

May 27, 2019

<b>1. National Stock Exchange of India Ltd.</b> Exchange Plaza, 5 <sup>th</sup> Floor Plot No. C/1, G Block; Bandra (East) Mumbai 400 051 NSE Scrip Code: RADIOCITY ISIN: INE919I01024	<b>2. BSE Limited</b> Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalal Street; Fort, Mumbai 400 001 BSE Scrip Code: 540366 ISIN: INE919I01024
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Dear Sirs,

**Sub: Disclosure under Regulation 30 (2) and 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

This is to inform you that at the meeting of Board of Directors of the Company held today i.e. on Monday, May 27, 2019, which commenced at 4.00 p.m. and concluded at 5.20 p.m., the Board has *inter-alia*:-

- i. Approved the Financial results for quarter and year ended March 31, 2019 as recommended by Audit Committee of the Company. A copy of Audited Financial results along with Auditor’s report thereon and a declaration with respect to Audit Report with unmodified opinion on the Audited Financial results are enclosed herewith.
- ii. Subject to entering into definitive binding agreements, the Board approved:-
  - a. Proposed investment, the terms of which are being finalised, in Reliance Broadcast Network Limited (“RBNL”) by way of a preferential allotment for a 24% equity stake for a consideration of Rs 202 Crores; and
  - b. On receipt of all regulatory approvals, proposed acquisition of the entire stake held by the promoters of RBNL basis an enterprise value of Rs 1050 Crores after making adjustment for variation, if any, on the basis of audited accounts for the year ended March 31, 2019.

RBNL is engaged in the business of FM radio broadcasting and operates radio stations across India under the brand name ‘BIG FM’.

The details required under Regulation 30 of Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 shall be shared on execution of definitive agreements between the parties.

In view of above, we are enclosing herewith a copy of Press Release in connection with i) Audited financial results for quarter and year ended March 31, 2019; ii) on the said acquisition, for your perusal.

The above information are also being made available at the website of the Company i.e. [www.radiocity.in](http://www.radiocity.in)

Kindly take the above on record and oblige.

Yours faithfully

**For Music Broadcast Limited**



**Chirag Bagadia**

Company Secretary and Compliance Officer

# Price Waterhouse Chartered Accountants LLP

## Independent auditor's report

To the Members of Music Broadcast Limited

Report on the audit of the Financial Statements

## Opinion

1. We have audited the accompanying financial statements of Music Broadcast Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and total comprehensive income (comprising profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

## Basis for opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



**Key audit matter**

4. Key audit matter is that matter that, in our professional judgment, was of most significance in our audit of the financial statements of the current period. This matter was addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Key audit matter	How our audit addressed the key audit matter
<p><b>Assessment of contingent liability relating to litigation in respect of payment of royalty for use of sound recordings</b></p> <p>[Refer to note 25(a) (Contingent Liabilities) and note 1 (Significant accounting policies) to the financial statements]</p> <p>The Company has received certain claims amounting to Rs. 429.17 lakhs towards payment of royalty ('Claims') for use of sound recordings over its radio stations, for the period July 2007 to August 2010, which is under litigation at a judicial forum. From the above disputed amount, the Company has paid Rs. 200 lakhs under protest to the music licensing company.</p> <p>Based on the legal advice obtained by the management and considering the merits of the case, the management expects a favourable outcome of the litigation, and hence the amount of claims has been disclosed as a contingent liability in the financial statements.</p> <p>We focused on this area as the eventual outcome of claims is uncertain and the position taken by the management is based on the application of material judgement and estimation.</p>	<p>Our audit procedures on management's assessment of litigation included:</p> <ul style="list-style-type: none"> <li>• Gaining an understanding of the claims through discussions with the management and reviewing the underlying relevant supporting documentation with the music licensing company;</li> <li>• Evaluating the design and testing the operating effectiveness of key controls relating to assessment of contingent liability;</li> <li>• Discussing with the management the material developments during the year in relation to the litigation;</li> <li>• Obtaining independent letter from the Company's external legal counsel including the status of the litigation, their views regarding the likely outcome and magnitude of the potential exposure;</li> <li>• Reviewing the minutes of board of directors meetings in respect of discussions relating to legal matters;</li> <li>• Considering the management's assessment of the matter that material outflow on account of the litigation is not probable; and</li> <li>• Reviewing the adequacy and completeness of the Company's disclosures.</li> </ul> <p>Based on the above procedures performed, we determined the management assessment of the contingent liability relating to litigation in respect of royalty claims as reasonable.</p>



### Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### Responsibilities of management and those charged with governance for the financial statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
7. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's responsibilities for the audit of the financial statements

8. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



## INDEPENDENT AUDITORS' REPORT

To the Members of Music Broadcast Limited  
Report on the audit of the Financial Statements  
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9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on other legal and regulatory requirements

13. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



INDEPENDENT AUDITORS' REPORT

To the Members of Music Broadcast Limited  
Report on the audit of the Financial Statements  
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14. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 25(a) and 25(b) to the financial statements.
  - ii. The Company did not have derivative contracts and in respect of other long-term contracts, there were no material foreseeable losses as at March 31, 2019.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2019.
  - iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2019.

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

*Anurag Khandelwal*

Anurag Khandelwal  
Partner  
Membership Number 078571

Place: Mumbai  
Date: May 27, 2019

## **Annexure A to Independent Auditors' Report**

Referred to in paragraph 14(f) of the Independent Auditors' Report of even date to the members of Music Broadcast Limited on the financial statements for the year ended March 31, 2019

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### **Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act**

1. We have audited the internal financial controls with reference to financial statements of Music Broadcast Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.



## **Annexure A to Independent Auditors' Report**

Referred to in paragraph 14(f) of the Independent Auditors' Report of even date to the members of Music Broadcast Limited on the financial statements for the year ended March 31, 2019

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### **Meaning of Internal Financial Controls with reference to financial statements**

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls with reference to financial statements**

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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



Anurag Khandelwal  
Partner  
Membership Number: 078571

Place: Mumbai  
Date: May 27, 2019



## Annexure B to Independent Auditors' Report

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Music Broadcast Limited on the financial statements as of and for the year ended March 31, 2019

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets (property, plant and equipment).
- (b) The fixed assets (property, plant and equipment) are physically verified by the Management according to a phased programme designed to cover all the items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets (property, plant and equipment) has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of immovable properties, as disclosed in Note 3 on fixed assets (property, plant and equipment) to the financial statements, are held in the name of the Company.
- ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of the loan and investments made. The Company has not provided any guarantees or security to the parties covered under Section 186. Further, the Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, cess, goods and services tax and other material statutory dues, as applicable, with the appropriate authorities. Also refer note 25 (c) to the financial statements regarding management's assessment on certain matters relating to provident fund.



## Annexure B to Independent Auditors' Report

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Music Broadcast Limited on the financial statements for the year ended March 31, 2019

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- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of sales tax, service-tax, value added tax and goods and services tax, which have not been deposited on account of any dispute. The particulars of dues of income tax as at March 31, 2019, which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. in Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income tax	5.02	A.Y. 2009-10	Deputy Commissioner of Income Tax
Income Tax Act, 1961	Income tax	98.92	A.Y. 2009-10	Commissioner of Income Tax (Appeals)
<b>Total</b>		<b>103.94</b>		

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.
- ix. In our opinion, and according to the information and explanations given to us, the moneys raised by way of initial public offer (including debt instruments) and term loans have been applied for the purposes for which they were obtained.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.



