

August 24, 2018

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

Dear Sir / Madam

Subject: Corrigendum to the Annual Report for the Financial Year 2017-18 ("**Annual Report**") of Music Broadcast Limited ("**Company**").

With refer to the e-mail / notice dated Saturday, August 18, 2018, whereby, a copy of the Annual Report of the Company for the Financial Year 2017 – 2018 ("**Annual Report**") was shared with the shareholders.

Please note that on page number 98 of the Annual Report, in the table providing for the Balance Sheet under the head of "**Equity and Liabilities**", for the head "**Other reserves**" in relation to "**Note 9(c)**" under the column "**As at March 31, 2017**" the value of the "**Other reserves**" has been inadvertently mentioned as "**54,810.84**", when the actual amount is "**14,197.34**."

In compliance with Regulation 30 and Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please see enclosed a copy of the corrigendum published on August 23, 2018 in Newspapers viz. Business Standard (English Newspaper) and Navshakti (Marathi Newspaper) for the rectification of the aforementioned inadvertent printing error.

We sincerely regret the inconvenience caused in this regard.

Thanking you

Yours faithfully

**For Music Broadcast Limited**



**Chirag Bagadia**  
**Company Secretary & Compliance Officer**

Encl: a / a



**SJVN Thermal (P) Ltd.**

CIN: U31908BR2007PTC017646

(A Wholly Owned Subsidiary of "SJVN Ltd. -

A Mini Ratna &amp; Scheduled 'A' CPSE under Govt. of India")

**E-TENDER NOTICE (INTERNATIONAL COMPETITIVE BIDDING)**

SJVN Thermal (P) Ltd. A Wholly Owned Subsidiary of SJVN Ltd. invites online bids in Single Stage Two Parts (i.e. Part-I: Techno-Commercial Bid and Part-II: Price Bid) for its Buxar Thermal Power Project (2 X 660 MW) at Chausa, District Buxar (Bihar), India Pin - 802103 on EPC basis as per following details:-

Tender No.	Name of Work	Download of Tender Document	Time period for submission of bids	Completion Period of work (in months)
BTPP/ EPC- 01	"EPC Package for Buxar Thermal Power Project (2 X 660 MW) at Chausa, District Buxar, Bihar"	Up to 10.10.18 12:00 Hours	Up to 10.10.18 13:00 Hours	48

Detailed Notice Inviting E-Tender shall be available on websites [www.sjvn.nic.in](http://www.sjvn.nic.in), [www.eprocure.gov.in](http://www.eprocure.gov.in) and <https://sjvn.abcprocure.com>. Any amendment / corrigendum to this Tender Notice as well as to tender document shall be issued by SJVN Thermal (P) Ltd. on all afore mentioned websites only, no press notice thereof shall be issued in any other form.

**Head (Contracts), STPL****2<sup>nd</sup> Floor, Navdurga Complex, Ambedkar Chowk****Collectoriate Road, Buxar, Bihar, India, PIN- 802103****Email: pcdbtpp@sjvn.nic.in****Telephone No.: 06183-223164****CRAVATEX LIMITED**

CIN: L93010MH1951PLC008546

Regd Office: 4th Floor, Sahas, 414/2, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025

Tel No.: +91 22 66667474, Fax: +91 22 24973210,

Email: [investors@cravatex.com](mailto:investors@cravatex.com), Website: [www.cravatex.com](http://www.cravatex.com)**NOTICE**

NOTICE is hereby given that the 66<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Monday, September 17, 2018 at 10.30 a.m. at Textiles Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai - 400 025 to transact the business as mentioned in the Notice dated May 25, 2018 which has been sent to all the Members along with the Annual Report and Audited Financial Statement for the financial year ended the 31<sup>st</sup> March, 2018 by permitted mode. The dispatch/emailing of all notices has been completed by the Company on August 23, 2018.

Notice is also given pursuant to Section 91 of the Companies Act, 2013 and the rules made thereunder and Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 that the Register of Members and Share Transfer Books

**MUSIC BROADCAST LIMITED**

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](http://www.radiocity.in), e-mail: [investor@myradiocity.com](mailto:investor@myradiocity.com)

CIN- L64200MH1999PLC137729

RAG RAG MEIN  
DAUDE CITY.**CORRIGENDUM TO THE ANNUAL REPORT OF MUSIC BROADCAST LIMITED FOR THE FINANCIAL YEAR 2017-18 FOR THE ATTENTION OF THE SHAREHOLDERS OF THE COMPANY**

The shareholders are requested to note the correction as appearing hereunder with respect to and in connection with the Annual Report of the Company for the financial year 2017-18 as dispatched / emailed to its shareholders on August 18, 2018.

Kindly refer to page number 98 of the Annual Report for Financial Year 2017-18 wherein the Company in the table has provided for the "Balance Sheet".

Please note that in this table, under the head of "Equity and Liabilities", for the head "Other reserves" in relation to "Note 9(c)" under the column "As at March 31, 2017" the value of the "Other reserves" has been inadvertently mentioned as "54,810.84", when the actual amount is "14,197.34."

Except for the correction of the aforementioned printing error, there is no other change in the Annual Report for the Financial Year 2017-18 that has been shared with the Shareholders of Music Broadcast Limited.

The revised Annual Report for the Financial Year 2017-18 is available on the Company's website at the following web-link:

<https://www.radiocity.in/about-us/investor-financial-report>

This corrigendum should be read in conjunction with the printed Annual Report 2017-18. We sincerely regret the inconvenience caused in this matter.

For Music Broadcast Limited  
Sd/-

Mr. Chirag Bagadia

Place: Mumbai

Date : August 23, 2018

Company Secretary and Compliance Officer

**PIONEER INVESTCORP LIMITED**

(CIN: L65990MH1984PLC031909)

Registered Office: 1218, Maker Chamber V, 12th Floor, Nariman Point, Mumbai - 400021, Maharashtra, India.

Email: [investor.relations@pinc.co.in](mailto:investor.relations@pinc.co.in) Website: [www.pinc.co.in](http://www.pinc.co.in)

Phone: +91 - 22 - 6618 6633 / 2202 1171 Fax: +91 - 22 - 2204 9195

**NOTICE OF 33RD ANNUAL GENERAL MEETING, BOOK CLOSURE AND E-VOTING INFORMATION**

NOTICE IS HEREBY given that the 33<sup>rd</sup> ANNUAL GENERAL MEETING (AGM) of the Members of the Company will be held on Wednesday, 19<sup>th</sup> September, 2018 at 11.30 a.m. at Kilachand Conference Room, 2<sup>nd</sup> Floor, Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai - 400



## त कोटी वाचले

## उजनी धरणातील टीएमसीचा टप्पा गाठला

वीर धरणातून नीरत सोडलेले पाणी १९ ऑगस्ट रोजी सकाळी औज बंधा-यात पोहोचले. त्यानंतर २० ऑगस्ट रोजी सकाळी औज बंधारा सव्वाचार मीटरने भरून चिंचपूर बंधा-याकडे पाणी वाहू लागले.

सोलापूर, दि. २३- (प्रतिनिधी)- उजनी धरणातील पाणीसाठ्याने बुधवारी सायंकाळी १०० टीएमसीचा टप्पा ओलांडला. पुणे जिल्ह्यातून ६० हजार १६५ क्युसेक्सचा विसर्ग सुरू असल्याने धरणातील पाणीसाठा बुधवारी सायंकाळी आठ वाजता ७५

१००. ७६ टीएमसी इतका धरणातील पाणीसाठा आठ वाजता ७५ टक्क्यांवर होता. पुणे जिल्ह्यातून वाह राहिला तर धरणाचे वलून नदीत पाणी सोडावे आहे. यावर्षी उन्हाळ्यात

धरणाची पाणी पातळी वजा २७ टक्क्यांपर्यंत खाली गेली होती. ती आता अधिक ७५ टक्क्यांवर पोहोचली आहे. म्हणजे धरणात १०० टक्के पाणी आले आहे. उजनी धरणाचे पाणी कर्नालला सोडण्याची मागणी वाढली आहे.

