

NOTICE

Music Broadcast Limited

CIN - L64200MH1999PLC137729

Regd. Office: 5th Floor, RNA Corporate Park, Off Western Express Highway,
Kalanagar, Bandra (East), Mumbai 400 051;
Tel: +91 22 66969100, Fax: +91 22 26429118
Website: www.planetradiocity.com , E-mail: investor@myradiocity.com

NOTICE OF 18TH ANNUAL GENERAL MEETING OF THE COMPANY

NOTICE is hereby given that the 18th Annual General Meeting of the Members of MUSIC BROADCAST LIMITED, [CIN L64200MH1999PLC137729] will be held on Thursday, the 14th day of September, 2017 at 3.00 p.m. at Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra West, Mumbai, Maharashtra 400050, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss for the year ended on that date together with the Report of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sameer Gupta (DIN- 00038353), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditor and fix their remuneration.

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

“RESOLVED THAT based on the recommendation of Audit Committee and pursuant to Section 139(1), 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the resolution passed by the Members at the 16th AGM held on September 07, 2015, the appointment of M/s. Price Waterhouse Chartered Accountant LLP (FRN: 012754N / N500016) as the Statutory Auditor of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them in consultation with the Statutory Auditor in addition to out of pocket expenses as may be incurred by them during the course of the Audit.”

SPECIAL BUSINESS:

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

To ratify the remuneration payable to cost auditors for the financial year ending March 31, 2018.

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Kishore Bhatia and Associates, Cost Accountant (Firm Registration No. 00294) appointed by the Board of Directors of the Company on recommendation of Audit Committee to conduct the audit of cost records of the Company for the financial year ending March 31, 2018, amounting to ₹ 60,000/- (Rupees Sixty Thousand Only) plus service tax as applicable and reimbursement of conveyance on actual basis as incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution 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”.

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

To appoint Mr. Madhukar Kamath (DIN- 00230316) as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, Mr. Madhukar Kamath (DIN- 00230316), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 25, 2017 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a member proposing his candidature for the office of Non-Executive Independent Director, be and is hereby appointed as an Non-Executive Independent Director of the Company to hold office for 5 (five) consecutive years, up to May 24, 2022 and he shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution 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”.

**By Order of the Board
For Music Broadcast Limited**

Place: Mumbai
Date: May 25, 2017

Chirag Bagadia
Company Secretary & Compliance Officer

Registered Office:
5th Floor, RNA Corporate Park,
Off Western Express Highway,
Kalanagar, Bandra (East), Mumbai 400 051
Tel: +91 22 66969100, Fax: +91 22 26429118
E-mail: investor@myradiocity.com
Website: www.planetradiocity.com,
CIN: L64200MH1999PLC137729

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
3. The Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid.
4. Proxies, in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.
5. The Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of Companies Act, 2013 ("the Act") are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
6. The Proxy Form(s) and certified copy of Board resolution(s) authorising representative(s) to attend and vote at the Meeting shall be sent to the registered office of the Company and addressed to the "Secretarial Department".
7. The route map and prominent landmark of the venue of the ensuing Annual General Meeting as required under Clause 1.2.4 of the Secretarial Standards on the General Meeting is attached to the Notice as Annexure II.
8. Attendance slip and proxy form for the Meeting are annexed hereto. Members, Proxies and Authorised Representatives are requested to bring to the Meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. 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.
9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business with respect to Item No. 4 and 5 of the Notice to be transacted at the Meeting is annexed hereto and forms part of the Notice.
10. The brief resume of all Directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulations of SEBI (Listing Obligation and Disclosure Requirements), Regulation 2015 ("SEBI (LODR), 2015") and Secretarial Standard (SS) – 2 issued by Institute of Company Secretaries of India (ICSI), are provided in the Annexure I to the notice/Report on Corporate Governance.
11. The Register of Members and Share Transfer Books shall be closed from September 08, 2017 to September 14, 2017 (both days inclusive) in connection with the ensuing Annual General Meeting.
12. Shareholders holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agents, Karyv Computershare Private Limited. Shareholders holding shares in electronic form must send the advice about change in address or bank mandate to their respective Depository Participants and not to the Company or its Share Transfer Agents.
13. The copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
14. Members are requested to send in their queries at least a week in advance to the Company Secretary at the Registered Office of the Company to facilitate clarifications during the meeting.
15. As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' initiated by the Ministry of Corporate Affairs, Government of India (MCA), by its recent circulars, enabling electronic delivery of documents including the annual report to shareholders at their e-mail address previously registered with the depository participants (DPs)/company/registrar and share transfer agents.