**Annexure B to Independent Auditors' Report**

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Music Broadcast Limited on the financial statements for the year ended March 31, 2019  
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- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

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



Anurag Khandelwal  
Partner  
Membership Number 078571

Place: Mumbai  
Date: May 27, 2019

# MUSIC BROADCAST LIMITED

(CIN No. L64200MH1999PLC137729)

Regd. Office: 5th Floor, RNA Corporate Park, Off. Western Express Highway, Kalanagar,  
Bandra(East), Mumbai - 400051. Website : www.radiocity.in

AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2019



(Rs. in lakhs, except per share data)

Sr. No.	Particulars	Quarter ended March 31, 2019	Quarter ended December 31, 2018	Quarter ended March 31, 2018	Year ended March 31, 2019	Year ended March 31, 2018
		Unaudited (Refer note 10)	Unaudited	Unaudited (Refer note 10)	Audited	Audited
1(a)	Revenue from operations	8,187	8,702	7,593	32,471	29,825
(b)	Other Income	461	446	540	1,510	1,938
(c)	<b>Total Income</b>	<b>8,648</b>	<b>9,148</b>	<b>8,133</b>	<b>33,981</b>	<b>31,763</b>
2	<b>Expenditure</b>					
(a)	License fees	501	551	531	2,140	2,127
(b)	Employee benefit expense	1,634	1,671	1,705	6,895	6,889
(c)	Finance costs	152	137	337	564	1,498
(d)	Depreciation and amortisation expense	691	676	667	2,711	2,627
(e)	Other expenses	2,855	3,620	2,621	12,118	11,100
(f)	<b>Total Expenditure</b>	<b>5,833</b>	<b>6,655</b>	<b>5,861</b>	<b>24,428</b>	<b>24,241</b>
3	<b>Profit before Exceptional items (1 - 2)</b>	<b>2,815</b>	<b>2,493</b>	<b>2,272</b>	<b>9,553</b>	<b>7,522</b>
4	Exceptional items	-	-	-	-	-
5	<b>Profit before tax (3-4)</b>	<b>2,815</b>	<b>2,493</b>	<b>2,272</b>	<b>9,553</b>	<b>7,522</b>
6	<b>Tax Expense</b>					
(a)	Current tax	329	546	502	2,033	1,648
(b)	Deferred tax	651	309	144	1,358	702
(c)	<b>Total tax expense</b>	<b>980</b>	<b>855</b>	<b>646</b>	<b>3,391</b>	<b>2,350</b>
7	<b>Net Profit for the period (5-6)</b>	<b>1,835</b>	<b>1,638</b>	<b>1,626</b>	<b>6,162</b>	<b>5,172</b>
8	Other comprehensive income, net of income tax					
A	Items that will not be reclassified to profit or loss	(4)	-	69	(4)	3
B	Items that will be reclassified to profit or loss	-	-	-	-	-
	<b>Total other comprehensive income, net of income tax</b>	<b>(4)</b>	<b>-</b>	<b>69</b>	<b>(4)</b>	<b>3</b>
9	<b>Total comprehensive income for the period (7-8)</b>	<b>1,831</b>	<b>1,638</b>	<b>1,695</b>	<b>6,158</b>	<b>5,175</b>
10	Paid-up equity share capital (Face Value of Rs. 2 each)	5,531	5,531	5,705	5,531	5,705
11	Paid up Debt Capital #				7,410	5,027
12	Other Equity (Including Reserves)				54,801	54,281
13	Networth				60,332	59,986
14	Debenture Redemption Reserve				1,021	771
15	Capital Redemption reserve				175	-
16	Earning Per Share (EPS) (Rs. 2 each) (not annualised)					
	-Basic	0.66	0.59	0.57	2.19	1.81
	-Diluted	0.66	0.59	0.57	2.19	1.81
17	*Debt Equity Ratio				0.12	0.08
18	**Debt Service Coverage Ratio				17.91	0.84
19	***Interest Service Coverage Ratio				20.06	6.48

# Includes 500 listed debentures of face value of Rs 10 lakhs each amounting to Rs 5,000 lakhs (March 31, 2018 Rs 5,000 lakhs)

\*Debt Equity Ratio = Total Debts / (Equity Capital + Reserves and Surplus)

\*\*Debt Service Coverage Ratio = Earnings before Depreciation, Finance costs, Other Income and Tax/ (Finance costs + Principal repayment during the period).