### म्युझिक ब्रॉडकास्ट लिमिटेड

नोंदणीकृत कार्यालय : ५ वा मजला, आरएसए कॉर्पोरेट पार्क, ऑफ पश्चिम हुतांगी महामार्ग, कलानगर, वांद्रे (पूर्व), मुंबई - ४०० ०५९.  
दूर. : + ९१ २२ ६६९६९१००, फॅक्स : ९१ २२ २६४२९१११  
वेबसाइट : [www.radiocity.in](http://www.radiocity.in) ई-मेल : [investor@myradiocity.com](mailto:investor@myradiocity.com)  
सीआयएन : L64200MH1999PLC137729

RAG RAG MEIN  
DAUDE CITY

FM 94.20  
Radio City  
94.20 MHz

### कंपनीच्या भागधारकांचे लक्ष वेधून घेण्यासाठी वित्तीय वर्ष २०१७-१८ करिता म्युझिक ब्रॉडकास्ट लिमिटेडच्या वार्षिक अहवालाचे शुद्धिपत्रक

दि. १८.०८.२०१८ रोजी भागधारकांना पाठवण्यात आलेल्या/ई-मेल केलेल्या वित्तीय वर्ष २०१७-१८ करिताच्या कंपनीच्या वार्षिक अहवालासंदर्भात खालील सुधारणांची नोंद भागधारकांनी घ्यावी.

कृपया वित्तीय वर्ष २०१७-१८ करिताच्या वार्षिक अहवालाचे पृष्ठ क्र. १८ पाहा, ज्यामध्ये कंपनीने तक्त्या मध्ये "ताळेबंद" सादर केलेला आहे.

कृपया नोंद घ्यावी की सदर तक्त्यामध्ये "३१.०३.२०१७" रोजीनुसारच्या रकान्यात "टीप ९ (सी)" संदर्भात अन्य राखीव शीर्षागर्तत "समभाग व दाखिले" या शीर्षागर्तत "अन्य राखीव" संदर्भातील मूल्य अनवधआनाने "५४८१०.८४" असे नमूद आहे, यामध्ये प्रत्यक्ष रक्कम "१४९९७.३४" अशी आहे.

वरील निर्देशित छापील चुकीच्या दुरुस्तीव्यतिरिक्त वित्तीय वर्ष २०१७-१८ करिताच्या वार्षिक अहवालात कोणताही बदल नाही जो म्युझिक ब्रॉडकास्ट लिमिटेडच्या भागधारकांना वितरित करण्यात आलेला आहे.

वित्तीय वर्ष २०१७-१८ करिताच्या सुधारित वार्षिक अहवाल कंपनीच्या वेबसाइटवर पुढील वेब-लिंक वर उपलब्ध आहे :

[www.radiocity.in/about-us/investorifinancial-report](http://www.radiocity.in/about-us/investorifinancial-report)

सदर शुद्धिपत्रक हे छापील वार्षिक अहवाल २०१७-१८ बरोबरच वाचावे. यासंदर्भात झालेल्या गैरसोयीबद्दल दिलगीर आहोत.

ठिकाण : मुंबई  
दिनांक : २३.०८.२०१८

म्युझिक ब्रॉडकास्ट लिमिटेडकरिता

सही/-

श्री. चिराग बगडिया

कंपनी सचिव व अनुपालन अधिकारी

HDFC  
TUAL FUND

ROSA APNO KA

agement Company Limited

with Standard Life Investments

91MH1999PLC123027

oor, H.T. Parekh Marg, 165-166, Backbay Reclamation,  
6316333 • Toll Free Nos: 1800-3010-6767 / 1800-419-7676

@hdfcfund.com • Visit us at: [www.hdfcfund.com](http://www.hdfcfund.com)

### NOTICE

DFC Fixed Maturity Plans - Series 42

ffer (NFO) of the following Plan under HDFC Fixed Maturity  
heme), will open and close for subscription as under:

NFO Opening Date	NFO Closing Date
August 31, 2018	September 3, 2018

e-mentioned Plan will be listed on the Stock Exchange(s)  
Document where they can purchase / sell units on a

For HDFC Asset Management Company Limited

Sd/-

Chief Compliance Officer

BJECT TO MARKET RISKS, READ ALL SCHEME

### एल&टी फायनान्स लिमिटेड

(फेमिली क्रेडिट लिमिटेड म्हणून पूर्वी ओळखली जा  
नोंदणीकृत कार्यालय: वृंदावन, प्लॉट नं. 177, स  
कालिना, साप्ताक्रस (पूर्व), मुंबई-400 098  
शाखा कार्यालय: नवी मुंबई



L&T Financial Services

### AGE FUND - SERIES X

the Scheme Information  
(Scheme) will mature on  
of the Scheme shall be  
nge.

agement Private Limited

Sd/-  
radha Rao  
Director & CEO

nited  
OMH1992PTC065289)  
991MH2003PTC138496)

Bandra-Kurla Complex,  
Fax: 91-22-67425687  
[www.sbmif.com](http://www.sbmif.com)

### नियम 8(1) पाहा]

ज्याअर्थी, अधोहस्ताक्षरित हे सिक्युरिटायझर ऑफ सिक्युरिटी इंटरस्ट कायदा, 2002 अंतर्गत में. एल&टी फायनान्स लि.  
यांचे अधिकृत अधिकारी आहेत आणि त्यांनी त कलम 13(12) द्वारे प्रदत्त अधिकारांचा वापर करून दिनांक 22-09-2016  
रोजी एक डिमांड नोटीस जारी करून 1. सेंस म्हणून त्यांना सदर नोटीस प्राप्त झाल्यापासून 60 दिवसांच्या आत त्यामध्ये  
नमूद रक्कम रु.11,68,95,040/- (शब्दांमधस केवळ) भरण्यास सांगितले आहे.

कर्जदार आणि हमीदार यांना सदर नोटीस प शुल्कांसह परतफेड करू शकले नाहीत, त्यामुळे याद्वारे कर्जदार, हमीदार,  
आणि सर्वसामान्य लोकांना नोटीस देण्यात येर कायद्याच्या कलम 13(4) अंतर्गत सोबत सदर नियमांच्या नियम 8 अंतर्गत  
त्यांना प्रदत्त अधिकारांचा वापर करून दिनांक

विशेषतः कर्जदार आणि हमीदार आणि सर्वसालमत्तेबाबत व्यवहार करू नये आणि सदर मालमत्तेबाबत कोणताही व्यवहार  
केल्यास तो एल&टी फायनान्स लि. यांच्याद्वारा रुपये अकरा कोटी अडसष्ट लाख पंचाण्णव लाख पाच हजार चाळीस केवळ)  
सोबत डिमांड नोटीसीच्या तारखेपासून भरणी आकारणीच्या अधीन राहतील.

ताब्यात घेतलेली मालमत्ता परत मिळवण्यासहप-कलम (8) खालील तरतुदी पाहाव्यात.

कमर्शियल युनिट क्र. 307, मोजमाप 221ट आणि युनिट क्र. 317 मोजमाप 1954 चौरस फूट - विक्रीयोग्य क्षेत्र आणि  
1745 बांधीव क्षेत्र, पत्ता-रहेजा आर्केड प्रिलापूर, तालुका आणि जिल्हा ठाणे, नवी मुंबई - 400614 येथील तदंगभूत  
वस्तूंसह.

युनिट क्र. 307

वस्तु:सीमा:

पूर्वस: उस्ता



September 17, 2018

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

Dear Sirs,

**Subject: Compliance under Regulation 34 (1) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015.**

Pursuant to Regulation 34 (1) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015, please find enclosed herewith Annual Report of the Company for the financial year 2017-18, approved and adopted in the 19th Annual General Meeting ("AGM") of the Company held on Wednesday, the 12<sup>th</sup> day of September, 2018 at 3.00 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, Indian Merchants Chamber Marg, Churchgate, Mumbai – 400020.

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

Thanking you,

Yours sincerely,  
For Music Broadcast Limited



Company Secretary & Compliance Officer  
Place: Mumbai





# TUNE IN TO THE FUTURE

ANNUAL REPORT  
2017-18

INDIA'S MOST INFLUENTIAL  
RADIO NETWORK



39 CITIES | 12 STATES | 1 UNIVERSAL TUNE

RAG RAG MEIN  
DAUDE CITY.



