July 28, 2022

1.	**National Stock Exchange of India Ltd** Exchange Plaza, 5th Floor Plot No. C/1, G Block; Bandra (East), Mumbai 400 051	2.	**BSE Limited** Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001

Ref: Scrip Code: NSE RADIOCITY/ BSE 540366 (ISIN: INE919I01024)

Dear Sir/Ma'am,

Subject: Notice of 23rd Annual General Meeting of the Members of Music Broadcast Limited and Annual Report for the Financial Year 2021-22

We wish to inform you that pursuant to Regulation 30 and Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") please find enclosed the Annual Report of Music Broadcast Limited ("the Company") for the FY 2021- 22 along with the Notice of 23rd Annual General Meeting ("AGM") scheduled to be held on **Tuesday, August 3, 2022 at 02:00 p.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Company has dispatched the Notice and the Annual Report to the Members today i.e. Thursday, July 28, 2022 to those Members whose email addresses are registered with the Company/ Registrar and Share Transfer Agent/Depository Participant(s).

Pursuant to the applicable provisions of the Companies Act, 2013, Listing Regulations and Secretarial Standard-2 on General Meetings, each as amended, the Company is pleased to provide to its Members, the facility to exercise their right to vote electronically, through e-voting services provided by Company's Registrar and Share Transfer Agent, KFin Technologies Limited on all resolutions as set out in the Notice. Further, the facility for voting through e-voting system will also be made available at the AGM and Members attending the AGM who have not casted their vote(s) by remote e-voting will be able to vote at the AGM.

The Remote e-Voting portal will commence from **Thursday, August 18, 2022 (9:00 a.m. IST) till Monday, August 22, 2022 (5:00 p.m. IST)**. The cut-off date for determining the eligibility of Members to vote by remote e-voting or voting at the AGM is **Tuesday, August 16, 2022**.

The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 19, 2022 to Tuesday, August 23, 2022 (both days inclusive) for the purpose of the AGM.

The aforesaid documents are also available on the Company's website at www.radiocity.in and on the website of KFin Technologies Limited at https://evoting.kfintech.com.

This is for your information and appropriate dissemination.

Thanking you,

For Music Broadcast Limited

Arpita Kapoor
Company Secretary and Compliance Officer

Encl: As above

CC: National Securities Depository Limited
Central Depository Services Limited
KFin Technologies Limited

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 26429113
Website: www.radiocity.in **E-mail:** investor@myradiocity.com

NOTICE

NOTICE is hereby given that the **TWENTY-THIRD ANNUAL GENERAL MEETING ("AGM")** of the Members of **MUSIC BROADCAST LIMITED** [CIN L64200MH1999PLC137729] will be held on **Tuesday, August 23, 2022 at 2:00 p.m.** Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss for the year ended on that date together with the Reports of Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Mr. Rahul Gupta (DIN- 00359182), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

   To ratify the remuneration payable to M/s Kishore Bhatia and Associates, Cost Accountants (Firm Registration No. 00294) Cost Auditors of the Company for the financial year ending March 31, 2023:

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with 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 Accountants (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, 2023, at a remuneration of ₹70,000/- (Rupees Seventy Thousand Only) plus Goods and Service Tax (GST) 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 and for the matters concerned or incidental thereto."

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

   To appoint Mr. Ravi Sardana (DIN- 06938773) as Independent Non-Executive Director of the Company:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Ravi Sardana (DIN- 06938773),** who was appointed as an Additional Independent Director of the Company by the Board of Directors

w.e.f. May 24, 2022 pursuant to the provisions of Section 161(1) of the Act 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, being eligible, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years, commencing from May 24, 2022 upto May 23, 2027 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 or desirable for the purpose of giving effect to this Resolution and for the matters connected therewith or incidental thereto."

By Order of the Board
For Music Broadcast Limited

Arpita Kapoor

Place: Mumbai Company Secretary & Compliance Officer
Date: May 24, 2022 Membership No. F8842

Registered Office:
5th Floor, RNA Corporate Park,
Off Western Express Highway,
Kalanagar, Bandra (East), Mumbai 400 051
Tel: +91 22 66969100, Fax: +91 22 26429113
E-mail: investor@myradiocity.com
Website: www.radiocity.in
CIN: L64200MH1999PLC137729

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") as amended from time to time, is annexed hereto, setting out material facts concerning the business under Item Nos. 3 and 4 of the accompanying Notice as required under the Listing Regulations and under the Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") is annexed herewith.

2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, June 23, 2021, December 8, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars") read with the relevant circulars issued by the Securities and Exchange Board of India ("SEBI Circulars") from time to time and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 23rd AGM of the Company is being convened and conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

3. The requirement to place the matter relating to appointment of Statutotary Auditors for ratification by Members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors, who were re-appointed in the Annual General Meeting held on September 15, 2020.

