

September 16, 2020

1. National Stock Exchange of India Ltd.

Exchange Plaza, 5th 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

Dear Sir's,

<u>Subject: Voting Results and Proceedings of 21st Annual General Meeting of Music Broadcast Limited</u> (the "Company") held on Tuesday, September 15, 2020.

This is to inform you that the 21st Annual General Meeting ("AGM") of the Company was held on Tuesday, 15th September, 2020 at 3.00 p.m. through video conferencing/other audio visual means in accordance with the circular(s) issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India in this regards.

Accordingly, we hereby submit the following documents:-

- 1. Summary of proceedings of 21st AGM pursuant to Regulation 30 of Listing Regulations.
- 2. Consolidated Voting results in the format prescribed under Regulation 44 of Listing Regulations.
- 3. Scrutinizer's Report on Remote E-voting pursuant to Rule 20 (4) of the Companies (Management and Administration) Rules, 2014, as amended.

The results along with the Scrutinizer's report, will be posted on the website of the Company at www.raidocity.in

You are requested to take the above information on your records.

Thanking you

Yours faithfully

For Music Broadcast Limited

Chirag Bagadia

Company Secretary and Compliance Officer

Encl: as above











SUMMARY OF PROCEEDINGS OF 21ST ANNUAL GENERAL MEETING

The 21st Annual General Meeting ("AGM") of the Company was held on Tuesday, September 15, 2020 at 3.00 p.m. through two-way Video Conference (VC) /Other Audio Visual Means (OAVM) in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The meeting commenced at 3.00 p.m. and concluded on 3.42 p.m.

The Company Secretary welcomed the shareholders and other invitees present at the 21st Annual General Meeting of the Company. He then, introduced the Board of Directors and other Invitees/ attendees present at the AGM who had connected through VC from their respective locations. All Directors were present for the meeting. The Statutory and Secretarial Auditors were also present during the meeting through VC. Thereafter, the Company Secretary ascertained the requisite quorum and called the Meeting to order.

Mr. Vijay Tandon, Non- Executive (Independent) Chairman of the Company, Chaired the proceedings of the Annual General Meeting.

On request by the Chairman, Mr. Chirag Bagadia, Company Secretary, then provided general instructions to the members regarding participation in the meeting. He, *inter alia*, includes the following:-

- The Company had taken all feasible efforts under the current circumstances to enable members to participate through video conference and vote at the AGM
- The Company had provided a facility to the members to cast their votes electronically, on all resolutions set forth in the Notice convening the 21st AGM of the Company and the remote evoting period commenced on Saturday, September 12, 2020 at 9.00 a.m.(IST) and ended on Monday, September 14, 2020 at 5.00 p.m.(IST).
- Members who had not cast their votes through remote e-voting platform were provided with an opportunity to cast their votes, electronically during the AGM i.e. Insta-Poll.
- The Company had appointed Mr. Deepak Rane, Company Secretary in Practice, as Scrutinizer for the purpose of scrutinizing the remote E-voting process and voting through Insta-Poll.

The Company Secretary further informed the Members that the Statutory Auditors Report and Secretarial Audit Report does not contain qualification or adverse remarks and with the permission of the Members present, the notice convening the meeting, along with Annual Report, already been emailed to all shareholders, were taken as read.

The Chairman, then delivered his speech. Copy of the Chairman's speech was already sent to all the shareholders as part of the Annual Report of the Company for FY 2019-20. The Chairman however read out his insight note, which is attached herewith.











The members were then requested to raise their queries on the Agenda Items as set out in the Notice convening the 21st AGM of the Company. Several Speaker Shareholders spoke/raised queries/made comments on the financial performance and other relevant matters. Necessary clarifications/responses were provided to the members by Mr. Prashant Domadia, Chief Financial Officer of the Company.

The Company Secretary, thereafter, thanked all the members for their participation at the AGM and for their constructive suggestions and observations. He further informed the members that Insta-Poll facility at the AGM was opened for 15 minutes from the conclusion of the Meeting.

