

August 21, 2025

National Stock Exchange of India Limited Exchange Plaza, 5th Floor Plot No. C/1, G Block; Bandra (East) Mumbai 400 051			BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalal Street; Fort, Mumbai 400 001		
Equity	Scrip Code	RADIOCITY	Equity	Scrip Code	540366
	ISIN	INE919I01024		ISIN	INE919I01024
NCRPS	Scrip Code	RADIOCITY	NCRPS	Scrip Code	717504
	ISIN	INE919I04010		ISIN	INE919I04010

Dear Sir/Ma'am,

Subject: Notice of 26th Annual General Meeting of the Members of Music Broadcast Limited (“the Company”)

Pursuant to Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice along with Explanatory Statement of the 25th Annual General Meeting ("AGM") of the Company to be held on **Wednesday, September 17, 2025 at 1:00 p.m. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). The said Notice forms part of the Annual Report 2024-25.

In compliance with the circulars issued by MCA and SEBI, the Notice and the Annual Report for the financial year 2024-25 is being sent electronically to all the Members whose email addresses are registered with the Company/ Registrar and Share Transfer Agent/Depository Participant(s).

Further, pursuant to Regulation 36(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter providing the web-link of the Annual Report, have been sent to those Members(s) who have not registered their e-mail addresses is also enclosed and available on Company's website at www.radiocity.com.

The aforesaid Notice of Annual General Meeting is available on the Company's website at <https://www.radiocity.in/investors/annual-reports>.

This is for your information and records.

Thanking you,

For Music Broadcast Limited

Arpita Kapoor

Company Secretary and Compliance Officer

Encl: As above



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

Website: www.radiocity.in E-mail: investor@myradiocity.com

Notice

NOTICE is hereby given that the **TWENTY-SIXTH ANNUAL GENERAL MEETING ("AGM")** of the Members of Music Broadcast Limited ("the Company") will be held on **Wednesday, the 17th day of September, 2025 at 01:00 p.m.** Indian Standard Time ("IST"), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") Facility, to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statement, Directors Report and the Statutory Auditors Report for the financial year ended March 31, 2025:

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

To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of Board of Directors and the Auditors thereon.

2. Confirm the payment of Interim Dividend to the Non-Cumulative Redeemable Preference Shares ("NCRPS"):

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

To confirm the payment of Interim Dividend to the NCRPS holders of ₹0.10/- per NCRPS of face value of ₹10/- each for the Financial Year ended March 31, 2025 declared by the Board of Directors of the Company.

3. Appoint a Director in place of Mr. Shailesh Gupta (DIN 00192466) who retires from office by rotation and being eligible, offers himself for re-appointment:

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

To appoint a Director in place of Mr. Shailesh Gupta (DIN 00192466), who retires by rotation and being eligible, offers himself for re-appointment.

4. Appointment of the Statutory Auditors 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 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies

(Audit and Auditors) Rules, 2014 including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s S.N. Dhawan & Co. LLP, Chartered Accountants (Firm Registration No. 000050N/N-500045), be and are hereby appointed as the Statutory Auditors of the Company to hold office for a term of 5 consecutive years from the conclusion of the 26th Annual General Meeting of the Company till the conclusion of 31st Annual General Meeting of the Company, at such remuneration as may be approved by the Audit Committee/ Board of Directors of the Company in consultation with the Statutory Auditors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorised to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Statutory Auditors, during the tenure of their appointment and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. Ratification of Cost Auditor's remuneration for the financial year 2025-26:

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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹80,000/- (Rupees Eighty Thousand only) plus applicable taxes and out-of-pocket expenses incurred in connection with the cost audit and payable to M/s. Kishore Bhatia and Associates, Cost Accountants (Firm Registration No. 00294), appointed by the Board of Directors on the recommendation of the Audit Committee, as cost auditors to conduct the audit of cost records maintained by the Company for the financial year 2025-26 be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) and/or Company Secretary be and are hereby severally authorised to do all such acts, deeds or things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Appointment of Secretarial Auditor 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 204 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and basis the recommendation of the Board of Directors of the Company, Mr. Deepak Rane, Company Secretary (CP No. 8717, Peer Review Number 2063/2022), be and is hereby appointed as the Secretarial Auditor of the Company, to hold office for a term of five (5) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration, as may be determined by the Board of Directors of the Company (including its Committee thereof) in consultation with the Secretarial Auditor.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as