4. As per the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

5. The Company has appointed KFin Technologies Limited, Registrar and Transfer Agents of the Company ("KFintech"), to provide Video Conferencing facility for the 23rd AGM and the attendant enablers for conducting of the 23rd AGM.

6. In line with the MCA and SEBI Circulars, the notice of the 23rd AGM along with the Annual Report 2021-22 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company or CDSL/ NSDL ("Depositories/ DP"). Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.radiocity.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFintech at https://evoting.kfintech.com

7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. 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.

9. The Register of members and share transfer books of the Company will remain closed from **Friday, August 19, 2022 to Tuesday, August 23, 2022 (both days inclusive)** for the purpose of AGM.

10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

11. As per Regulation 40 of Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or KFintech for assistance in this regard.

12. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with KFintech at einward.ris@kfintech.com to receive copies of the Annual Report 2021-22 in electronic mode. For any communication, the Members may also send requests to the Company's email ID: investor@myradiocity.com. Further, Members may please note that SEBI vide its Circular dated January 25, 2022 mandated listed companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, is available on the website of the Company.

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to KFintech in case the shares are held by them in physical form.

14. The Securities and Exchange Board of India has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or KFintech.

15. Members seeking any information with regard to accounts or any matter to be placed at AGM are requested to write from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number atleast ten (10) days before the AGM on Company's email address at investor@myradiocity.com so as to enable the management to keep the information ready.

16. Members who have not registered their mail address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced may temporarily get their email address and mobile number provided with KFintech, by clicking the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to einward.ris@kfintech.com The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and SS-2, in respect of Director seeking re-appointment / appointment at this AGM is annexed.

17. The Board of Directors has appointed Mr. Deepak Rane (Membership No. 24110 and CP No. 8717), Practicing Company Secretary, Mumbai as a Scruitinizer to scrutinize the e-voting process in a fair and transparent manner.

18. The results shall be declared within two working days from the conclusion of the 23rd AGM and the resolutions will be deemed to be passed on the date of the 23rd AGM subject to receipt of the requisite number of votes in favour of the Resolutions. The result declared along with the Scrutiniser's report shall be communicated to the Stock Exchanges on which the Company's shares are listed and will also be displayed on the Company's website at www.myradiocity.in

19. Instructions for attending the AGM and E-voting are as follows:

Procedure for remote E-Voting:

1) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, both through remote e-voting and e-voting at the AGM provided by KFintech, on all the resolutions set forth in this Notice. Such remote e-voting facility is in addition to voting that will take place at the 23rd AGM being held through VC/OAVM. The instructions for e-Voting are given in subsequent pages.

2) Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

3) However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

4) Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

5) The remote e-Voting period commences from **Thursday, August 18, 2022 (9:00 a.m. IST) till Monday, August 22, 2022 (5:00 p.m. IST)**.

6) The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

7) Any person holding shares in physical form and non-individual shareholders, who acquires equity shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off

date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

8) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the **cut-off date, Tuesday, August 16, 2022 (5:00 p.m. IST)** may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

9) The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3 : Access to join virtual meetings (e-AGM) of the Company on KFintech system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL**	**1. User already registered for IDeAS facility:** a. Visit URL: https://eservices.nsdl.com b. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. c. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" d. Click on company name i.e. Music Broadcast Limited or e-Voting service provider Kfintech and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. **2. User not registered for IDeAS e-Services:** a. To register click on link : https://eservices.nsdl.com b. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c. Proceed with completing the required fields. d. Follow steps given in points 1 **3. Alternatively by directly accessing the e-Voting website of NSDL:** a. Open URL: https://www.evoting.nsdl.com/ b. Click on the icon "Login" which is available under 'Shareholder/Member' section. c. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. d. Post successful authentication, you will requested to select the name of the company i.e. Music Broadcast Limited and the e-Voting Service Provider name, i.e. KFintech. e. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with **CDSL**	**1. Existing user who have opted for Easi / Easiest:** a. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com b. Click on New System Myeasi c. Login with your registered user id and password. d. The user will see the e-Voting Menu. The Menu will have links of e-Voting Service Provider (ESP) i.e. KFintech e-Voting portal. e. Click on e-Voting service provider name to cast your vote. **2. User not registered for Easi/Easiest:** a. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration b. Proceed with completing the required fields. c. Follow the steps given in point 1 **3. Alternatively, by directly accessing the e-Voting website of CDSL:** a. Visit URL: www.cdslindia.com b. Provide your demat Account Number and PAN c. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account. d. After successful authentication, user will be provided links for e-voting link available against the name of the Company i.e. 'Music Broadcast Limited' or for the respective ESP, i.e **KFintech** where the e- Voting is in progress.