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16. Please note that the Electronic copy of the Notice including detailed Annual Report of the 18th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 18th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
17. Members may also note that the Notice of the 18th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's Corporate website www.planetradiocity.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor@myradiocity.com.
18. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Regulation 44 of SEBI (LODR), 2015, the Company is pleased to offer e-voting (Electronic Voting facility to its members to cast their votes electronically on all business set forth in this Notice convening the 18th Annual General Meeting to be held on September 14, 2017, at 3.00 p.m. at Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra West, Mumbai, Maharashtra 400050. The detailed list of instructions and other information relating to e-voting are attached as Annexure III to the Notice.
- The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the authorised agency to provide the e-voting facilities.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102(2) OF THE COMPANIES ACT, 2013

Item No. 3

Information required pursuant to Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings issued by ICSI.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 3 of the Notice, relating to the ratification of appointment of the Statutory Auditors of the Company for the Financial Year 2017-18.

Item No. 4

The Board of Directors at its meeting held on May 25, 2017, on the recommendations of the Audit Committee, had approved the appointment of M/s Kishore Bhatia and Associates, Cost Accountant (Firm Registration No. 00294), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending March 31, 2018, at a remuneration not exceeding ₹ 60,000/- (Rupees Sixty Thousand only) excluding service tax and reimbursement of out of pocket expenses at actual, if any, in connection with the audit.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to Cost Auditor shall be ratified by the members of the Company.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out at Item No. 4 for ratification of remuneration payable to the Cost Auditor for conducting the audit of the cost records of the Company, if required, for the financial year 2017-18.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice, relating to the ratification of remuneration payable to cost auditor of the Company for the financial year ending March 31, 2018.

Item No. 5

Mr. Madhukar Kamath is an Economics graduate from Loyola Chennai, Madhukar studied Management at XLRI Jamshedpur. He has more than three decades of experience in Advertising and Marketing Services and has spent close to twenty five years in erstwhile Mudra now DDB Mudra Group, in two separate stints. Under his leadership, Mudra transformed itself from an Advertising Agency into one of India's leading Integrated Marketing Communications Groups. In between his two stints at DDB Mudra Group, Madhukar led Bates India as its CEO and was instrumental in the acquisition and successful integration of Clarion.

He has served as the President of the AAI (Advertising Agencies Association of India) and Chairman of ASCI (The Advertising Standards Council of India). He was also the Chairman of AdAsia 2011, India's largest Marketing Congress, which was held in New Delhi.

Currently he is on the Board of ABC (The Audit Bureau of Circulations) and is an Executive Committee Member of AAI. He is also the Chairman of the Mudra Foundation and serves as Chairperson of the Governing Council of MICA, India's foremost Strategic Marketing and Communications Institute. In 2013, Madhukar became an Executive Board member of Plan India.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Madhukar Kamath (DIN- 00230316), as an Additional Non- Executive Independent Director on May 25, 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company to hold office up to the conclusion of this Annual General Meeting. Nomination and Remuneration Committee considering the fact that appointment of Mr. Kamath will add considerable value to the Board, has recommended appointment of Mr. Kamath as an Independent Director.