The following items of business, as per the Notice convening the 21st AGM of the Company were transacted at the meeting:

ORDINARY BUSINESS

- 1. To receive, consider and adopt Audited Balance Sheet as at March 31, 2020, and the Statement of Profit and Loss for the year ended on that date together with the Report of Board of Directors and the Auditors thereon. (Ordinary Resolution)
- 2. To appoint a Director in place of Ms. Apurva Purohit (DIN- 00190097), who retires by rotation and being eligible, offers herself for re-appointment. (Ordinary Resolution)
- 3. To re-appoint Statutory Auditor of the Company for the period of five years to hold office from the conclusion of ensuing Annual General Meeting till the conclusion of the 26th Annual General Meeting and to fix their remuneration. (Ordinary Resolution)

SPECIAL BUSINESS

- 4. To ratify the remuneration payable to cost auditor for the financial year ending March 31, 2021.(Ordinary Resolution)
- 5. To appoint Ms. Anita Nayyar (DIN: 03317861) as an Independent Director of the Company. (Ordinary Resolution)
- 6. To re-appoint Mr. Anuj Puri (DIN: 00048386) as an Independent Director of the Company. (Special Resolution)

All the aforesaid resolutions were passed with requisite majority. Detailed voting results for the votes cast through remote e-voting and electronic voting at the AGM on all the resolutions as set out in the Notice of AGM are enclosed.

Thanking you

Yours faithfully

For Music Broadcast Limited

Chirag Bagadia

Company Secretary and Compliance Officer

Encl: a/a











Chairman's insight

Dear Shareholders,

We are living through unprecedented times, and I sincerely wish and pray that all of you are safe and in good health.

I trust, my message circulated as part of the Annual Report would have been read by the members. Let me take this opportunity to share with you the following:

As you all know, the global pandemic has adversely impacted economies and businesses the World over. For us at Radio City, Financial Year 2020 was far from business as usual. Our operating and financial performance was impacted significantly.

However, we are now observing early signs of recovery in the economy, which will augur well for our business, going forward.

As citizens grappled with series of lockdowns and disruptions in lives and livelihoods, I am happy to share - the Association of Radio Operators for India (AROI) commissioned an independent survey to analyse the impact of media consumption in India.

The survey findings have put radio listenership at 56 million, second only to television. Engagement on radio has increased by 23 % at 2 hours and 36 minutes, as radio continues to be one of the most reliable sources of information and entertainment too. High growth in women listenership has also been noticed as per Radio Audience Measurement (RAM) following the COVID outbreak.

Your Company is excited by these encouraging trends in listenership, and we are crafting suitable strategies to strengthen our leadership in the markets, where we operate.

The emphasis now is more on reducing avoidable costs, stepping up operational excellence and ensuring the safety of our teams, business partners, communities, and all other stakeholders. Our cost and collection efficiencies and strong liquidity position are already proving effective in the first quarter of the current financial year.

The operating environment, as you all know, is still uncertain, but your Company is committed to do its best in the interests of all stakeholders.

With your guidance and support, your Company will leverage its core strengths to prove that even an adversity as the one we are going through can be overcome.

Because, together, we can. As we always have.

Thank you - Best wishes and Stay safe.

Best wishes, Stay safe, Thank you.

Warm regards, Vijay Tandon









VOTING RESULTS OF THE 21st AGM PURSUANT TO REGULATION 44 OF THE LISTING REGULATIONS

	MUSIC BROADCAST LIMITED
Date of the AGM/EGM	15-09-2020
Total number of shareholders on record date	32651
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	1
Public:	44

