

January 3, 2019

1. National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No. C/1, G Block; Bandra (East) Mumbai 400 051 NSE Scrip Code: RADIOCITY ISIN: INE919I01016	2. BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalal Street; Fort Mumbai 400 001 BSE Scrip Code: 540366 ISIN: INE919I01016
---	---

Dear Sir's,

Sub: Postal Ballot Notice

Pursuant to the provisions of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation with our earlier communication dated December 31, 2018, please find enclosed Postal Ballot Notice and Postal Ballot Form thereto, sent to the shareholders of the Company, today, through permitted mode, i.e. through postal ballot including an option to vote through remote electronic voting, seeking approval on the following matters:

Sr. No	Description of the Resolution
1	Approval for sub-division of each Equity Share having a face value of ₹ 10/- each into 5 Equity Shares of the face value of ₹ 2/- each. (Ordinary Resolution)
2	Approval for Alteration of Clause V of the Memorandum of Association pursuant to sub-division of Equity shares of the Company. (Ordinary Resolution)
3	Continuation of appointment of Shri Vijay Tandon (DIN: 00156305) as an Independent Director & Chairman of the Company, upto his original term/tenure ending November 23, 2021 (Special 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

Request you

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:** investor@myradiocity.com

NOTICE FOR POSTAL BALLOT AND E-VOTING

Start Date: Monday, January 07, 2019

Last Date: Tuesday, February 05, 2019
--

[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 is 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 Karvy Fintech Private Limited ("Karvy") for providing e-voting facilities in a secure manner. The Company has appointed Mr. Deepak Rane, Practicing Company Secretary, 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, February 05, 2019. 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 for 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, February 05, 2019 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 result of the postal ballot will be announced on Wednesday, February 06, 2019 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 Karvy i.e. [https:// evoting.karvy.com](https://evoting.karvy.com)

SPECIAL BUSINESS:

1. SUB- DIVISION OF EQUITY SHARES 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(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder [including any statutory modification(s) or reenactment thereof, for the time being in force], the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals and consents from appropriate authorities, the consent of the members of the Company be and is hereby accorded for sub-dividing the equity shares of the Company, such that each equity share having nominal value of ₹ 10/- (Rupees Ten only) each be subdivided into 5 (five) Equity Shares having nominal value of ₹ 2/- (Rupees Two only) each fully paid-up with effect from the Record Date;

FURTHER RESOLVED THAT pursuant to the sub-division of equity shares of the company, the authorized, issued, subscribed and paid-up equity share capital of nominal value of ₹ 10/- each, shall stand sub-divided into 5 (Five) equity shares of nominal value of ₹ 2/- (Rupees Two only) each from the record date and shall rank pari passu in all respects with and carry the same rights as the existing fully paid-up Equity shares of ₹ 10/-(Rupees Ten only) each of the Company;

FURTHER RESOLVED THAT upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of ₹ 10/- (Rupees Ten only) each both in the electronic and physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date of sub-division and the Company may without requiring the surrender of the old share certificates, directly use and dispatch the new share certificates of the Company, in lieu of the existing share certificates within the prescribed time period and give proportionate credit of shares to the respective beneficiary accounts of the members with the Depository Participants, in lieu of the existing credits representing the equity shares before sub-division;

FURTHER RESOLVED THAT the Board be and is hereby authorized to fix the Record Date and to take such steps as may be considered necessary or expedient and to delegate all or any of its powers to any other committee as may deem appropriate in this regard;

FURTHER RESOLVED THAT Ms. Apurva Purohit, Director and Mr. Chirag Bagadia, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary and expedient to give effect to this resolution, execution of all necessary documents with the Stock exchanges and the Depositories and/ or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the equity shares as aforesaid or for any matters connected herewith or incidental thereto.”