The Board considers that appointment of Mr. Kamath would be beneficial for the Company and therefore, it is desirable to appoint Mr. Kamath as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Kamath as an Independent Director, for the approval by the shareholders of the Company, as Ordinary Resolution.

Further, as per the said Section 149, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of the Company and he shall not be included in the total number of directors for retirement by rotation.

A notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member proposing Mr. Kamath as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Kamath fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Mr. Madhukar Kamath is not disqualified to be re-appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given consent to act as an Independent Director of the Company.

Except Mr. Madhukar Kamath, to whom the resolution relates, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered office of the Company during the business hours on any

working day upto the date of the Annual General Meeting.

Other information about Mr. Madhukar Kamath, pursuant to Regulation 36 (3) of SEBI (Listing Obligations Disclosure Requirement) Regulations, 2013 read with Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings issued by ICSI are attached in Annexure I, to the Notice.

**By Order of the Board
For Music Broadcast Limited**

Place: Mumbai
Date: May 25, 2017

Registered Office:
5th Floor, RNA Corporate Park,
Off Western Express Highway,
Kalanagar, Bandra (East), Mumbai 400 051
Tel: +91 22 66969100, Fax: +91 22 26429118
E-mail: investor@myradiocity.com
Website: www.planetradiocity.com,
CIN: L64200MH1999PLC137729

Chirag Bagadia
Company Secretary & Compliance Officer

ANNEXURE I TO THE NOTICE 2016-17

DISCLOSURE RELATING TO DIRECTORS PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS:

Particulars	Mr. Sameer Gupta (Non-Executive, Non Independent Director)	Mr. Madhukar Kamath (Non-Executive, Independent Director)
DIN	00038353	00230316
Date of Birth	02-11-1967	16-12-1954
Age	50 years	63 years
Date of first Appointment on the Board	10-06-2015	25-05-2017
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
Area of Expertise	Finance and Management	Advertising and Marketing Services
Detailed Profile of Director	Detailed profile of Mr. Sameer Gupta is provided in the Corporate Governance Report forming part of Annual Report	Detailed profile of Mr. Madhukar Kamath forms part of explanatory statement annexed to this notice
Qualification	Bachelors and Master's degree in Commerce from Kanpur University.	PGDBM - XLRI
Directorships held in other companies in India	1. Jagran Infotech Ltd. 2. Jagran Subscriptions Pvt. Ltd. 3. Shri Puran Multimedia Ltd. 4. Jagran Prakashan (MPC) Pvt. Ltd. 5. Om Multimedia Pvt. Ltd. 6. Leet OOH Media Pvt. Ltd. 7. X-Pert Publicity Pvt. Ltd. 8. P.C. Renewable Energy Ltd. 9. Jagran 18 Publications Ltd. 10. Rave Real Estate Pvt. Ltd. 11. Irenes Coffee Company Pvt. Ltd.	1. DDB Mudra Pvt. Ltd. 2. Audit Bureau of Circulations
Number of shares held in the Company	Nil	Nil
Chairman / Member of the Committee of the Board of Directors of the Company	Member of Stakeholder Relationship Committee of the Company	Member of Audit Committee of the Company
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director	Chairman of Audit Committee of Shri Puran Multimedia Limited	None
The number of Meetings of the Board attended during the year	8 out of 9	N.A.
Remuneration last drawn	Nil	Nil

ANNEXURE II TO THE NOTICE 2016-17

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING

Venue :