Resolution No.	1									
Resolution required: (Ordinary/ Special)		ceive, consider and s and the Auditors t	•	ince Sheet as at Ma	rch 31, 2020, and t	he Statement of Pro	ofit and Loss for the	e year ended on tha	at date together wi	th the Report of
Whether promoter/ promoter group are										
interested in the agenda/resolution?	No									
		No. of shares	No. of votes			No. of Votes –	% of Votes in favour on votes polled	% of Votes against on votes polled		
Category	Mode of Voting	held (1)		(3)=[(2)/(1)]* 100		against (5)		(7)=[(5)/(2)]*100		Votes Abstained
	E-Voting		25,59,89,649		25,59,89,649	0	100.0000			0
	Poll	25,59,89,649	0	0.0000	0	0	0.0000	0.0000	(0
Promoter and Promoter Group	Postal Ballot (if applicable)			0.0000	0		0.0000	0.0000		
Promoter and Promoter Group	Total		25,59,89,649			0	100.0000			
	E-Voting		2,71,78,018				100.0000			0 0
	Poll		0	0.0000	0	0	0.0000	0.0000	(0
	Postal Ballot (if	2,98,42,342								
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	(0
	Total		2,71,78,018	91.072	2,71,78,018	0	100.0000	0.0000		0
	E-Voting		2,29,027	0.3826	2,28,570	457	99.8004	0.1995		0
	Poll	5,98,53,634	6,67,124	1.1146	6,67,123	1	99.9998	0.0001		0
	Postal Ballot (if	3,30,33,034								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	(0
	Total		8,96,151	1.4972	8,95,693	458	99.9489	0.0511		0
	Total	34,56,85,625	28,40,63,818	82.1740	28,40,63,360	458	99.9998	0.0002		0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To ap	point a Director in	place of Ms. Apurva	a Purohit DIN- 0019	0097, who retires b	y rotation and bein	g eligible, offers he	erself for re-appoint	ment.	
Whether promoter/ promoter group are										
interested in the agenda/resolution?	No									
				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled		
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		25,59,89,649	100.0000	25,59,89,649	0	100.0000	0.0000	(ס
	Poll	25,59,89,649	0	0.0000	0	0	0.0000	0.0000	()
	Postal Ballot (if	23,33,63,613								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	(ס
	Total		25,59,89,649	100.0000	25,59,89,649	0	100.0000	0.0000		ס
	E-Voting		2,71,78,018	91.0720	2,71,78,018	0	100.0000	0.0000	(ס
	Poll	2,98,42,342	. 0	0.0000	0	0	0.0000	0.0000		ס
	Postal Ballot (if	2,30,42,342								
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	(ס
	Total		2,71,78,018	91.072	2,71,78,018	0	100.0000	0.0000		ס
	E-Voting		2,29,027	0.3826	2,28,570	457	99.8004	0.1995	(ס
	Poll	5,98,53,634	6,67,124	1.1146	6,67,123	1	99.9998	0.0001	(ס
	Postal Ballot (if	3,36,33,034								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	(ס
	Total		8,96,151	1.4972	8,95,693	458	99.9489	0.0511		
	Total	34,56,85,625	28,40,63,818	82.1740	28,40,63,360	458	99.9998	0.0002	(o l

Resolution No.	3									
	ORDINARY - To re	-appoint Statutory	Auditor of the Com	pany for the period	of five years to hol	d office from the co	nclusion of ensuin	g Annual General N	leeting till the cond	clusion of the 26th
Resolution required: (Ordinary/ Special)	Annual General M	leeting and to fix th	eir remuneration.							
Whether promoter/ promoter group are										
interested in the agenda/resolution?	No									
				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled		
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		25,59,89,649	100.0000	25,59,89,649	0	100.0000	0.0000	0	0
	Poll	25,59,89,649	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	23,33,63,043								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		25,59,89,649	100.0000	25,59,89,649	0	100.0000	0.0000	0	0
	E-Voting		2,71,78,018	91.0720	2,71,78,018	0	100.0000	0.0000	0	0
	Poll	2,98,42,342	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	2,36,42,342								
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,71,78,018	91.072	2,71,78,018	0	100.0000	0.0000	0	0
	E-Voting		2,29,027	0.3826	2,28,570	457	99.8004	0.1995	0	0
	Poll	5,98,53,634	6,67,124	1.1146	6,67,123	1	99.9998	0.0001	0	0
	Postal Ballot (if	3,98,53,034								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		8,96,151	1.4972	8,95,693	458	99.9489	0.0511	0	0
	Total	34,56,85,625	28,40,63,818	82.1740	28,40,63,360	458	99.9998	0.0002	0	0

