

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 is hereby given that the **TWENTY-FIFTH ANNUAL GENERAL MEETING (“AGM”)** of the Members of **MUSIC BROADCAST LIMITED** [CIN: L64200MH1999PLC137729] (“the Company”) will be held on **WEDNESDAY, THE 21st DAY OF AUGUST, 2024 AT 1:00 P.M.** Indian Standard Time (“IST”), through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) Facility, to transact the following businesses:

ORDINARY BUSINESSES:

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of Board of Directors and the Auditors thereon.
- To confirm the payment of Interim Dividend to the Non-Cumulative Redeemable Preference Shares (“NCRPS”) holders of ₹ 0.01/- per NCRPS of ₹ 10 each for the Financial Year ended March 31, 2024 declared by the Board of Directors of the Company.
- 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:

- To ratify the remuneration payable to M/s Kishore Bhatia and Associates, Cost Accountants (Firm Registration No. 00294) for their services as Cost Auditors of the Company for the financial year 2024-25.

If thought fit, to pass, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Audit Committee and approved by the Board of Directors, the remuneration of ₹ 80,000/- (Rupees Eighty Thousand Only) plus Goods and Service Tax as applicable and reimbursement of conveyance on actual basis as incurred by them in connection with the aforesaid audit to be paid to M/s Kishore Bhatia and Associates, Cost Accountants (Firm Registration No. 00294) to conduct the audit of cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the financial year 2024-25, be and is hereby ratified.

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.”

- To re-appoint **Ms. Anita Nayyar (DIN: 03317861)** as an Independent Non-Executive Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of 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), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Anita Nayyar (DIN: 03317861), an Independent Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment, as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of 5 (five) consecutive years commencing from January 27, 2025 to January 26, 2030 (both days inclusive) be and is hereby re-appointed.

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.”

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

Arpita Kapoor

Company Secretary & Compliance Officer
Membership No. F8842

Place: Mumbai
Date: May 22, 2024

Registered Office:

5th Floor, RNA Corporate Park,
Off Western Express Highway,
Kalanagar, Bandra (East), Mumbai 400 051
CIN:L64200MH1999PLC137729
Email: investor@myradiocity.com
Website: www.radiocity.com

IMPORTANT NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") as amended from time to time, setting out material facts relating to certain items of Ordinary Business ie., Item No. 2 and Items of Special Businesses ie, Item No. 4 and Item No. 5, to be transacted at the AGMs is annexed hereto.
2. The Ministry of Corporate Affairs ('MCA') has vide its General Circular dated April 8, 2020, April 13, 2020, May 5, 2020 and subsequent circulars issued in this regard, the latest dated September 25, 2023 (collectively referred to as 'MCA Circulars'), permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Act and the MCA Circulars, the 25th AGM of the Company is being held through VC/ OAVM on **Wednesday, August 21, 2024 at 1:00 p.m. (IST)**. The proceedings of the 25th AGM shall be deemed to be conducted at the Registered Office of the Company.
3. Pursuant to provisions of the Act, a Member entitled to attend, vote at the AGM 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. However, since the AGM is being held through VC / OAVM pursuant to the MCA Circulars, 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, Attendance Slip and Route Map of AGM are not annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed. Requisite declarations have been received from the Directors seeking re-appointment.
4. The Company has availed the services of KFin Technologies Limited, Registrars and Transfer Agents of the Company ("KFintech"/ "RTA"), for conducting the AGM through VC/ OAVM and enabling participation of shareholders at the meeting thereto and for providing services of remote e-voting and e-voting during the 25th AGM.
5. In compliance with the said MCA and SEBI Circulars, Notice of the 25th AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participants ('DPs'). Members may note that the Notice and Annual Report 2023-24 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 Company's Registrar and Transfer Agent, KFin Technologies Limited at <https://evoting.kfintech.com>
6. Members attending the AGM through VC/OAVM shall be counted for reckoning the quorum under Section 103 of the Act.
7. In case of joint holders of shares, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
8. The Register of Members and share transfer books of the Company will remain closed from Saturday, August 17, 2024 to Wednesday, August 21, 2024 (both days inclusive) for the purpose of the AGM.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to investor@myradiocity.com by mentioning their Name and Folio No. / DP ID and Client ID.
10. In accordance with Regulation 40 of Listing Regulations, as amended from time to time, the Company had stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation. Further, Members may please note that SEBI has 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 / ISR-5, the format of which is available at website of the Company. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.
11. 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 the

Company's RTA at einward.ris@kfintech.com to receive copies of the Annual Report 2023-24 in electronic mode.