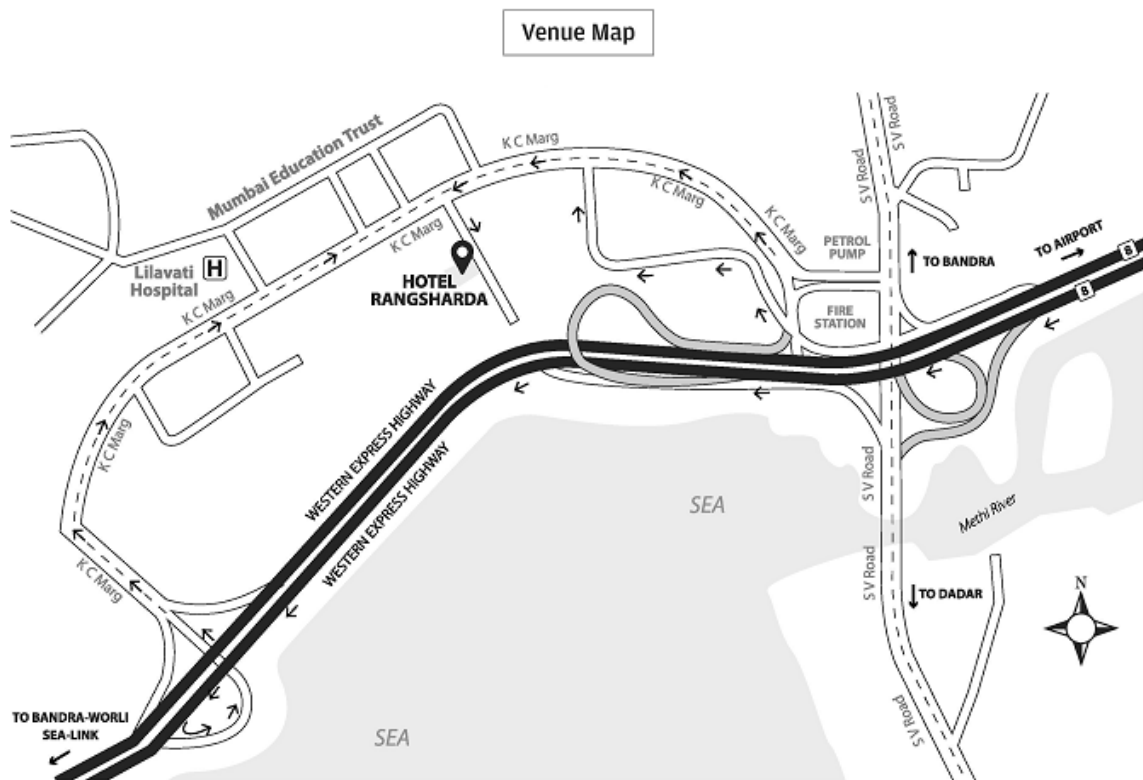
Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra West, Mumbai, Maharashtra 400050

Landmark :

Near Lilavati Hospital

Distance from Bandra Station :

2.7 k.m.



ANNEXURE III TO THE NOTICE 2016-17

INSTRUCTIONS FOR REMOTE E-VOTING

Instructions and other information relating to e-voting are as under:

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-voting services arranged by Karvy Computershare Private Limited ("Karvy").
2. The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM ("remote e-voting").
3. The facility for voting through electronic voting system or polling paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM.
4. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
5. The remote e-voting period commences on Monday, September 11, 2017 (9:00 a.m. IST) and ends on Wednesday, September 13, 2017 (5:00 p.m. IST). During this period, Members of the Company may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
6. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on cut-off date being Friday, September 08, 2017 (5:00 p.m. IST) may cast their vote by electronic means in the manner and process set out herein below. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have, casted their vote electronically shall not vote by way of poll, if held at the Meeting.
7. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/ Depository Participants):
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and Password). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy 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, email 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 "EVENT" i.e., Music Broadcast Limited.
 - vii. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date i.e. September 08, 2017 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 overleaf. You may also choose the option "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".
- xi. 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 number of times till they have voted on the Resolution(s).
- xii. 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 authorised representative(s), to the Scrutinizer at e-mail ID: csdeepakrane@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."
- B. In case a Member receives physical copy of the Annual General Meeting Notice by Post [for Members whose email ID's are not registered with the Company / Depository Participants]**
- i. User ID and initial password as provided overleaf.
- ii. Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
- C.** Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
- D.** Remote e-voting facility shall not be available beyond September 13, 2017 (5:00 PM IST)
- E.** The Board of Directors has appointed Mr. Deepak Rane a Practicing Company Secretary (Certificate of Practice No: 8717) as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- F.** The Results on resolutions shall be declared not later than 48 hours from the conclusion of the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
- G.** The Results declared along with the Scrutinizer's Report(s) will be available on the corporate website of the Company, www.planetradiocity.com and on Karvy's website, <https://evoting.karvy.com> and communication of the same to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).
- H.** Public Notice under Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 will be placed on the website of the Company.
- I.** Members holding shares, both Physical and Demat, are entitled to vote through remote e-voting.
- J. Other Instructions**
- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. B. Venkata Kishore (Unit: Music Broadcast Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040-6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 08th

