and payables for the year ended March 31, 2020 and for the year ended March 31, 2019.

41. EARNINGS PER SHARE (BASIC AND DILUTED)

The number of shares used in computing basic Earnings Per Share (EPS) is the weighted average number of shares outstanding during the year.

Particulars	2019-2020	2018-2019
Profit for the year (₹ in lakhs) (a)	1,455.76	5,391.85
Weighted average number of Equity shares (b) (Nos.)	4,76,70,415	4,76,70,415
Earnings per share – basic and diluted (₹) (a/b)	3.05	11.31
Nominal value of an equity share (₹)	10.00	10.00

42. Gross amount required to be spent by the Company during the year for Corporate Social Responsibility (CSR) activities was ₹ 174.36 lakhs (March 31, 2019 - ₹ 211.54 lakhs). Amount spent during the year by the Company is as follows:

(₹ in lakhs)

Particulars	2019-2020	2018-2019
(i) Construction/acquisition of an asset	–	–
(ii) On purposes other than (i) above	174.36	211.54

43. The Company and T.V. Today Network Limited (TVTN) had filed an application with the Ministry of Information and Broadcasting (MIB) seeking approval for a slump sale of the three stations viz. Mumbai, Delhi and Kolkata, by TVTN to ENIL. The MIB has not approved the transaction. The Non-Binding Memorandum of Understanding between the Company and TVTN for the purchase of the three stations from TVTN has also expired. The Company, however, continues to market the airtime on these three stations under the Advertising Sales Agreement (ASA) entered into earlier with TVTN.

44. PENDING LITIGATIONS AND CLAIMS:

a. The Company is involved in various litigations, the outcome of which are considered probable and in respect of which the Company has aggregate provisions of ₹ 3,581.16 lakhs as at March 31, 2020 (March 31, 2019 - ₹ 2,986.43 lakhs).

b. Contingent liability-taxation

The Company is contesting certain disallowances to the taxable income and demands raised by the Income tax authorities, the estimated tax liability of which is ₹ 19.00 lakhs as at March 31, 2020 (March 31, 2019 - ₹ 19.00 lakhs). The management does not expect the liability from these claims to crystallize and accordingly, no provision has been recognised in the financial statements for the same.

45. CAPITAL MANAGEMENT

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

The net debt of the Company as on March 31, 2020 was Nil (March 31, 2019 - Nil).

46. FAIR VALUE

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

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

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

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

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

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

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

Fair Value measurement

Financial instruments by category (₹ in lakhs)

Particulars	March 31, 2020			
	Carrying amount	Fair Value		
		Level 1	Level 2	Level 3
Financial assets at amortised cost				
Employee loans	171.99	–	–	–
Trade receivables	15,865.58	–	–	–
Cash and cash equivalents	200.48	–	–	–
Other bank balances	1.40	–	–	–
Deposit current	110.34	–	–	–
Other current financial assets	249.09	–	–	–
Total	**16,598.88**	**–**	**–**	**–**
Financial assets at fair value through Profit or Loss				
Deposit non-current	2,352.97	–	–	–
Current investments in mutual funds	22,556.74	22,556.74	–	–
Total	**24,909.71**	**22,556.74**	**–**	**–**
Total financial assets	**41,508.59**	**22,556.74**	**–**	**–**
Financial liabilities at amortised cost				
Lease Liability - Non Current	19,592.52	–	–	–
Trade payables	11,521.35	–	–	–
Lease Liability - Current	1,754.23	–	–	–
Payables for acquisition of property, plant and equipment	188.14	–	–	–
Unpaid dividend	1.40	–	–	–
Security Deposits Payable current	22.78	–	–	–
Total financial liabilities	**33,080.42**	**–**	**–**	**–**

Particulars	March 31, 2019			
	Carrying amount	Fair Value		
		Level 1	Level 2	Level 3
Financial assets at amortised cost				
Employee loans	–	–	–	–
Trade receivables	18,364.05	–	–	–
Cash and cash equivalents	2,141.39	–	–	–
Other bank balances	1.18	–	–	–
Deposits	109.61	–	–	–
Other current financial assets	191.94	–	–	–
Total	**20,808.17**	**–**	**–**	**–**
Financial assets at fair value through profit or loss				
Deposit non-current	2,307.06	–	–	–
Current investments in mutual funds	13,518.76	13,518.76	–	–
Total	**15,825.82**	**13,518.76**	**–**	**–**
Total financial assets	**36,633.99**	**13,518.76**	**–**	**–**
Financial liabilities at amortised cost				
Lease Liability - Non Current	–	–	–	–
Trade payables	12,272.26	–	–	–
Lease Liability - Current	–	–	–	–
Payables for acquisition of property, plant and equipment	360.21	–	–	–
Unpaid dividend	1.18	–	–	–
Security Deposits Payable current	22.78	–	–	–
Total financial liabilities	**12,656.43**	**–**	**–**	**–**

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

Particulars	March 31, 2020			
	Carrying amount	Fair Value		
		Level 1	Level 2	Level 3
Investment properties (Note 6)	230.96	–	238.46	–
Total	**230.96**	**–**	**238.46**	**–**

Particulars	March 31, 2019			
	Carrying amount	Fair Value		
		Level 1	Level 2	Level 3
Investment properties (Note 6)	208.24	–	210.92	–
Total	**208.24**	**–**	**210.92**	**–**

During the reporting periods ended March 31, 2020 and March 31, 2019 , there were no transfers between Level 1, Level 2 and Level 3 fair value instruments.

47. FINANCIAL RISK MANAGEMENT

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

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

a. Credit risk

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

Trade Receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. The Company undertakes a detailed review of the credit worthiness of clients before extending credit. Outstanding customer receivables are regularly monitored.

Trade receivables consists of a large number of customers. The Company has a credit evaluation policy for each customer and based on the evaluation, credit limit of each customer is defined. Total Trade receivables as on March 31, 2020 is ₹ 15,865.58 lakhs (March 31, 2019: ₹ 18,364.05 lakhs).The Company believes the concentration of risk with respect to trade receivables is low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

The Company uses the expected credit loss model as per Ind AS 109 – 'Financial Instruments' to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix considers available external and internal credit risk factors and the Company's historical experience in respect of customers. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 13.

Movement in provision for doubtful debts are as follows: - (₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Opening provision	2,589.44	1,973.41
Add: Additional provision made	425.66	616.03
Closing provisions	**3,015.10**	**2,589.44**

Investments in debt mutual funds and balances with banks

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

b. Liquidity Risk

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

The Company's principal sources of liquidity are cash and cash equivalents, Investments in mutual funds and the cash flow that is generated from operations. The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

At the end of the reporting period, the Company held Mutual fund investments of ₹ 22,556.74 lakhs (March 31,2019 : ₹ 13,518.76 lakhs) that are expected to readily generate cash inflows for managing liquidity risk.

Maturities of financial liabilities

The tables below represent the Company's entire non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows.

(₹ in lakhs)

Contractual maturities of financial liabilities	March 31, 2020		March 31, 2019	
	Less than 1 year	More than 1 year	Less than 1 year	More than 1 year
Trade payables	11,521.35	–	12,272.26	–
Lease Liability – Non-Current	–	19,592.52	–	–
Other financial liabilities	1,966.55	–	384.17	–

c. Market Risk

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

The Financial instruments affected by market risk include investments in mutual fund. The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post retirement obligations, provisions. The analysis for the contingent consideration liability is provided in Note 44.

Foreign Currency risk

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

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have any financial instruments other than investment in mutual funds that are subject to fluctuation on account of change in market interest rates.

Price risk

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

48. ESTIMATION OF UNCERTAINTIES RELATING TO GLOBAL HEALTH PANDEMIC (COVID -19)

The World Health Organisation (WHO) declared the outbreak of Coronavirus Disease (COVID-19) a global pandemic on March 11, 2020. Consequent to this, the Government of India declared a lockdown from March 25, 2020. India and the World at large are facing a grave crisis on account of the COVID-19 pandemic. Consequently, the advertisement revenues and the profitability for the financial year ended March 31, 2020 have been adversely affected.

Millions of people rely on FM radio for updates on government directives and notifications. Accordingly, all our radio stations were running despite the lockdown. During this period, we continued to broadcast and bring information, solace, and companionship to our listeners. However, the pandemic and its consequent adverse effect on the economy also adversely impacted the business operations of the Company. There have been no significant changes, however, in the controls and processes which are key to our ability to run our operations without disruptions in difficult conditions.

The Company has assessed the estimate of the expected credit loss provision required for trade receivables and the impairment assessment of its Subsidiaries based on estimate of the future results and various internal and external information up to the date of approval of these financial statements. The Company does not anticipate any additional expected credit loss provision for trade receivables and impairment to the carrying values of investment in Subsidiaries other than those provided in the financial statements. The Company has also performed sensitivity analysis on the assumptions used. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets.

The impact of the pandemic may differ from that estimated as at the date of approval of these financial results. The uncertainty relating to the spread of the virus, including travel bans, quarantines, social distancing may have an impact on the Company's operations in future. The Company will continue to closely monitor any material changes arising on account of future economic conditions and the impact on its business.

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

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

For and on behalf of the Board of Directors

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

Govind Ahuja
Partner
Membership No. 48966

Place : Mumbai
Dated : June 19, 2020

Vineet Jain
Chairman
[DIN: 00003962]

Ravindra Kulkarni
Director
[DIN: 00059367]

Prashant Panday
Managing Director & CEO
[DIN: 02747925]

N. Subramanian
Executive Director and Group CFO
[DIN: 03083775]

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

Form AOC-1

FORM AOC-1

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

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF SUBSIDIARY

(₹ in lakhs)

Sr. No.	Name of the Subsidiary Company	Alternate Brand Solutions (India) Limited (ABSL)	Entertainment Network, INC. (Consolidated)
	Particulars		
1	Reporting Period	March 31, 2020	March 31, 2020
2	Share Capital	160.00	516.65
3	Reserves & Surplus	960.25	(317.60)
4	Total Assets	1,122.86	1,632.61
5	Total Liabilities	2.61	1,433.56
6	Investments	1,051.17	-
7	Turnover (Total Income)	60.07	790.09
8	Profit before taxation	47.20	(419.96)
9	Provision for taxation	11.79	-
10	Profit after taxation	35.41	(419.96)
11	Other comprehensive income before tax	-	14.25
12	Tax on other comprehensive income	-	-
13	Other comprehensive income	-	14.25
14	Proposed Dividend	Nil	Nil
15	% of shareholding	100%	100%

The Company does not have any associate company or joint venture.

For and on behalf of the Board of Directors

Vineet Jain
Chairman
[DIN: 00003962]

Ravindra Kulkarni
Director
[DIN: 00059367]

Prashant Panday
Managing Director & CEO
[DIN: 02747925]

N. Subramanian
Executive Director and Group CFO
[DIN: 03083775]

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

Place : Mumbai
Dated : June 19, 2020

INDEPENDENT AUDITOR'S REPORT
on Consolidated Financial Statements

To the Members of Entertainment Network (India) Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of Entertainment Network (India) Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31 2020, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2020, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' section of our report. We are independent of the Group, in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Emphasis of Matter

We draw attention to Note 49 of the accompanying consolidated financial statements which, describes the uncertainties and impact of Covid-I9 pandemic on the carrying value of its receivables and impairment of right-to-use of assets of the subsidiary companies as at March 31, 2020 and the operations of the Group. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of audit procedures performed by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Provision for allowance for bad and doubtful debts *(as described in Note 14 of the consolidated Ind AS financial statements)*	
The Company assesses impairment provision for doubtful receivables, based on Expected Credit Loss (ECL) model, as per Ind AS 109, Financial Instruments to state the entity's trade receivables to their carrying amount, which approximates their fair value. Management evaluates and calculates the expected credit losses using a provision matrix based on historical credit loss experience, specific reviews of customer accounts as well as experience with such customers, current economic and business conditions. In calculating expected credit loss, the Group has also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to Covid -19. The Company has trade receivables of ₹ 19,101.10 lakhs and provision of ₹ 3032.31 lakhs as on balance sheet date. The appropriateness of the provision for expected credit loss subjective due to the high degree of judgment applied by management in determining the provision matrix. Due to the significance of trade receivables and the related estimation uncertainty this is considered a key audit matter.	Our audit approach included the following procedures: ▪ We understood the design and tested the operating effectiveness of key controls over the identification and calculation of the provision matrix and the management's process of identification of impairment provision indicators. ▪ We evaluated management's continuous assessment of the assumptions used in the impairment provision matrix. These considerations include whether there are regular receipts from the customers, Company's past collection history as well as an assessment of the customers' credit ability to make payments. ▪ We obtained the aging analysis of trade receivables. Tested on a sample basis, the aging of trade receivables at year end and discussed with management the reasons of any long outstanding amounts. We also evaluated management's assumptions used in determining the impairment provision matrix, through detailed analyses of ageing of receivables, assessment of material overdue individual trade receivables and past trends of bad debts charged to the statement of profit and loss. ▪ We enquired and assessed the management's procedures to ascertain recoverability from the customers/sectors which have been impacted significantly due to Covid-19. We determined our estimate of the provision and compared the same with the provision recorded by the Company the ensure appropriateness. ▪ We have assessed the disclosure made by the Company in the financial statements.
Adoption of Ind AS 116 *(as described in Note 36 of the consolidated Ind AS financial statements)*	
Ind AS 116 on Leases is effective for annual reporting periods beginning from April 1, 2019. Ind AS 116 has replaced existing Ind AS 17, which specifies how an entity will recognize, measure, present and disclose its leases arrangements. The Group has assessed that lease contracts with respect to offices and transmission towers get covered under the purview of this standard and has adopted the modified retrospective approach for the transition accounting of the same.	In the view of the significance of matter we have applied the following audit procedures: ▪ We obtained an understanding and evaluated the Company's implementation process, including review and assessment of contractual agreements to identify those which fall under the purview of this standard, review of the updated accounting policy and policy elections in accordance with Ind AS 116.