	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To ra	tify the remuneration	on payable to cost a	auditor for the finar	ncial year ending Ma	arch 31, 2021.				
Whether promoter/ promoter group are										
interested in the agenda/resolution?	No									
				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled		
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		25,59,89,649	100.0000	25,59,89,649	0	100.0000	0.0000	0	(
	Poll	25,59,89,649	0	0.0000	0	0	0.0000	0.0000	0	(
	Postal Ballot (if	25,59,89,649								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0	(
·	Total		25,59,89,649	100.0000	25,59,89,649	0	100.0000	0.0000	0	(
	E-Voting		2,71,78,018			0			0	(
	Poll	1	0	0.0000		0	0.0000		0	
	Postal Ballot (if	2,98,42,342		2.0000	1	İ	2.0000	2.0000	Ĭ	<u> </u>
Public- Institutions	applicable)		n	0.0000	n	0	0.0000	0.0000	0	
- asic institutions	Total		2,71,78,018			0	100.0000			
	E-Voting		2,29,027	0.3826		457	99.8004			
	Poll		6 67 124	1.1146		1	99.9998		0	
	Postal Ballot (if	5,98,53,634	0,67,124	1.1140	0,07,123	1	99.9990	0.0001		
Dublic New Institutions	,		0	0.0000	0		0.0000	0.0000		
Public- Non Institutions	applicable) Total		0.05.454	1.4972		450				
		245605605	8,96,151			458				
	Total	34,56,85,625	28,40,63,818	82.1740	28,40,63,360	458	99.9998	0.0002	0	(
Resolution No.	1									
rresolution no.										
	5									
Resolution required: (Ordinary/ Special)	1	intment of Ms. Anit	ta Nayyar DIN 0331	7861 as an Indeper	ndent Director of th	e Company.				
	1	intment of Ms. Anit	ta Nayyar DIN 0331	7861 as an Indeper	ndent Director of th	e Company.				
Resolution required: (Ordinary/ Special)	1	intment of Ms. Anit	ta Nayyar DIN 0331	7861 as an Indeper	ndent Director of th	e Company.				
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	ORDINARY - Appo	intment of Ms. Anit	ta Nayyar DIN 0331	7861 as an Indeper	ndent Director of th	e Company.				
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	ORDINARY - Appo	intment of Ms. Anit	ta Nayyar DIN 0331	7861 as an Indeper	ndent Director of th	e Company.				
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	ORDINARY - Appo	intment of Ms. Anit	ta Nayyar DIN 0331	7861 as an Indeper	ndent Director of th	e Company.	% of Votes in	% of Votes		
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	ORDINARY - Appo	intment of Ms. Anit	ta Nayyar DIN 0331	% of Votes Polled	ndent Director of th	e Company.				
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	ORDINARY - Appo			% of Votes Polled on outstanding			favour on votes	against on votes		
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	ORDINARY - Appo	No. of shares	No. of votes	% of Votes Polled on outstanding shares	No. of Votes – in	No. of Votes –	favour on votes polled	against on votes polled	Votes Invalid	Votes Abstained
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	ORDINARY - Appo		No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)		favour on votes polled (6)=[(4)/(2)]*100	against on votes polled (7)=[(5)/(2)]*100		
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	ORDINARY - Appo	No. of shares held (1)	No. of votes polled (2) 25,59,89,649	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 100.0000	No. of Votes – in favour (4) 25,59,89,649	No. of Votes – against (5)	favour on votes polled (6)=[(4)/(2)]*100 100.0000	against on votes polled (7)=[(5)/(2)]*100 0.0000	0	(
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	ORDINARY - Appo	No. of shares	No. of votes polled (2) 25,59,89,649	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 100.0000	No. of Votes – in favour (4) 25,59,89,649	No. of Votes – against (5)	favour on votes polled (6)=[(4)/(2)]*100 100.0000	against on votes polled (7)=[(5)/(2)]*100 0.0000		(
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category	No Mode of Voting E-Voting Poll Postal Ballot (if	No. of shares held (1)	No. of votes polled (2) 25,59,89,649	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 100.0000	No. of Votes – in favour (4) 25,59,89,649 0	No. of Votes – against (5)	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000	against on votes polled (7)=[(5)/(2)]*100 0.0000	0	(
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No Mode of Voting E-Voting Poll Postal Ballot (if applicable)	No. of shares held (1)	No. of votes polled (2) 25,59,89,649 0	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.0000 0.0000	No. of Votes – in favour (4) 25,59,89,649 0	No. of Votes – against (5)	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000	0 0	C
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category	No Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total	No. of shares held (1)	No. of votes polled (2) 25,59,89,649 0 0 25,59,89,649	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.0000 0.0000 100.0000	No. of Votes – in favour (4) 25,59,89,649 0 0 25,59,89,649	No. of Votes – against (5) 0 0 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 100.0000	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000	000000000000000000000000000000000000000	C
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category	No Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting	No. of shares held (1) 25,59,89,649	No. of votes polled (2) 25,59,89,649 0 25,59,89,649 2,71,78,018	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 100.0000 91.0720	No. of Votes – in favour (4) 25,59,89,649 0 0 25,59,89,649 2,71,78,018	No. of Votes – against (5) 0 0 0 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 0.0000 100.0000	against on votes polled (7)=[(5)/(2)]*100	000000000000000000000000000000000000000	C C C C
