

January 30, 2020

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

Sub: Submission of Postal Ballot Notice and Postal Ballot Form under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is further to our letter dated January 27, 2020, wherein we had informed that the Board of Directors of the Company has considered, approved and recommended issuance of Bonus Shares, subject to the approval of Members of the Company.

In this regard, we wish to inform you that the Company has completed the dispatch of the Postal Ballot Notice along with the required documents, through permitted mode, i.e. through physical mode and e-mails, on January 30, 2020 including an option to vote through remote electronic voting, seeking approval on the following matters:-

Sr. No	Description of the Resolution(s)
1	Increase in Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company (Ordinary Resolution)
2	Issue of Bonus Shares (Ordinary Resolution)

The Notice of the Postal Ballot and Postal Ballot Form can also be downloaded from the Company's website i.e. www.radiocity.in

Please take the same on records.

Thanking you

Yours faithfully

For Music Broadcast Limited



Chirag Bagadia

Company Secretary and Compliance Officer

Encl: a/a





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: cs@myradiocity.com

NOTICE FOR POSTAL BALLOT AND E-VOTING

Start Date: Monday, February 03, 2020
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Last Date: Tuesday, March 03, 2020

[Notice pursuant to Section 110 of the Companies Act, 2013, as amended, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the resolution(s) appended below are proposed to be passed by way of Postal Ballot / E-Voting. The Explanatory Statement pertaining to said resolution(s) setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form, for your consideration.

The Company has engaged the services of KFin Technologies Private Limited ("KFin") for providing e-voting facilities in a secure manner. The Company has appointed Mr. Deepak Rane, Practicing Company Secretary, (Certificate of Practice No: 8717) as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot/ E-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the Postal Ballot Form duly completed in the attached self-addressed, postage prepaid business reply envelope, if posted in India, so as to reach the Scrutinizer not later than close of working hours (5.00 p.m. IST) on Tuesday, March 03, 2020. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. The postage expenses will be borne and paid by the Company.

In compliance with the provision of Sections 108 and 110 of the Companies Act read with Rule 20 and 22 of the Management Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering e-voting facility as an alternate mode of voting to all Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The e-voting module will be disabled / blocked after the business hours i.e. on Tuesday, March 03, 2020, for voting by the Members. The Members have both the options of voting i.e. by e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, Members can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case Members cast their vote by postal ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by postal ballot will be treated as invalid.

The Scrutinizer will submit his report to the Chairman or in his absence to the Company Secretary, after completion of scrutiny of Postal Ballot Forms (including e-voting) in a fair and transparent manner. The results of the postal ballot will be announced on or before Thursday, March 05, 2020, and will be displayed at the registered office of the Company and communicated to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed. The result of the postal ballot will also be displayed on the Company's website i.e. www.radiocity.in and on the website of KFin i.e. <https://evoting.karvy.com>

SPECIAL BUSINESS:

Resolution No. 1

Increase in Authorized Share Capital and consequent alteration of the Memorandum of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹67,05,00,000/- (Rupees Sixty Seven Crores and Five Lakhs only) divided into 33,50,00,000 (Thirty Three Crores Fifty Lakhs) Equity Shares of ₹2/- (Rupees Two only) each and 50,000 (Fifty Thousand) Convertible Redeemable Preference shares each of ₹10/- (Rupees Ten only) each to ₹80,05,00,000/- (Rupees Eighty Crores and Five Lakhs only) divided into 40,00,00,000 (Forty Crores) Equity Shares of ₹2/- (Rupees Two only) and 50,000 (Fifty Thousand) Convertible Redeemable Preference shares each of ₹10/- (Rupees Ten only) each by creation of additional 6,50,00,000 (Six Crores and Fifty Lakhs) equity shares of ₹2/- (Rupees Two only) each ranking *pari passu* with the existing equity share of the Company and consequently, the existing Clause V of the Memorandum of Association of the Company, be and is hereby replaced with the following new Clause V:

“The Authorised Share Capital of the Company is ₹ 80,05,00,000/- (Rupees Eighty Crores and Five Lakhs only) divided into 40,00,00,000 (Forty Crores) Equity Shares of ₹2/- (Rupees Two only) each and 50,000 (Fifty Thousand) Convertible Redeemable Preference shares of ₹10/- (Rupees Ten only) each with such rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and decrease the capital of the company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being to modify or abrogate any such rights privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of the company for the time being.”