Type of shareholders	Login Method
Individual Shareholder login through their demat accounts / Website of **Depository Participant**	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name - Music Broadcast Limited or e-Voting service provider – **Kfintech** and you will be redirected to e-Voting website of **KFintech** for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Type of shareholders	Login Method
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: **1800 1020 990** and **1800 22 44 30**
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022- 23058738** or **022-23058542-43**

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://emeetings.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 6753, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

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

iv. You need to login again with the new credentials.

v. On successful login, the system will prompt you to select the "EVEN" i.e. 6753 and click on "Submit"

vi. 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 "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. 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.

vii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

viii. 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.

ix. You may then cast your vote by selecting an appropriate option and click on "Submit".

x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), 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).

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., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer Mr. Deepak Rane (Membership No. 24110 and CP No. 8717), Practicing Company Secretary

at email id csdeepakrane@gmail.com with a copy marked to investor@myradiocity.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate NameEven No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

ii Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

(A) Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.

(B) For convenience of Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes prior to the time scheduled for the AGM and facility to join AGM shall be kept open throughout the proceedings of AGM. Members will be allowed to attend the AGM on first come, first served basis.

(C) Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

(D) Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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 Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

(E) As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at investor@myradiocity.com Questions / queries received by the Company till August 20, 2022 shall only be considered and responded during the AGM.

(F) The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

(G) Facility of joining the AGM through VC / OAVM shall be available for atleast 1,000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors etc. are not restricted on first come first serve basis.

(H) Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

(A) Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit https://emeetings.kfintech.com and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' tab and upload the video of the question you wish to ask. Members can either pre-record the question and upload or record the question in the module itself which will opened from Thursday, August 18, 2022 (9:00 a.m. IST) till Saturday, August 20, 2022 (5:00 p.m. IST). Members shall be provided a 'queue number' before the AGM. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

(B) Post Your Queries: Members who may wish to express their views or ask questions at the AGM, may visit https://emeetings.kfintech.com and login through the user id and password provided in the mail received from Kfintech. On successful login, click on the tab "Post Your Queries" which will be opened from Thursday, August 18, 2022 (9:00 a.m. IST) till Saturday, August 20, 2022 (5:00 p.m. IST). In addition to above members may also express their views or ask questions while attending the AGM, by pressing the tab "Ask a Question" on the screen. The window shall remain active during the continuance of the AGM.

(C) 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.kfintech.com (KFintech Website) or contact B. V. Kishore, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

(D) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, August 16, 2022 (5:00 p.m. IST), being the cut-off date, 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 purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

(E) 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, 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 send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

1. Example for NSDL:
2. MYEPWD <SPACE> IN12345612345678
3. Example for CDSL:
4. MYEPWD <SPACE> 1402345612345678
5. Example for Physical:
6. MYEPWD <SPACE> XXXX1234567890

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.kfintech.com/ the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102(2) of the Companies Act, 2013 ("Act")

The following statement sets out all material facts relating to the special businesses mentioned under Item No. 3 and Item No. 4 in the accompanying Notice of Annual General Meeting. The Board of Directors has considered and decided to include the said items given above as Special Business in this AGM.

Item No. 3

The Company is required to have its cost records audited by a Cost Accountant in practice. The Board of Directors of the Company at its meeting held on May 24, 2022, based 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, 2023, at a remuneration not exceeding ₹ 70,000/- (Rupees Seventy Thousand only) plus Goods and Service Tax (GST) as applicable and reimbursement of conveyance on actual basis as incurred by them, in connection with the audit.

Pursuant to Section 148 (3) of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, as amended, the Members of the Company are required to ratify the remuneration to be paid to Cost Auditors.

Accordingly, ratification by the Members is sought to the remuneration payable to the Cost Auditor for conducting the audit of the cost records of the Company for the financial year ending March 31, 2023.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 for approval by the Members of the Company.

Item No. 4

Mr. Sardana is a Chartered Accountant and a Chevening Scholar. He has over three decades of experience in investment banking and corporate finance and has contributed to more than two hundred successful transactions. He was the Executive Vice President in ICICI Securities Limited. Mr. Sardana is presently a Consultant with Ebner Stolz, an accounting and management consulting firm as part of their India desk. Mr. Sardana has worked extensively in the media sector advising companies on advisory and fund-raising assignments. Currently, he is on the Board of Jagran Prakashan Limited as an Independent Non- Executive Director of the Company.

Upon recommendations of the Nomination and Remuneration Committee ('NRC') the Board of Directors in its meeting held on May 24, 2022 appointed Mr. Ravi Sardana (DIN- 06938773) as an Additional Non Executive Independent Director of the Company with effect from May 24, 2022 to hold office upto the date of this Annual General Meeting ('AGM') in terms of Section 161(1) read with 149 of the Act and Articles of Association of the Company.