12. 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.
13. 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.
14. 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 at least ten (10) days before the meeting on Company's email address at investor@myradiocity.com so as to enable the management to keep the information ready.
15. 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/isc/default.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.
15. The Company has appointed Mr. Deepak Rane (ACS No. 24110 and CP No. 8717), Practicing Company Secretaries, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.

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

PROCEDURE FOR LOGIN FOR E-VOTING AND ATTENDING AGM THROUGH VC/OAVM FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts to access e-Voting facility.

- 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 during the AGM provided by KFinTech, on all the resolutions set forth in this Notice. 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) 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 Saturday, August 17, 2024 (9:00 a.m. IST) till Tuesday, August 20, 2024 (5:00 p.m. IST).
- 6) The voting rights of Members shall be in proportion to their shares 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 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, **Wednesday, August 14, 2024** 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 KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

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 National Securities Depository Limited ("NSDL")	<p>A. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> 1. Visit https://eservices.nsdl.com 2. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. 3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". 4. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period <p>B. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> 1. To register click on https://eservices.nsdl.com 2. Select "Register Online for IDeAS "Portal or on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Proceed with completing the required fields. 4. Follow steps given in points A. <p>C. Alternatively by directly accessing the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Open https://www.evoting.nsdl.com/ 2. Click on the icon "Login" which is available under 'Shareholder/Member' section. 3. 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. 4. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.KFinTech. 5. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")	<p>A. Existing user who has opted for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com. 2. Click on New System Myeasi. 3. Login with your registered user id and password. 4. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. 5. Click on e-Voting service provider name to cast your vote. <p>B. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Option to register is available at https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com. 2. Proceed with completing the required fields. 3. Follow the steps given in point A. <p>C. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> 1. Visit www.cdslindia.com. 2. Provide your Demat Account Number and PAN. 3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. 4. After successful authentication, user will be provided links for the respective ESP, i.e KFinTech where the e-Voting is in progress.
Individual Shareholders (holding securities in Demat mode) login through their demat accounts/ website of depository participants	<p>A. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>B. Once login, 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.</p> <p>C. Click on options available against company name 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.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

Details on Step 2 are mentioned below:

II) Login method for e-voting at the AGM for shareholders other than individual 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:
1. Launch internet browser and type <https://evoting.kfintech.com> in the address bar.
 2. Enter the login credentials i.e. User ID and password mentioned in your e-mail. In case of physical folio, User ID will be EVEN (E-Voting Event Number) 8181, 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 your votes.
 3. After entering the correct details, click on "LOGIN".
 4. You will reach the password change menu wherein you are required to mandatorily change your

password. The new password shall comprise 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 not to share your password with any other person and 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 EVEN i.e. "8181- AGM" and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "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.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting will 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 votes 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 subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- 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., 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 at email id csdeepakrane@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "MBL_EVEN 8181"
- xiii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and

e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

Details on Step 3 are mentioned below:

A. Voting at e-AGM:

- i. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
- ii. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

B. Instructions for members for attending the e-AGM:

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFinTech at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.
- ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
- iii. Members may join the meeting using headphones for better sound clarity.
- iv. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- v. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page.
- vi. Members who need technical assistance before or during the e-AGM can contact KFinTech at emeetings@kfintech.com or Helpline: 1800 309 4001.

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the Form ISR 1 along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) **Through 'In Person Verification' (IPV):** the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) **Through hard copies** which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032

- c) **Through electronic mode** with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

Securities in demat mode: For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

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

- i. 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.