September, 2017, he/she may obtain the User ID and Password in the manner as mentioned below :

- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may sendSMS:

MYEPWD <space> E-Voting Event
Number+Folio No. or DP ID Client ID to
9212993399

Example for NSDL:

MYEPWD <SPACE> IN30039412345678
(DP-ID + CL-ID)

Example for CDSL:

MYEPWD <SPACE> 1202300012345678
(16 DIGITS NUMERIC)

Example for Physical:

MYEPWD <SPACE> XXXX1234567890
(EVEN NO. + FOLIO NO.)

- ii. 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.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to HYPERLINK "evoting@karvy.com" evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

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PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

FORM NO. MGT - 11

Music Broadcast Limited

CIN - L64200MH1999PLC137729

Regd. Office: 5th Floor, RNA Corporate Park, Off Western Express Highway, Kalanagar, Bandra (East), Mumbai 400 051;
 Website: www.planetradiocity.com , E-mail: investor@myradiocity.com

Name of the member(s):	Folio No.
Registered address:	Folio No/*Client Id:
E-mail ID:	*DP Id:

*Applicable for investors holding shares in electronic form.

I/We, being the member(s) of _____ shares of Music Broadcast Limited, hereby appoint:

- 1) Name: _____ E-mail Id: _____
 Address: _____ **or failing him**
- 2) Name: _____ E-mail Id: _____
 Address: _____ **or failing him**
- 3) Name: _____ E-mail Id: _____
 Address: _____ **or failing him**

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company, to be held on Thursday, September 14, 2017 at 3.00 p.m. at Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra West, Mumbai, Maharashtra 400050 and at any adjournment thereof in respect to such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. To consider and adoption of Audited Balance Sheet, Statement of Profit and Loss with the Report of Board of Directors and the Auditors thereon for the financial year ended March 31, 2017.		
2. To appoint a Director in place of Mr. Sameer Gupta (DIN- 00038353), who retires by rotation and being eligible, offer himself for re-appointment.		
3. To ratify appointment of Statutory Auditor and fixing their remuneration.		
4. To ratify the remuneration payable to Cost Auditors for the financial year ending March 31, 2018		
5. To approve appointment of Mr. Madhukar Kamath (DIN- 00230316) as Independent Director of the Company		

Signed this _____ day of _____ 2017

 Signature of shareholder

 Signature of first proxy holder

 Signature of second proxy holder

 Signature of third proxy holder

Affix ₹ 1
 Revenue
 Stamp
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Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box, If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

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ATTENDANCE SLIP

Music Broadcast Limited

CIN - L64200MH1999PLC137729

Regd. Office: 5th Floor, RNA Corporate Park, Off Western Express Highway, Kalanagar, Bandra (East), Mumbai 400 051;
Website: www.planetradiocity.com , E-mail: investor@myradiocity.com

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP ID*		Folio No.	
Client ID*		No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **18th ANNUAL GENERAL MEETING** of the Company held on Thursday, September 14, 2017 at 3.00 p.m. at Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra West, Mumbai, Maharashtra 400050.

*Applicable for investors holding shares in electronic form.

Signature of Shareholder / proxy