Key audit matters	How our audit addressed the key audit matter
The application of new standard gives rise to Right-to-use asset of ₹ 21,206.25 lakhs, lease liabilities of ₹ 23,776.05 lakhs and decrease in opening retained earnings of ₹ 2308.88 lakhs (net of tax) as on April 1, 2019. The assessment impact of the new standard is significant to our audit, as the balances recorded are material, the update of the accounting policy requires policy elections and the implementation process to identify and process all relevant data associated with the leases is complex. The measurement of the right-to-use asset and lease liability is based on assumptions such as discounting rates and lease term, including termination and renewal options. Hence, this is considered as a key audit matter. Refer Note 2(xii) of significant accounting policies and Note 36 to the financial statements.	▪ We evaluated the design and implementation of controls over lease computation and accounting and tested the operating effectiveness of these controls by verifying the accuracy of the underlying data input into the lease tool for the said computation on a sample basis. ▪ We have performed testing of IT general controls and application controls for the licensed lease tool implemented by the Company for determination of lease liability and right-to-use asset. ▪ We have assessed the management assumptions, including the assumptions used to determine the discount rates, the application of a single discount rate for a portfolio of leases and the assessment of renewal options.

Information Other than the Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended March

31, 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

(a) We have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books;

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

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

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary company, none of the directors of the Group's companies, , incorporated in India, is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company and its subsidiary company, incorporated in India, refer to our separate Report in "Annexure 2" to this report;

(g) In our opinion, the managerial remuneration for the year ended March 31, 2020 has been paid / provided by the Holding Company to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information:

    i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated Ind AS financial statements – Refer Note 45 to the consolidated Ind AS financial statements;

    ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2020;

    iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, incorporated in India during the year ended March 31, 2020.

For **S.R.Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Govind Ahuja
Partner
Membership Number: 48966
UDIN: 20048966AAAABA2634

Place of Signature: Mumbai
Date: June 19, 2020

Annexure to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Entertainment Network (India) Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Entertainment Network (India) Limited as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of Entertainment Network (India) Limited (hereinafter referred to as the "Holding Company") and its subsidiary company, which is company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, and one of its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated financial statements.

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

A company's internal financial control over financial reporting with reference to these consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Consolidated Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiary companies, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls over financial reporting with reference to these consolidated financial statements and such internal financial controls over financial reporting with reference to these consolidated financial statements were operating effectively as at March 31,2020, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S.R.Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Govind Ahuja
Partner
Membership Number: 48966
UDIN: 20048966AAAABA2634

Place of Signature: Mumbai
Date: June 19, 2020

Consolidated Balance Sheet

As at March 31, 2020

(₹ in lakhs)

	Notes	March 31, 2020	March 31, 2019
ASSETS			
Non-current assets			
Property, plant and equipment	3	8,079.84	8,073.89
Right of Use assets	4	19,057.80	–
Capital work-in-progress	5	84.58	2,195.22
Investment properties	6	230.96	208.24
Goodwill	7	–	46.27
Other intangible assets	8	57,297.47	60,959.75
Financial assets			
Investments	9	–	1,015.85
Others	10	2,406.70	2,337.30
Other non-current assets	11	1,925.32	987.98
Deferred tax assets (net)	12	64.83	59.88
Total non current assets		**89,147.50**	**75,884.38**
Current assets			
Financial assets			
Investments	13	23,607.91	13,518.76
Trade receivables	14	16,068.79	18,393.83
Cash and cash equivalents	15	408.22	2,384.68
Other bank balances	16	1.40	1.18
Others	17	356.40	299.06
Other current assets	18	2,527.81	4,095.33
Total current assets		**42,970.53**	**38,692.84**
TOTAL ASSETS		**1,32,118.03**	**1,14,577.22**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	19	4,767.04	4,767.04
Other equity	20	86,959.24	88,764.06
Total Equity		**91,726.28**	**93,531.10**
Liabilities			
Non-current liabilities			
Employee benefit obligations	21	1,004.41	1,011.14
Deferred tax liabilities (net)	22	2,195.55	3,460.85
Financial liabilities			
Lease Liability	23	20,249.87	–
Total non current Liabilities		**23,449.83**	**4,471.99**
Current liabilities			
Financial liabilities			
Trade payables	24		
(A) total outstanding of micro enterprises and small enterprises		16.39	12.94
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		11,661.40	12,293.53
Others	25	2,565.56	386.95
Other current liabilities	26	2,514.71	3,695.81
Employee benefit obligations	27	183.86	184.90
Total current liabilities		**16,941.92**	**16,574.13**
TOTAL EQUITY AND LIABILITIES		**1,32,118.03**	**1,14,577.22**
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS	1-50		

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

As per our report of even date.

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

Govind Ahuja
Partner
Membership No. 48966
Place : Mumbai
Dated : June 19, 2020

For and on behalf of the Board of Directors

Vineet Jain
Chairman
[DIN: 00003962]

Ravindra Kulkarni
Director
[DIN: 00059367]

Prashant Panday
Managing Director & CEO
[DIN: 02747925]

N. Subramanian
Executive Director and Group CFO
[DIN: 03083775]

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

Consolidated Statement of Profit & Loss

For the year ended March 31, 2020

(₹ in lakhs)

	Notes	For the year ended March 31	
		2019-20	2018-19
Revenue from Contract with customers	28	53,814.69	61,375.92
Other operating income	28	999.67	703.89
Other income	29	1,338.96	1,568.88
Total Income		**56,153.32**	**63,648.69**
Expenses:			
Employee benefits expense	30	13,483.01	12,618.04
Finance cost	31	1,949.41	397.54
Depreciation Amortisation, and Impairment expenses	32	10,416.09	6,711.14
Operating and other expenses	33	28,796.76	35,547.53
Total Expenses		**54,645.27**	**55,274.25**
Profit before taxation and exceptional item		**1,508.05**	**8,374.44**
Profit before tax		**1,508.05**	**8,374.44**
Tax expense:	34		
Current tax		482.08	1,981.33
Deferred tax		31.37	1,003.19
Deferred tax of earlier years		(76.61)	–
Total tax expenses		**436.84**	**2,984.52**
Profit for the year		**1,071.21**	**5,389.92**
Other Comprehensive Income (OCI)			
Items that will not be reclassified to profit or loss			
– Remeasurement of post employment benefit obligations		(9.15)	(30.97)
– Income tax relating to items that will not be reclassified to profit or loss		2.44	10.82
Items that will be reclassified to profit or loss			
– Exchange differences on translation of foreign operations		14.25	(9.04)
– Income tax relating to items that will be reclassified to profit or loss		–	–
Other comprehensive income for the year, net of tax		**7.54**	**(29.19)**
Total comprehensive income for the year		**1,078.75**	**5,360.73**
Earnings per equity share [nominal value per share: ₹ 10 (2018-19: ₹ 10)]			
– Basic	42	2.25	11.31
– Diluted		2.25	11.31
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS	1-50		

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

As per our report of even date.

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

Govind Ahuja
Partner
Membership No. 48966
Place : Mumbai
Dated : June 19, 2020

For and on behalf of the Board of Directors

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Executive Director and Group CFO
[DIN: 03083775]

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

Consolidated Statement of Changes in Equity

For the year ended March 31, 2020

(₹ in lakhs)

A.	**Equity Share capital**	
	Balance as at April 1, 2018	**4,767.04**
	Changes in equity share capital during the year	–
	Balance as at March 31, 2019	**4,767.04**
	Changes in equity share capital during the year	–
	Balance as at March 31, 2020	**4,767.04**

B. Other Equity (₹ in lakhs)

	Reserves and Surplus			
	Securities premium	**Foreign currency translation reserve**	**Retained earnings**	**Total Other Equity**
Balance as at April 1, 2018	**18,850.70**	**–**	**65,127.32**	**83,978.02**
Profit for the year	–	–	5,389.92	5,389.92
Other comprehensive income	–	(9.04)	(20.15)	(29.19)
Dividends paid	–	–	(476.70)	(476.70)
Dividend distribution tax	–	–	(97.99)	(97.99)
Balance as at March 31, 2019	**18,850.70**	**(9.04)**	**69,922.40**	**88,764.06**
Profit for the year	–	–	1,071.21	1,071.21
Ind AS 116 Impact	–	–	(2,308.88)	(2,308.88)
Other comprehensive income	–	14.25	(6.71)	7.54
Dividends paid	–	–	(476.70)	(476.70)
Dividend distribution tax	**–**	**–**	**(97.99)**	**(97.99)**
Balance as at March 31, 2020	**18,850.70**	**5.21**	**68,103.33**	**86,959.24**

Nature and purpose of reserves

a) Securities premium

Securities premium is used to record the premium on issue of shares. The reserve will be utilised in accordance with the provisions of section 52 of the Companies Act, 2013.

b) Foreign currency translation reserve

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount will be reclassified to profit or loss when the net investment is disposed-off.

As per our report of even date.