# REPORT CONTENTS

## 01-30

### CORPORATE OVERVIEW

02	Our markets
04	Corporate identity
06	Key achievements of FY 2017-18
08	Pioneering initiatives
10	Power of radio
12	Financial progress
14	Management message
16	Stakeholder value creation
18	Industry leadership
20	Digital initiatives
22	Our people
24	Brand campaigns
26	Social responsibility
28	Awards and accolades
29	Our RJs
30	Board of Directors

## 31-91

### STATUTORY REPORTS

31	Corporate information
32	Directors' report
64	Report on corporate governance
88	Management discussion and analysis

## 92-136

### FINANCIAL STATEMENTS

92	Independent auditors' report
98	Balance sheet
99	Statement of profit and loss and other comprehensive income
100	Statement of cash flows
102	Statement of changes in equity
104	Notes to the financial statements

### EQUITY SHARE INFORMATION

Market Capitalisation (31<sup>st</sup> March, 2018): ₹2,265.93 crore

Promoters' holding: **70.58%**

National Stock Exchange (NSE): **RADIOCITY**

Bombay Stock Exchange (BSE): **540366**

### KEY HIGHLIGHTS

Revenue

**9.9%** ↑

EBIDTA

**6.4%** ↑

PAT

**41.1%** ↑

EPS

**12.6%** ↑

↑ Y-o-Y growth in FY 2017-18 over FY 2016-17

### ABOUT RADIO CITY

Radio City, a part of Music Broadcast Limited (MBL), is a subsidiary of Jagran Prakashan Limited (JPL). It is India's first and the oldest private FM radio broadcaster. Radio City has been delighting consumers with its refreshing and innovative content, and has listenership of 67 million.





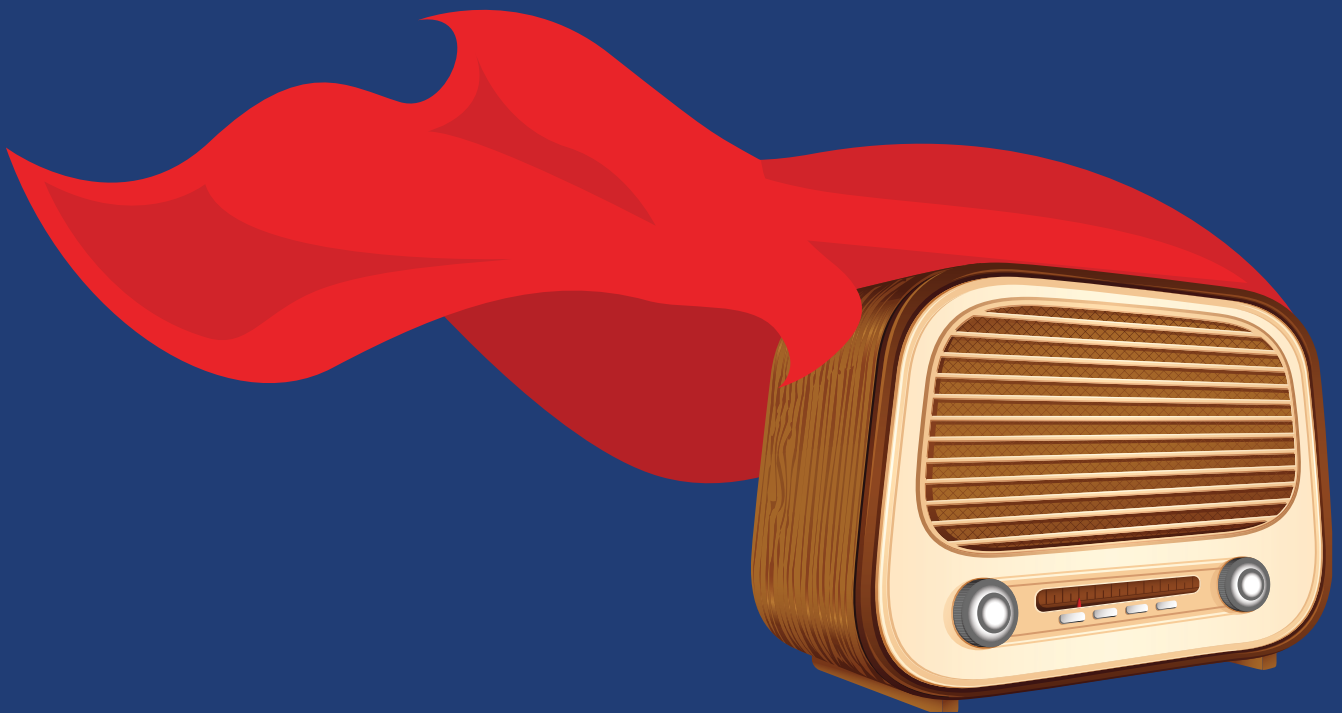
# TUNE IN TO THE FUTURE

Radio City has been bringing about a wave of change by pioneering many 'firsts' of the radio industry. We strive each day to be the leaders of change and we believe leadership is not just about smart strategies that win minds and markets in the present, it is also about how we responsibly shape the future for our patrons and other stakeholders. It is about striving to positively impact the lives of consumers in the best possible manner.

This belief has inspired us to broaden our vision statement and evolve from being a

differentiated entertainment network to a social influencer. Adapting to changing times and with a revamped vision, we aim to deliver a surround and magical experience of music significant of each city so that the listener does not just listen to it, but feels it with the hearts and experiences it with the theatre of the mind.

We believe this is an inflection moment for us, as we take long and confident strides towards a new era of value creation.



# RADIO CITY INFLUENCING 39 MARKETS

91.9 FM

## AGRA

Agra is famous for Taj Mahal and is also the home of the famous Agra Gharana. It ranked 5<sup>th</sup> on the financial penetration and consumption index, indicating a city's transformation into an urban town. (Source: India's New Entrepreneurs)

91.1 FM

## DELHI

Delhi enjoys its ghazals and thumris, as much as Bollywood's chartbusters and Bhangra. The gross state domestic product (GSDP) of Delhi increased at a CAGR of 12.20% between 2011-12 and 2017-18. (Source: IBEF)

91.1 FM

## KOTA

Kota is famous for its thriving coaching centres for medical and engineering entrances. But not many people know that music plays a soothing role in the hectic lives of these youngsters pursuing serious career goals.

91.1 FM

## PUNE

Pune is emerging as a prominent location for IT and manufacturing. The city hosts 'Savai Gandharva Bhimsen Mahotsav', which is a three night long classical music programme.

91.1 FM

## AHMEDABAD

The vibrant culture of Ahmedabad is not restricted to Garba, as Bhakti Sangeet and Gujarati folk songs have also contributed immensely. It was also declared the 7th largest credit centre nationwide by RBI as on June 2012 (Source: RBI)

91.9 FM

## GORAKHPUR

Gorakhpur is home to folk music categories such as Alha, Barahmasi and Kajari.

95 FM

## KOLHAPUR

The city is famous of Kolhapur SAAJ – a necklace with traditional pattern – and the unique Kolhapuri chappals, a leather sandal.

91.1 FM

## AHMEDNAGAR

Ahmednagar has stood witness to several historical events, and its musical history was created when Radio City launched in the city to become its first FM station.

91.9 FM

## HISAR

Tracing its cultural heritage to the Indus Valley civilisation, Hisar enjoys a local folk dance form called Ghoomar. It also has a large steel industry and is known as the 'City Of Steel'.

91.1 FM

## LUCKNOW

Lucknow has been ranked sixth in a list of the 10 fastest growing job-creating cities of India. It also has a culture of music and dance that goes back to the Mughal era. The city, once famous for its 'Mujras', has been portrayed as such in Bollywood movies like Umrao Jaan and Pakeezah. (Source: ASSOCHAM Placement, Department of MSME, GOI)

104.8 FM

## AJMER

Ajmer is known for its own brand of music – Fariyad, which is a compilation of Qawwalis sung in devotion to Sufi Saint Khwaja Moinuddin Chishti.

91.1 FM

## HYDERABAD

Hyderabad gave us not only Bahubali, but also Carnatic music gurus like Saint Thyagaraja, Shyama Shastri and Muthuswami Dixitar. It is also the second best Indian city for doing business as declared by the World Bank Group in 2015.

91.9 FM

## MADURAI

The legendary singer and Bharat Ratna recipient M.S. Subbulakshmi began her career in Indian Carnatic music in this temple city of Madurai. She learnt music from her mother, who belonged to the 'Devadasi' community.