- ii. Facility for joining AGM through VC / OAVM shall open atleast 30 (thirty) minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. 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.
- v. 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. Questions /queries received by the Company till August 20, 2024 shall only be considered and responded during the AGM.
- vi. 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.
- vii. A Member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 1000 members on first come first served basis.
- ix. 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. The Speaker registration will be opened from Friday, August 16, 2024 (9:00 a.m. IST) till Tuesday, August 20, 2024 (5:00 p.m. IST). Members shall be provided a 'queue number' before the AGM. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during 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:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will be opened from Friday, August 16, 2024 (9:00 a.m. IST) till Tuesday, August 20, 2024 (5:00 p.m. IST).
- (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 Mr. Anandan, 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 Wednesday, August 14, 2024 (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 e-mail address or 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**:
MYEPWD <SPACE> IN12345612345678
 2. Example for **CDSL**:
MYEPWD <SPACE> 1402345612345678
 3. Example for **Physical**:
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.
- (F) The results of the electronic voting shall be declared to the Stock Exchanges within 2 working days of the conclusion of the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE ACT

The following statement(s) sets out all material facts relating to the Ordinary/ Special Businesses mentioned in the accompanying Notice of Annual General Meeting:

Item No. 2

The Board of Directors in its meeting held on January 23, 2024 had declared and paid its first year dividend of 0.1% of face value of ₹ 10/- each on NCRPS as interim dividend credited to the accounts of those eligible NCRPS holders whose name appears in the Register of Members of the Company or in the records of the Depositories as beneficial owners of the NCRPS on "Record Date" i.e. Friday, February 2, 2024.

Item No. 4

The Board of Directors, at its meeting held on May 22, 2024, based on the recommendation of the Audit Committee, approved the appointment of M/s. Kishore Bhatia & Associates, Cost Accountants, (Firm Registration No. 00294), as the Cost Auditors of the Company to conduct the audit of the cost records of the Company, at a remuneration of ₹ 80,000 (Rupees Eighty Thousand only) plus taxes and out-of-pocket expenses at actuals.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company. Accordingly, consent of the shareholders is sought for passing an ordinary resolution as set out at Item No. 4 of the Notice, for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

None of the Directors or the Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends passing of the resolution as set out under Item No. 4 as an Ordinary Resolution for approval by the Members.

Item No. 5

Ms. Anita Nayyar (DIN: 03317861) was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from January 27, 2020 and her appointment was approved by the shareholders at the 21st Annual General Meeting held on September 15, 2020. Accordingly, Ms. Nayyar is due for retirement from the first term as an Independent Director on January 26, 2025. The Nomination and Remuneration Committee, after considering the evaluation of her performance and her skills, experience and time commitment, has recommended to the Board of Directors her re-appointment for second term of 5 (five)

consecutive years. The Board of Directors at its meeting held on May 22, 2024, approved her re-appointment as an Independent Woman Director of the Company for second term of 5 (five) consecutive years with effect from January 27, 2025 to January 26, 2030 (both days inclusive), not liable to retire by rotation, subject to approval of the shareholders. The Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that with the re-appointment of Ms. Anita Nayyar, the Company and the Board of Directors will continue to draw immense benefit from her Marketing and Advertising expertise and insights on Media.

Ms. Nayyar holds a Bachelor's degree in Microbiology and has a PG in Advertising and Marketing Management & Business Management along with a Masters in Management. Ms. Nayyar has an experience of 35+ years in the Advertising, Marketing & Media industry having worked for top advertising agencies like Saatchi & Saatchi, Ogilvy & Mather, Initiative Media, Media Com, Starcom Worldwide & Havas Media Group. She has also worked with leading publishers like The Times of India & Zee5.