may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

7. Appointment of Ms. Divya Rupchand Karani (DIN:01829747) as Non-Executive Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Schedule IV thereto, and Regulation 16, Regulation 17 and Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time, and other applicable provisions, if any, read with the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors, Ms. Divya Rupchand Karani (DIN: 01829747), who was appointed as additional director with effect from July 24, 2025 be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term of five (5) consecutive years i.e. up to July 23, 2030.

RESOLVED FURTHER THAT the Board of Directors, (including any committee thereof), 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**

Arpita Kapoor

Company Secretary & Compliance Officer

Place: Mumbai

Date: July 24, 2025

Registered Office:

5th Floor, RNA Corporate Park,
Off Western Express Highway,
Kalanagar, Bandra (East), Mumbai 400 051

Website: www.radiocity.com

E-mail: investor@myradiocity.com

Tel.: +91 22 66969100

IMPORTANT NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") as amended from time to time, setting out material facts concerning certain items of Ordinary Business i.e. Item Nos. 2 and 4 and that of Special Businesses for Item Nos. 5, 6 and 7 to be transacted at the AGM is annexed hereto. Further, additional information as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Circulars issued thereunder are also annexed.
 2. The Ministry of Corporate Affairs ("MCA") vide its General Circular dated September 19, 2024 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Act read with Rules made thereunder and the Listing Regulations, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.
 3. Pursuant to provisions of the Act, a Member entitled to attend, vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself, and the proxy need not be a Member of the Company. However, since the AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed hereto.
 4. The relevant details, in respect of Director seeking appointment/re-appointment at this AGM is annexed to this notice as Annexure. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
 5. The Company has availed the services of KFin Technologies Limited, Registrars and Transfer Agents of the Company ("KFintech"/ "RTA"), for conducting the AGM through VC/ OAVM and enabling participation of shareholders at the meeting thereto and for providing services of remote E-voting and E-voting at the 26th AGM.
 6. **In compliance with the said MCA and SEBI Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the 26th AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/RTA or the Depository Participants('DPs'). Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail-ids are not registered with Company/RTA/DP providing the weblink of Company's website from where the Annual Report for financial year 2024-25 can be accessed.**
- Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.radiocity.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Company's Registrar and Transfer Agent, KFintech at <https://evoting.kfintech.com>.**
7. Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to the Company's RTA at the below mentioned address or by e-mail to einward.ris@kfintech.com or at-
 KFIN Technologies Limited
 Selenium Building, Tower-B,
 Plot No 31 & 32, Financial District,
 Nanakramguda, Serilingampally, Hyderabad, Rangareddy,
 Telangana India - 500 032
 8. Members attending the AGM through VC/OAVM shall be counted for reckoning the quorum under Section 103 of the Companies Act, 2013.
 9. In case of joint holders of shares, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
 10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM.
 All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to investor@myradiocity.com by mentioning his / her/ its Name and Folio No. / DP ID and Client ID. The same will be replied by the Company suitably.
 11. In accordance with Regulation 40 of Listing Regulations, as amended from time to time, the Company had stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation. Further, Members may please note that SEBI has mandated listed companies to

issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 / ISR-5, the format of which is available at website of the Company. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

12. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, at einward.ris@kfintech.com to receive copies of the Annual Report 2024-25 in electronic mode.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to his / her/ its DPs in case the shares are held by them in electronic form and to KFintech in case the shares are held by them in physical form.
14. The Securities and Exchange Board of India ("SEBI") has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or KFintech.
15. Members seeking any information with regard to accounts or any matter to be placed at AGM are requested to write from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number at least ten (10) days before the meeting on Company's email address at investor@myradiocity.com so as to enable the management to keep the information ready.
16. Members who have not registered their mail address and in consequence the Annual Report, Notice of AGM and E-voting notice could not be serviced may temporarily get their email address and mobile number provided with KFintech, by clicking the link: <https://ris.kfintech.com/clientservices/isc/default.aspx> for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and E-voting instructions along with the User ID and

Password. In case of any queries, members may write to einward.ris@kfintech.com.