91.1 FM

## AKOLA

Ganesh Chaturthi transforms Akola into a carnival-like fest with loud music and dances on the streets with idol immersion processions.

91.9 FM

## JALANDHAR

Jalandhar celebrates the Harballabh Sangeet Mela every year in memory of Swami Harballabh, the legendary saint and musician from the city. When it comes to business, Jalandhar manufactures 30% of cricket equipment in India. (Source: Jalandhar Business Opportunities, 2016)

91.1 FM

## MUMBAI

Mumbai is the home of Bollywood and today Bollywood music has seeped into every corner of the city's life. Apart from Bollywood, it also contributes to 7% of the national GDP. (Source: Mumbai: India's Global City)

91.1 FM

## SURAT

Surat is the largest diamond hub in the entire world. It is believed that 9 out of 10 diamonds in Manhattan, New York are from Surat. It is also the biggest centre of MMF (man-made fibre) in India. It has a total of 381 dyeing and printing mills and 41,100 power loom units. (Source: Ministry of Urban Development)





**91.1 FM**  
**BENGALURU**

Bengaluru is the birthplace of Carnatic music. This IT hub of India also employs about 35% of India's pool of 2.5 million IT professionals and accounts for the highest IT-related exports in the country. (Source: The New York Times)

**91.1 FM**  
**JAIPUR**

Music in Jaipur is largely influenced by the city's royals and inspired by traditional instruments like Ghungroo, Sarangi and Ektara.

**95 FM**  
**NASHIK**

Nashik has 22 wineries out of the total 46 in India. It also hosts the Sula Fest which is a popular music and wine festival held in the Sula Vineyards every year. (Source: Nashik Harvest 2015)

**91.9 FM**  
**UDAIPUR**

The seat of Mewar rulers still echoes with melodies from traditional instruments like Morchang, Naad, Tanpura and Sarangi. Further, Udaipur hosts the World Music Festival, where artists from across the globe come to perform.

**91.9 FM**  
**BAREILLY**

Bareilly is also known as Nath Nagri, due to its seven Shiv temples, and Zari Nagri for the production of Zari – the traditional gold and silver threads used in traditional clothing.

**91.1 FM**  
**JALGAON**

Jalgaon's famous dance Lavni is a major attraction in most of its festivals. The city is also known as the 'Banana City' as it contributes about half of Maharashtra's banana production.

**91.1 FM**  
**NAGPUR**

Nagpur celebrates the annual Kalidas Festival for two days in November that revels in music, dance and drama honouring ancient Sanskrit poet Kalidas.

**91.9 FM**  
**VARANASI**

Hindu Puranas mention Kashi (Varanasi) as the land where Apsaras, Gandharvas and Kinnaras practised dance and music. In modern times, notable musicians like the sitar player Ravi Shankar, shehnai maestro Ustad Bismillah Khan, singer Giriji Devi carried the baton of Varanasi music.

**91.1 FM**  
**BIKANER**

Many people don't know that Taalbandi, also known as Dangal is one of the prime folk music forms practised in Bikaner.

**91.1 FM**  
**JAMSHEDPUR**

This city is home to the first private sector iron and steel company of India.

**91.1 FM**  
**NANDED**

Nanded's cultural heritage is rooted in its love for poetry, dance and drama. It is a centre for dance forms like Povadas and folk theatres with distinct Marathi music.

**91.1 FM**  
**VADODARA**

Vadodara is the cultural capital of Gujarat and is called the Sanskari Nagari. Apart from this, it is also the power equipment manufacturing hub of India. It accounts for over 35% of India's power transmission and distribution (T&D) equipment manufacturers. (Source: Switch conference at Vadodara in October 2016)

**91.1 FM**  
**CHENNAI**

Chennai has been chosen under the Smart Cities programme by Government of India in FY 2015-16. Apart from this, the city also offers a concoction of classical Carnatic music, western contemporary music and the popular Kollywood movies. (Source: IBEF)

**91.9 FM**  
**KARNAL**

Teej is the most popular festival in Karnal, celebrated in the Hindu month of Shravan with devotional songs dedicated to Shiva and Parvati's love.

**91.1 FM**  
**PATIALA**

Patiala is renowned for the Patiala Gharana of music, which is a fusion of Indian and Pakistani classical music. It was pioneered by Ustad Fateh Ali Khan and Ustad Ali Baksh Khan, while Ustad Bade Ghulam Ali Khan achieved worldwide fame and brought glory to the Patiala Gharana.

**91.1 FM**  
**VIZAG**

Vizag is home to dance forms like Kuchipudi and Bharatnatyam. This city showcases Andhra Pradesh's culture fusion with the Rishikonda Beach Festival and Visakhapatnam Music Festival.

**91.1 FM**  
**COIMBATORE**

Coimbatore is a cosmopolitan hub and it hosts art, music and dance concerts in the months of September and December. It is also home to more than 17% of the fibre textile mills in India. (Source: Confederation of Textile Industry)

**104.8 FM**  
**KANPUR**

Nautanki and Ram Leela provide budding artists a platform to grow in Kanpur. Also, the city is home to several Hindustani classical music artists. It is also the 11<sup>th</sup> most populous city in India and the largest city in the state of Uttar Pradesh followed by Lucknow. (Source: Census 2011)

**91.1 FM**  
**PATNA**

Patna is the 21<sup>st</sup> fastest growing city in the world, and the fifth fastest growing city in India, and is expected to grow at an average annual rate of 3.72%. (Source: World's fastest growing urban areas: City Mayors 2016)



# HEAR, HEAR! THE FUTURE IS HERE...

**Our innovative and refreshing content has enabled us to evolve the FM radio programming space. The introduction of concepts such as humour, agony aunt, awards and talent shows, amongst others, have set new trends for the industry to emulate. Radio City's brand philosophy of Rag Rag Mein Dauda City embraces a micro-local content approach that is deeply reflective of a city's culture and nuances.**

We have revamped our vision, mission and values to make it more relevant to the ecosystem in which we operate. We are aligning our strategies to be the most influential audio entertainment network in the country. Our objective is to help shape an inspiring future that touches lives in more ways than one.

## VISION

To be the most influential audio entertainment network across the country

## VALUES

### Attitude of a Leader

Impactful, innovative and inspiring excellence, yet nimble and agile

### Kehna Karna Nibhana

Relentless focus on execution and consistent performance

### Tough Love

Nurturing employees to deliver over time

## MISSION

To be the leading network that offers the most credible, efficient and global infotainment to enrich people's lives

### Collaborate

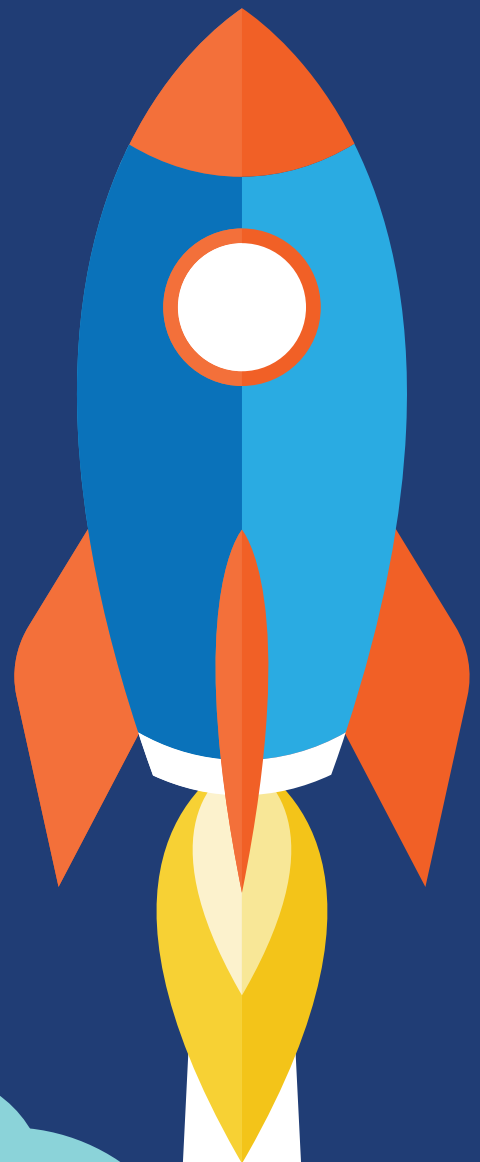
We go further when we do it together

### Accountability

I take onus

### Maintaining Integrity

Even when no one's watching







## LEADERSHIP

**1<sup>st</sup>**

Private FM broadcaster in India

**39**

Radio stations

**51**

Web radio stations

**24.3%**

Market listenership share in Bengaluru, 16.2% in Mumbai

(Source: RAM, TG 12+, average last 4 years till May 2018, Daypart : Mon to Sun 12am to 12am)