FURTHER RESOLVED THAT Ms. Apurva Purohit, Director(DIN: 00190097) and Mr. Chirag Bagadia, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments, and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

Resolution No. 2

Issue of Bonus Equity Shares:

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

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, (including any statutory modification(s) or re-enactment thereof from the time being in force, the enabling provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board for capitalization of such sums standing to the credit of the free reserves and/or the securities premium account and/or or such other account as may be considered necessary by Board of Directors of the Company (“the Board”), for the purpose of the issue of bonus equity shares of ₹ 2/- (Rupees Two only) each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board, in the proportion of 1 (One) equity share for every 4 (Four) existing equity shares held by the Members;

RESOLVED FURTHER THAT the new equity shares of ₹ 2/- (Rupees Two only) each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank *pari-passu* in all respects and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend (s) and any other corporate actions to be declared after the bonus shares are allotted;

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) within such time as prescribed by law and the relevant authorities.;

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company will be subject to the approval of the RBI, if applicable and as may be necessary;

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to ignore such fractions and/or otherwise make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Ms. Apurva Purohit, Director (DIN: 00190097), Mr. Prashant Domadia, Chief Financial Officer and Mr. Chirag Bagadia, Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but without limitation to file any documents with the Securities and Exchange Board of India, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto.”

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

Place: Mumbai
Date: January 27, 2020

**Sd/-
Chirag Bagadia
Company Secretary & Compliance Officer**

NOTES:

1. Explanatory statement pursuant to the provisions of Section 102 of the Companies Act, in respect of special business(es) to be transacted through postal ballot/e-voting is annexed hereto along with the Postal Ballot Form for your consideration.
2. This Notice is being sent by electronic mode to those members, whose e-mail address are registered with the Company/ National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (collectively, “Depositories”) unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail address, physical copies of the Postal Ballot notice are being sent by the permitted mode along with postage prepaid self-addressed Business Reply Envelope. Members may note that this Notice will be available on the Company’s website www.radiocity.in and on KFin’s website <https://evoting.karvy.com>
3. Voting Rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, January 24, 2020 i.e. “Cut Off date”. Only those Members whose names are recorded in the register of members of the Company or in the list of beneficial owners as on the Cutoff Date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a Member on the cut-off date should treat this notice for information purpose only.
4. All the material documents referred to in the notice and explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till March 03, 2020.
5. **Members who have not registered their e-mail addresses are requested to register the same with the Company’s Registrar and Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:

Item No. 1 and 2:

The equity shares of your Company are listed and actively traded on the NSE and BSE, considering the growth in the business over the recent years and strong financial positions, the Board in its meeting held on January 27, 2020, with a view to increasing the liquidity of the equity shares of the Company and reward the Shareholders of the Company, considered, approved and recommended issue of bonus shares in the proportion of 1 (one) new equity share of the Company of ₹2/- each for every 4 (four) existing equity shares of the Company of ₹2/- each held by the Members on the Record Date to be determined by the Board by capitalizing a part of free reserves and/or the securities premium account of the Company as at March 31, 2019.

The current Authorized Share Capital of your Company is ₹ 67,05,00,000/- (Rupees Sixty Seven Crores and Five Lakhs only) divided into 33,50,00,000 (Thirty Three Crores Fifty Lakhs) Equity Shares of ₹2/- (Rupees Two only) each and 50,000 (Fifty Thousand) Convertible Redeemable Preference shares each of a face value of ₹ 10/- (Rupees Ten only) each.

The issue of bonus shares as aforesaid would require an increase in the Authorized Share Capital of the Company and consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The Board of Directors in its meeting held on January 27, 2020, has proposed to increase the Authorized Share Capital to ₹ 80,05,00,000/- (Rupees Eighty Crores and Five Lakhs only) divided into 40,00,00,000 (Forty Crores) Equity Shares of ₹2/- (Rupees Two only) each and 50,000 (Fifty Thousand) Convertible Redeemable Preference shares of ₹10/- (Rupees Ten only).

Pursuant to the provisions of Sections 61 and 63 and other applicable provisions of the Act and subject to applicable statutory and regulatory approvals, the increase in Authorized Share Capital, alteration of the Capital Clause of the Memorandum of Association and issue of bonus shares of the Company require the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution except to the extent of their shareholding.

Accordingly, the Board recommends the Resolutions No.1 and 2 to be passed as Ordinary Resolutions by the Members of the Company through Postal Ballot, on the terms and conditions set out in the Resolutions