Ms. Nayyar was voted the 2nd most influential media person in India by The Brand Equity Survey in 2006 and has always been in the top list of the influential media personalities ever since. She is on the list of Impact top 50 women in Media, Marketing and Advertising and also the top 100 by Campaign Asia in APAC, along with - APAC VISION LEADER of the Year 2019 & APAC CEO of the Year 2018 by Campaign Asia Women Leading Change. She has immense respect and credibility in the industry and has been recently conferred with Women Disruptors 2023 Life Time Achievement Award 2023 and 20 Most Influential Women in India in Marketing & Advertising 2023. Ms. Nayyar has also worked as COO-Media, Branding & Communication at Patanjali Ayurved Limited, largest Indian FMCG Company and as an Independent Director of Jagran Prakashan Limited from 2014 to 2019.

In accordance with Regulation 17(1C) of the Listing Regulations, approval of the shareholders for appointment or re-appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment or re-appointment, whichever is earlier. Further, in accordance with Regulation 25(2A) of the Listing Regulations and Section 149(10) of the Act approval of the shareholders is required by way of Special Resolution for appointment or re-appointment of an Independent Director on the Board of Directors of the Company.

The Company has received consent, statutory disclosures/ declarations and confirmations from Ms. Nayyar with regard to her proposed re-appointment.

The Board of Directors is of the opinion that Ms. Nayyar fulfills the conditions specified in Sections 149, 150 and 152 read with Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Listing Regulations (including any statutory modification(s) and/or re-enactment (s) thereof for the time being in force) and is independent of the management of the Company.

Accordingly, the Board of Directors propose the re-appointment of Ms. Anita Nayyar as an Independent Director of the Company as set out in the Notice for approval of the shareholders.

A copy of the draft letter of appointment of Ms. Anita Nayyar setting out the terms and conditions thereof has been uploaded on the website of the Company at <https://www.radiocity.in/images/uploads/pdf/Terms-Conditions-of-appointment-of-ID-MBL1627315820.pdf>

Additional information in respect of Ms. Anita Nayyar, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India, is provided hereinafter and the same forms an integral part of this Notice.

Other than Ms. Anita Nayyar and/or her relatives, none of the Directors and the Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out in the Notice.

The Board of Directors recommends passing of the resolution as set out under Item No. 5 as a Special resolution for approval by the Members.

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

Arpita Kapoor

Company Secretary & Compliance Officer
Membership No. F8842

Place: Mumbai
Date: May 22, 2024

Registered Office:

5th Floor, RNA Corporate Park,
Off Western Express Highway,
Kalanagar, Bandra (East), Mumbai 400 051
CIN:L64200MH1999PLC137729
Website: www.radiocity.com
E-mail: cs@myradiocity.com

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

Particulars	Rahul Gupta	Anita Nayyar
DIN	00359182	03317861
Date of Birth	July 14, 1980	December 22, 1961
Age	43 years	62 years
Date of the first Appointment on the Board	June 10, 2015	January 27, 2020
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	Media, Marketing, Advertising, and Business Management
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)	Bachelor's degree in Microbiology and has done her Post Graduation in Advertising and Marketing Management & Business Management along with a Masters in Management
Directorships/partnerships in other bodies corporate in India	1. Jagmini MicroKnit Private Limited 2. Jagran Micro Motors Private Limited 3. Jagran Infotech Limited 5. Anikarth Ventures LLP (formerly known as DBR Ventures LLP)	1. Midday Infomedia Limited
Number of shares held in the Company including shareholding as a beneficial owner as on March 31, 2024	Nil	Nil
Chairperson / Member of the Committee of the Board of Directors of the Company	Member of the Stakeholder Relationship Committee, Corporate Social Responsibility Committee and Management Committee	Member of the Nomination and Remuneration Committee and Risk Management Committee
Chairperson / Member of the Committee of Directors of other Public Limited Companies in which he/she is a Director	Please refer to the Other Directorships/ Chairpersonship / Memberships of Directors in the Corporate Governance section of Annual Report	Please refer to the Other Directorships/ Chairpersonship / Memberships of Directors in the Corporate Governance section of Annual Report
The number of Meetings of the Board attended during the year 2023-24	5 out of 5	5 out of 5
Remuneration (including sitting fees, if any) last drawn (FY 2023-24)	Nil	₹4.50 Lakhs as sitting fees
Listed entities from which the director has resigned in the past three years	Nil	Nil