## SCALE

**8%**

Radio City grew at 8% vis-a-vis 5% industry growth rate in FY 2017-18

(Source: 15 Market Aircheck Volume Data till date)

**8**

Languages we broadcast in – Kannada, Tamil, Gujarati, Marathi, English, Hindi, Telugu and Punjabi

**11**

Stations acquired in Phase III attained break-even in only 15 months, way ahead of the estimated 2.5 years

**800+**

Playlists

## PROGRESS

**8,300+**

Advertisers prefer us

(Source: RC MIS (internal MIS all segment unique number of clients)

**72%**

Of the Indian population reached after the acquisition of Friends 91.9 FM (subject to MIB approvals)

(Source: IRS Q4 2012, Census 2011 & Radio City Extrapolation)

**111**

Strong team of radio jockeys (RJs)

**~21%**

Increased market share in the 15 aircheck markets in FY 2017-18

(Source: 15 Market Aircheck Volume Data till date)

## REACH

**39**

Markets we are present in

**67<sub>mn</sub>**

Total listenership base

(Source: AZ Research, March 2018 published in April 2018)

# #TRENDSETTERS ROUND THE YEAR

Radio City becomes the first radio network from India to offer Curated Playlists on Apple Music and launched **Apple MusicTop 25** on Radio City, across India.

Radio City's launched an initiative '**City Ka Darbaar**' to make Delhi ka Kona Kona Behtar with BJP Delhi Chief Manoj Tiwari.

Radio City culminated Radio City Super Singer Season 9 with an overwhelming response of **6 lakh** (approx.) participation.

Gig City made an on-ground debut with **4 concerts** in Delhi, Kanpur, Jaipur and Udaipur.

With **Candy Class Season 2**, Radio City taught spoken English to underprivileged children in Pune.

Music Broadcast Ltd ranked **8th** amongst the **Top 10** Best Companies to work for in India, according to **Great Place to Work** study.

Radio City stirred up the digital space with the launch of **Radiocity.in** in Hindi.

Radio City becomes the largest Radio network to reach **67 million** Indians, according to AZ research March 2018 study.

Successfully launched India's biggest listener choice awards, Radio City Cine Awards in **7** languages with over **2 crore** votes.

Radio City launched Radio City Super Singer Junior Season 1 with about **40,000** participations.

Radio City reigned in the awards season nationally and internationally with **66 awards** in FY 2017-18.

Radio City's 'City ki Bullet' culminated in 12 cities in Uttar Pradesh, Haryana, Punjab, Jharkhand and Bihar with over **1.13 crore** registrations.



Radio City partnered with **LMRC** (Lucknow Metro Rail Corporation) to offer specialised content across all Lucknow Metro stations.

Radio City announced the launch of Season 7 of **Slappies** to applaud the worst of Bollywood of 2017.

Radio City Introduced the Next Generation of FM Entertainment – **VideoCity**, India's First Video FM.

Radio City took up the cause for Road Safety in Mumbai this Holi, with **#BlackandWhiteHoli**

RadioCity.in launched **9** new web radio stations in FY 2017-18, with a total of **51** web radio stations.

Radio City launched Gig City 2, India's first-ever Live Radio Concert Season for **5.25 crore** Indians.

Radio City unveiled '**Power of Radio**' study conducted by AC Nielsen, commissioned by Music Broadcast Limited.

Radio City trended in Diwali with the launch of **#TRENDINGCITY**, a newsletter exclusively for advertisers.

Radio City announced version 2.0 of its brand ideology of 'Rag Rag Mein Daude City' with a viral brand film, **Taxi Driver**

Radio City culminated the 5th season of the biggest award that recognises independent music and artists – Radio City Freedom Awards 5.0 – with **13 LIVE** gigs in **10** languages across **8** cities.

Radio City took its most running and loved retro show Kal Bhi Aaj Bhi on ground in Mumbai and Ahmedabad with **Kal Bhi Aaj Bhi LIVE** that celebrated the delightful moments of the Golden Era.

Radio City Launched Star Express – A Celebrity Bonanza for Kollywood Fans, **365 Days** – 365 Superstars, in Chennai.

# INDUSTRY'S MANY "FIRSTS"

## POPULAR PROGRAMMES



### LOVE GURU

**Ranked #1 in Mumbai and Bengaluru for more than 7 years.**

(Source: RAM, Share%, 12+ All, Mon-Sat, Week 1 2011 – Week 29 2018) | Place of Listening: All, Mumbai - 11pm-12am & Bangalore - 8pm-12am)

The award-winning show, Radio City's 'Love Guru', has been the go-to show on relationship counselling, companionship and comfort for the last 17 years. Love Guru's presenting style and his inimitable voice blends the best of old-school radio and modern relationship advice; it has made him the most reliable authority on problems of the heart.



### KAL BHI AAJ BHI

**Ranked #1 in Mumbai for more than 7 years.**

(Source: RAM, Mumbai, Share%, 12+ All, Mon-Sat, Place of Listening: All, 9pm-11pm, Week 1 2011 – Week 29 2018)

The most-loved retro show on radio over the years which made retro an integral part of our lives. With melodious music from yesteryears, it is garnished with stories unheard of in the musical journeys of the evergreen stars.



### BABBER SHER

Award-winning sparkler Babber Sher has been running successfully on-air for more than a decade. It is such a hilarious concept that it has become synonymous with humour on radio.





## TENTPOLE PROPERTIES



### GIG CITY SEASON 2

After an astounding response in the previous year, Gig City Season 2 was launched with a talented line-up of artists like KK, Kailash Kher, Shankar Mahadevan, Benny Dayal and Mika who got whopping 5.25 crore Indians grooving to their tunes.



### RADIO CITY SUPER SINGER SEASON 9

Radio City Super Singer got grander this year with the contest reaching across 39 markets. The season witnessed people participation of ~6 lakh.



### RADIO CITY FREEDOM AWARDS 5

This platform is meant to recognise, honour and celebrate the essence of independent music across genres and languages. In FY 2017-18, the property was executed with 13 LIVE gigs in 10 languages across 8 cities and garnered 864 entries with 16,000 votes.

## PIONEERING MOVES



### VIDEOCITY

Radio City announced the beta launch of India's first video FM, VideoCity – a platform that allows listeners to consume FM in a video format. The contemporary innovation aims to transform radio from being a listener-only medium to an experiential digital multimedia platform by providing a sneak peek into the radio studio.

### COLLABORATION WITH APPLE MUSIC

Radio City became the first Indian radio network to offer curated playlists on Apple Music. We shared favoured playlists inspired by our popular shows such as Kasa Kaay Mumbai, Flashback Cassette, and Love Guru. Radio City becomes the first radio network to offer curated playlists available to worldwide subscribers of Apple Music.



### RADIO CITY SUPER SINGER JUNIOR

India's first singing talent hunt for young and aspiring singers on the radio. In its first year, the activity received an encouraging response in 39 markets with total participation of 39,856 contestants.

### PARTNERSHIP WITH LUCKNOW METRO RAIL CORPORATION (LMRC)

Radio City entered into an exclusive partnership with LMRC to provide specialised content across all 8 Lucknow metro stations under the Phase I plan.

### CITY CINE AWARDS

To recognise and applaud the stars of regional film fraternities, Radio City hosted City Cine Awards in Telugu, Tamil, Kannada, Gujarati, Bhojpuri, Marathi, and Punjabi. The stars and technicians were awarded in the presence of luminaries from the respective fraternities.