2. AMENDMENT OF THE CAPITAL CLAUSE V 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 13, 61 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or any reenactment thereof) and upon sub-division of equity shares, consent of the Members of the Company be and is hereby accorded to alter and substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

The Authorised Share Capital of the Company is ₹ 67,05,00,000/- (Rupees Sixty Seven Crores and Five Lacs only) divided into 33,50,00,000 (Thirty Three Crores Fifty Lakhs Only) Equity Shares of ₹ 2/- (Rupees Two) each and 50,000 (Fifty Thousand) Convertible Redeemable Preference shares each of a face value of ₹ 10/- (Rupees Ten) 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 and Mr. Chirag Bagadia, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

3. APPROVAL FOR CONTINUATION OF HOLDING THE OFFICE OF INDEPENDENT NON- EXECUTIVE DIRECTOR & CHAIRMAN BY MR. VIJAY TANDON

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

“RESOLVED THAT in furtherance of the ordinary resolution passed by the Members at the Extraordinary General Meeting of the Company held on November 25, 2016 appointing Mr. Vijay Tandon as an Independent Non- executive Director of the Company for a term of five consecutive years commencing from November 24, 2016, not liable to retire by rotation and pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has been inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be effective from April 1, 2019, and other applicable Regulations, as amended from time to time (“Listing Regulations”) and applicable provisions of the Companies Act, 2013, as amended from time to time read with the reasons and justification as stated in the explanatory statement annexed herewith, consent of the Members of the Company be and is hereby accorded for continuation of holding the office of Independent Non- executive Director of the Company by Mr. Vijay Tandon (DIN: 00156305), who shall be attaining age of 75 years on July 02, 2019, upto his original term/tenure ending November 23, 2021;

FURTHER RESOLVED THAT Ms. Apurva Purohit, Director and Mr. Chirag Bagadia, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

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

Sd/-

Chirag Bagadia

Company Secretary & Compliance Officer

Place: Mumbai

Date: December 31, 2018

NOTES:

1. Explanatory statement pursuant to the provisions of Section 102 of the Companies Act, in respect of special resolution to be passed 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 are being sent by the permitted mode. Members may note that this Notice will be available on the Company’s website www.radiocity.in and on the Karvy’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, December 28, 2018 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 Cut Off Date will be entitled to cast their votes by Postal Ballot or e-voting.

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

Item No. 1 and 2:

In order to improve the liquidity of the Company's equity shares and to make equity shares more affordable for the small retail investors to invest in the Company's shares, the Board of Directors ('Board') at its meeting held on December 31, 2018, recommended the sub-division of each Equity Share having a face value of ₹ 10/- each into 5 Equity Shares of the face value of ₹ 2/- each, for members' approval.

Presently, the Authorised Share Capital of the Company is ₹ 67,05,00,000/- (Rupees Sixty Seven Crores and Five Lacs only) divided into 6,70,00,000 Equity Shares of ₹ 10/- each and 50,000 Convertible Redeemable Preference shares each of a face value of ₹ 10/- each.

Accordingly, Authorised equity share Capital and paid up equity share of nominal value of ₹ 10/- (Rupees Ten Only) each of the Company, existing as on the Record Date as may be fixed by the Board of Directors shall be sub-divided into 5 (Five) Equity Shares of Nominal Value of ₹ 2/- (Rupee Two Only).

Consequently, Clause V of the Memorandum of Association is proposed to be altered in the manner set out in resolution at Item No. 2. The Record date for the aforesaid sub-division of the equity shares will be fixed after the approval of the members and necessary authorities is obtained.

The Board is of the opinion that the aforesaid sub-division of equity shares is in the best interest of the Company and the investors and hence recommends Ordinary Resolution set out in Item no. 1 and 2.

A copy of the Memorandum of Association and Articles of Association of the Company shall be available for inspection by the Members at the Registered Office of the Company between 11:00 A.M. IST and 5:00 P.M. IST on all working days (except Saturday, Sunday and Public Holidays) upto Tuesday, February 05, 2019.

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.

Item No. 3:

Securities and Exchange Board of India ('SEBI') has vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 issued the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (the Amendment Regulations) which brought amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) to be effective from April 1, 2019, save as otherwise specifically provided for in the Amendment Regulations.