17. The Company has appointed Mr. Deepak Rane (ACS No. 24110 and CP No. 8717), Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire E-voting process in a fair and transparent manner.

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

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

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

- 1) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations in relation to E-voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, both through remote E-voting and E-voting during the AGM provided by KFintech, on all the resolutions set forth in this Notice. The instructions for E-voting are given in subsequent pages.
- 2) Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote E-voting, shall be able to exercise their right to vote through E-voting at the AGM. The Members who have cast their vote by remote E-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
- 3) However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "E-voting facility provided by Listed Companies", E-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- 4) Individual demat account holders would be able to cast their vote without having to register again with the E-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in E-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access E-voting facility.
- 5) The remote E-voting period commences from Sunday, September 14, 2025 (9:00 a.m. IST) till Tuesday, September 16, 2025 (5:00 p.m. IST).
- 6) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

- 7) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote E-voting then he /she can use his / her existing User ID and password for casting the vote.
- 8) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, **September 11, 2025** may follow steps mentioned below under "Login method for remote E-voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- 9) The details of the process and manner for remote E-voting and e-AGM are explained herein below:
- Step 1 :** Access to Depositories E-voting system in case of individual shareholders holding shares in demat mode.
- Step 2 :** Access to KFintech E-voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
- Step 3 :** Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

l) Login method for remote E-voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")	<p>A. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> 1. Visit URL: https://eservices.nsdl.com 2. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. 3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to E-voting". 4. Click on company name or E-voting service provider and you will be re-directed to E-voting service provider website for casting the vote during the remote E-voting period. <p>B. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> 1. To register click on link : https://eservices.nsdl.com 2. Select "Register Online for IDeAS "Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Proceed with completing the required fields. 4. Follow steps given in points A. <p>C. Alternatively by directly accessing the E-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Open URL: https://www.evoting.nsdl.com/ 2. Click on the icon "Login" which is available under 'Shareholder/Member' section. 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. 4. Post successful authentication, you will requested to select the name of the company and the E-voting Service Provider name, i.e.KFintech. 5. On successful selection, you will be redirected to KFintech E-voting page for casting your vote during the remote E-voting period.
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")	<p>A. Existing user who has opted for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Visit URL https://web.cdslindia.com/myeasitoken/home/login OR URL www.cdslindia.com 2. Click on New System Myeasi 3. Login with your registered user id and password. 4. The user will see the E-voting Menu. The Menu will have links of ESP i.e. KFintech E-voting portal. 5. Click on E-voting service provider name to cast your vote. <p>B. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Option to register is available at https://web.cdslindia.com/myeasitoken/home/login OR www.cdslindia.com. 2. Proceed with completing the required fields. 3. Follow the steps given in point A. <p>C. Alternatively, by directly accessing the E-voting website of CDSL:</p> <ol style="list-style-type: none"> 1. Visit www.cdslindia.com 2. Provide your demat Account Number and PAN. 3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. 4. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the E-voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in Demat mode) login through their demat accounts/ Website of Depository Participants	<p>A. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for E-voting facility.</p> <p>B. Once login, you will be able to see E-voting option. Once you click on e - Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-voting feature.</p> <p>C. Click on options available against company name or E-voting service provider – Kfintech and you will be redirected to E-voting website of Kfintech for casting your vote during the remote E-voting period without any further authentication.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

Details on Step 2 are mentioned below:

II) [Login method for remote E-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.](#)

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- ii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9054, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for E-voting, you can use your existing User ID and password for casting your votes.
- iii. After entering the correct details, click on "LOGIN".
- iv. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVEN i.e. "9054 - AGM" and click on "Submit".

- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting will be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your votes by selecting an appropriate option and click on 'SUBMIT'.
- xi. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote E-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id csdeepakrane@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "MBL_EVEN 9054"

- xiii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and E-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

III. Details on Step 3 are mentioned below:

A. Voting at e-AGM

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

B. Instructions for members for attending the e-AGM

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

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

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

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

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

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

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

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

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

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

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

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the E-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for E-voting or have forgotten the User ID and Password may retrieve the same by following the remote E-voting instructions mentioned above.
- ii. Facility for joining AGM though VC/ OAVM shall open atleast 30 (thirty) minutes before the commencement of the Meeting.

- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id. Questions /queries received upto Monday, 15 September, 2025 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote E-voting shall be eligible to cast their vote through E-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote E-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote E-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- (A) **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' tab and upload the video of the question you wish to ask. Members can either pre-record the question and upload or record the question in the module itself which will opened from Saturday, September 13, 2025 (9:00 a.m. IST) till Monday, September 15, 2025 (5:00 p.m. IST). Members shall be provided a 'queue number' before the meeting. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- (B) **Post Your Queries:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will opened from Saturday, September 13, 2025 (9:00 a.m. IST) till Monday, September 15, 2025 (5:00 p.m. IST).
- (C) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Mr. Anandan, at evoting@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- (D) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, September 11, 2025 (5:00 p.m. IST), being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- (E) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the e-mail address or mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- (F) The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company and at the registered office of the Company. Subject to receipt of requisite number of votes, the Resolutions proposed in this Notice shall be deemed to have been passed on the date of the Meeting, i.e., Wednesday, September 17, 2025.

ANNEXURE TO THE NOTICE

STATEMENT / EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

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

Item No. 2

(Even though explanatory statement is not required for ordinary business the same is given here on voluntary basis)

The Board of Directors in its meeting held on January 28, 2025 has declared and paid its second year dividend of 0.1% of face value of ₹10/- each on NCRPS as interim dividend credited to those eligible NCRPS holders account on February 10, 2025 whose name appears in the Register of Members of the Company or in the records of the Depositories as beneficial owners of the NCRPS on "Record Date" i.e. Friday, February 7, 2025.

Item No. 4

(Even though explanatory statement is not required for ordinary business the same is given here on voluntary basis)

Members of the Company at the 21st Annual General Meeting held on September 15, 2020 approved the re-appointment of M/s Price Waterhouse Chartered Accountants LLP (Registration No. 012754N/ N500016), as the Auditors of the Company to hold office for second term of 5 (five) consecutive years from the conclusion of said Annual General Meeting till the conclusion of the 26th Annual General Meeting.

As per the provisions of the Act, no listed company shall appoint an audit firm (including its affiliate firms) as auditors for more than two terms of five consecutive years. M/s Price Waterhouse Chartered Accountants LLP will complete their second term at the conclusion of the ensuing Annual General Meeting. During the year under review, the retiring auditors have not reported any matter under Section 143(12) of the Act. The Board of Directors place on record their appreciation for the services rendered by M/s. Price Waterhouse Chartered Accountants LLP, during their term.

Pursuant to provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company at its meeting held on May 20, 2025 on recommendation of the Audit Committee, have approved and recommended to the shareholders the appointment of M/s. S.N. Dhawan & Co. LLP, Chartered Accountants, (Firm Registration No. 000050N/N-500045) as the Statutory Auditors of the Company, in place of retiring auditors M/s Price Waterhouse Chartered Accountants LLP for a term of five consecutive years to hold office from the conclusion of the 26th AGM until the conclusion of the 31st AGM of the Company at a remuneration as may be agreed upon by the Board of Directors and the auditors based on the recommendation of the Audit Committee. The appointment is subject to the approval of the members of the Company.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, proposed the appointment of M/s. S.N. Dhawan & Co. LLP as the statutory auditors of the Company.

Brief profile of M/s. S.N. Dhawan & Co. LLP is given below:

M/s. S.N. Dhawan & Co. LLP, Chartered Accountants ("SND" or "Firm") is a New Delhi based firm of Chartered Accountants having 7 offices across India. The firm is Peer Review compliant with The Institute of Chartered Accountants of India (Registration No. 000050N/N-500045). The Firm was established in 1944 and has around 390+ professionals and staff. The firm serves clients across industries including Technology, Media, Energy, Infrastructure, Healthcare, Aerospace and Defense and Manufacturing.

M/s. S.N. Dhawan & Co. LLP have consented to act as statutory auditors and have confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. M/s. S.N. Dhawan & Co. LLP have also confirmed, that they are not disqualified to be appointed as statutory auditors in terms of the provisions of Sections 139(1), 141(2) and 141(3) of the Act and the Rules.