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

Govind Ahuja
Partner
Membership No. 48966

Place : Mumbai
Dated : June 19, 2020

For and on behalf of the Board of Directors

Vineet Jain
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[DIN: 03083775]

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

Consolidated Statement of Cash Flows

For the year ended March 31, 2020

(₹ in lakhs)

	For the year ended March 31	
	2020	**2019**
A) CASH FLOW FROM OPERATING ACTIVITIES :		
Profit before tax	**1,508.05**	**8,374.44**
Adjustments for :		
Depreciation, amortisation & impairment expenses	10,416.30	6,711.14
Interest income on investments	(28.35)	(62.22)
Finance Cost	1,949.41	397.54
Provision no longer required written back	(864.78)	(537.52)
Unclaimed credit written back	(26.31)	(133.50)
Profit on fair value of investment	(744.49)	(541.48)
Profit on sale of non-current investments	(1.46)	(0.77)
Profit on sale of current investments	(419.18)	(759.61)
Exchange (gain) / loss	1.62	(9.20)
(Profit) / Loss on sale of tangible assets	9.46	(8.89)
Tangible assets written off	3.87	17.81
Provision/(Reversal) of impairment recognised in earlier years	–	(3.42)
Provision for doubtful debts (net)	441.84	616.03
Bad debts written off	764.83	230.93
Operating profit before working capital changes	**13,010.81**	**14,291.28**
Adjustments for changes in working capital :		
(Increase) / Decrease in trade receivables	1,136.15	(3,863.86)
(Increase) / Decrease in other non current financial assets	(38.69)	(71.54)
(Increase) / Decrease in other bank balances	(0.22)	3.72
(Increase) / Decrease in other current financial assets	(55.15)	(66.84)
(Increase) / Decrease in other non current assets	–	14.77
(Increase) / Decrease in other current non financial assets	709.19	(337.03)
Increase / (Decrease) in other current financial liabilities	(173.62)	0.56
Increase / (Decrease) in trade payables	107.58	2,696.52
Increase / (Decrease) in other current liabilities	(1,155.76)	1,178.58
Increase / (Decrease) in provisions	(16.92)	83.69
Cash generated from operations	**13,523.37**	**13,929.85**
Taxes paid (net)	(1,626.51)	(1,998.11)
Net cash generated from Operating Activities (A)	**11,896.86**	**11,931.74**

Consolidated Statement of Cash Flows

For the year ended March 31, 2020

(₹ in lakhs)

	For the year ended March 31	
	2020	**2019**
B) CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of tangible assets, including capital work in progress and capital advances	(1,352.62)	(2,938.32)
Proceeds from sale of tangible assets	30.44	29.15
Interest received	2.24	27.31
Purchase of investment property	(25.63)	(120.07)
Purchase of current investments	(61,387.44)	(57,646.00)
Purchase of non- current investments	-	(16.50)
Proceeds from sale of non-current investments	393.44	25.65
Proceeds from sale of current investments	53,085.83	60,885.97
Net cash from / (used in) Investing Activities (B)	**(9,253.74)**	**247.19**
C) CASH FLOW FROM FINANCING ACTIVITIES :		
Principal lease liability payment	(2,109.64)	-
Repayment of commercial papers	-	(11,000.00)
Dividend paid	(476.70)	(476.70)
Dividend distribution tax paid	(97.99)	(97.99)
Finance cost	(1,949.41)	(6.01)
Net cash (used in)/ from Financing Activities (C)	**(4,633.74)**	**(11,580.70)**
Net Increase / (Decrease) in Cash and Cash Equivalents (A)+(B)+(C)	**(1,990.62)**	**598.23**
Cash and Cash Equivalents as at the beginning of the year	**2,384.67**	**1,794.44**
Effect of foreign exchange on cash and cash equivalents	**14.17**	**(8.00)**
Cash and Cash Equivalents as at the end of the year	**408.22**	**2,384.67**
	(1,990.62)	**598.23**
NOTES ON CASH FLOW STATEMENT :		
1. Cash and cash equivalents at the end of the year as per Balance Sheet	408.22 **408.22**	2,384.67 **2,384.67**
2. Previous year's figures have been regrouped and rearranged wherever necessary.		
The above statement of cash flows should be read with the accompanying notes. **1-50**		

As per our report of even date.

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

Govind Ahuja
Partner
Membership No. 48966

Place : Mumbai
Dated : June 19, 2020

For and on behalf of the Board of Directors

Vineet Jain
Chairman
[DIN: 00003962]

Ravindra Kulkarni
Director
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N. Subramanian
Executive Director and Group CFO
[DIN: 03083775]

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

1. **Corporate Information**

Entertainment Network (India) Limited (the 'Company') is a public limited company domiciled in India and is listed on the Bombay Stock Exchange ('BSE') and the National Stock Exchange ('NSE'). The Company was incorporated on June 24, 1999 and has its registered office at Mumbai, Maharashtra, India. The Company operates FM radio broadcasting stations in 63 Indian cities under the brand names 'Radio Mirchi' , 'Mirchi Love', 'Mirchi 95' and 'Kool FM'.

The Company's principal revenue stream is advertising. Advertising revenues are generated through the sale of airtime in the Company's FM radio broadcasting stations, activations, concerts and monetization of Company's digital and other media properties.

The Company has a 100% subsidiary based in India, Alternate Brand Solutions (India) Limited (ABSIL). ABSIL was incorporated on October 31, 2007.

The Company also has a 100% Subsidiary, Entertainment Network, INC (EN, INC) and a step-down subsidiary, Entertainment Network, LLC (EN, LLC) based in United States. EN, LLC is the 100% subsidiary of EN, INC.

EN, INC and EN, LLC were incorporated on January 9, 2019 in the State of Delaware in United States. The Company, ABSIL, EN, INC and EN, LLC are collectively referred to as 'the Group'.

These financial statements were approved for issue by the Company's Board of Directors on June 19, 2020.

2. **Significant Accounting Policies**

i. **Basis of preparation**

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

Current versus non-current classification

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

An asset is treated as current when it is:

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

b) Held primarily for the purpose of trading

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

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

All other assets are classified as non-current.

A liability is current when:

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

b) It is held primarily for the purpose of trading

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

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

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

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

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

ii. Revenue Recognition

Effective April 1, 2018, the Group has applied Ind AS 115 which establishes a comprehensive framework for determining recognition, measurement and disclosure of revenue.

The core principle of the new standard is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

Revenue from contracts with customers is recognised when control of services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those services. Revenue is measured at the fair value of the consideration received or receivable. The revenue recognised is net of discounts, volume rebate and any taxes or duties collected on behalf of the government which are levied on revenue such as Goods and Services tax (GST).

The Group provides radio advertising services and Media Solutions to clients. The Group classifies its Media Solutions as under:

i. Branded Solutions: The Group provides various branded services which include Concerts, Award Shows, On-Air properties, Brand Licensing, Multimedia and Digital services.

ii. Managed Solutions: The Group provides services to manage the intellectual properties, activities or events of Clients

I) Revenue from Radio Broadcasting and other services

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

b. Revenue from solutions business is recognised, in the period in which the performance obligations are satisfied

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for services transferred to the customer. If the Group transfers services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenues (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Trade receivables

A receivable represents the Groups's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due or payments are already due but yet to be realized).

Contract Liability

A contract liability is the obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group satisfies its performance obligation under the contract. Unearned and deferred revenue is recognised when there are is billings in excess of revenues.

The Group disaggregates revenue from contracts with customers by the nature of services it provided to the customer.

The billing schedules agreed with customers include periodic performance based payments. Invoices are payable within contractually agreed credit period

Use of significant judgements in revenue recognition

a. The Group's contracts with customers could include promises to transfer multiple services to a customer. The Group assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

b. Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume rebates and discount. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

c. The Group uses judgement to determine an appropriate standalone selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative stand-alone selling price of each distinct product or service promised in the contract.

d. The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or existence of enforceable right to payment for performance to date and alternate use of such service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

II) Other Income

a. Dividends, if any are recognised in statement of Profit and Loss only when:

    i. the right to receive payment is established;

    ii. it is probable that the economic benefits associated with the dividend will flow to the Group; and

    iii. the amount of the dividend can be measured reliably.

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

iii. Principles of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at March 31, 2020. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

a. Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee).

b. Exposure, or rights, to variable returns from its involvement with the investee, and

c. The ability to use its power over the investee to affect its returns.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

The consolidated financial statements have been prepared on the following basis:

- The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the reported values of like items of assets, liabilities, revenues and expenses.
- Intra-group balances and intra-group transactions and resulting profits are eliminated in full.
- The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner as the Company's separate financial statements.

The relevant details in respect of the subsidiary considered in the consolidated financial statements are summarized below:

Name of the entity	% of holding	Net Assets i.e total assets minus total liabilities		Share in profit or loss		Share in Other comprehensive income (OCI)	
		As % of Consolidated net assets	Amount (₹ In lakhs)	As % of Consolidated net profit or loss	Amount (₹ In lakhs)	As % of Consolidated OCI	Amount (₹ In lakhs)
Parent Company							
Entertainment Network (India) Limited	100	98.56%	90,407.18	132.89%	1,423.49	(88.99%)	(6.71)
Subsidiary Companies							
Alternate Brand Solutions (India) Limited (ABSIL)	100	1.22%	1,120.25	3.31%	35.41	0.00%	–
Entertainment Network, INC (EN, INC)	100	0.22%	199.05	(36.19%)	(387.69)	188.99%	14.25

iv. Business Combinations

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

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

v. **Property, Plant and Equipment**

Property, Plant and Equipment are stated at acquisition cost less accumulated depreciation and impairment losses, if any. Cost of Property, Plant and Equipment comprises purchase price, duties, levies (excluding input tax credit) and any directly attributable cost of bringing the asset to its working condition and location for the intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. The present value of the expected cost for the decommissioning of an asset (after its use) is included in the cost of the respective asset if the recognition criteria for a provision are met.

Cost incurred on Property, Plant and Equipment not ready for their intended use is disclosed as Capital Work-in-Progress. Advances paid towards the acquisition of Property, Plant and Equipment outstanding at each balance sheet date are classified as capital advances under other non-current assets. Unpaid amounts towards acquisition of Property, Plant and Equipment outstanding at each balance sheet date are classified under other current financial liabilities if due within one year from the date of these financial statements and under other non-current financial liabilities if due after a year from the date of these financial statements.

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

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

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

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

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

vi. **Intangible assets**

a. **Frequency Module (FM) Radio Licenses**

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

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

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

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

b. Goodwill

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

c. Software

a. Software acquired initially together with hardware is capitalised along with the cost of hardware and depreciated in the same manner as the hardware. All subsequent purchases of software licenses are treated as revenue expenditure and charged to the statement of profit and loss account in the year of purchase.

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

vii. Investment property

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

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

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes (Refer note 6). Fair values are determined based on an annual evaluation performed by an accredited external independent valuer. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical carrying value.

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

viii. Borrowing cost

Borrowing cost directly attributable to qualifying assets, which take substantial period to get ready for its intended use, are capitalized to the extent they relate to the period until such assets are ready to be put to use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

ix. Foreign currency transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transaction. Gains and losses arising out of subsequent fluctuations are accounted for on actual payment or realisation. Monetary items denominated in foreign currency as at the balance sheet date are converted at the exchange rates prevailing on that day. Exchange differences are recognised in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Assets and liabilities of entities with functional currency other than the functional currency of the Company have been translated using exchange rates prevailing on the balance sheet date. Statement of profit and loss of such entities has been translated using weighted average exchange rates. Translation adjustments have been recognised in Other Comprehensive Income in the statement of Profit and Loss and reported as foreign currency translation reserve in the statement of changes in equity.

x. Financial instruments

a. Recognition and initial measurement

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

b. Classification and subsequent measurement

i. Financial assets

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

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

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

Investments that are intended to be held for not more than a year from the date of investment are classified as current investments. All other investments are termed as long term investments. The portion of long term investments which is expected to be realized within twelve months from the balance sheet date are classified as current investments.

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

ii. Financial liabilities

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

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

c. Derecognition of financial instruments

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

d. Impairment of financial assets

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

For trade receivables, the Group applies the simplified approach permitted by Ind AS 109- 'Financial Instruments', which requires expected lifetime losses to be recognised from initial recognition of the receivables. . Lifetime losses are the expected credit losses resulting from all possible default events over the expected life of a trade receivables.

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. Every year, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

xi. Employee benefits

a. Defined Contribution Plans:

The Group has defined contribution plans for post-employment benefits such as Provident Fund, National Pension Scheme, Employee's State Insurance and Employee's Pension Scheme, 1995. The Group contributes to a government administered Provident Fund, state plan namely Employee's Pension Scheme, 1995, Employee State Insurance Scheme and National Pension Scheme on behalf of its employees and has no further obligation beyond making its contribution.

The Group's contributions to the above funds are recognised in the statement of Profit and Loss every year.

b. Defined Benefit Plans:

The Group has defined benefit plans namely gratuity for all its employees. Liability for defined benefit plans is provided based on valuations, as at the balance sheet date, carried out by an independent actuary. The actuarial valuation method used by the independent actuary for measuring the liability is the projected unit credit method.

Actuarial losses and gains are recognised in other comprehensive income and shall not be reclassified to the statement of profit and loss in a subsequent period.

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

c. Other Long term benefits

The Group has other long term benefits namely compensated absences for all its employees. The liabilities in respect of compensated absences which are expected to be encashed / utilised before twelve months from the balance sheet date are current. Other such liabilities are considered non-current.

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

xii. Ind AS 116 – Right of Use asset and Lease Liability

Effective April 1, 2019, the Group has applied Ind AS 116 which establishes a comprehensive framework for determining recognition, measurement and disclosure of leases and requires lessees to recognise eligible leases on the Balance Sheet.