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

Place: Mumbai
Date: January 27, 2020

**Sd/-
Chirag Bagadia
Company Secretary & Compliance Officer**

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. Members desirous of exercising vote by physical postal ballot should complete the Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postage prepaid business reply envelope which shall be properly sealed with adhesive or adhesive tape. However, letters containing Postal Ballot Form, if sent by courier, at the expense of the member will also be accepted. The members are requested to convey their assent or dissent in the enclosed Postal Ballot Form.
2. A Postal Ballot Form and a self-addressed postage prepaid business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
3. The Postal Ballot Form should be signed by the members as per the specimen signatures registered with the Registrar/ Depository. In case the equity shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/ Depository) by the first name member and his/her absence, by the next named member. Holder(s) of Power of Attorney(s) (POA) on behalf of the member(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected
4. In case of Equity Shares held by the members other than the individual members, the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature was already registered with Registrar/ Depository and it should be accompanied by a certified copy of board resolution/authorization together with the specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
5. Postal Ballot Form signed by the holder of POA for and on behalf of a member of the company must be accompanied by the copy of POA duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office. If the board resolution/authorization is already registered with the Company, please quote the registration number beneath the signature.
6. Members are requested not to send any paper (other than the resolution/authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid business reply envelope as all such documents will be sent to the Scrutinizer and if any extraneous paper is found therein, the same would not be considered and would be destroyed by the Scrutinizer
7. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of the joint members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to Mr. Chirag Bagadia, Company Secretary at cs@myradiocity.com
9. The votes should be cast either in favor of or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Postal Ballot Form invalid.
10. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected. No other form or photocopy of the attached Postal Ballot Form will be permitted.
11. A member cannot exercise his vote by proxy on Postal Ballot.

INSTRUCTIONS FOR E-VOTING

The Company has engaged the services of KFin Technologies Private Limited (“KFin”) as the authorized agency to provide the facility of the casting of votes by using an electronic voting system (“E-Voting”). The detailed process, instructions and manner for availing e-voting facility is provided herein below:

- A.** The e-voting period begins on February 03, 2020, at 9:00 a.m. IST and ends after the business hours on March 03, 2020 i.e. at 5:00 p.m. IST. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of January 24, 2020 (“**Cut-Off Date**”) may cast their vote electronically. The e-voting module shall be disabled by March 03, 2020, for voting thereafter.
- B.** The instructions for the members for voting electronically are as under:
1. To use the following URL for e-voting: <https://evoting.karvy.com>
 2. Enter the login credentials i.e., User id (DP ID/ Client ID will be your user ID.)

For Members holding shares in Demat Form	
User – ID	a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID b) For CDSL: 16 digits beneficiary ID
For Members holding shares in Physical Form	
Event No. followed by Folio Number registered with the Company	
Password	In the case of members who have not registered their e-mail addresses, their User-Id and Password are provided at the bottom of the enclosed Postal Ballot Form.
Captcha	Enter the verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.

3. After entering the details appropriately click on LOGIN.
4. A password change menu will appear. Change the password with a new password of your choice. The new password has to be a minimum of 8 (eight) characters consisting of at least 1 (one) upper case (A-Z), 1 (one) lower case (a-z), 1 (one) numeric value (0-9) and a special character. Kindly note that this password can be used by the demat holders for voting on any resolution of any other company on which they are eligible to vote, provided that the company opts for e-voting through KFin's e-voting platform.

The system will prompt you to change your password and update any contact details like mobile no., email ID, etc., on the first login. You may also enter the ‘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.

6. Login again with the new credentials.
7. On successful login, system will prompt to select the ‘EVEN’ (E-voting Event Number) i.e., the Company’s name ‘Music Broadcast Limited’.
8. On the voting page, you will see the ‘Resolution Description’ and against the same the option ‘FOR/ AGAINST/ ABSTAIN’ from voting.
9. Enter the number of shares (which represents number of votes) as on the Cut Off Date i.e. January 24, 2020, under ‘FOR/ AGAINST/ ABSTAIN’ or alternatively you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR/ AGAINST’ taken together should not exceed your total shareholding. If the member does not want to cast his vote, select ‘ABSTAIN’.
10. Members holding multiple folios/ demat account shall choose the voting process separately for each folio/ demat account.
11. After selecting the resolution you have decided to vote on, click on ‘SUBMIT’. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on ‘CANCEL’ and accordingly modify your vote.

12. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

Corporate/ Institutional Members (Corporate/ FIs/ FIIs/ Trust/ Mutual Funds/ Banks etc.) are required to send scan (PDF format) of the relevant board resolution to the Scrutinizer through e-mail to csdeepakrane@gmail.com with copy to evoting@karvy.com

13. Members are eligible to cast vote electronically only if they are holding shares as on January 24, 2020.

14. The voting period shall commence at 9:00 AM IST on Monday, February 03, 2020, and will end at 5:00 PM IST on Tuesday, March 03, 2020. The e-voting module shall be disabled by KFin at 5:00 PM IST on the same day, e-voting shall not be allowed beyond the said date and time.

In case of Members receiving physical copy of the Notice of postal ballot and e-voting by post [for Members whose email ids are not registered with the Company/Depository Participant(s)]:

- a) User ID and initial password are provided in the Postal Ballot Form.
- b) Please follow all steps from Sr. No. (1) to (14) as mentioned above, to cast your vote.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the download section of <https://evoting.karvy.com> or contact Mr. Venkata Kishore at +91-040-67162222 or at 1800 345 4001.