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category	Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll	No. of shares held (1)	No. of votes polled (2) 25,59,89,649 0 25,59,89,649 2,71,78,018	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 100.0000 0.0000 100.0000 91.0720	No. of Votes – in favour (4) 25,59,89,649 0 0 25,59,89,649 2,71,78,018	No. of Votes – against (5) 0 0 0 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 100.0000	against on votes polled (7)=[(5)/(2)]*100	000000000000000000000000000000000000000	C C C C
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable)	No. of shares held (1) 25,59,89,649	No. of votes polled (2) 25,59,89,649 0 25,59,89,649 2,71,78,018	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.0000 0.0000 100.0000 91.0720 0.0000	No. of Votes – in favour (4) 25,59,89,649 0 0 25,59,89,649 2,71,78,018	No. of Votes – against (5) 0 0 0 0 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 100.0000 100.0000 0.0000	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	000000000000000000000000000000000000000	(
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category	Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable)	No. of shares held (1) 25,59,89,649	No. of votes polled (2) 25,59,89,649 0 0 25,59,89,649 2,71,78,018	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.0000 0.0000 100.0000 91.0720 0.0000	No. of Votes – in favour (4) 25,59,89,649 0 25,59,89,649 2,71,78,018 0	No. of Votes – against (5) 0 0 0 0 0 0 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 100.0000 100.0000 0.0000	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	000000000000000000000000000000000000000	
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total Total Total Total Total Total	No. of shares held (1) 25,59,89,649	No. of votes polled (2) 25,59,89,649 0 0 25,59,89,649 2,71,78,018 0 0 2,71,78,018	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4) 25,59,89,649 0 25,59,89,649 2,71,78,018 0 2,71,78,018	No. of Votes – against (5) 0 0 0 0 0 0 0 0 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 100.0000 100.0000 0.0000 100.0000 100.0000 100.0000	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	000000000000000000000000000000000000000	
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Mode of Voting E-Voting Postal Ballot (if applicable) Total E-Voting Postal Ballot (if applicable) Total E-Voting Total E-Voting Total E-Voting Formula Ballot (if applicable) Total E-Voting	No. of shares held (1) 25,59,89,649	No. of votes polled (2) 25,59,89,649 0 25,59,89,649 2,71,78,018 0 0 2,71,78,018 2,29,027	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.0000 0.0000 100.0000 91.0720 0.0000 91.072 0.3826	No. of Votes – in favour (4) 25,59,89,649 0 25,59,89,649 2,71,78,018 0 2,71,78,018 2,28,570	No. of Votes – against (5) 0 0 0 0 0 0 457	favour on votes polled (6)=[(4)/(2)]*100	against on votes polled (7)=[(5)/(2)]*100	000000000000000000000000000000000000000	
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Total E-Voting Poll Postal Ballot (if applicable) Total	No. of shares held (1) 25,59,89,649	No. of votes polled (2) 25,59,89,649 0 0 25,59,89,649 2,71,78,018 0 2,71,78,018 2,29,027	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.0000 0.0000 100.0000 91.0720 0.0000 91.072 0.3826	No. of Votes – in favour (4) 25,59,89,649 0 25,59,89,649 2,71,78,018 0 2,71,78,018 2,28,570	No. of Votes – against (5) 0 0 0 0 0 0 0 0 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 100.0000 100.0000 0.0000 100.0000 100.0000 100.0000	against on votes polled (7)=[(5)/(2)]*100	000000000000000000000000000000000000000	
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group Public- Institutions	Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable)	No. of shares held (1) 25,59,89,649 2,98,42,342	No. of votes polled (2) 25,59,89,649 0 0 25,59,89,649 2,71,78,018 0 2,71,78,018 2,29,027	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.0000 0.0000 100.0000 91.0720 0.0000 91.072 0.3826 1.1146	No. of Votes – in favour (4) 25,59,89,649 0 25,59,89,649 2,71,78,018 0 2,71,78,018 2,28,570 6,67,123	No. of Votes – against (5) 0 0 0 0 0 0 457	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 100.0000 100.0000 0.0000 0.0000 100.0000 99.8004 99.9998	against on votes polled (7)=[(5)/(2)]*100	000000000000000000000000000000000000000	
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable)	No. of shares held (1) 25,59,89,649 2,98,42,342	No. of votes polled (2) 25,59,89,649 0 25,59,89,649 2,71,78,018 0 2,71,78,018 2,29,027 6,67,124	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4) 25,59,89,649 0 25,59,89,649 2,71,78,018 0 2,71,78,018 2,28,570 6,67,123	No. of Votes – against (5) 0 0 0 0 0 0 457	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 100.0000 0.0000 0.0000 99.8004 99.9998	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	000000000000000000000000000000000000000	
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group Public- Institutions	Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable)	No. of shares held (1) 25,59,89,649 2,98,42,342	No. of votes polled (2) 25,59,89,649 0 0 25,59,89,649 2,71,78,018 0 2,71,78,018 2,29,027 6,67,124	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 0.0000 0.0000 100.0000 91.0720 0.0000 91.072 0.3826 1.1146	No. of Votes – in favour (4) 25,59,89,649 0 25,59,89,649 2,71,78,018 0 2,71,78,018 2,28,570 6,67,123	No. of Votes – against (5) 0 0 0 0 0 0 457	favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 100.0000 100.0000 0.0000 0.0000 100.0000 99.8004 99.9998	against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	000000000000000000000000000000000000000	