The Nomination and Remuneration Committee has identified his capabilities, expertise in accounting, finance, governance, legal , financial management, industry knowledge & experience as the skills required for the role. The Board, based on the recommendation of Nomination and Remuneration Committee, considered the skills, integrity, expertise and experience, of Mr. Sardana as an Independent Non-Executive Director and is of the opinion that his association will be beneficial to the Company.

Pursuant to Section 152 read with Section 149 of the Act, the Board has recommended to Members of the Company to consider the appointment of Mr Sardana as a Non-Executive Independent Director of the Company for a term of 5 (five) years commencing from May 24, 2022 upto May 23, 2027 and not liable to retire by rotation. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for aforesaid appointment.

Mr. Ravi Sardana has consented to act as Director of the Company, subject to appointment by the Members and has given his declaration to the Board that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Ravi Sardana has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is not debarred from holding the office of a Director by virtue of any SEBI Order or any such Authority. Further, Mr. Ravi Sardana is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Ravi Sardana has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Ravi Sardana fulfils the conditions specified under the Act read with Rules thereunder and the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. The terms and conditions of the appointment of Independent Director would be made available for inspection to the Members by sending a request along with their DP/ Client ID or Folio No. from their registered email address to the Company at investor@myradiocity.com.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the Listing Regulations and other applicable regulations, the above proposal is now placed for the approval of the Members by a Special Resolution as per Regulation 17(1C) of the Listing Regulations.

Further details and current directorships as required under Listing Regulations and Secretarial Standard-2 on General Meetings are provided in **Annexure A** to this Notice. In compliance with the provisions of Section 149 read with Schedule IV of the Act, and based on the qualifications, experience and knowledge, the Board considers that the association of Mr. Ravi Sardana as the Director of the Company would be of immense benefit to the Company and accordingly, the Board recommends the Special Resolution set out in Item No. 4 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mr. Ravi Sardana himself or his relatives (except to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

By Order of the Board
For Music Broadcast Limited

Arpita Kapoor
Company Secretary & Compliance Officer
Membership No. F8842

Place: Mumbai
Date: May 24, 2022

Registered Office:
5th Floor, RNA Corporate Park,
Off Western Express Highway,
Kalanagar, Bandra (East), Mumbai 400 051
Tel: +91 22 66969100, Fax: +91 22 26429113
E-mail: investor@myradiocity.com
Website: www.radiocity.in
CIN: L64200MH1999PLC137729

ANNEXURE- A

Disclosure relating to the Director's pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings

Name of the Director	Mr. Rahul Gupta	Mr. Ravi Sardana
DIN	00359182	06938773
Date of Birth	14-07-1980	12-10-1965
Age	42 years	56 years
Date of the first Appointment as Director	10-06-2015	24-05-2022
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
Area of Expertise	Business Management, Media and Entertainment, Marketing & Programming and General Administration.	Finance & Accounting, Law, Corporate Governance, Media and Entertainment and General Administration.
Detailed Profile of Director	Please refer to the brief profile of Directors in the Corporate Governance section of Annual Report	Please refer to the brief profile of Directors in the Corporate Governance section of Annual Report
Qualification	Master's Degree in Business Administration from Lancaster University (UK) and a Bachelor's Degree in Science (Business and Management Studies) from the University of Bradford (UK)	Chartered Accountant and a Chevening Scholar
Directorships/partnerships in other bodies corporate in India	1. Jagmini Micro Knit Private Limited 2. Jagran Micro Motors Private Limited 3. Shri Puran Multimedia Limited 4. Jagran Infotech Limited 5. DBR Ventures LLP	Jagran Prakashan Limited
Number of shares held in the Company as on the date of the Notice	Nil	Nil
Chairperson / Member of the Committees of the Board of Directors of the Company	Music Broadcast Limited- i. Stakeholder's Relationship Committee- Member ii. Corporate Social Responsibility Committee- Member	NA
Chairperson / Member of the Committees of Directors of other Public Limited Companies in which he/she is a Director	Nil	Jagran Prakashan Limited- i. Nomination and Remuneration Committee- Chairman ii. Stakeholder's Relationship Committee- Chairman
The number of Meetings of the Board attended during the year 2021-22	5 out of 5	NA
Remuneration last drawn	Nil	NA
Remuneration sought to be paid	Nil	No compensation to be paid except Sitting Fees
Terms and conditions of appointment or re-appointment	Terms and Conditions as per the Board Resolution and Shareholders Resolution at the time of appointment	Terms and Conditions as per the Board Resolution and Shareholders Resolution for appointment
Disclosure of relationships between directors inter-se and Manager and other Key Managerial Personnel of the company	No relationships with directors inter-se and Manager and other Key Managerial Personnel of the Company	No relationships with directors inter-se and Manager and other Key Managerial Personnel of the Company