# UNLEASH THE POWER OF RADIO

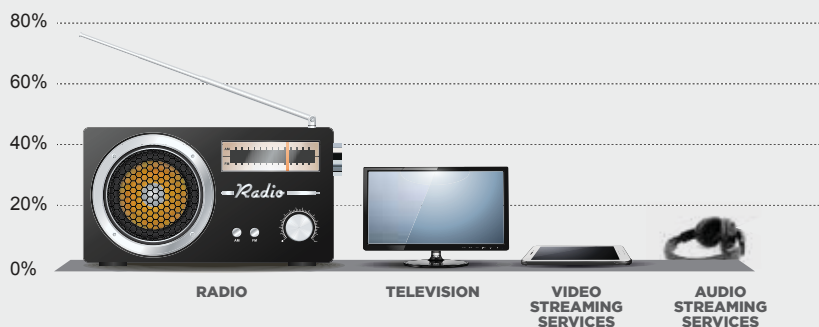
**Asking the big questions no one in the industry has ever asked before.**



## Q1.

**Which medium is favoured by the audience as the most trusted and credible source of information?**

**If you haven't heard it on radio, it's probably not true.**



**Radio is the most trusted and credible source of information.\*  
Tune in now to experience the Power of Radio.**

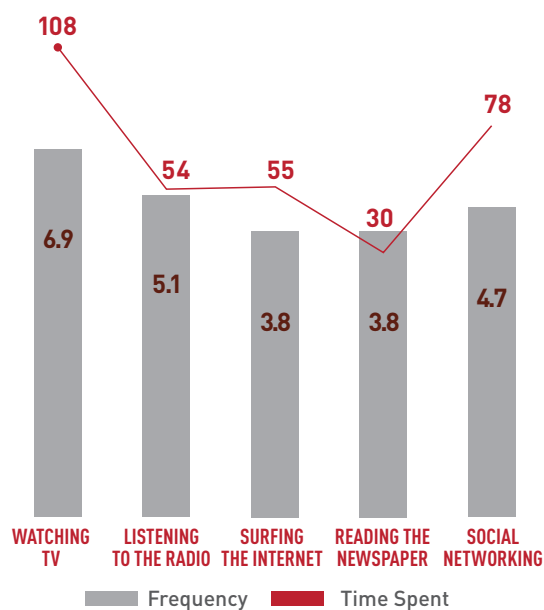
\*70% have said that radio applies to having credible and well researched information in Metros. 60% have said Radio applies to having credible and well-researched information in non-metros.  
\*A study by Nielsen commissioned by Music Broadcast Limited.



# Q2.

**Which is the 2<sup>nd</sup> most-accessed media amongst listeners?**

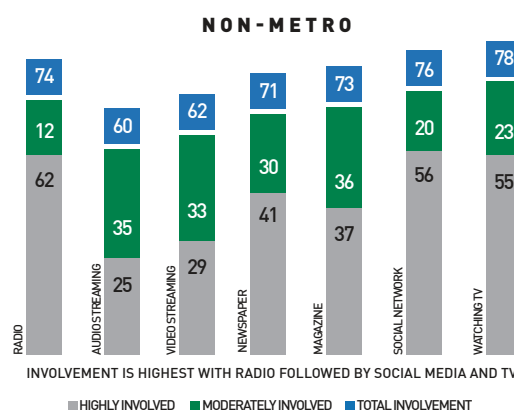
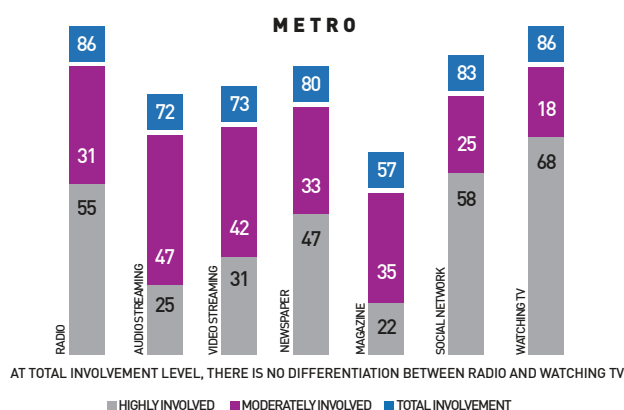
**RADIO IS THE  
2<sup>ND</sup> MOST-  
ACCESSED MEDIA,  
WITH LISTENERS  
TUNING IN TO  
RADIO 5 DAYS  
A WEEK IN  
METRO CITIES**



# Q3.

**Which media evoked highest involvement in consuming media content?**

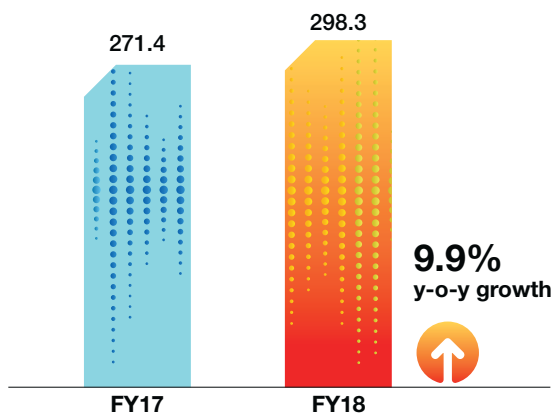
**Level of involvement with media content: Metro v/s Non-metro**



# KEY PERFORMANCE INDICATORS

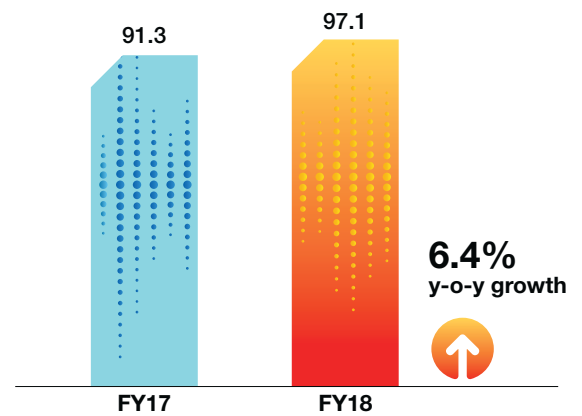
## Revenue

(₹ crore)



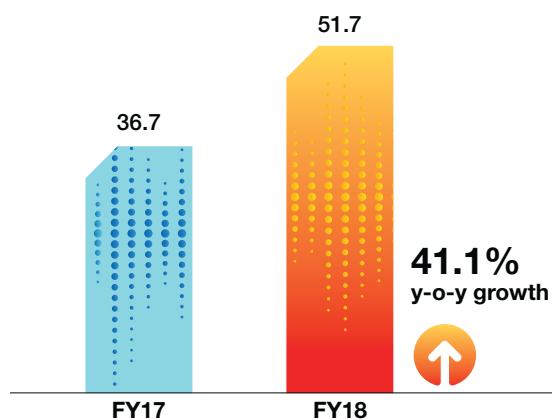
## EBITDA

(₹ crore)