\*\*\*Interest Service Coverage Ratio = Earnings before Depreciation, Finance costs, Other Income and Tax / Finance costs.

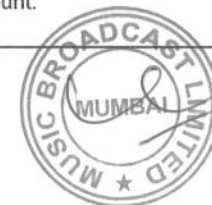


## STATEMENT OF ASSETS AND LIABILITIES AS AT MARCH 31, 2019

	As at March 31, 2019	As at March 31, 2018
	Audited	Audited
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	7,485	4,122
Intangible assets	23,510	25,571
Financial assets		
i. Investments	139	15,585
ii. Other financial assets	1,161	1,076
Deferred tax assets	464	1,820
Other non-current assets	505	672
Non current tax assets (net)	170	168
<b>Total non-current assets</b>	<b>33,434</b>	<b>49,014</b>
<b>Current assets</b>		
Financial assets		
i. Investments	17,030	-
ii. Trade receivables	12,543	11,042
iii. Cash and cash equivalents	1,482	1,314
iv. Bank balances other than (iii) above	6,394	6,304
v. Other financial assets	385	364
Other current assets	1,783	1,822
<b>Total current assets</b>	<b>39,617</b>	<b>20,846</b>
<b>Total assets</b>	<b>73,051</b>	<b>69,860</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity share capital	5,531	5,705
<b>Other equity</b>		
Reserves and surplus	40,603	40,083
Other reserves	14,198	14,198
<b>Total equity</b>	<b>60,332</b>	<b>59,986</b>
<b>LIABILITIES</b>		
<b>Non-current liabilities</b>		
Financial liabilities		
i. Borrowings	1,563	4,991
Employee benefit obligations	421	360
<b>Total non-current liabilities</b>	<b>1,984</b>	<b>5,351</b>
<b>Current liabilities</b>		
Financial liabilities		
i. Trade payables		
(A) total outstanding dues of micro enterprises and small enterprises	35	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises	2,432	2,226
ii. Other financial liabilities	6,936	1,170
Employee benefit obligations	71	73
Other current liabilities	1,055	1,054
Current tax liabilities (net)	206	-
<b>Total current liabilities</b>	<b>10,735</b>	<b>4,523</b>
<b>Total liabilities</b>	<b>12,719</b>	<b>9,874</b>
<b>Total equity and liabilities</b>	<b>73,051</b>	<b>69,860</b>