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for a consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities in respect of future lease payments and Right of Use assets representing the right to use the underlying assets.

i) Right of Use assets

The Group recognises Right of Use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right of Use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of Right of Use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right of Use assets are depreciated on a straight-line basis over the lease term.

ii) Lease Liabilities

The Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification or a change in the lease term or a change in the lease payments.

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its leases that have a lease term of 12 months or less and leases of low value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

xiii. Cash and cash equivalents

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

xiv. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events (such as bonus shares),if any, other than the conversion of potential equity shares that have changed the number of equity shares outstanding without a corresponding change in resources. For calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

xv. Taxes

Tax expense comprises current and deferred tax. Current income tax and deferred tax are measured based on the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

Current Tax

Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Minimum Alternate Tax (MAT)

MAT paid in accordance with tax laws which give rise to future economic benefits in the form of adjustment to future income tax liability is considered as an asset, if there is convincing evidence that the Group will pay normal tax in future. Accordingly, MAT is recognised as a deferred tax asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the Group and the asset can be measured reliably. The Group reviews the 'Minimum Alternate Tax (MAT) Credit Entitlement' asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward.

Deferred tax assets and liabilities

Deferred tax assets and liabilities are recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates that have been enacted or substantively enacted by the balance sheet date.

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

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

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

GST paid on acquisition of assets or on incurring expenses

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

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

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

xvi. Impairment of non-financial assets

The Group assesses at each balance sheet date whether there is any indication that a non-financial asset, other than goodwill, may be impaired. If any such indication exists, the Group estimates the recoverable amount of such asset. If recoverable amount of such asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical carrying value.

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

xvii. Provisions and contingent liabilities

The Group recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Provisions are determined based on best estimates of the amount required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. If the effect of time value of money is material, provisions are discounted. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources embodying economic benefit. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

xviii. Dividends

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

xix. License Fees

As per the applicable Frequency Module (FM) broadcasting policy, license fees is recognised in statement of profit and loss at the rate of 4% of gross revenue or minimum fixed fee for the concerned city, whichever is higher. Minimum fixed fee is 2.5% of the Non-Refundable One Time Entry Fee (NOTEF).

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

Gross Revenue for this purpose shall mean revenue on the basis of billing rates inclusive of any taxes. Barter advertising contracts are also included in the gross revenue on the basis of relevant billing rates. NOTEF means the successful bid amount arrived at through an ascending e-auction process for private FM Radio Phase-III Channels conducted by the Ministry of Information & Broadcasting ('MIB').

2A. Critical estimates and / or judgements

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

The areas involving critical estimates or judgements are:

a. Useful life of intangible asset- Refer Note 8

b. Impairment of trade receivables- Refer Note 14

c. Recognition and recoverability of deferred tax assets & liabilities- Refer Note 12, Note 22 and Note 34

d. Recognition of revenue from contracts with customers – Refer Note 28 and Note 2(ii)

e. Current tax expense and payable- Refer Note 34 and Note 45 (b)

f. Measurement of lease liability and Right of use asset – Refer Note 36

g. Defined benefit obligation- Refer Note 39

h. Provisions and contingencies, including Royalty – Refer Note 45 (a)

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

NOTE 3 : PROPERTY, PLANT AND EQUIPMENT

(Refer Notes 2(v) and (xvi)) (₹ in lakhs)

Particulars	GROSS CARRYING VALUE				DEPRECIATION				NET CARRYING VALUE
	Carrying value as at April 1, 2018	Additions	Disposals	As at March 31, 2019	As at April 1, 2018	For the year	Disposals	As at March 31, 2019	As at March 31, 2019
Tangible Assets									
Building (Including compensation paid for use of land)	58.83	–	–	58.83	18.90	8.39	–	27.29	31.54
Leasehold Improvements	2,460.65	1,063.13	53.15	3,470.63	746.55	285.42	53.14	978.82	2,491.81
Office Equipments	287.94	133.54	11.86	409.62	97.51	99.60	4.78	192.33	217.29
Plant and Machinery (Refer Note A)	5,247.00	2,235.66	53.76	7,428.90	1,919.35	900.30	30.95	2,788.70	4,640.20
Computers	1,160.68	514.06	24.74	1,650.00	773.58	348.88	18.71	1,103.75	546.25
Furniture and Fixtures	148.69	50.76	9.73	189.72	66.19	23.88	8.01	82.06	107.66
Motor Vehicles	54.86	19.50	2.22	72.14	21.13	13.43	1.78	32.78	39.36
Translation difference (Refer note B)	–	(0.23)	–	(0.23)	–	(0.01)	–	(0.01)	(0.22)
Total	**9,418.65**	**4,016.42**	**155.46**	**13,279.61**	**3,643.21**	**1,679.89**	**117.37**	**5,205.72**	**8,073.89**

Particulars	GROSS CARRYING VALUE				DEPRECIATION				NET CARRYING VALUE
	Carrying value as at April 1, 2019	Additions	Disposals	As at March 31, 2020	As at April 1, 2019	For the year	Disposals	As at March 31, 2020	As at March 31, 2020
Tangible Assets									
Building (Including compensation paid for use of land)	58.83	–	–	58.83	27.29	1.53	–	28.82	30.01
Leasehold Improvements	3,470.63	274.14	117.11	3,627.66	978.82	355.54	116.49	1,217.87	2,409.79
Office Equipments	409.62	117.31	35.55	491.38	192.33	105.79	33.26	264.86	226.52
Plant and Machinery (Refer Note A)	7,428.90	1,061.31	404.56	8,085.65	2,788.70	1,063.97	369.39	3,483.28	4,602.37
Computers	1,650.00	480.67	65.61	2,065.06	1,103.75	397.99	61.90	1,439.84	625.22
Furniture and Fixtures	189.72	44.96	14.23	220.45	82.06	33.99	13.56	102.49	117.96
Motor Vehicles	72.14	54.38	26.30	100.22	32.78	24.49	24.99	32.28	67.94
Translation difference (Refer note B)	(0.23)	1.19	–	0.96	(0.01)	0.94	–	0.93	0.03
Total	**13,279.61**	**2,033.96**	**663.36**	**14,650.21**	**5,205.72**	**1,984.24**	**619.59**	**6,570.37**	**8,079.84**

Note :

A. Net carrying value of Plant and Machinery includes jointly held assets at Common Transmission Infrastructure (CTI) amounting to ₹ 1,235.54 Lakhs (as at March 31,2019- ₹ 1,329.98 Lakhs).

B. Translation difference is on account of conversion of the tangible assets held by the Company's foreign subsidiary into the Company's functional currency.

NOTE 4: RIGHT OF USE ASSETS (REFER NOTE 2(XII))

(₹ in lakhs)

Particulars	Transmission	Office	Total
As at 31 March 2019 (Refer Note 36)	**13,553.25**	**7,653.00**	**21,206.25**
Add: Additions for the year	713.39	424.69	1,138.08
Less: Disposal for the year	121.71	38.91	160.62
Less: Depreciation for the year	1,573.69	1,520.27	3,093.96
Less: Translation difference	31.95	–	31.95
Carrying value as at March 31, 2020	**12,539.29**	**6,518.51**	**19,057.80**

Note : The Group has lease contracts for offices and transmission facilities used in its operations. Leases of transmission facilities generally have a lease term of 15 years, while offices generally have lease terms ranging from 5 to 10 years.

NOTE 5 : CAPITAL WORK IN PROGRESS (REFER NOTE 2(V))

(₹ in lakhs)

Particulars	Amount
Carrying value as at March 31, 2018	**6,258.81**
Add: Additions for the year	4,420.56
Less: Amount Capitalized out of the same	8,484.15
Carrying value as at March 31, 2019	**2,195.22**
Add: Additions for the year	1,549.77
Less: Amount Capitalized out of the same	3,660.41
Closing balance as on March 31, 2020	**84.58**

Note : Capital Work in Progress of previous year includes, inter alia, Non refundable One Time Entry Fees (NOTEF) for stations yet to be launched, borrowing cost capitalised on the same and the other assets necessary for getting the stations operationalised. Additions for the previous year includes borrowing cost ₹ 234.19 lakhs.

NOTE 6 : INVESTMENT PROPERTIES

(Refer Note 2(vii))

(₹ in lakhs)

Particulars	Amount
Net Block as on March 31, 2018	**85.94**
Add: Additions	120.08
Add : Impairment reversal of earlier year included in other income	3.42
Less: Depreciation	1.20
Net Block as on March 31, 2019	**208.24**
Add: Additions	25.63
Less: Depreciation	2.91
Net Block as on March 31, 2020	**230.96**

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

Fair value	
As at March 31, 2018	85.94
As at March 31, 2019	210.92
As at March 31, 2020	238.46

NOTE 7 : GOODWILL

(Refer Note 2 (vi)(b))

(₹ in lakhs)

Particulars	Amount
Carrying value as on March 31, 2018	**46.27**
Less: Impairment	–
Carrying value as on March 31, 2019	**46.27**
Less: Impairment	46.27
Carrying value as on March 31, 2020	**–**

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

NOTE 8 : OTHER INTANGIBLE ASSETS

(Refer Notes 2(vi)(a), 2(vi)(c), and (xvi))

(₹ in lakhs)

Particulars	GROSS CARRYING VALUE				AMORTISATION				NET CARRYING VALUE
	Carrying value as at April 1, 2018	Additions	Disposals	As at March 31, 2019	As at April 1, 2018	For the year	Disposals	As at March 31, 2019	As at March 31, 2019
Computer Software	80.21	220.73	–	300.94	74.06	45.72	–	119.78	181.16
Migration Fees (Refer Note A)	36,804.74	–	–	36,804.74	7,328.17	2,456.63	–	9,784.80	27,019.94
One Time Entry Fees (Refer Note B and C)	36,065.84	4,247.00	40.46	40,272.39	4,026.50	2,527.70	40.46	6,513.74	33,758.65
Total	**72,950.79**	**4,467.73**	**40.46**	**77,378.07**	**11,428.73**	**5,030.05**	**40.46**	**16,418.32**	**60,959.75**

Particulars	GROSS CARRYING VALUE				AMORTISATION				NET CARRYING VALUE
	Carrying value as at April 1, 2019	Additions	Disposals	As at March 31, 2020	As at April 1, 2019	For the year	Disposals	As at March 31, 2020	As at March 31, 2020
Computer Software	300.94	32.50	–	333.44	119.78	51.00	–	170.78	162.66
Migration Fees (Refer Note A)	36,804.74	–	–	36,804.74	9,784.80	2,456.63	–	12,241.43	24,563.31
One Time Entry Fees (Refer Note B and C)	40,272.39	1,593.95	–	41,866.34	6,513.74	2,781.10	–	9,294.84	32,571.50
otal	**77,378.07**	**1,626.45**	**–**	**79,004.52**	**16,418.32**	**5,288.73**	**–**	**21,707.05**	**57,297.47**

Notes:

A) As per the modified policy for expansion of FM Radio Broadcasting Services through Private Agencies (Phase III) , effective April 1, 2015 the Group was given the option to migrate all its existing licenses from Phase II regime to Phase III regime on payment of Non Refundable One Time Migration Fee ('NOTMF'). NOTMF for each station was determined based on the prescribed formula by the MIB vide its order dated January 21, 2015. The Group had exercised the option to migrate 35 out of its 36 stations from Phase II to Phase III for which the gross migration fee was ₹ 36,558.51 Lakhs and the net migration fee after taking into account the residual value of the Phase II licenses was ₹ 34,082.48 lakhs . NOTMF has a remaining amortisation period of ten years.

B) In the Financial year 2015-16, the Group had won 17 new licenses in the Phase III auctions. The Group paid ₹ 33,924.23 Lakhs Non Refundable One Time Entry Fees ('NOTEF') for these stations. The NOTEF was partially funded through borrowings. During the year 2016-17 the Group had won 21 new licenses in the Batch 2 of Phase III auctions. The Group paid Non-refundable One Time Entry Fee ("NOTEF") of ₹ 5,140.43 lakhs for these licenses. The NOTEF was funded through borrowings. All the Phase III licenses have a tenure of 15 years from the date of operationalization of such licenses.

C) Addition to gross carrying value includes borrowing cost of ₹ 191.98 lakhs (As at March 31, 2019: ₹ 431.56 lakhs) on account of NOTEF for stations launched during the year.