The fees proposed to be paid to M/s. S.N. Dhawan & Co. LLP is ₹30 Lakhs excluding applicable taxes and out of pocket expenses. The Board of Directors and the audit committee shall approve revisions to the remuneration of the statutory auditors for the remaining part of the tenure.

Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations viz. examination reports, certificate under GOPA and other permissible non-audit services as required from time to time.

The proposed remuneration payable to the new Statutory Auditors is lower than that paid to the outgoing auditors, reflecting a more cost-effective fee structure offered by the appointed firm. This change is consistent with the Company's broader cost rationalisation objectives. The Board has, after evaluating the profile, experience, and resource capability of the proposed auditors, satisfied itself that they have the requisite competence, independence, and professional standing to carry out the audit effectively and in compliance with applicable laws and standards. The proposed revision in audit fees will have no impact on the scope, quality, or independence of the audit engagement.

The remuneration payable to M/s. S.N. Dhawan & Co. LLP shall be on a pro rata basis from the date of their appointment by the shareholders at the Annual General Meeting.

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

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval of the members.

Item No. 5

The Board of Directors, at its meeting held on May 20, 2025, based on the recommendation of the Audit Committee, appointed M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No.: 00294), as the Cost Auditors of the Company, for conducting cost audit of the cost accounting records maintained by the Company, at a remuneration of ₹80,000 (Rupees Eighty Thousand only) plus taxes and out-of-pocket expenses at actuals.

The auditors have confirmed their willingness and that they are eligible for appointment as cost auditors. Considering the limited scope of work at the Company's costing records, the remuneration proposed for ratification of the shareholders commensurate with the scope of the cost auditor's work.

As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the said cost auditors is required to be ratified by the members of the Company. Accordingly, consent of the shareholders is sought for passing an ordinary resolution as set out at Item No. 5 of the Notice, for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

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

The Board of Directors recommends passing of the resolution as set out under Item No. 5 as an Ordinary Resolution for approval by the shareholders.

Item No. 6

Pursuant to Regulation 24A of the Listing Regulations, every listed company is required to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor for a term of five (5) consecutive financial years on the basis of recommendation of the Board of Directors subject to the approval of its members in its Annual General Meeting.

Accordingly, the Board of Directors of the Company ("the Board") at their meeting held on May 20, 2025 considering the experience and expertise and on the recommendation of the Audit Committee, has recommended for the approval of the Members of the Company, appointment of Mr. Deepak Rane, Company Secretary (CP No. 8717, Peer Review Number 2063/2022), as the Secretarial Auditor of the Company, for a period of Five (5) consecutive financial years commencing from commencing from the financial year 2025-26 to the financial year 2029-30 at such remuneration as shall be fixed by the Board of the Company from time to time.

Brief profile of the Secretarial Auditor

Mr. Deepak Rane, is a peer reviewed Practising Company Secretary. He has over 15 years of various experience in Corporate Secretarial work, SEBI Regulations, Secretarial Audit, Transaction Advisory Services, Due Diligence etc. He has knowledge and experience in dealing with matters relating to Company Law, Securities Laws, Compliances and other business structures. The Company Secretary is Peer reviewed and Quality reviewed in terms of the guidelines issued by the ICSI.

The Board considered the appointment as Secretarial Auditor due to its proven expertise in corporate advisory, particularly in Listing Regulations and compliance management. He has a deep understanding of regulatory frameworks, combined with its leadership under CS Deepak Rane who brings 15 years of cross-sectoral experience making it well-positioned to conduct a thorough and value-driven Secretarial Audit.

Mr. Deepak Rane is best suited for the Company due to its proven ability to deliver insightful, compliance- focused Secretarial Audits backed by deep regulatory expertise and sectoral experience. Mr. Rane has given his consent to act as the Secretarial Auditors of the Company and has confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 204 of the Act and the Listing Regulations.