Notes:													
1	The above financial results for the quarter and year ended March 31, 2019 have been reviewed by the Audit Committee and approved by the Board of Directors on May 27, 2019.												
2	Effective April 1, 2018, the Company has adopted Ind AS 115 "Revenue from Contracts with Customers" using the modified retrospective transition method, which is applied to contracts that are not completed on or before March 31, 2018. Accordingly, the comparatives have not been restated. The impact of adoption of Ind AS 115 on the financial results was not material.												
3	<p>The Company completed the Initial Public Offering (IPO) of fresh issue of 12,012,012 equity shares and Offer for Sale of 2,658,518 equity shares of Rs. 10 each at an issue price of Rs. 333 per share in the financial year ended March 31, 2017. The equity shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) w.e.f. March 17, 2017.</p> <p>Utilisation of IPO Proceeds is summarised as below:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (Rs. In Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Issue Proceeds</td> <td>40,000</td> </tr> <tr> <td>Less : Transaction cost arising on share issue</td> <td>1,773</td> </tr> <tr> <td>Net Proceeds from IPO</td> <td>38,227</td> </tr> <tr> <td>Less: Amount utilised as per the objects of the issue as per prospectus</td> <td>33,227</td> </tr> <tr> <td>Funds to be utilised</td> <td>5,000</td> </tr> </tbody> </table> <p>Unutilised IPO Proceeds as at March 31, 2019 are temporarily invested in fixed deposit with a scheduled commercial bank.</p>	Particulars	Amount (Rs. In Lakhs)	Issue Proceeds	40,000	Less : Transaction cost arising on share issue	1,773	Net Proceeds from IPO	38,227	Less: Amount utilised as per the objects of the issue as per prospectus	33,227	Funds to be utilised	5,000
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Net Proceeds from IPO	38,227												
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Funds to be utilised	5,000												
4 (a)	The Company has retained its credit rating of "CRISIL AA/Stable (Reaffirmed)" by CRISIL Limited for its Non-Convertible Debentures (NCDs).												
(b)	<p>The listed NCDs of the Company aggregating to Rs. 5,000 lakhs as at March 31, 2019 are secured by a first pari-passu charge on the entire book assets, including fixed assets (excluding building in Mumbai), current assets and investments of the Company and the asset cover thereof exceeds hundred percent of the principal amount of the said NCDs.</p> <p>Details of principal and interest payment of secured redeemable non convertible debentures are as follows:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Previous due date (April 1, 2018 to September 30, 2018)</th> <th>Next due date</th> </tr> </thead> <tbody> <tr> <td>Principal - Series C</td> <td>NA</td> <td>March 4, 2020</td> </tr> <tr> <td>Interest - Series C</td> <td>September 4, 2018</td> <td>September 4, 2019</td> </tr> </tbody> </table> <p>(Interest has been paid on the due date)</p>	Particulars	Previous due date (April 1, 2018 to September 30, 2018)	Next due date	Principal - Series C	NA	March 4, 2020	Interest - Series C	September 4, 2018	September 4, 2019			
Particulars	Previous due date (April 1, 2018 to September 30, 2018)	Next due date											
Principal - Series C	NA	March 4, 2020											
Interest - Series C	September 4, 2018	September 4, 2019											
5	The Company is engaged primarily in the business of operating Private FM Radio Stations, which constitute single reportable segment. Accordingly, the Company is single segment company in accordance with Indian Accounting Standard 108 "Operating Segment".												
6	The Board of Directors at its meeting held on April 23, 2018 approved the acquisition of Radio Business Undertaking of Ananda Offset Private Limited, engaged in Radio Broadcasting Business under the brand name "Friends 91.9 FM" in Kolkata, through a slump sale, subject to receipt of approval from the Ministry of Information and Broadcasting (MIB), for a cash consideration of INR 3,500 lakhs (minus) Net External Debt (plus/minus) adjustment of normalised net working capital of INR 924 lakhs based on actual net working capital. The Company has deposited INR 875 lakhs in an escrow account with a bank on May 09, 2018 in accordance with the Business Transfer Agreement (BTA). Subsequent to the year-end, on May 24, 2019 the Company and AOPL have mutually agreed to terminate the BTA in view of uncertainty in receipt of regulatory approval from MIB. The Company is initiating the process to complete the regulatory formalities and release the deposit from escrow account.												



7	<p>The Board of Directors at its meeting held on July 24, 2018 approved the buyback of fully paid-up equity shares of the Company for an aggregate amount not exceeding INR 5,700 lakhs, for a price not exceeding INR 385 per equity share, out of free reserves / securities premium account. The Company completed the buyback of 1,745,079 equity shares at an average price of INR 326.61 per equity share in December 2018 and, accordingly, utilised INR 5,699.63 lakhs (excluding transaction costs) towards the buyback of shares.</p> <p>Further, the Company has transferred a sum equal to the nominal value of the shares so purchased, i.e., INR 174.51 lakhs, from the general reserve to the capital redemption reserve account.</p>
8	<p>The Board of Directors at its meeting held on December 31, 2018 approved the sub-division of equity shares of the Company from the face value of INR 10 per share to face value of INR 2 per share, subject to the approval of the shareholders of the Company. The shareholders approved such sub-division of shares on February 6, 2019. Accordingly, on February 21, 2019, 22,12,38,800 equity shares of INR 2 each fully paid-up were allotted against 5,53,09,700 equity shares of INR 10 each fully paid-up remaining outstanding after completion of buy back.</p>
9	<p>Subject to the entering into definitive binding agreements, the Board of Directors at its meeting held on May 27, 2019 approved the proposed investment, the terms of which are being finalised, in Reliance Broadcast Network Limited ("RBNL") by way of a preferential allotment for 24% equity stake for a consideration of INR 20,200 lakhs. Further, on receipt of all regulatory approvals, the Board also approved the proposed acquisition of the entire stake held by the promoters of RBNL basis an enterprise value of INR 1,05,000 lakhs after making adjustment for variation, if any, on the basis of audited accounts for the year ended March 31, 2019. RBNL is engaged in the business of FM radio broadcasting and operates radio stations across India under the brand name 'BIG FM'.</p>
10	<p>The figures of last quarter for the current year and for the previous year are the balancing figures between audited figures in respect of the full financial year and year to date figures reviewed upto third quarter. However, the Company's management has exercised necessary diligence to ensure that such financial results provide a true and fair view of its affairs.</p>