NOTE 9 : NON-CURRENT INVESTMENTS (Refer Note 2(x))

(₹ in lakhs)

Particulars	Figures as at March 31, 2020		Figures as at March 31, 2019	
	Nos. of Units	Amount	Nos. of Units	Amount
Non-Trade, Non-Current (Quoted - Mutual Funds) at Fair value through profit and loss				
Nippon India Liquid Fund - Growth Plan - Growth Option-LFIG, of ₹ 1,000 each (March 31, 2019 - ₹ 1,000 each) (formerly Reliance Liquid Fund - Treasury Plan - Growth Plan - Growth Option - LFIG)	–	–	9,306	422.40
Nippon India Liquid Fund - Direct - Growth Plan - Growth Option of ₹ 1,000 each (March 31, 2019 - ₹ 1,000 each) (formerly Reliance Liquid Fund - Treasury Plan - Direct - Growth Plan - Growth Option)	–	–	5,175	236.07
Reliance Medium Term Fund - Growth Plan - Growth Option-IPGP, of ₹ 10 each (March 31, 2019 - ₹ 10 each)	–	–	6,00,872	235.16
Reliance Money Manager Fund - Growth Plan - Growth Option - LPIG, of ₹ 1,000 each (March 31, 2019 - ₹ 1,000 each)	–	–	4,729	122.22
Total Non -Current Investments	**-**	**–**		**1,015.85**

NOTE 10 : OTHERS (Refer Note 2 (x))

	Figures as at March 31, 2020	Figures as at March 31, 2019
(Unsecured, considered good, unless otherwise stated)		
Security Deposits	2,406.70	2,337.30
Total	**2,406.70**	**2,337.30**
NOTE 11 : OTHER NON-CURRENT ASSETS		
Capital advances	300.04	496.05
Advance tax and tax deducted at source	1,624.48	491.13
[Net of provision for tax of ₹ 7,558.36 lakhs (Previous Year: ₹ 7,163.54 Lakhs)]		
Other Non Current Assets	0.80	0.80
Total Other Non-Current Assets	**1,925.32**	**987.98**

NOTE 12 : DEFERRED TAX ASSET (NET) (Refer Note 2 (xv))

	Figures as at March 31, 2020	Figures as at March 31, 2019
Deferred tax assets and liabilities are attributable to the following items :		
Assets:		
MAT credit entitlement	96.13	90.86
Business loss carried forward	0.89	4.45
Other	0.10	0.19
	97.12	**95.50**
Liability:		
Income on fair value of investments	32.29	35.62
	32.29	**35.62**
Total Deferred Tax Assets (Net)	**64.83**	**59.88**

NOTE 13 : CURRENT INVESTMENTS

(Refer Note 2(x))

(₹ in lakhs)

Particulars	Figures as at March 31, 2020		Figures as at March 31, 2019	
	Nos. of Units	Amount	Nos. of Units	Amount
Non-Trade, Current (Quoted - Mutual Funds) at Fair value through profit and loss				
ICICI Prudential Money Market Fund- Direct Plan Growth, of ₹ 100 each	8,87,453	2,478.34	–	–
Aditya Birla Sun Life Savings Fund - Reg - Growth, of ₹ 100 each	5,69,821	2,265.16	–	–
DSP BlackRock Liquidity Fund - Direct Plan - Growth, of ₹ 1,000 each (March 31, 2019 - ₹ 1,000 each)	68,003	1,931.78	83,711	2,237.91
Axis Treasury Advantage Fund - Regular growth, of ₹ 1,000 each	82,172	1,853.58	–	–
ICICI Prudential Savings Fund - Reg - Growth, of ₹ 100 each	4,43,316	1,717.18	–	–
Nippon India Money Market Fund - Direct Growth, of ₹ 1,000 each	54,736	1,670.91	–	–
Aditya Birla Sun Life Money Manager Fund- Growth- Regular Plan, of ₹ 100 each	5,48,553	1,476.45	–	–
Kotak Money Market Scheme direct Plan Growth, of ₹ 1,000 each	39,658	1,313.91	–	–
Axis Liquid Fund Direct Growth, of ₹ 1,000 each	57,681	1,271.49	–	–
Nippon India Money Market Fund - Growth, of ₹ 1,000 each	38,639	1,171.65	–	–
Edelweiss India Liquid Fund -Direct Plan - Bonus, of ₹ 1,000 each (March 31, 2019 - ₹ 1,000 each)	61,218	910.98	61,218	855.99
Sundaram Banking and PSU Debt Fund -Direct Plan Bonus, of ₹ 10 each (March 31, 2019- ₹ 10 each)	51,05,654	818.79	51,05,654	751.35
Aditya Birla Sun Life Overnight Fund Direct Growth, of ₹ 1,000 each	62,633	676.59	–	–
Nippon India liquid Fund Dir Growth, of ₹ 1,000 each	12,930	627.20	–	–
PGIM India Insta Cash Fund - Direct Plan - Growth, of ₹ 100 each	2,28,357	589.90	–	–
UTI Money Market Fund - Direct Growth Plan, of ₹ 1,000 each	23,321	528.85	–	–
Nippon India Liquid Fund - Growth Plan - Growth Option - LFIG, of Rupees 1,000 each (March 31, 2019 - ₹ 1,000 each) (formerly Reliance Liquid Fund - Treasury Plan - Growth Plan - Growth Option - LFIG)	9,306	448.77		
Aditya Birla Sun Life Money Manager Fund- Growth-Direct Plan, of ₹ 100 each	1,40,204	379.84	–	–
Kotak Money Market Scheme Growth Regular Plan, of ₹ 1,000 each	11,019	363.65	–	–
Aditya Birla Sun life Liquid Fund- Growth Direct Plan, of ₹ 100 each	1,09,962	351.39		
Nippon India Overnight Fund- Direct Growth, of ₹ 100 each	2,89,471	310.27	–	–
Nippon India Liquid Fund - Direct - Growth Plan - Growth Option of Rupees 1,000 each (March 31, 2019 - ₹ 1,000 each) (formerly Reliance Liquid Fund - Treasury Plan - Direct - Growth Plan - Growth Option)	5,175	251.01		
Axis Overnight Fund Direct Growth, of ₹ 1,000 each	18,969	200.22	–	–
ICICI Prudential Liquid - Direct Plan – Growth, of ₹ 100 each (March 31, 2019 - ₹ 100 each)	–	–	26,94,278	7,447.43
Invesco India Treasury Advantage Fund (Formerly Ultra Short Term Fund) - Direct Plan Bonus, of ₹ 1,000 each (March 31, 2019 - ₹ 1,000 each)	–	–	67,228	986.01
DHFL Pramerica Insta Cash Plus Fund - Bonus, of ₹ 100 each (March 31, 2019 - ₹ 100 each)	–	–	3,23,887	535.87
Sundaram Short Term Debt Fund Direct Bonus (Bonus Units), of ₹ 10 each (March 31, 2019 - ₹ 10 each)	–	–	24,04,436	401.64
Sundaram Low Duration Fund - Direct Growth, of ₹ 10 each (March 31, 2019 - ₹ 10 each)	–	–	11,49,826	302.56
Total Current Investments (C)		**23,607.91**		**13,518.76**

Aggregate amount of quoted instruments is ₹ 23,607.91 Lakhs (March 31 2019: ₹ 13,518.76 Lakhs)

(₹ in lakhs)

	Figures as at March 31, 2020	Figures as at March 31, 2019
NOTE 14 : TRADE RECEIVABLES (Refer Note 2 (x))		
Unsecured, considered good		
From related parties (Refer Note 41)	3,241.88	2,230.03
From others	12,826.91	16,163.80
Total Trade Receivables (net)	**16,068.79**	**18,393.83**
Breakup of Security Details		
Secured, considered good	–	-
Unsecured considered good	16,068.79	18,393.83
Trade Receivables which have significant increase in credit risk	–	-
Trade Receivables - Credit Impaired	3,032.31	2,589.44
	19,101.10	**20,983.27**
Less: Allowance for doubtful trade receivables		
Unsecured considered good	–	–
Trade Receivables which have significant increase in credit risk	–	–
Trade Receivables - Credit Impaired	(3,032.31)	(2,589.44)
Total Receivables (net)	**16,068.79**	**18,393.83**

Note:

A) No trade or other receivables are due from directors or other officers of the Group either severally or jointly with any other person. Further, no trade or other receivables are due from firms or Private Companies respectively in which any director is a partner, a director or a member.

B) Trade receivables are non-interest bearing and are generally on terms of credit.

NOTE 15 : CASH AND CASH EQUIVALENTS (Refer Note 2 (xiii))		
Balances with banks :		
Current Accounts	285.40	1,895.87
Cheques on hand	122.82	488.81
Total Cash and Cash Equivalents	**408.22**	**2,384.68**
NOTE 16 : OTHER BANK BALANCES (Refer Note 2 (xiii))		
On Unpaid dividend account	1.40	1.18
Total Other Bank Balances	**1.40**	**1.18**
NOTE 17 : OTHER CURRENT FINANCIAL ASSETS		
Due from related parties	99.73	34.71
Security Deposits	110.44	109.61
Interest accrued on deposits	0.58	0.06
Contract assets	145.65	154.68
Total other current financial assets	**356.40**	**299.06**
NOTE 18: OTHER CURRENT ASSETS		
(Unsecured, considered good unless otherwise stated)		
Prepaid expenses	573.33	1,562.39
Employee Loans	171.99	–
Advances recoverable in cash or in kind or for value to be received	548.35	856.39
Receivables from related parties	1,209.14	1,651.55
Other Current Assets	25.00	25.00
Total Other Current assets	**2,527.81**	**4,095.33**

(₹ in lakhs)

	Figures as at March 31, 2020	Figures as at March 31, 2019
NOTE 19 : EQUITY SHARE CAPITAL		
Authorised Capital		
12,00,00,000 (Previous Year : 12,00,00,000) Equity Shares of ₹ 10 each	**12,000.00**	**12,000.00**
Issued and Subscribed		
4,76,70,415 (Previous Year : 4,76,70,415) Equity Shares of ₹ 10 each fully paid-up		
Share Capital	4,767.04	4,767.04
	4,767.04	**4,767.04**

Notes:

(a) **Terms attached to equity shares**

The Company has only one class of equity shares. Each shareholder is eligible for one vote per share held. The par value per share is ₹ 10. The Company declares dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing annual general meeting.

(b) **Shares held by Holding company**	**No. of Shares**	**No. of Shares**
i) Equity Shares of ₹ 10 each held by Bennett, Coleman & Company Limited, the Holding Company.	3,39,18,400	3,39,18,400

(c) **Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**	**No. of Shares (in %)**	**No. of Shares (in %)**
i) Bennett, Coleman & Company Limited, the Holding Company.	3,39,18,400 (71.15%)	3,39,18,400 (71.15%)

	Figures as at March 31, 2020	Figures as at March 31, 2019
NOTE 20 : OTHER EQUITY		
Securities Premium Account	18,850.70	18,850.70
Retained Earnings	68,103.33	69,922.40
Foreign Currency Translation Reserve	5.21	(9.04)
	86,959.24	**88,764.06**
Retained Earnings		
Balance as at beginning of the year	69,922.40	65,127.32
Adjustment on account of Ind AS 116 - Leases	(2,308.88)	-
Add: Profit for the period	1,071.21	5,389.92
Add: Other comprehensive income for the year	(6.71)	(20.15)
Less : Dividend on equity shares (Refer Note 38)	(476.70)	(476.70)
[per share ₹ 1.00 (Previous Year: ₹ 1.00)]		
Less: Dividend distribution tax (Refer Note 38)	(97.99)	(97.99)
Balance as at the end of the year	**68,103.33**	**69,922.40**
Retained Earnings		
Balance as at beginning of the year	(9.04)	–
Add: Other comprehensive income for the year	14.25	(9.04)
Balance as at the end of the year	**5.21**	**(9.04)**
NOTE 21: EMPLOYEE BENEFIT OBLIGATIONS (Non-Current)		
Provision for employee benefits		
Provision for gratuity (Refer Notes 2(xi) and 39)	759.50	796.04
Provision for compensated absences (Refer Notes 2(xi))	244.91	215.10
Total Employee benefit obligations (Non-Current)	**1,004.41**	**1,011.14**

(₹ in lakhs)

	Figures as at March 31, 2020	Figures as at March 31, 2019
NOTE 22 : DEFERRED TAX LIABILITIES (NET) (Refer Note 2(xv))		
Deferred tax assets and liabilities are attributable to the following items :		
Assets:		
Provision for bad and doubtful debts	1,011.98	904.85
Provision for compensated absences	107.77	109.89
Provision for gratuity	305.33	308.06
Deferred rent	8.50	11.30
MAT credit entitlement	5,347.09	5,629.51
Lease Liability - Ind AS 116	1,457.95	–
Others	854.60	544.29
	9,093.22	**7,507.90**
Liabilities:		
Depreciation	10,711.80	10,011.20
Income on fair value of investments	568.95	946.91
Others	8.02	10.64
	11,288.77	**10,968.75**
Total deferred tax liabilities (net)	**2,195.55**	**3,460.85**

Note:

With effect from April 1, 2019, the Government of India, vide The Taxation Laws (Amendment) Act, 2019 ("Amendment Act") inserted a new Section 115BAA in the Income Tax Act 1961, which provides the Group the option to pay income taxes at reduced rates subject to certain provisions and conditions. The Group has completed its assessment of the impact of the Amendment Act and decided to continue with the existing tax structure until the utilisation of accumulated Minimum Alternative Tax (MAT) credit of ₹ 5,347.09 lakhs as on March 31, 2020. The Group has also opted not to re-measure the accumulated Net deferred Tax liability of ₹ 9,090.36 lakhs as at April 1, 2019 in the current financial year.