The terms and conditions of the appointment of Mr. Deepak Rane include a tenure of five (5) consecutive years, commencing from April 1, 2025 upto March 31, 2030 and a remuneration of ₹3,00,000/- (Rupee Three Lakhs only) which includes fees for statutory certifications and other permissible services as approved by the Board but excluding applicable taxes and out-of-pocket expenses for FY26 and FY27. The remuneration for the subsequent years of their term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company.

The Board, recommends passing of this Ordinary Resolutions as set out at Item No. 6 of this Notice, for the approval of the Members.

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

Item No. 7

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors, at its meeting held on July 24, 2025, has appointed Ms. Divya Rupchand Karani (DIN: 01829747) as an Additional (Non-Executive, Independent) Director of the Company.

Ms. Karani is currently acting as the Non-Executive Independent Director on the Board of Directors of Jagran Prakashan Limited, Holding Company of the Company. Ms. Divya has expressed her willingness and has given her consent for appointment as the Director and has also given the declaration that in terms of Section 164 of the Act, she is eligible to be appointed as

a Director and is not disqualified / debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Schedule IV thereto, Regulation 16(1)(b) of the Listing Regulations and declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. In terms of Regulation 25(8) of the Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence.

The Company has received notice in writing pursuant to Section 160 of the Act, from a Member proposing the appointment of Ms. Karani for the office of independent director under the provisions of Section 149 of the Act as detailed in the resolution.

The NRC has identified her diverse skills, leadership acumen, and expertise in the media industry, along with her strategic insight, as key attributes essential for this role. Accordingly, the NRC and Board are of the view that Ms. Divya is a person of integrity and possesses the requisite skills and capabilities, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended.

In the opinion of the Board, she fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and that she is independent of the management of the Company.

A brief profile of Ms. Karani is annexed to this Notice as Annexure.

Further, in terms of Regulation 25(2A) of the Listing Regulations, the appointment of Ms. Divya Karani as an Independent Director for a term of five (5) years is being placed before the Members for their approval by way of a Special Resolution set out at Item No. 7 of the Notice, which the Board recommends.

Except Ms. Karani, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the Resolution set out at Item No. 7 of the Notice.

Disclosures pursuant to Regulations 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard – 2 on General Meetings are set out in Annexure to the Notice.

The terms and conditions of appointment of Ms. Karani as an Independent Director are uploaded on the website of the Company at <https://www.radiocity.in/images/uploads/pdf/Terms-Conditions-of-appointment-of-ID-MBL1627315820.pdf> for appointment of Independent Director and would also be made available for inspection to the Members without any fee, during business hours on working days, upto the date of the Annual General Meeting i.e. Wednesday, 17 September, 2025.

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

Arpita Kapoor

Company Secretary & Compliance Officer

Place: Mumbai

Date: July 24, 2025

Registered Office:

5th Floor, RNA Corporate Park,
Off Western Express Highway,
Kalanagar, Bandra (East), Mumbai 400 051