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appo	intment of Mr. Anu	ij Puri DIN 0004838	6 as an Independer	nt Director of the Co	ompany.				
Whether promoter/ promoter group are										
interested in the agenda/resolution?	No									
				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled		
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		25,59,89,649	100.0000	25,59,89,649	0	100.0000	0.0000	0	0
	Poll	25,59,89,649	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	23,33,83,043								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		25,59,89,649	100.0000	25,59,89,649	0	100.0000	0.0000	0	0
	E-Voting		2,71,78,018	91.0720	2,71,78,018	0	100.0000	0.0000	0	0
	Poll	2,98,42,342	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	2,30,42,342								
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,71,78,018	91.072	2,71,78,018	0	100.0000	0.0000	0	0
	E-Voting		2,29,027	0.3826	2,28,570	457	99.8004	0.1995	0	0
	Poll	5,98,53,634	6,67,124	1.1146	6,67,123	1	99.9998	0.0001	0	0
	Postal Ballot (if	3,36,55,054								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		8,96,151	1.4972	8,95,693	458	99.9489	0.0511	0	0
	Total	34,56,85,625	28,40,63,818	82.1740	28,40,63,360	458	99.9998	0.0002	0	0

CS DEEPAK RANE

M.COM, A.C.S., LLB Company Secretary

A/616, Trimurtikrupa, C.H.S., Eksar Road, Borivali (West), Mumbai – 400091 Mobile – 98692 18182 Email: csdeepakrane@gmail.com

SCRUTINIZER'S REPORT – CONSOLDIATED

[Pursuant to provisions of section 108 of the Companies Act, 2013 and rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

CONSOLDIATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING AT THE 21STANNUAL GENERAL MEETING ('AGM') OF MUSIC BROADCAST LIMITED HELD ON TUESDAY THE SEPTEMBER 15, 2020

To,
Mr. Vijay Tandon
The Chairman of the
21stAnnual General Meeting of Members of
Music Broadcast Limited
5th Floor, RNA Corporate Park,
Off. Western Express Highway, Kalanagar,
Bandra (East), Mumbai – 400051,
Maharashtra, India.