However, the Group believes that any addition to net deferred tax liability after April 1, 2019 would crystallise only at the reduced rate specified in the Amendment Act and hence the Group has recorded the deferred tax expense for the year ended March 31, 2020 at a lower rate. Consequently, the deferred tax expense for the year ended March 31, 2020 is lower by ₹ 135.28 lakhs.

NOTE 23: NON-CURRENT FINANCIAL LIABILITIES		
Lease Liability (Refer Note 36)		
Office	6,647.70	–
Transmission facilities	13,602.17	–
Total	**20,249.87**	**–**
NOTE 24 : TRADE PAYABLES		
(A) total outstanding of micro enterprises and small enterprises (Refer Note 37)	16.39	12.94
	16.39	**12.94**
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		
Payable to related parties (Refer Note 41)	168.94	46.83
Other Trade payables	11,492.46	12,246.70
Total Trade Payables	**11,661.40**	**12,293.53**

(₹ in lakhs)

	Figures as at March 31, 2020	Figures as at March 31, 2019
NOTE 25: OTHER CURRENT FINANCIAL LIABILITIES		
Unpaid dividend	1.40	1.18
Lease Liability (Refer Note 36)		
Office	1,230.31	–
Transmission facilities	1,121.79	–
	2,352.10	**–**
Payables for acquisition of property, plant and equipment	189.28	362.99
Security deposit	22.78	22.78
Total Other Current Financial Liabilities	**2,565.56**	**386.95**
NOTE 26: OTHER CURRENT LIABILITIES		
Contract Liabilities	245.32	1,045.30
Statutory dues	843.77	1,088.05
Employee dues	1,266.25	1,543.57
Other Current Liabilities	159.37	18.89
Total Other Current Liabilities	**2,514.71**	**3,695.81**
NOTE 27: EMPLOYEE BENEFIT OBLIGATIONS (CURRENT)		
Provision for employee benefits		
Provision for gratuity (Refer Notes 2(xi) and 39)	122.71	85.53
Provision for compensated absences (Refer Notes 2(xi))	61.15	99.37
Total Employee benefit obligations (Current)	**183.86**	**184.90**

(₹ in lakhs)

	2019-20	2018-19
NOTE 28 : REVENUE FROM CONTRACT WITH CUSTOMERS AND OTHER OPERATING INCOME		
A) Revenue from contracts with customers		
Revenue disaggregation by type of service		
I) Radio Advertising Services (FCT)		
a) Owned	36,475.97	41,279.83
b) Traded	1,161.38	1,588.84
Total (A)	**37,637.35**	**42,868.67**
II) Solutions business		
a) Branded Solutions	10,115.02	13,349.15
b) Managed Solutions	6,062.32	5,158.10
Total (B)	**16,177.34**	**18,507.25**
Total Revenue (A+B)	**53,814.69**	**61,375.92**

While disclosing the aggregate amount of transaction price yet to be recognised as revenue towards unsatisfied (or partially satisfied) performance obligations, along with the broad time band for the expected time to recognise those revenues, the Group has applied the practical expedient in Ind AS 115 as unsatisfied (or partially satisfied) performance obligation are parts of contracts that have an original expected duration of one year or less. Accordingly, the Group has not disclosed the aggregate transaction price allocated to unsatisfied (or partially satisfied) performance obligations which pertain to contracts where revenue recognised corresponds to the value transferred to customer typically involving time and material, outcome based and event based contracts.

	2019-20	2018-19
Changes in contract assets are as follows:		
Balance at the beginning of the year	154.68	111.14
Less : Invoices raised during the year	(154.68)	(111.14)
Add: Revenue recognised during the year	145.65	154.68
Balance at the end of the year	**145.65**	**154.68**
Changes in contract liabilities are as follows:		
Balance at the beginning of the year	(1,045.30)	(508.90)
Less : Revenue recognised that was included in the contract liabilities balance at the beginning of the year	1,018.99	375.40
Less : Unclaimed credit write back	26.31	133.50
Add: Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	(245.32)	(1,045.30)
Balance at the end of the year	**(245.32)**	**(1,045.30)**
B) Other operating income		
Provision no longer required written back	864.03	537.52
Other Operating Income	135.64	166.37
	999.67	**703.89**

(₹ in lakhs)

	2019-20	2018-19
NOTE 29 : OTHER INCOME		
Interest income (Refer Note 2(x))		
– On fixed deposits	–	0.18
– On fair valuation of deposits	25.60	34.87
– On others	2.75	27.17
Profit on sale of current investments (Refer Note 2(x))	419.17	759.61
Profit on sale of non current investments (net) (Refer Note 2(x))	1.46	0.77
Gain on fair value of investment (Refer Notes 2(x))	744.49	541.48
Profit on Sale of Fixed Assets (net)	–	8.89
Management Fees	87.29	16.80
Rent Income	31.02	41.86
Unclaimed credit written back	26.31	133.50
Miscellaneous Income	0.87	3.75
	1,338.96	**1,568.88**
NOTE 30 : EMPLOYEE BENEFITS EXPENSE		
Salaries, wages and bonus	12,475.16	11,699.60
Contributions to provident and other funds (Refer Notes 2(xi))	483.27	390.50
Gratuity (Refer Notes 2(xi) and 39)	168.36	155.64
Staff welfare expenses	356.22	372.30
	13,483.01	**12,618.04**
NOTE 31 : FINANCE COST		
Interest expense:		
Interest on lease liabilities under Ind AS 116	1,948.61	–
On Commercial papers	–	369.81
On Others	0.80	27.73
	1,949.41	**397.54**
NOTE 32 : DEPRECIATION AMORTISATION & IMPAIRMENT EXPENSES		
Depreciation on Property, plant & equipment (Refer Note 2(v))	1,984.24	1,679.89
Depreciation on Right of use asset (Refer Note 2(xii))	3,093.94	–
Depreciation on Investment Property (Refer Note 2(vii))	2.91	1.20
Impairment of Goodwill (Refer Note 2(vi))	46.27	–
Amortisation (Refer Note 2(vi))	5,288.73	5,030.05
	10,416.09	**6,711.14**

(₹ in lakhs)

	2019-20	2018-19
NOTE 33 : OPERATING AND OTHER EXPENSES		
Royalty	2,494.09	2,221.98
Programming and production expenses	11,875.32	16,144.87
Technical costs	197.58	166.69
License fees (Refer Note 2(xix))	3,561.53	3,641.58
Rent	52.07	3,477.62
Rates and taxes	58.32	70.03
Power and fuel	1,600.88	1,468.41
Marketing	1,285.27	1,442.42
Travelling and Conveyance	1,334.11	1,396.28
Insurance	66.34	77.64
Communication	153.14	195.02
Repairs and maintenance on :		
– Buildings	11.45	22.11
– Plant and Machinery	1,020.77	958.20
– Others	650.90	536.44
Legal and professional fees	1,540.86	1,297.14
Software expenses (Refer Note 2(vi)(c))	424.63	332.37
Payments to auditors		
As Auditors:		
– Audit fee	51.12	44.03
– Other services	6.75	4.25
– Reimbursement of expenses	2.26	2.19
	60.13	**50.47**
Bad debts written off	764.84	230.93
Provision for doubtful debts	441.84	616.03
	441.84	**616.03**
Loss on sale of tangible assets	9.46	–
Tangible assets written off	3.87	17.81
Director's sitting fees and commission	43.70	56.60
Net loss on foreign currency transaction	1.62	–
Expenditure towards Corporate Social Responsibility Activities (Refer Note 43)	174.36	211.54
Miscellaneous expenses	969.68	915.35
	28,796.76	**35,547.53**

34. INCOME TAX EXPENSE

a. The major components of income tax expense for the years ended March 31, 2020 and March 31, 2019 are:

(₹ in lakhs)

Particulars	March 31, 2020	March 31, 2019
Income tax expense		
Current tax	482.08	1,981.33
Deferred tax		
Decrease / (Increase) in deferred tax assets	(438.77)	1,287.94
Unused tax credits (MAT)	151.03	(1,911.01)
Increase in deferred tax liabilities	316.68	1,615.44
Total deferred tax expense	**28.94**	**992.37**
Deferred Tax of earlier years	(76.62)	–
Income tax expense	**434.40**	**2,973.70**
Out of the above recognised in:		
Statement of profit and loss as total tax expenses	**436.84**	**2,984.52**
Other Comprehensive Income	**(2.44)**	**(10.82)**

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

(₹ in lakhs)

Particulars	March 31, 2020	March 31, 2019
Profit before taxation	1,508.27	8,374.44
Tax at the maximum tax rate as applicable	669.51	2,946.40
Reconciling items		
Tax saving due to Capital Gains	(103.52)	(35.02)
Brought Forward Loss adjusted	5.38	-
Disallowances	61.20	73.92
Tax on Other comprehensive income	(2.44)	(10.82)
Deferred Tax creation as per concessional rate	(135.28)	–
Prior Year Tax Expenses	(76.62)	–
Others	(0.07)	(0.78)
Tax expenses as per Statement of Profit and Loss	**434.40**	**2,973.70**

35. COMMITMENTS TO THE EXTENT NOT PROVIDED FOR

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

(₹ in lakhs)

Particulars	2019-20	2018-19
Property, Plant and Equipment	245.46	519.82
Total	**245.46**	**519.82**

36. DISCLOSURES ON IND AS 116

With effect from April 1, 2019, the Group adopted Ind AS 116 'Leases' using the modified retrospective method. Under this method the cumulative effect of initial application is recognised in retained earnings at April 1, 2019. Accordingly, the comparative information has not been restated.

The Group, at the inception of a contract, assesses the contract as, or containing, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset,

- the Group assesses whether the contract involves the use of an identified asset,
- the Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Group has the right to direct the use of the asset.

Lease Liability

On initial application of Ind AS 116, the Group recognised a lease liability measured at the present value of all the remaining lease payments, discounted using the Group's incremental borrowing rate on April 1, 2019.
The Group's Non-current lease liabilities are included in Non-current financial liabilities (Refer Note 23) and current lease liabilities are included in Other current financial liabilities (Refer Note 25). The maturity analysis of lease liabilities is disclosed in Note 48 – Financial Risk Management

Movement in lease liability during the year are follows:

(₹ in lakhs)

Particulars	March 31, 2020		
	Offices	Transmission facilities	Total
As on April 1, 2019	8,806.70	14,969.35	23,776.05
Additions	424.69	622.02	1,046.71
Deletions	(39.84)	(119.94)	(159.78)
Accretion of interest	674.24	1,274.37	1,948.61
Payments	(1,987.78)	(2,123.46)	(4,111.24)
Translation difference	–	101.62	101.62
As on March 31, 2020	**7,878.01**	**14,723.96**	**22,601.97**
Current	1,230.31	1,121.79	2,352.10
Non current	6,647.70	13,602.17	20,249.87

Right of Use Assets

Similarly, on initial application of Ind AS 116, the Group has elected to measure the Right of Use assets at its carrying amount as if Ind AS 116 had been applied since the lease commencement date, but discounted it using the Group's incremental borrowing rate at April 1, 2019.