Vide the Amendment Regulations, after the existing sub-regulation (1) of regulation 17, the following new sub-regulation has been inserted, namely:

(1A) No listed entity shall appoint a person or continue the directorship of any person as a nonexecutive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person."

Mr. Vijay Tandon (Age 74 years) is a Non-Executive Independent Director and Chairman of the Company. He was appointed as Independent Director by the Members at the Extraordinary General Meeting of the Company held on November 25, 2016 for a period of 5 years from November 24, 2016 to November 23, 2021. He is the Chairman of the Board and Audit Committee and also member of Nomination and Remuneration Committee of the Company.

Brief Profile of Mr. Vijay Tandon is as under:-

Mr. Tandon graduated from the University of Delhi. Mr. Tandon is a Chartered Accountant and fellow of the Institute of Chartered Accountants of India. Qualified in 1969, Mr. Tandon worked with Thakur, Vaidyanath Aiyar & Co., a leading firm of Chartered Accountants in New Delhi and was a partner of the firm between 1980 and 1999. As a chartered accountant and financial management consultant, with over 45 years of professional experience in various capacities, Mr. Tandon has been associated with number of private and public sector companies and banks in the capacity of auditor. Mr. Tandon has extensive knowledge of the corporate laws and was heading the Corporate Division of Thakur Vaidyanath Aiyar & Co. Mr. Tandon has been associated with print media industry in various capacities, as publisher auditor, representing the Audit Bureau of Circulations and as director in Associated Journals Limited (The National Herald Group). Also, as a management consultant, Mr. Tandon has been associated with a number of consulting services in diverse sectors of economy, industry and public utilities funded by the Asian Development Bank, the World Bank and UK Department of International Development in India as well as South & Central Asia. Between

2000-2016, Mr. Tandon was Principal Consultant/Director India with ICF Consulting Services (earlier GHK Consulting) a UK-based development consulting group. Mr. Tandon is currently advisor on urban governance and Management and Independent Director of Jagran Prakashan Limited.

The Nomination & Remuneration Committee ('the Committee') and the Board of Directors of the Company ('the Board') are of the view that in order to take advantage of Mr. Tandon's counsel and advice, especially in Finance, corporate affairs, corporate governance and media sector, it would be appropriate that he continues to serve on the Board till the completion of his present term of appointment as already approved by the Members. Accordingly, the Board at the meeting held on December 31, 2018, on the recommendation of the Committee, recommended for the approval of the Members, continuation of Mr. Vijay Tandon as an Independent Director and Chairman of the Company from the day he attains the age of seventy five years i.e. July 02, 2019, till the completion of his present term i.e. up to November 23, 2021, on the existing terms and conditions.

The Board considers that his continuation of association would benefit the Company and it is necessary to avail the services of Mr. Vijay Tandon as an Independent Director and Chairman of the Board

Brief resume of Mr. Vijay Tandon nature of his expertise in specific functional areas, names of the companies in which he holds directorships and the memberships/ chairmanships of Committees of the Board and his shareholding in the Company, etc., as stipulated under the Listing Regulations and Secretarial Standards are set out in the Annexure to the Notice.

Except Mr. Vijay Tandon, none of the Director(s) and/or Key Managerial Personnel(s) and their relative(s) is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution as set out in item No 3.

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

Place: Mumbai
Date: December 31, 2018

**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/ authorisation 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 favour 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 Karvy Fintech Private Limited (“Karvy”) as the authorised agency to provide the facility of 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 January 07, 2019 at 9:00 a.m. IST and ends after the business hours on February 05, 2019 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 December 28, 2018 (“**Cut-Off Date**”) may cast their vote electronically. The e-voting module shall be disabled by February 05, 2019 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 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 Karvy 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. 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 company opts for e-voting through Karvy e-voting platform.

The system will prompt you to change your password and update any contact details like mobile no., email ID etc., on 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.