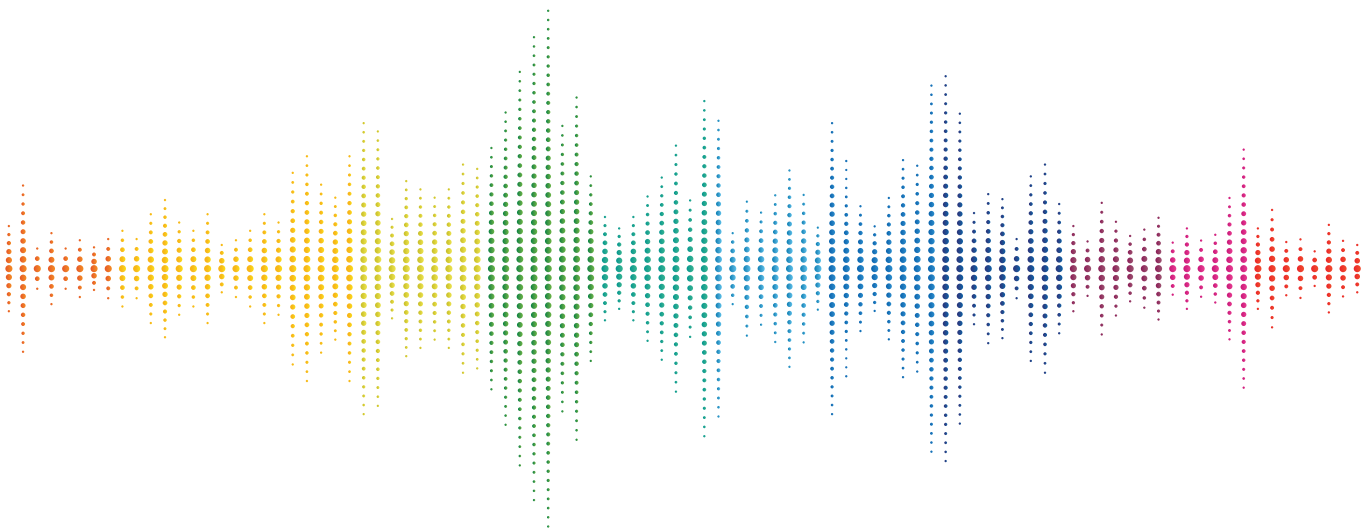


## PAT

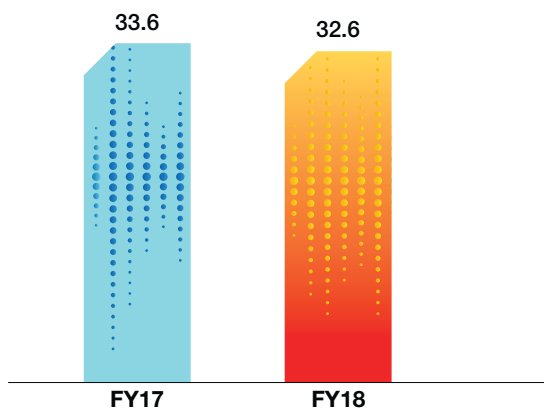
(₹ crore)



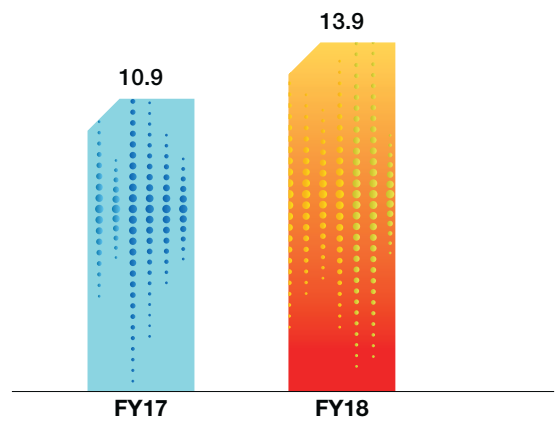




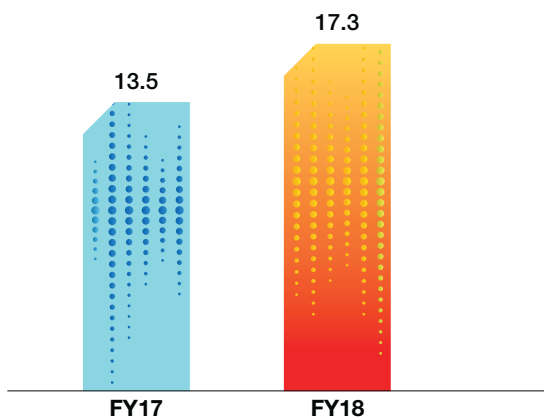
**EBITDA margin (%)**



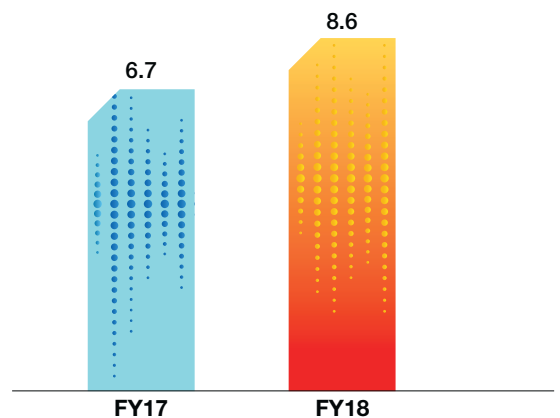
**Return on capital employed (ROCE) (%)**



**PAT margin (%)**



**Return on net worth (RONW) (%)**



# CHAIRMAN'S PERSPECTIVE

## Dear Shareholders,

The financial year 2017-18 was eventful, as India's macroeconomic sentiment remained optimistic for most of the year. The country's GDP grew by 6.7% during FY 2017-18 and powered ahead by 7.7% in the fourth quarter, after the twin impacts of remonetisation and Goods and Services Tax (GST) implementation began to wane. If we take a broad perspective, even with this sluggish pace, the 4-year average GDP growth has been 7.3%, the highest among the world's major economies. With rapid GST implementation and consistent focus on solving the issues related to non-performing assets of banks, the economy is heading towards enhanced momentum.

Supported by favourable demographics, improving performance of several advertiser sectors and a huge demand for information and knowledge, India's Media and Entertainment (M&E) sector is seeing an interesting change. The reach of media is expanding significantly. This is not only driven by traditional media like television, radio and print, but also by the digital evolution. Media consumption is growing exponentially, based on growing choices and rising opportunities of access; with consumers consuming the content of their choice, at the place of their choice, in the language of their choice and at the time of their choice.

India's M&E industry is expected to grow by 11.6% CAGR to touch ₹2 trillion by 2021 from ₹1.5 trillion (US\$ 22.75 billion) in 2017. The country remains one of the highest spending and fastest growing advertising markets globally. India's advertising expenditure is expected to grow at 12.1%.

### OUR PERFORMANCE

During FY 2017-18, we grew by 10% with revenues of ₹298.24 crore vis-à-vis ₹271.42 crore in the previous year. As a result, our EBITDA increased to ₹97.09 crore in FY 2017-18 from ₹91.25 crore last year. The operating margins stood at 33% vis-à-vis 34% in FY 2016-17, with a 1% margin dip attributable to Phase III investments.

# 10

**During FY 2017-18, we grew by 10% with revenues of ₹298.24 crore vis-à-vis ₹271.42 crore in the previous year.**

# 72%

**With the acquisition of Friends 91.9 FM, our coverage has increased from 62% to 72% of the FM population (subject to MIB approvals).**

(Source: IRS Q4 2012, Census 2011 & Radio City Extrapolation)

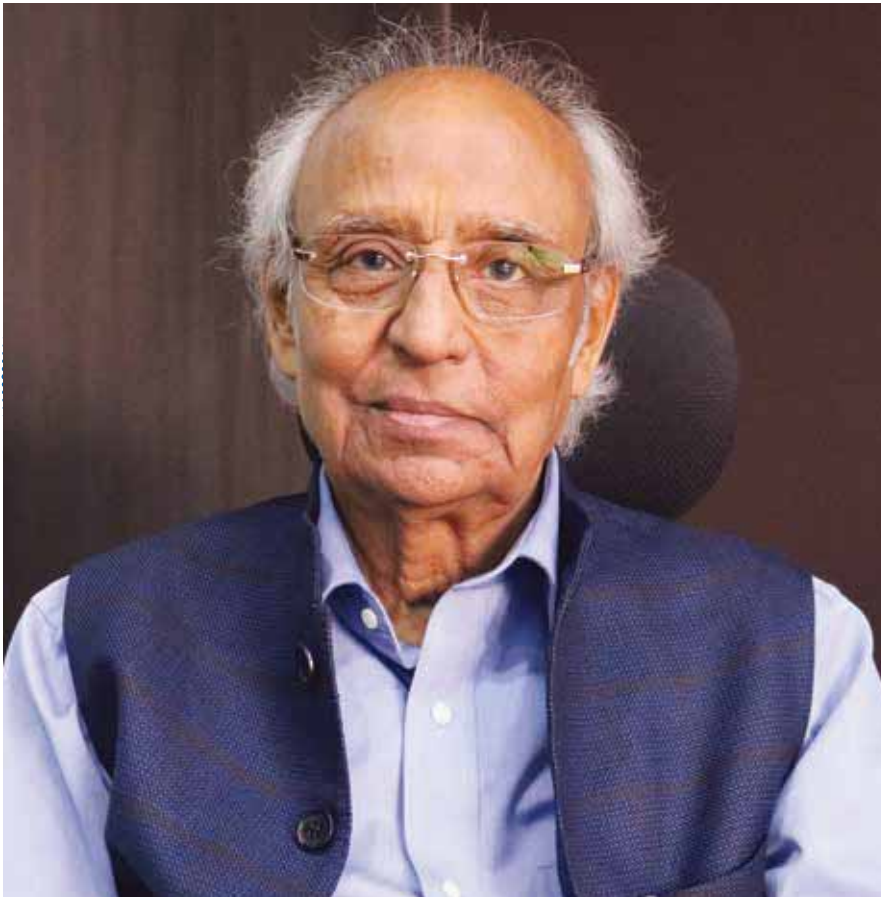
The net profit reported ₹51.72 crore against ₹36.66 crore reported last year, a 41% escalation.