The Group's Right of Use assets were recognised and shown separately in the Balance Sheet (Refer Note 4).

For new lease contracts, the Group recognises a Right of Use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee. The lease liability and the Right of Use assets is initially measured at the present value of remaining lease payments, discounted using the incremental borrowing rate at the date of recognition. Depreciation is computed using the straight-line method from the commencement date to the end of the useful life of the underlying asset or the end of the lease term, whichever is shorter.

Short-term leases and leases of low-value assets

The Group has elected not to recognise Right of Use assets and lease liabilities for short term leases that have a lease term of 12 months or less and leases of low value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

On adoption of Ind AS 116, The Group has recognized Right of Use assets of ₹ 21,206.25 lakhs and corresponding lease liability ₹ 23,776.05 lakhs. Prepaid rent on leasehold land and other assets amounting to ₹ 858.88 lakhs, which were earlier classified under Other assets have been reclassified to Right of Use assets. The adoption of the new standard has resulted in a reduction of ₹ 2,308.88 lakhs in opening retained earnings, net of tax.

For the year ended 31 March 2020:

a. Depreciation expense increased by ₹ 3,091.32 lakhs on account of depreciation on Right of Use assets recognised.
b. Rent expense included in 'Operating and other expenses', decreased by ₹ 4,035.65 lakhs on account of operating leases recognised previously.
c. Finance costs increased by ₹ 1,948.02 lakhs on account of interest expense on lease liabilities recognised.
d. Cash outflow from operating activities decreased by ₹ 4,035.65 lakhs on account of decrease in operating lease payments.
e. Cash outflow from financing activities increased by ₹ 4,059.05 lakhs on account of increase in principal and interest payments of lease liabilities.

37. TRADE PAYABLES

Details of Micro, Small & Medium Enterprises

Information, as per the requirement of Section 22 of The Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Group.

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
The principal amount remaining unpaid to any		
a. supplier at the end of accounting year included in		
i. trade payables	15.62	11.24
ii. The interest due on above	0.77	1.70
The total of (i) & (ii)	**16.39**	**12.94**
b. The amount of interest paid by the buyer in terms of section 16 of the Act	–	–
c. The amount of the payment made to the supplier beyond the appointed day during the accounting year	–	–
d. The amounts of interest accrued and remaining unpaid at the end of financial year	0.77	1.70
e. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year) but without adding the interest specified under this Act.	–	–

38. DIVIDEND PAID AND PROPOSED

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Dividends declared and paid on equity shares:		
Dividend for the year ended on March 31, 2019 - ₹ 1 per share (March 31, 2018 - ₹ 1 per share)	476.70	476.70
Dividend distribution tax on above	97.99	97.99
Proposed Dividend on equity shares:		
Dividend for the year ended on March 31, 2020 - ₹ 1 per share (March 31, 2019 - ₹ 1 per share)	476.70	476.70
Dividend distribution tax on above (DDT)	–	97.99

Note : Proposed dividends on equity shares are subject to approval at the annual general meeting and are not recognised as a liability as at March 31, 2020.

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

I) Defined Contribution Plans

a) Provident Fund

b) Employee's Pension Scheme

c) Employee State Insurance Scheme

d) National Pension Scheme

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

(₹ in lakhs)

Particulars	2019-2020	2018-2019
– Employers' Contribution to Provident Fund*	280.57	231.22
– Employers' Contribution to Employee's Pension Scheme 1995*	174.04	143.73
– Employers' Contribution to Employee State Insurance Scheme*	3.01	3.43
– Employers' Contribution to National Pension Scheme*	25.65	12.12

* Included in Contributions to Provident and Other Funds (Refer Note 30)

II) Defined Benefit Plans

Post-employment obligations

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

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

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

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

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

Particulars	As at March 31, 2020	As at March 31, 2019
Discount Rate (per annum)	5.76%	7.22%
Rate of increase in Compensation levels	Nil for the next 1 year, 8.50% p.a. for 2nd year, 7.50% p.a. for the 3rd year and 8.00% p.a. thereafter	8.00%
Rate of Employee Turnover	For service 2 years and below 27.5% p.a.; For service 3 years to 4 years 22.5% p.a.; For service 5 years and above 15% p.a	For service 2 years and below 25%p.a., For service 3 years to 4 years 20%p.a., For service 5 years and above 10% p.a.
Mortality rate during employment	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

A) Changes in the Present Value of Obligation

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Present Value of Obligation at the beginning of the year	881.58	795.18
Interest Cost	63.65	60.83
Past Service Cost	–	–
Current Service Cost	104.71	94.81
Benefits Paid	(176.87)	(100.21)
Actuarial (Gain) / Loss on obligations	9.15	30.97
Effect of Transfer In / (Transfer Out)	–	–
Present Value of Obligation as at the year end	**882.22**	**881.58**

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

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Present Value of Funded Obligation as at the year end	–	–
Fair Value of Plan Assets as at the year end	–	–
Funded Status	–	–
Present Value of Unfunded Obligation as at the year end	882.22	881.58
Unrecognised Actuarial (Gains) / Losses	–	–
Unfunded (Liability) recognised in Balance Sheet	**882.22**	**881.58**

C) Amount recognised in the Balance Sheet

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Present Value of Defined Benefit Obligation at the end of the year	882.22	881.58
Fair Value of Plan Assets as at the end of the year	–	–
Liability recognised in the Balance Sheet	882.22	881.58
Recognised under:		
Long term provisions	759.50	796.05
Short term provisions	122.72	85.53

D) **Expenses recognised in the Statement of Profit and Loss**

(₹ in lakhs)

Particulars	2019-2020	2018-2019
Current Service Cost	104.71	94.81
Past Service Cost	–	–
Interest Cost	63.65	60.83
Total amount recognised in profit or loss	**168.36**	**155.64**
(Gain)/loss from change in demographic assumptions	(18.13)	-
(Gain)/loss from change in financial assumptions	2.02	23.51
Experience (gains)/losses	25.27	7.46
Total Expenses recognised in the statement of Profit and Loss	**177.51**	**186.61**

E) **Experience Adjustment**

(₹ in lakhs)

Particulars	2019-2020	2018-2019
Defined Benefit Obligation	882.22	881.58
Plan Assets	–	–
Deficit / (Surplus)	882.22	881.58
Experience Adjustment on Plan Liabilities (Gain) / Loss	9.15	30.97

The estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

F) **Sensitivity Analysis**

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

The sensitivity of the defined benefit obligation to changes in the principal assumptions:

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Projected Benefit Obligation on Current Assumptions	882.22	881.58
Delta Effect of +1% Change in Rate of Discounting	(40.45)	(52.87)
Delta Effect of -1% Change in Rate of Discounting	44.86	59.75
Delta Effect of +1% Change in Rate of Salary Increase	44.05	58.71
Delta Effect of -1% Change in Rate of Salary Increase	(33.27)	(52.98)
Delta Effect of +1% Change in Rate of Employee Turnover	(7.17)	(5.24)
Delta Effect of -1% Change in Rate of Employee Turnover	7.76	5.62

G) **Maturity analysis of Projected Benefit Obligation from the employer**

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
1st Following Year	122.71	85.53
2nd Following Year	103.88	77.48
3rd Following Year	101.68	86.73
4th Following Year	141.97	80.33
5th Following Year	115.52	132.17
Sum of Years 6 To 10	303.76	388.49
Above 10 years	338.22	721.18

H) **Other details**

Weighted Average Duration of the Projected Benefit Obligation as on March 31, 2020 is 6 years (March 31, 2019 - 8 years).

40. SEGMENT INFORMATION

In accordance with Ind AS-108, 'Operating Segments', the Group's business segment is Media and Entertainment and it has no other primary reportable segments. Accordingly, the segment revenue, segment results, total carrying amount of segment assets and segment liabilities, total cost incurred to acquire segment assets and total amount of charge for depreciation during the year, is as reflected in the Financial Statements as at and for the year ended March 31, 2020. The Group primarily caters to the domestic market and hence there are no reportable geographical segments.

A) **Disclosure of geographical information**

(₹ in lakhs)

Particulars	2019-20	2018-19
Revenue from operations		
Outside India	1,688.54	1,261.97
India	53,125.82	60,817.84
Total	**54,814.36**	**62,079.81**

	As at March 31, 2020	As at March 31, 2019
Non - Current assets		
Outside India	1,163.87	10.21
India	85,512.10	72,461.14
Total	**86,675.97**	**72,471.35**

As per Ind AS 108 - Operating Segments, non-current assets include assets other than financial instruments, deferred tax assets, post-employment benefit assets, and rights arising under insurance contracts if any,

(i) located in the entity's country of domicile and

(ii) located in all foreign countries in total in which the entity holds assets.

41. RELATED PARTY DISCLOSURES

i. Parties where control exists

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

ii. Fellow Subsidiary Companies

Grade Stack Learning Private Limited (GSLPL)*
Times Innovative Media Limited (TIM)
Times Internet Limited (TIL)
Times Global Broadcasting Company Limited (TGBCL)
Zoom Entertainment Network Limited (ZENL)
Gamma Gaana Limited (GGL)
Metropolitan Media Company Limited (formerly Times VPL Limited) (MMCL)
Vardhaman Publishers Limited (VPL)
Magic Bricks Reality Services Limited (MBRSL)
Brand Equity Treaties Limited (BETL)
BCCL Media International FZ (BCCL MI)
Worldwide Media Private Limited (WWM)
MX Media and Entertainment PTE Ltd (MX Media)
Quickleap Solutions Limited (QSPL)*

iii. Related Parties of Holding Company

Inventz Life Science Pvt.Ltd (ILS)*
OML Entertainment Private Limited (OMLEPL)
BCCL Worldwide Inc. (BWI)

iv. Key Management Personnel

Managing Director & Chief Executive Officer

Mr. Prashant Panday

Executive Director & Group CFO

Mr. N Subramanian (w.e.f November 2, 2018)

Non-Executive Directors

Mr. Vineet Jain
Mr. N. Kumar
Mr. Richard Saldanha
Mr. Ravindra Kulkarni
Ms. Sukanya Kripalu (w.e.f May 23, 2018)

* There are no transactions with the entities during the year.

v. **Transactions with Related Parties**

(₹ in lakhs)

Particulars	2019-20																	
	Holding Company	Fellow Subsidiary Companies														Related Parties of the Holding Company		
	BCCL	GSLPL	TIM	TIL	ZENL	GGL	MMCL	VPL	MBRSL	BETL	BCCL MI	TGBCL	WWM	MX Media	QSPL	BWI	OMLEPL	ILS
Transactions with Related Parties :																		
Revenue from contract with customers	9,336.63	–	8.88	341.18	–	331.29	71.74	–	7.68	2,982.36	163.08	–	79.02	439.13	–	–	8.03	–
Rendering of services	–	–	118.31	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Receiving of services	1,202.45	–	13.45	278.45	8.27	217.33	24.04	1.58	–	–	–	4.39	79.02	–	–	296.56	21.11	–
Recovery of Expenses	–	–	18.28	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Dividend Paid	339.18	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Year end Balances with Related Parties :																		
Trade Receivables	913.07	–	7.26	132.77	–	247.24	18.27	–	2.31	1,461.28	110.45	–	–	349.22	–	–	0.01	–
Non-trade Receivables (net)	–	–	99.73	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Other current assets	1,209.14	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Payables (net)	–	–	–	82.83	–	–	–	–	–	–	–	–	21.67	–	–	64.44	–	–

(₹ in lakhs)

Particulars	2018-19																	
	Holding Company	Fellow Subsidiary Companies														Related Parties of the Holding Company		
	BCCL	GSLPL	TIM	TIL	ZENL	GGL	MMCL	VPL	MBRSL	BETL	BCCL MI	TGBCL	WWM	MX Media	QSPL	BWI	OMLEPL	ILS
Transactions with Related Parties :																		
Revenue from contract with customers	10,809.47	1.85	4.00	219.25	–	748.37	17.85	–	54.78	685.84	167.39		45.12	129.49	23.82	–	2.40	1.00
Rendering of services	5.85	–	52.81	–	–	–	–	–	–	–	–		–	–	–	–	–	–
Receiving of services	1,273.28	–	95.63	133.69	–	452.19	8.50	1.58	–	–	–		74.96	–	–	22.31	2.40	–
Recovery of Expenses	0.38	–	81.58	–	–	–	–	–	–	–	–		–	–	–	–	–	–
Dividend paid	339.18	–	–	–	–	–	–	–	–	–	–		–	–	–	–	–	–
Year end Balances with Related Parties :																		
Trade Receivables	2,918.47	–	–	87.19	–	418.05	6.57	–	6.59	210.56	77.04	–	–	129.49	27.63	–	–	–
Non-trade Receivables (net)	–	–	34.71	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Other current assets	1,651.55	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Payables (net)	–	–	–	2.30	–	–	–	–	–	–	–	–	22.23	–	–	22.31	–	–

vi. Details relating to Persons referred to in 41(iv) above

I. A. Mr. Prashant Panday

(₹ in lakhs)

Particulars	2019-2020	2018-2019
Short-term employee benefits	498.18	304.01
Post Employment Benefit Obligation	7.93	8.16
Total Compensation	**506.11**	**312.17**

B. Mr. N Subramanian

(₹ in lakhs)

Particulars	2019-2020	2018-2019
Short-term employee benefits	249.16	85.85
Post Employment Benefit Obligation	5.48	2.19
Total Compensation	**254.64**	**88.04**

II. Non-executive directors

(₹ in lakhs)

Particulars	2019-2020	2018-2019
Director sitting fees and commission	43.70	56.60
Total Compensation	**43.70**	**56.60**

Terms and conditions of transactions with related parties

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

There have been no guarantees provided or received for any related party receivables and payables for the year ended March 31, 2020 and for the year ended March 31, 2019.