For and on behalf of the Board of Directors of Music Broadcast Limited

  
 Vijay Tandon  
 Chairman



Place: Mumbai  
 Dated: May 27, 2019

## Earnings Release for Q4 FY19

### **Q4FY19: EBITDA margins at record high of 39%**

### **Annual Operating profit crosses Rs. 100 crores**

**Mumbai, May 27, 2019;** Music Broadcast Limited (MBL), India's 1<sup>st</sup> Private FM Radio Broadcaster, has reported its Financial Results for the Quarter and Year ended March 31<sup>st</sup>, 2019.

- **Key Highlights – Q4 FY19:**

- Topline growth of 8% YoY at Rs 81.87 Cr
- EBITDA grew by 17% YoY at Rs. 31.96 Cr, margin at 39.0% improvement by ~301 bps
- PBT growth of 24% YoY at Rs. 28.15 Cr, margin at 34.4% improvement by ~446 bps

- **Key Highlights – FY19:**

- Topline growth of 9% YoY at Rs. 324.71 Cr
- EBITDA grew by 17% YoY to Rs. 113.18 Cr at a margin of 34.9%, improvement of ~230 Bps
- PBT grew by 27% YoY to Rs. 95.53 Cr at a margin of 29.4%, improvement of ~ 420 Bps
- Strong liquidity position with Cash & Cash Equivalents incl. Investments at Rs. 250 Cr

- **Business Update:**

- Utilization levels at ~65-70% for legacy stations and ~45-50% for Phase III stations
- 8% Rate hike in top 12 markets
- Listenership Market share maintained at top levels in Mumbai & Bangalore

Commenting on the results **Ms. Apurva Purohit, Director** said: "We are happy to share that team Radio City has delivered Revenue growth of 9% and operating margin of 34.9% despite the challenging environment in the last year.

The revenue growth is due to an increase in utilizations across stations along with an improvement in yields. Sectors like Government, Ecommerce, Real Estate etc have performed better as compared



to BFSI and Auto sectors in the last year. Because of operating leverage with increased volumes and yields, the company has delivered PBT growth of 27%.

With the incumbent government returning with a clear majority and stable mandate, we expect the economy to rally based on improved sentiment in the short term and fast tracking of reforms and government spending in the medium term. We believe this will reflect in an upward revision of ad spends by corporate and retail advertisers.

In the last financial year, we have also rewarded our shareholders by way of buyback of Rs. 57 crores. Despite this cash outlay we continue to maintain strong liquidity for future growth endeavours.

We are very also pleased to share that Music Broadcast Limited ranked #6 on this year's Best Workplaces in Asia, 2019. The study measured almost 1,200 eligible organizations that successfully created high-trust and high-performing cultures in the Asia Pacific and Middle East regions. More than 1.6 million employees participated in the survey studies in 8 Asia-region countries where Great Place to Work is represented. It will be our constant endeavour to deliver superior performance in the years to come."

