

CORPORATE GOVERNANCE REPORT

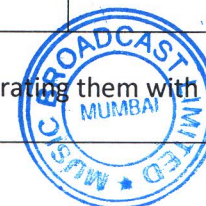
Name of Listed Entity: **MUSIC BROADCAST LIMITED**

1. Quarter Ending: **30th September 2017**

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN [§] & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including Music Broadcast Limited (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including Music Broadcast Limited (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including Music Broadcast Limited (Refer Regulation 26(1) of Listing Regulations)
Mr.	Vijay Tandon	AADPT7310B 00156305	Chairman and Independent Director	** 24/11/2016	10 months	2	2	2
Ms.	Apurva Purohit	AAIPP5125B 00190097	Non-Executive Director	+ 16/08/2014	----	2	3	1
Mr.	Rahul Gupta	AEOPG4551L 00359182	Non-Executive Director	@ 10/06/2015	----	1	1	0
Mr.	Sameer Gupta	ACSPG2937P 00038353	Non-Executive Director	@ 10/06/2015	----	1	2	1
Mr.	Anuj Puri	ADTPP6248B 00048386	Independent Director	# 30/05/2016	16 months	2	1	0
Mr.	Madhukar Kamath	AANPK7785K 00230316	Independent Director	^ 25/05/2017	4 month	1	1	0

[§]PAN number of any director would not be displayed on the website of Stock Exchange

[&]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen



* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

** The Board of Directors of the Company at its Meeting held on November 24, 2016 appointed Mr. Vijay Tandon as an additional Independent Director and at the EGM of the company held on November 25, 2016, members of the Company regularized his appointment as Independent Director of the Company.

+ Ms. Apurva Purohit was appointed as Additional Executive Director of the Company w.e.f 16.08.2014, she was regularized as Executive Director of the Company at the 15th AGM of the company held on September 23, 2014 and w.e.f. 01.07.2016 she was appointed as Non-Executive Director of the Company.

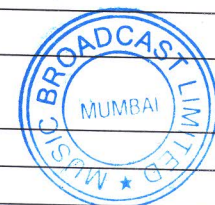
@ The Board of Directors of the Company at its Meeting held on June 10, 2015, appointed Mr. Rahul Gupta and Mr. Sameer Gupta as Additional Directors of the Company and at the 16th AGM of the company held on September 07, 2015, members of the Company regularized their appointment as Non-Executive Non Independent Directors of the Company.

Mr. Anuj Puri has been appointed as Additional Independent Director of the Company w.e.f 30.05.2016. He is appointed as Independent Director at the 17th AGM of the Company held on 12.09.2016.

^ The Board of Directors of the Company at its Meeting held on May 25, 2017 has appointed Mr. Madhukar Kamath as an additional Independent Director and at the 18th AGM of the company held on September 14, 2017, members of the Company regularized his appointment as Independent Director of the Company.

II. Composition of Committees

Name of Committee	Name of Committee Members	Category(Chairperson/Executive/Non-Executive/independent/Nominee) [§]
1.Audit Committee	Vijay Tandon	Chairman of the Committee and Independent Director
	Anuj Puri	Independent Director
	Apurva Purohit	Non-Executive Director
	Madhukar Kamath	Independent Director
2.Nomination & Remuneration Committee	Anuj Puri	Chairman of the Committee and Independent Director
	Vijay Tandon	Independent Director
	Apurva Purohit	Non-Executive Director
3.Risk Management (if applicable)	Not Applicable	
4.Stakeholders Relationship Committee	Apurva Purohit	Chairperson of the Committee and Non-Executive Director
	Sameer Gupta	Non-Executive Director
	Rahul Gupta	Non-Executive Director



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5. Corporate Social Responsibility Committee	Apurva Purohit	Chairperson of the Committee and Non-Executive Director
	Rahul Gupta	Non-Executive Director
	Anuj Puri	Independent Director
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen		

III. Meetings of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
17/04/2017	31/07/2017	66 days
25/05/2017		

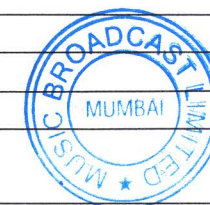
IV. Meetings of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
31/07/2017	Yes	25/05/2017	66 days
Nomination & Remuneration Committee			
-	Yes	25/05/2017	N.A.
Stakeholders Relationship Committee			
31/07/2017	Yes	25/05/2017	66 days
Risk Management Committee			
N.A.	N.A.	N.A.	N.A.

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note:

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance



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with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee **Yes**
 - b. Nomination & remuneration committee **Yes**
 - c. Stakeholders relationship committee **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **Yes**

ANNEXURE III - Affirmations

Broad Heading	Regulation Number	Compliance Status
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note:

In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

If status is "No" details of non-compliance may be given here.

If the Listed Entity would like to provide any other information the same may be indicated here.

Name & Designation



Chirag Bagadia
Company Secretary and Compliance Officer

Date: October 6, 2017

Place : Mumbai