- c) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - d) Members have the option to vote either through e-voting or through physical Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot Form also and vice-versa. However, in case Members cast their vote both via physical Postal Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.
15. The Scrutinizer will submit his report to the Chairman of the Board or in his absence Company Secretary after completion of the scrutiny of the postal ballots and e-votes submitted. The Scrutinizer's decision on the validity of the vote (including e-votes) shall be final. The results of the postal ballot and e-voting will be announced on or before Thursday, March 05, 2020.
16. The results, together with the Scrutinizer's report, will be displayed at the registered office and on the website of the Company i.e., www.radiocity.in and also on the website of KFin i.e., <https://evoting.karvy.com> besides being communicated to BSE Limited and the National Stock Exchange of India Limited on which the shares of the Company are listed, on the same day.
17. Any query in relation to the resolution proposed by postal ballot and e-voting may be addressed to Mr. Chirag Bagadia, Company Secretary of Music Broadcast Limited through e-mail to cs@myradiocity.com.

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Music Broadcast Limited

CIN: L64200MH1999PLC137729

Registered Office: 5th Floor, RNA Corporate Park, Off. Western Express Highway, Kalanagar, Bandra (East), Mumbai – 400051;
Tel: +91 22 66969100 Fax: +91 22 26429113; Website: www.radiocity.in

POSTAL BALLOT FORM

Serial No.:

(i)	Name(s) of the Shareholder(s) : Including Joint holder(s), if any	
(ii)	Registered Address of the Sole/ : First Named Shareholder	
(iii)	Regd. Folio No./*DP ID-Client ID No. : (*Applicable to Shareholders Holding Shares In Demat Form)	
(iv)	No. of shares held	

(v) I/We hereby exercise my/our vote in respect of the following Resolution(s) as mentioned in the Notice, to be passed through postal ballot for the business stated in Postal Ballot Notice dated January 27, 2020 of the Company by sending my/our assent/dissent to the said Resolution(s) by placing the tick (√) mark against the appropriate box below:

Resolution No.	Description of Resolution (s)	Number of equity shares held by me / us	FOR/ ASSENT to the resolution Please tick (√)	AGAINST/ DISSENT to the resolution Please tick (√)
1.	Increase in Authorized Share Capital to enable issue of Bonus Shares.			
2.	Approval for the issue of Bonus Shares			

Date:

Place:

Signature of Shareholder(s)/
POA holder(s)/Authorised Representative

(** In case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/ Power of Attorney should be sent along with Postal Ballot Form)

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

Electronic Voting Particulars (Please visit <https://evoting.karvy.com> to cast your vote online)

If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.

Last Date of Receipt of Postal Ballot Forms by Scrutinizer is Tuesday, March 03, 2020 upto 05.00 p.m. IST.

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:

Commencement of Voting	End of Voting
From 09.00 a.m. IST on February 03, 2020	At 5:00 p.m. IST on March 03, 2020

INSTRUCTIONS FOR VOTING:

- 1. The Company is also offering e-voting facility to all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the enclosed Postal Ballot Notice. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.**
2. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by Music Broadcast Limited (the "Company"). Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
3. A Member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting done through Postal Ballot Form shall be treated as invalid.
4. The postage pre-paid self-addressed envelope bears the postal address of the Scrutinizer appointed by the Company.
5. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
6. In the case of equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authority letter.
7. The consent must be accorded by recording the assent in the column '**FOR**' or dissent in the column '**AGAINST**' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
9. Duly completed Postal Ballot Form should reach the Scrutinizer on or before **Tuesday, March 03, 2020** upto 5.00 p.m. IST. Postal Ballot Form received/votes casted after this date will be strictly treated as if the reply from such Member(s) has not been received.
10. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on **January 24, 2020**.
12. The Postal Ballot shall not be exercised by a Proxy.
13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
14. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction no. 9 above.

Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to cs@myradiocity.com

The results, together with the Scrutinizer's report, will be displayed at the registered office and on the website of the Company i.e., www.radiocity.in and also on the website of KFIN Technologies Private Limited ("KFin") i.e., <https://evoting.karvy.com>, besides being communicated to BSE Limited and the National Stock Exchange of India Limited on which the shares of the Company are listed.

NOTE:

PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOPE ENCLOSED HERewith. LAST DATE OF RECEIPT OF POSTAL BALLOT FORM BY THE SCRUTINIZER IS TUESDAY, MARCH 03, 2020. PLEASE READ THE INSTRUCTIONS PRINTED AS ABOVE BEFORE EXERCISING THE VOTE.