### **About Music Broadcast Limited**

Music Broadcast Limited currently has 39 stations and was the first ever FM network in the country. Radio City has spearheaded the evolution of FM radio programming by offering content that is unique and path-breaking. The network introduced humour and the concept of agony aunt on the radio with Baber Sher and Love Guru respectively. It also initiated the Radio City Freedom Awards and provided a launch pad to budding singers with Radio City Super Singer, the first-of-its-kind radio talent show in India. Through its 'Rag Mein Daude City' philosophy, the network has adopted a local approach that resonates with the listeners while inculcating a sense of city pride and infusing local culture and flavour on-air. The network provides terrestrial programming along with 52 other web-stations, through its digital interface. Music Broadcast Limited ranked #6 on this year's Best Workplaces in Asia, 2019. The study measured almost 1,200 eligible organizations that successfully created high-trust and high-performing cultures in the Asia Pacific and Middle East regions. More than 1.6 million employees participated in the survey studies in 8 Asia-region countries where Great Place to Work is represented. More information is available on: [www.radiocity.in](http://www.radiocity.in).

### Safe Harbor Statement:

Statements in this document relating to future status, events, or circumstances, including but not limited to statements about plans and objectives, the progress and results of research and development, potential product characteristics and uses, product sales potential and target dates for product launch are forward-looking statements based on estimates and the anticipated effects of future events on current and developing circumstances. Such statements are subject to numerous risks and uncertainties and are not necessarily predictive of future results. Actual results may differ materially from those anticipated in the forward-looking statements. The company assumes no obligation to update forward-looking statements to reflect actual results, changed assumptions or other factors.

### For more Information please contact:

 <p><b>Music Broadcast Limited</b> CIN: L64200MH1999PLC137729</p> <p>Ms. Sangeetha Kabadi Email : <a href="mailto:sangeethak@myradiocity.com">sangeethak@myradiocity.com</a></p> <p>Mr. Jimmy Oza Email: <a href="mailto:jimmyo@myradiocity.com">jimmyo@myradiocity.com</a></p>	<p><b>SGA</b> Strategic Growth Advisors</p> <p><b>Strategic Growth Advisors Pvt. Ltd</b> CIN: U74140MH2010PTC204285</p> <p>Ms. Payal Dave Email : <a href="mailto:payal.dave@sgapl.net">payal.dave@sgapl.net</a></p> <p>Mr. Jigar Kawaiiya Email: <a href="mailto:jigar.kawaiiya@sgapl.net">jigar.kawaiiya@sgapl.net</a></p>
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## Press Release

### **Board of Directors of Music Broadcast Limited approve the acquisition of Reliance Broadcast Network Limited – BIG FM**

#### **- Acquisition to create India's largest Radio Network with 79 Stations**

**Mumbai, May 27<sup>th</sup> 2019:** The Board of Directors of Music Broadcast Limited ("MBL") (BSE: 540366, NSE: RADIOCITY) have today approved the acquisition of Reliance Broadcast Network Limited ("RBNL"), a Reliance ADA Group company.

Reliance Broadcast Network Limited operates one of the largest FM radio networks in the country under the brand name BIG FM.

BIG FM is one of India's most awarded radio networks and has been the pioneer of innovative formats like storytelling with shows like Yaadon Ka Idiot Box with Neelesh Misra, and boasts of some of the most popular celebrity radio shows in the country like Suhana Safar with Annu Kapoor. With original content-based shows and engaging brand-led campaigns and timeless music, Big FM has consistently won accolades at prestigious industry awards like the EMVIES, ABBYs, Asian Customer Engagement Awards, Indian Radio Forum & New York Festival. MBL's Radio City and BIG FM have complementary offerings with limited overlap.

The combined network will have 79 Stations making it the largest radio network in India.

Subject to entering into definitive binding agreements, Radio City will initially acquire 24% equity stake of Radio Broadcast Network Limited ("RBNL"), the terms of which are being finalized, by way of a preferential allotment for total consideration of Rs.202 crores. Further, on receipt of all regulatory approvals, MBL will acquire the entire stake held by the promoters of RBNL basis an enterprise value of Rs.1050 Crore after making adjustments for variations, if any, on the basis of audited accounts for the year ended March 31, 2019.