5. Login again with the new credentials.
6. On successful login, system will prompt to select the 'EVEN' (E-voting Event Number) i.e., the Company's name 'Music Broadcast Limited'.
7. On the voting page, you will see the 'Resolution Description' and against the same the option 'FOR/AGAINST/ABSTAIN' from voting.
8. Enter the number of shares (which represents number of votes) as on the Cut Off Date i.e. December 28 2018 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'.
9. Members holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
10. 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.
11. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
12. Corporate/ Institutional Members (Corporate/ FIs/ FIIIs/ 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 a copy to evoting@karvy.com
13. Members are eligible to cast vote electronically only if they are holding shares as on December 28, 2018.
14. The voting period shall commence at 9:00 AM IST on Monday, January 07, 2019 and will end at 5:00 PM IST on Tuesday, February 05, 2019. The e-voting module shall be disabled by Karvy 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.
 - c) 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.
 - d) 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).
 - e) 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 Wednesday, February 06, 2019.
 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 Karvy 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. Subsequently, the results will be published in Business Standard, having country-wide circulation and Navshakti, having wide circulation in the district where the registered office of the Company is situated.
 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.

ANNEXURE TO POSTAL BALLOT NOTICE

DISCLOSURE RELATING TO DIRECTORS PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS:

Particulars	Mr. Vijay Tandon (Chairman of the Board)
DIN	00156305
Date of Birth	02-07-1944
Age	74 years
Date of first Appointment on the Board	November 24, 2016
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Area of Expertise	Audit, Finance, Corporate Law and Media
Detailed Profile of Director	Detailed profile of Mr. Vijay Tandon is provided in the Explanatory Statement of this notice.
Qualification	Chartered Accountant
Directorships held in other companies in India	1. Jagran Prakashan Limited 2. Tandon Developments Consultants LLP
Number of shares held in the Company	None
Chairman / Member of the Committee of the Board of Directors of the Company	Chairman of Audit Committee and Member of Nomination and Remuneration Committee Meeting of the Company.
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director	Chairman of Audit Committee and Member of Nomination and Remuneration Committee of Jagran Prakashan Limited.
The number of Meetings of the Board attended during the year 2018-19.	6 of 6
Remuneration last drawn	None



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 & registered address of the sole/ first named Shareholder	:	
(ii) Name (s) of the Joint Shareholder (s), if any	:	
(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 December 31, 2018 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	Number of equity shares held by me / us	For/ assent to the resolution Please tick (√)	Against/ dissent to the resolution Please tick (√)
1.	Approval for sub-division of each Equity Share having a face value of ₹ 10/- each into 5 Equity Shares of the face value of ₹ 2/- each.			
2.	Approval for Alteration of Clause V of the Memorandum of Association pursuant to sub-division of Equity shares of the Company.			
3.	Continuation of appointment of Shri Vijay Tandon (DIN: 00156305) as an Independent Director & Chairman of the Company, upto his original term/tenure ending November 23, 2021			

Place:

Date:

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

EVEN (Electronic Voting Sequence Number)	USER ID	PASSWORD

1. Electronic Voting Particulars (Please visit <https://evoting.karvy.com> to cast your vote online)
2. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
3. Last Date of Receipt of Postal Ballot Forms by Scrutinizer is Tuesday, February 05, 2019 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 January 07, 2019	At 5:00 p.m. IST on February 05, 2019

INSTRUCTIONS FOR VOTING:

- 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.**
- 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.
- 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.
- The postage pre-paid self-addressed envelope bears the postal address of the Scrutinizer appointed by the Company.
- 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.
- 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.
- 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.
- 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.
- Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of dispatch of the notice i.e. on or before **Tuesday, February 05, 2019** 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.
- Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- 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 **December 28, 2018**.
- The Postal Ballot shall not be exercised by a Proxy.
- 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.
- 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 Karvy 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. Subsequently, the results will be published in Business Standard, having country-wide circulation and Navshakti, having wide circulation in the district where the registered office of the Company is situated

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, FEBRUARY 05, 2019. PLEASE READ THE INSTRUCTIONS PRINTED AS ABOVE BEFORE EXERCISING THE VOTE.