

# Price Waterhouse Chartered Accountants LLP

## Auditors' Certificate

The Board of Directors  
M/s. Music Broadcast Limited  
5th Floor, RNA Corporate Park  
Off. Western Express Highway, Kalanagar  
Bandra (East), Mumbai – 400 051  
Maharashtra

- 1) This certificate is issued in accordance with the terms of our agreement dated October 22, 2020.
- 2) The accompanying undertaking approved by the Board in its meeting held on October 22, 2020 (the "Undertaking") stating the reasons for non-applicability of Paragraph I(A)(9)(a) of Annexure I to circular no. CIR/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter referred to as the "Circular") has been prepared by the Management of Music Broadcast Limited (the 'Company') pursuant to the requirements of Paragraph I(A)(9)(c) of Annexure I to the Circular in connection with its proposed scheme of arrangement between the Company and its shareholders (hereinafter referred to as the "Proposed Scheme"). We have initialled the Undertaking and the Proposed Scheme for identification purposes only.

### Management's Responsibility for the Undertaking

- 3) The preparation of the Undertaking is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting the contents of the Scheme. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Undertaking.
- 4) The Management is also responsible for ensuring that the Company complies with the requirements of the Circular and the Companies Act, 2013 in relation to the Proposed Scheme and for providing all the information to the Bombay Stock Exchange and National Stock Exchange (together referred to as "Stock Exchanges.").

### Auditors' Responsibility

- 5) Pursuant to the Circular, it is our responsibility to examine the Proposed Scheme and certify whether the requirements in Paragraph I(A)(9)(b) of Annexure I to the Circular as set out in the Undertaking are applicable to the Proposed Scheme.
- 6) We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- 7) We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.



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Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no. LLPIN AAC-50011) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N).

### Conclusion

- 8) Based on our examination as above, and the information and explanations furnished to us, we certify that, to the best of our knowledge, the requirements in Paragraph I(A)(9)(b) of Annexure I to the Circular as set out in the Undertaking are not applicable to the Proposed Scheme.

### Restriction on Use

- 9) Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Circular. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this certificate nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.
- 10) This certificate has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed, to enable the Company to make its application to the Stock Exchanges and should not be used by any other person or for any other purpose. Price Waterhouse Chartered Accountants LLP neither accepts nor assumes any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior consent in writing.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/ N500016  
Chartered Accountants



Anurag Khandelwal  
Partner  
Membership Number: 078571

UDIN: 20078571AAAACM2868  
Place: Gurugram  
Date: October 28, 2020

**Undertaking in relation to non-applicability of requirements prescribed in Paragraphs I(A)(9)(a) and I(A)(9)(b) of Annexure I to SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") in respect of the proposed Scheme of Arrangement (the "Scheme")**

This is in reference to the proposed Scheme of Arrangement for the issuance of Non-convertible Non-Cumulative Redeemable Preference Shares ("NCRPS") to the non-promoter shareholders of Music Broadcast Limited ("MBL/Company") by way of bonus ("Scheme"), attached as Annexure A, wherein, the undertaking is being furnished by the Company in relation to the non-applicability of the requirements prescribed in Paragraphs I(A)(9)(a) and I(A)(9)(b) of Annexure I to the SEBI Circular.

In this connection, it is hereby stated that the conditions prescribed in Paragraphs I(A)(9)(a) and I(A)(9)(b) of Annexure I to the SEBI Circular is not applicable to the Company for the following reasons:

**a) Paragraph I(A)(9)(b)(i):**

Where additional shares have been allotted to Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group of the listed entity.

**Reasons for non-applicability:**

This clause is not applicable as the Scheme is for issue of NCRPS to the non-promoter shareholders of MBL.

**b) Paragraph I(A)(9)(b)(ii):**

Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group.

**Reasons for non-applicability:**

This clause is not applicable as the Scheme is for issue of NCRPS to the non-promoter shareholders of MBL.

**c) Paragraph I(A)(9)(b)(iii):**

Where the parent listed entity has acquired, either directly or indirectly, the equity shares of the subsidiary from any of the shareholders of the subsidiary who may be Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group of the parent listed entity, and if that subsidiary is being merged with the parent listed entity under the Scheme.

**Reasons for non-applicability:**

This clause is not applicable as the Scheme is for issue of NCRPS to the non-promoter shareholders of MBL.



d) **Paragraph I(A)(9)(b)(iv):**

Where the scheme involving merger of an unlisted entity results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee/ resulting company by more than 5% of the total capital of the merged entity;

**Reasons for non-applicability:**

The Scheme does not involve merger, hence this clause is not applicable.

e) **Paragraph I(A)(9)(b)(v):**

Where the scheme involves transfer of whole or substantially the whole of the undertaking of the listed entity and the consideration for such transfer is not in the form of listed equity shares;

**Reasons for non-applicability:**

This scheme does not involve transfer of the undertaking, hence this clause is not applicable to the Scheme.

In the light of the above reasons, the requirements of Paragraphs I(A)(9)(a) and I(A)(9)(b) of Annexure I to the SEBI Circular is not applicable to the Scheme.

For Music Broadcast Limited

Company Secretary and Compliance Officer

Place: Mumbai

Date: October 28, 2020