The entire transaction is expected to close in the first quarter of FY2021.

EY India is acting as the Investment Banker to the transaction. PricewaterhouseCoopers is acting as financial & tax due diligence and Khaitan & Co are acting as the legal advisors to MBL. ICICI Securities is acting as financial advisor to MBL.

#### **About Music Broadcast Limited**

Music Broadcast Limited currently has 39 stations and was the first ever FM network in the country. Radio City has spearheaded the evolution of FM radio programming by offering content that is unique and path-breaking. The network introduced humour and the concept of agony aunt on the radio with Baber Sher and Love Guru respectively. It also initiated the Radio City Freedom Awards and provided a launch pad to budding singers with Radio City Super Singer, the first-of-its-kind radio talent show in India. Through its 'Rag Mein Daude City' philosophy, the network has adopted a local approach that

resonates with the listeners while inculcating a sense of city pride and infusing local culture and flavour on-air. The network provides terrestrial programming along with 52 other web-stations, through its digital interface. Music Broadcast Limited ranked #6 on this year's Best Workplaces in Asia, 2019. The study measured almost 1,200 eligible organizations that successfully created high-trust and high-performing cultures in the Asia Pacific and Middle East regions. More than 1.6 million employees participated in the survey studies in 8 Asia-region countries where Great Place to Work is represented. More information is available on: [www.radiocity.in](http://www.radiocity.in).

### **About Reliance Broadcast Network Limited**

Reliance Broadcast Network Ltd is a media and entertainment company that houses 92.7 BIG FM - One of India's largest radio network with 58 stations, which reaches out to 1200+ towns and 50,000+ villages and over 30 crore Indians across the country. Big FM has been the pioneer of innovative formats like storytelling with shows like Yaadon Ka Idiot Box with Neelesh Misra, and Boasts of some of the most popular celebrity radio shows in the country like Suhana Safar with Annu Kapoor. BIG FM has evolved with the changing times. With the new positioning, BIG FM will play a meaningful, relevant and compelling role in lives of consumers. It will not just be about entertainment but a brand that has a purpose. The brand will play the role of a 'thought inspirer' and an agent of positive change in society. The new tag line of 'Dhun Badal Ke Toh Dekho' reflects the philosophy that 'Changing the world for the better starts with changing your thoughts'. With original content-based shows and engaging brand led campaigns, Big FM has consistently won accolades at prestigious industry awards like the EMVIES, ABBYs, Asian Customer Engagement Awards, Indian Radio Forum & New York Festival.

### **Safe Harbor Statement:**

Statements in this document relating to future status, events, or circumstances, including but not limited to statements about plans and objectives, the progress and results of research and development, potential product characteristics and uses, product sales potential and target dates for product launch are forward-looking statements based on estimates and the anticipated effects of future events on current and developing circumstances. Such statements are subject to numerous risks and uncertainties and are not necessarily predictive of future results. Actual results may differ materially from those anticipated in the forward-looking statements. The company assumes no obligation to update forward-looking statements to reflect actual results, changed assumptions or other factors.

**For more Information please contact:**

RAG RAG MEIN  
DAUDE CITY.



**Music Broadcast Limited**

CIN: L64200MH1999PLC137729

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May 27, 2019

1.	National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> Floor Plot No. C/1, G Block; Bandra (East) Mumbai 400 051  NSE Scrip Code: RADIOCITY ISIN: INE919I01024	2.	BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalal Street; Fort Mumbai 400 001 BSE Scrip Code: 540366 ISIN: INE919I01024
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Dear Sirs,

Sub: Declaration pursuant to Regulation 33 (3) (d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 33 (3) (d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we confirm that the Statutory Auditors of the Company, M/s. Price Waterhouse Chartered Accountant LLP (FRN: 012754N / N500016) have issued an Audit Report with unmodified opinion on the Audit Financial Results of the Company for the year ended March 31, 2019.

Kindly take the above on record and oblige.

Yours faithfully  
For Music Broadcast Limited



Prashant Domadia  
Chief Financial Officer