Subject: Scrutinizer's Report on voting through Remote E-voting and E-voting at the AGMheld through video conferencing ("VC")/other audio-visual means (OVAM)pursuant to provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Dear Sir,

I, Deepak Rane, Practicing Company Secretary (CP No.: 8717, Membership No.:24110), was appointed as Scrutinizer by the Board of Directors of **Music Broadcast Limited** ('the Company') at its meeting held on May 25, 2020 pursuant to provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard 2 on General Meeting and Regulation 44 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015, as amended, to act as Scrutinizer for the remote E-voting and the E-voting at the 21st Annual General Meeting held on Tuesday the September 15, 2020, at 3.00 p.m. through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility("AGM"),and to submit consolidated report on result of the remote e-voting and e-voting at the AGM.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under relating to voting through remote e-voting as well as

e-voting at the AGM on the resolutions contained in the Notice of the 21thAnnual General Meeting of the members of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, both through remote e-voting and e-voting at the AGM, are conducted in fair and transparent manner and submit consolidated Scrutinizer's report of the total votes cast "In Favour" or "Against", if any, on the resolutions, to the Chairman, based on the reports generated from the remote e-voting system provided by KFin Technologies Private Limited ("KFintech/Service Provider"), the authorised agency to provide evoting facilities and engaged by the Company.

Report on Scrutiny:

- The Company had appointed KFin Technologies Private Limited ("KFintech") as the Service provider, for the purpose of extending the facility of e-Voting to the members of the Company. KFintech is also Registrar and Share Transfer Agents ("RTA") of the Company.
- Remote e-voting was open from 9.00 a.m. on Saturday, September 12, 2020 till 5.00 p.m. on Monday, September 14, 2020and the KFintech remote e-voting platform was blocked there after. The Members were required to cast their votes electronically to accord their assent or dissent in respect of Resolutions, on the remote e-voting platform provided by KFintech.
- Members of the Company as on "cut off" date (record date) i.e. **Thursday, September 10, 2020,** were entitled to vote on the resolutions as set out in Notice of the 21st AGM of the Company.
- On completion of e-voting at the AGM, I unblocked the results of remote e-voting and e-voting at the AGM on the KFintech e-voting platform, as prescribed in Sub Rule 4 (xii) of the said Rule 20 and downloaded the results.
- I observed that 18 Members had cast their votes through e-voting at the AGM and 39 Members had cast their votes through remote e-voting. The result of the voting i.e. remote e-voting and e-voting at the AGM are enclosed herewith.
- Based on the aforesaid results, I report that the five Ordinary Resolutions and one Special Resolution as set out at Item No.1 to Item No.6 of the Notice of the 21stAGM, held on September 15, 2020, have been passed with the requisite majority.

The list of equity shareholders who voted 'for' or 'against' and those whose votes were declared 'invalid' for each resolution is enclosed.

The relevant records were sealed and handed over to the Representative of the Company for keeping under safe custody.

The Voting Result is as under:

(a) Resolution No.1:- Ordinary Resolution -

Adoption of the audited Balance Sheet at 31st March, 2020, and the Statement of Profit and Loss for the financial year ended on that date together with the reports of the Board of Directors' and Auditors' thereon:

Particulars	Remote e-voting		Voting at	the AGM		Total	Percentage
	Number	Votes	Number	Votes	Number	Votes	(%)
Assent	36	28,33,96,237	17	6,67,123	53	28,40,63,360	99.9998%
Dissent	3	457	1	1	4	458	0.0002%
Abstain	0	0	0	0	0	0	0
Total	39	28,33,96,694	18	6,67,124	57	28,40,63,818	100.00%

Accordingly, out of 28,40,63,818 votes cast (remote e-voting and e-voting at the AGM), 28,40,63,360votes were cast ASSENTING to the Ordinary Resolution constituting 99.9998% of the total votes cast; 458 votes were cast DISSENTING to the Ordinary Resolution constituting 0.0002% of the total votes cast.

(b) Resolution No.2:- Ordinary Resolution -

Appointment of Director in place of Ms. Apurva Purohit (DIN No. 00190097), who retires by rotation and being eligible, offers himself for re appointment:

Particulars	Remo	te e-voting	Voting a	t the AGM		Total	Percentage
	Number	Votes	Number	Votes	Number	Votes	(%)
Assent	36	28,33,96,237	17	6,67,123	53	28,40,63,360	99.9998%
Dissent	3	457	1	1	4	458	0.0002%
Abstain	0	0	0	0	0	0	0
Total	39	28,33,96,694	18	6,67,124	57	28,40,63,818	100.00%

Accordingly, out of 28,40,63,818 votes cast (remote e-voting and e-voting at the AGM), 28,40,63,360 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9998% of

the total votes cast; 458 votes were cast DISSENTING to the Ordinary Resolution constituting 0.0002% of the total votes cast.