CIN: L64200MH1999PLC137729

Website: www.radiocity.com

E-mail: investor@myradiocity.com

Tel.: +91 22 66969100

ANNEXURE

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

Name of Director	Ms. Divya Karani	Mr. Shailesh Gupta
Director Identification Number	01829747	00192466
Designation / Category of Director	Non-Executive Independent Director	Non-Executive Director
Date of Birth/ Age	October 09, 1965 / 59 years	April 7, 1969 / 56 years
Date of the first Appointment on the Board	July 24, 2025	January 28, 2019
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
Area of Expertise	Communication & Media, Marketing, Business and Leadership	Sales, Marketing, Media and Entertainment, Radio Industry, General Administration
Profile of Director	<p>Ms. Divya Karani has four decades of work experience in Communication & Media, Marketing, Business and Leadership roles spans across South East Asia, UK and Asia Pacific. A demonstration of repeatedly building sustainable businesses that thrive in the marketplace by embracing change and harnessing technology to pivot on both, short and long-term goals.</p> <p>Currently, Ms. Karani serves on the Board of ZEE Entertainment, Jagran Prakashan and Kulfi Collective, And Media Research Users Council, as an invitee.</p> <p>Previously, Ms. Divya was CEO, Dentsu South Asia Media, for 12 years till 2023, where she is credited with building Dentsu among the top three agency networks in India. She also represented India on Dentsu's Global Social Impact Steering Committee.</p> <p>Ms. Divya has been Cannes Jury member in 2022, Spikes Asia Jury 2022, Judge INMA Global Awards, amongst others. She has been conferred the "Women Leadership Achievement Award" by the World Women Leadership Congress in 2016, the Mumbrella Asia Agency Leader of the Year 2019 and has consistently been voted among the 50 most Influential women in Indian Media, Marketing and Advertising for the past 10 years.</p> <p>With deep exposure across industries spanning FMCG, Consumer Finance, Auto & Media, Ms. Divya is a natural at building highly motivated and aligned teams. Leading and working with teams across matrix organization structures, is her signature style. Contributing to the industry and future generation, Ms. Karani has also been a guest speaker at IIM Udaipur, IIM Shillong, Symbiosis, Prestige University and IIM Trichy.</p> <p>Ms. Divya holds a Bachelor's degree in Commerce and Economics; Sydenham College, Mumbai.</p>	<p>Mr. Shailesh Gupta holds a Bachelor's degree in commerce. Mr. Gupta has more than 35 years of experience in the print media industry.</p> <p>Mr. Gupta holds various key positions in the industry including being the President of The Indian Newspaper Society (INS) and Chairman of Council of Audit Bureau of Circulations (ABC). He is currently member of the Governing Board/ Council of INS, ABC and Vice-Chairman of Media Research Users Council, Director of Rave Real Estate Private Limited, MMI Online Limited and Middy Infomedia Limited. In December 2017, The Indian Newspaper Society (INS) nominated Mr. Shailesh Gupta as INS Nominee on the Board of WAN-IFRA. Also, Mr. Gupta is a Whole-time Director of Jagran Prakashan Limited.</p>
Qualification	Bachelor's Degree in Commerce and Economics	Bachelor's Degree in Commerce

Name of Director	Ms. Divya Karani	Mr. Shailesh Gupta
Directorships/partnerships in other bodies corporate in India	<ol style="list-style-type: none"> 1. Jagran Prakashan Limited 2. Zee Entertainment Enterprises Limited 3. Kulfi Ventures Private Limited 4. WMT Apparels Private Limited 	<ol style="list-style-type: none"> 1. Jagran Prakashan Limited 2. Midday Infomedia Limited 3. Audit Bureau Of Circulations 4. Rave Real Estate Private Limited 5. MMI Online Limited 6. The Indian Newspaper Society 7. Media Research Users Council India 8. VRSM Enterprises LLP 9. KVRS Ventures Private Limited
Number of shares held in the Company	Nil	Nil
Chairperson / Member of the Committee of the Board of Directors of the Company	Nil	<ul style="list-style-type: none"> ▪ Chairman of the Corporate Social Responsibility Committee and Risk Management Committee ▪ Member of the Audit Committee, Stakeholder Relationship Committee, Nomination and Remuneration Committee and Management Committee
Name of Listed Entities from which resigned/ceased in the past three (3) years	Nil	Nil
Chairperson / Member of the Committee of Directors of other Public Limited Companies in which he/she is a Director	<p>Jagran Prakashan Limited</p> <ul style="list-style-type: none"> ▪ Stakeholders Relationship Committee (Chairperson) <p>Zee Entertainment Enterprises Limited</p> <ul style="list-style-type: none"> ▪ Risk Management Committee (Member) ▪ Corporate Social Responsibility Committee (Member) 	<p>Jagran Prakashan Limited</p> <ul style="list-style-type: none"> ▪ Risk Management Committee (Member) <p>Midday Infomedia Limited</p> <ul style="list-style-type: none"> ▪ Corporate Social Responsibility Committee (Member)
Terms and Conditions of appointment / re-appointment	Appointment as an Independent Director for a term of five (5) years, not liable to retire by rotation	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Details of Remuneration sought to be paid	She shall be paid sitting fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings	Nil
Number of meetings of the Board attended during the financial year 2024-25	Not Applicable	5 out of 5
Information as required pursuant to BSE Circular with Ref. No. LIST / COMP/14/2018-19 and the National Stock Exchange of India Limited with Ref. No. NSE/CML/2018/24 dated 20 June 2018	She is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.	He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.