42. EARNINGS PER SHARE (BASIC AND DILUTED)

The number of shares used in computing basic Earnings Per Share (EPS) is the weighted average number of shares outstanding during the year.

Particulars	2019-2020	2018-2019
Profit for the year (₹ in lakhs) (a)	1,071.21	5,389.92
Weighted average number of Equity shares (b) (Nos.)	4,76,70,415	4,76,70,415
Earnings per share – basic and diluted (₹) (a/b)	2.25	11.31
Nominal value of an equity share (₹)	10.00	10.00

43. Gross amount required to be spent by the Group during the year for Corporate Social Responsibility (CSR) activities was ₹ 174.36 lakhs (March 31, 2019 - ₹ 211.54 lakhs). Amount spent during the year by the Group is as follows:

(₹ in lakhs)

Particulars	2019-2020	2018-2019
(i) Construction/acquisition of an asset	–	–
(ii) On purposes other than (i) above	174.36	211.54

44. The Group and T.V. Today Network Limited (TVTN) had filed an application with the Ministry of Information and Broadcasting (MIB) seeking approval for a slump sale of the three stations viz. Mumbai, Delhi and Kolkata, by TVTN to ENIL. The MIB has not approved the transaction. The Non-Binding Memorandum of Understanding between the Group and TVTN for the purchase of the three stations from TVTN has also expired. The Group, however, continues to market the airtime on these three stations under the Advertising Sales Agreement (ASA) entered into earlier with TVTN.

45. PENDING LITIGATIONS AND CLAIMS:

a. The Group is involved in various litigations, the outcome of which are considered probable and in respect of which the Group has aggregate provisions of ₹ 3,581.16 lakhs as at March 31, 2020 (March 31, 2019 - ₹ 2,986.43 lakhs).

b. Contingent liability-taxation

The Group is contesting certain disallowances to the taxable income and demands raised by the Income tax authorities, the estimated tax liability of which is ₹ 19.00 lakhs as at March 31, 2020 (March 31, 2019 - ₹ 19.00 lakhs). The management does not expect the liability from these claims to crystallize and accordingly, no provision has been recognised in the financial statements for the same.

46. CAPITAL MANAGEMENT

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

The net debt of the Group as on March 31, 2020 was Nil (March 31, 2019 - Nil).

47. FAIR VALUE

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

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

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

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

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

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

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

Fair Value measurement

Financial instruments by category

(₹ in lakhs)

Particulars	March 31, 2020			
	Carrying amount	Fair Value		
		Level 1	Level 2	Level 3
Financial assets at amortised cost				
Employee loans	171.99	–	–	–
Trade receivables	16,068.79	–	–	–
Cash and cash equivalents	408.22	–	–	–
Other bank balances	1.40	–	–	–
Deposit current	110.44	–	–	–
Other current financial assets	245.96	–	–	–
Total	**17,006.80**	**–**	**–**	**–**
Financial assets at fair value through Profit or Loss				
Deposit non-current	2,406.70	–	–	–
Non-Current investments in mutual funds	–	–	–	–
Current investments in mutual funds	23,607.91	23,607.91	–	–
Total	**26,014.61**	**23,607.91**	**–**	**–**
Total financial assets	**43,021.41**	**23,607.91**	**–**	**–**
Financial liabilities at amortised cost				
Lease Liability - Non Current	20,249.87	–	–	–
Trade payables	11,677.79	–	–	–
Lease Liability - Current	2,352.10	–	–	–
Payables for acquisition of property, plant and equipment	189.28	–	–	–
Unpaid dividend	1.40	–	–	–
Security Deposits Payable - Current	22.78	–	–	–
Total financial liabilities	**34,493.22**	**–**	**–**	**–**

(₹ in lakhs)

Particulars	March 31, 2019			
	Carrying amount	Fair Value		
		Level 1	Level 2	Level 3
Financial assets at amortised cost				
Employee loans current	–	–	–	–
Trade receivables	18,393.83	–	–	–
Cash and cash equivalents	2,384.68	–	–	–
Other bank balances	1.18	–	–	–
Deposit current	109.61	–	–	–
Other current financial assets	189.45	–	–	–
Total	**21,078.75**	**–**	**–**	**–**
Financial assets at fair value through Profit or Loss				
Deposit non-current	2,337.30	–	–	–
Non-Current investments in mutual funds	1,015.85	1,015.85	–	–
Current investments in mutual funds	13,518.76	13,518.76	–	–
Total	**16,871.92**	**14,534.61**	**–**	**–**
Total financial assets	**37,950.67**	**14,534.61**	**–**	**–**
Financial liabilities at amortised cost				
Lease Liability - Non Current	–	–	–	–
Trade payables	12,306.47	–	–	–
Lease Liability - Current	–	–	–	–
Payables for acquisition of property, plant and equipment	362.99	–	–	–
Unpaid dividend	1.18	–	–	–
Security Deposits Payable - Current	22.78	–	–	–
Total financial liabilities	**12,693.42**	**–**	**–**	**–**

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

Particulars	March 31, 2020			
	Carrying amount	Fair Value		
		Level 1	Level 2	Level 3
Investment properties (Note 6)	230.96	–	238.46	–
Total	**230.96**	**–**	**238.46**	**–**

Particulars	March 31, 2019			
	Carrying amount	Fair Value		
		Level 1	Level 2	Level 3
Investment properties (Note 6)	208.24	–	210.92	–
Total	**208.24**	**–**	**210.92**	**–**

During the reporting periods ended March 31, 2020 and March 31, 2019 , there were no transfers between Level 1, Level 2 and Level 3 fair value instruments.

48. FINANCIAL RISK MANAGEMENT

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

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

a. Credit risk

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

Trade Receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. The Group undertakes a detailed review of the credit worthiness of clients before extending credit. Outstanding customer receivables are regularly monitored.

Trade receivables consists of a large number of customers. The Group has a credit evaluation policy for each customer and based on the evaluation, credit limit of each customer is defined. Net Trade receivables as on 31st March, 2020 is ₹ 16,068.79 lakhs (31st March, 2019: ₹ 18,393.83 lakhs). The Group believes the concentration of risk with respect to trade receivables is low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

The Group uses the expected credit loss model as per Ind AS 109 – 'Financial Instruments' to assess the impairment loss or gain. The Group uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix considers available external and internal credit risk factors and the Group's historical experience in respect of customers. The maximum exposure, to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 14.

Movement in provision for doubtful debts are as follows:-

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Opening provision	2,589.44	1,973.41
Add: Additional provision recorded	441.84	616.03
Add: Foreign Currency translation	1.03	–
Closing provisions	**3,032.31**	**2,589.44**

Investments in debt mutual funds and balances with banks

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

b. Liquidity Risk

Liquidity risk is defined as a risk that the Group will not be able to settle or meet its obligations on time. The Group's treasury department is responsible for liquidity, funding as well as settlement management. Management monitors the Group's net liquidity position through rolling forecasts based on expected cash flows. In addition, processes and policies related to such risks are overseen by the Senior Management.

The Group's principal sources of liquidity are cash and cash equivalents, Investments in mutual funds and the cash flow that is generated from operations. The Group believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

At the end of the reporting period, the Group held Mutual fund investments of ₹ 23,607.91 lakhs (March 31, 2019 ₹ 14,534.61 lakhs) that are expected to readily generate cash inflows for managing liquidity risk.

Maturities of financial liabilities

The tables below represents the Group's entire non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows.

(₹ in lakhs)

Contractual maturities of financial liabilities	March 31, 2020		March 31, 2019	
	Less than 1 year	More than 1 year	Less than 1 year	More than 1 year
Trade payables	11,677.79	–	12,306.47	–
Lease Liability – Non-Current	–	20,249.87	–	–
Other financial liabilities	2,565.56	–	386.95	–

c. Market Risk

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

Financial instruments affected by market risk include investments in mutual fund. The analysis exclude the impact of movements in market variables on the carrying values of gratuity and other postretirement obligations, provisions. The analysis for the contingent consideration liability is provided in Note 44.

Foreign Currency risk

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

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group does not have any financial instruments other than investments in mutual funds that are subject to fluctuation on account of change in market interest rates.

Price risk

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

49. ESTIMATION OF UNCERTAINTIES RELATING TO GLOBAL HEALTH PANDEMIC (COVID-19)

The World Health Organisation (WHO) declared the outbreak of Coronavirus Disease (Covid-19) a global pandemic on March 11, 2020. Consequent to this, the Government of India and the Government of United States of America declared a lockdown from March 25, 2020 and March 22, 2020, respectively. India and the World at large are facing a grave crisis on account of the Covid-19 pandemic. Consequently, the advertisement revenues and the profitability for the financial year ended March 31, 2020 have been adversely affected.

Millions of people rely on FM radio for updates on government directives and notifications. Accordingly, all our radio stations were running despite the lockdown. During this period, we continued to broadcast and bring information, solace, and companionship to our listeners. However, the pandemic and its consequent adverse effect on the economy also adversely impacted the business operations of the holding Company viz. ENIL. There have been no significant changes, however, in the controls and processes which are key to our ability to run our operations without disruptions in difficult conditions.

The Group has assessed the estimate of the expected credit loss provision required for trade receivables and the impairment assessment for Right of Use assets of the US Subsidiary based on estimate of the future results and various internal and external information up to the date of approval of these financial statements. The Group does not anticipate any additional expected credit loss provision for trade receivables and impairment to the carrying values of Right of Use assets of the US Subsidiary other than those provided in the financial statements. The Group has also performed sensitivity analysis on the assumptions used. Based on current indicators of future economic conditions, the Group expects to recover the carrying amount of these assets.

The impact of the pandemic may differ from that estimated as at the date of approval of these financial results. The uncertainty relating to the spread of the virus, including travel bans, quarantines, social distancing may have an impact on the Group's operations in future. The Group will continue to closely monitor any material changes arising on account of future economic conditions and the impact on its business.

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

Signatures to notes "1" to "50" forming part of the financial statements.

For and on behalf of the Board of Directors

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

Govind Ahuja
Partner
Membership No. 48966

Place : Mumbai
Dated : June 19, 2020

Vineet Jain
Chairman
[DIN: 00003962]

Ravindra Kulkarni
Director
[DIN: 00059367]

Prashant Panday
Managing Director & CEO
[DIN: 02747925]

N. Subramanian
Executive Director and Group CFO
[DIN: 03083775]

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

Notes

MIRCHI
Unlimited

www.radiomirchi.com

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Entertainment
Network (India)
Limited

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