(c) Re-Appointment of Statutory Auditor of the Company for the period of five years to hold office from the conclusion of ensuing Annual General Meeting till the conclusion of the 26th Annual General Meeting and fix their remuneration.

Particulars	Remote e-voting		Voting a	t the AGM		Total	Percentage
	Number	Votes	Number	Votes	Number	Votes	(%)
Assent	36	28,33,96,237	17	6,67,123	53	28,40,63,360	99.9998%
Dissent	3	457	1	1	4	458	0.0002%
Abstain	0	0	0	0	0	0	0
Total	39	28,33,96,694	18	6,67,124	57	28,40,63,818	100.00%

Accordingly, out of 28,40,63,818 votes cast (remote e-voting and e-voting at the AGM), 28,40,63,360 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9998% of the total votes cast; 458 votes were cast DISSENTING to the Ordinary Resolution constituting 0.0002% of the total votes cast.

(d) Resolution No.4:- Ordinary Resolution -

Ratification of the remuneration payable to M/s. Kishore Bhatia and Associates, Cost Accountant (Firm Registration No. 00294), the Cost Auditors, for the financial year ending March 31, 2021:

Particulars	Remote e-voting		Voting a	t the AGM	,	Total	Percentage
	Number	Votes	Number	Votes	Number	Votes	(%)
Assent	36	28,33,96,237	17	6,67,123	53	28,40,63,360	99.9998%
Dissent	3	457	1	1	4	458	0.0002%
Abstain	0	0	0	0	0	0	0
Total	39	28,33,96,694	18	6,67,124	57	28,40,63,818	100.00%

Accordingly, out of 28,40,63,818 votes cast (remote e-voting and e-voting at the AGM), 28,40,63,360 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9998% of the total votes cast; 458 votes were cast DISSENTING to the Ordinary Resolution constituting 0.0002% of the total votes cast.

(e) Resolution No.5:- Ordinary Resolution -

Appointment of Ms. Anita Nayyar (DIN-03317861) as an Independent Director of the Company:

Particulars	Remo	te e-voting	Voting a	t the AGM		Total	Percentage
	Number	Votes	Number	Votes	Number	Votes	(%)
Assent	36	28,33,96,237	17	6,67,123	53	28,40,63,360	99.9998%
Dissent	3	457	1	1	4	458	0.0002%
Abstain	0	0	0	0	0	0	0
Total	39	28,33,96,694	18	6,67,124	57	28,40,63,818	100.00%

Accordingly, out of 28,40,63,818 votes cast (remote e-voting and e-voting at the AGM), 28,40,63,360 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9998% of the total votes cast; 458 votes were cast DISSENTING to the Ordinary Resolution constituting 0.0002% of the total votes cast.

(f) Resolution No.6:- Special Resolution

Re-Appointment of Mr. Anuj Puri (DIN-00048386) as an Independent Director of the Company:

Particulars	Remo	te e-voting	Voting a	t the AGM		Total	Percentage
	Number	Votes	Number	Votes	Number	Votes	(%)
Assent	36	28,33,96,237	17	6,67,123	53	28,40,63,360	99.9998%
Dissent	3	457	1	1	4	458	0.0002%
Abstain	0	0	0	0	0	0	0
Total	39	28,33,96,694	18	6,67,124	57	28,40,63,818	100.00%

Accordingly, out of 28,40,63,818 votes cast (remote e-voting and e-voting at the AGM), 28,40,63,360 votes were cast ASSENTING to the Special Resolution constituting 99.9998% of the total votes cast; 458 votes were cast DISSENTING to the Special Resolution constituting 0.0002% of the total votes cast.

Thanking you,

Yours faithfully,

CS Deepak Rane

Practicing Company Secretary

Members No. 24110.

CP No.: 8717.

UDIN: - A024110B000717935 Date: 16th September, 2020.

Place: Mumbai.

Countered Signed by:

For Music Broadcast Limited

Chirag Bagadia

Company Secretary and Compliance Officer