We continue to adhere to our strategy of widening our reach in this Phase of FM's expansion. Our aim is to be present across all relevant markets of the country to attract quality advertisers and thus sustain our leadership by reaching out to more audiences. Our focus on content innovation has paved the way to reinforce our leadership position across markets.

We have a portfolio of 39 radio stations, excluding the recently acquired Friends 91.9 FM in Kolkata (subject to MIB

approvals). This acquisition was done with a view to be present in the markets where Radio City is yet to make a difference. With this acquisition, our coverage has increased from 62% to 72% of the FM population (subject to MIB approvals) (Source: IRS Q4 2012, Census 2011 & Radio City Extrapolation). We are confident that tying up with a brand like 'Friends FM', which has a strong local team, supported by our national presence will benefit us in creating EPS-accretive opportunities. The stations acquired under Phase III policy are operationalised and have started contributing to the revenue and also have achieved EBITDA breakeven in FY 2017-18 Q4. Our presence across Tier I, II and III cities serves various national and local advertisers as well as various sectors of the industry.

We also have a digital presence with 51 web radio stations, present across 10 languages with over 800 playlists and approximately 40 million streams. (Source: Lasopi & Purple Stream). We have our web presence across [www.radiocity.in](http://www.radiocity.in) and [hindi.radiocity.in](http://hindi.radiocity.in). To make the radio experience more experimental, we launched VideoCity last year, which offers a range of customised programmes comprising celebrity interviews, viral videos, live studio, traffic updates, curated playlists and much



more. We believe in understanding the choices and preferences of our listeners and localising our content to suit listenership habits. This has helped us maintain leadership in several markets.

We have been ranked No. 1 in Mumbai, Pune, Ahmednagar, Bengaluru, Baroda, Surat, Jaipur, Delhi, Lucknow, Nagpur, Vizag, Gorakhpur, Hisar and Karnal (Source: AZ Research, TG 12+, Period - March 18 Weekly Listenership). A recent research report commissioned by MBL entitled 'Power of Radio', highlighted radio as having the second-highest ad-attention, compared to all other media. Thus, in terms of ad effectiveness, radio ads were the second most-effective in driving purchase intent. Radio, as a medium, also turned out to be the most trusted and credible information source with RJs being key influencers amongst their listeners.

After the success of Tamil, Kannada and Telugu Cine Awards, Radio City extended its IP into Marathi, Bhojpuri and Punjabi

markets with cumulatively over 2 crore votes, making Cine awards a grand hit amongst listeners. Radio City Freedom Awards 5.0, which honours and celebrates the essence of independent music across genres and languages, was executed with 13 LIVE gigs in 10 languages across 8 cities and garnered 864 entries and 16,000 votes.

#### **RADIO CITY TEAM**

We believe that operational excellence is achieved through a continuous emphasis on processes, research and best-in-class people practices. Our focus on people has ensured that we are one of the best places to work at across industries, and the employer of choice in the media industry. We believe in building an experienced team, which delivers industry-leading performance. In order to improve the skill sets of our employees, we conduct various training programmes and focus on developing talent for the radio industry.

#### **SOCIAL COMMITMENT**

We are helping build an empowered society through educational and vocational training, to assist children associated with orphanages and blind schools gain sustainable employment. In FY 2017-18, we contributed ₹1.03 crore towards our CSR initiatives, primarily in the form of financial aid to organisations, such as Happy Home and School for the Blind and Saath Charitable Trust.

#### **WAY FORWARD**

To further increase the penetration of radio, in December 2017, the Cabinet gave its approval for the e-auction of Batch 3 of private FM radio Phase III. Under this batch, the Government was expected to auction 683 radio frequencies in 236 smaller cities, thus becoming an alternative local medium with an increased listener base. The industry is also working on implementing its own measurement across 21 cities, pilots of which are expected to begin in 2018.

Going with the brand philosophy, Rag Rag Mein Daude City, our strategy is to remain as local as possible across markets and also become the most influential FM network in the country.

The radio industry is bound to see faster growth compared to the traditional medium for several years to come as it moves from its nascent stage to a more mature one. As a leader, we expect to benefit from this fast-paced growth and expand our market share even further.

Before I conclude, I would like to thank our advertisers, shareholders, government, bankers and most importantly our Radio City team, who have contributed to our growth story.

I am confident that Radio City will continue to deliver on stakeholder expectations and live up to the trust reposed in it.

Warm regards,  
**VIJAY TANDON**



# INFLUENCING OPINIONS AND DRIVING POSITIVE CHANGE





## INDUSTRY

- We are the first and the oldest FM broadcaster in the industry with ~40% oversubscription in March 2018 listing
- We are India's leading FM broadcaster with presence across 39 key markets, comprising 72% (subject to MIB approval) of the country's FM population  
(Source: IRS Q4 2012, Census 2011 & Radio City Extrapolation)
- With pioneering moves and influential campaigns, we have won over 66 awards nationally and internationally



## LISTENERS/ CONSUMERS

- Our philosophy of 'Rag Rag Mein Daude City' aims at invoking the feeling of city passion by tapping into each city's local culture, sights and sounds
- With longest-running shows like Love Guru, Babber Sher and Kal Bhi Aaj Bhi, we are ruling hearts with love, humour and music



## SOCIETY

- Our corporate social responsibility (CSR) initiative of 'Be the Change' supports schools and orphanages for the visually challenged by helping them develop infrastructure and provide education across 13 cities and 16 NGOs



## TRADE

- We are engaging with ~67 million Indians, according to AZ Research, March 2018
- We have been the No. 1 radio station in Bengaluru and Mumbai with 24.3% and 16.2% market share, respectively, as per RAM, TG 12+, average last 4 years till May 2018, Daypart: Mon to Sun 12am to 12am
- We engaged with over 8,300+ advertisers in FY 2017-18



## EMPLOYEES

- We are India's No. 1 radio network for 17+ years and have been consistently featuring in the Great Place to Work (GPTW) survey
- Ranked 8th in GPTW amongst Top 100 best organisation across India
- Music Broadcast Ltd. was awarded the best in 'Media and Entertainment Industry' and 'Career Management Category' by Great Places to Work in 2017



## SHAREHOLDERS

We provide relevant information about:

- Financial and non-financial position of the Company
- Risks and KPIs
- Corporate governance and future strategies
- Sustainable development and sustainability reports
- Annual general meetings (AGMs) and annual reports

# RAG RAG MEIN LEADERSHIP

WITH OVER 17 YEARS OF EXPERIENCE IN THE RADIO INDUSTRY, WE HAVE ESTABLISHED A LEADERSHIP POSITION IN TERMS OF EVOLVING A RICH INDUSTRY INSIGHT, PRESENTING RELEVANT OFFERINGS SUPPORTED BY BEST-IN-CLASS TECHNOLOGY AND IMPLEMENTING CONTEMPORARY PROCESSES AND PRACTICES.

## INDUSTRY FRONT RUNNER

### Mindshare

At Radio City, we attained leadership position in large markets and have been recognised as the No. 1 radio station by AZ Research March 2018 study in terms of listenership. We have been ranked No.1 in Mumbai, Bengaluru and Delhi under 'Top of Mind' brand recall.

### Inter-city networking

We are amongst the first radio stations to have networking capabilities across cities. For instance, in Maharashtra, we broadcast in five cities, namely Sangli, Nanded, Jalgaon, Sholapur and Akola from a single hub out of Ahmednagar.

### Content and communication expertise

We collaborate with independent agencies (AZ Research, RAM, AirCheck and Ormax Media) to analyse music, content and time-band preferences of our target audience, and then develop specific content to suit local preferences and target segments.

### Offerings

#### Right shows at the right time

We pioneered shows like Love Guru, Babber Sher, Joke Studio, Gig City and others. The localisation of content was best suited to each city's unique tastes and preferences, leading to higher retention of listenership.

#### Refreshing initiatives

New programmes like the RadioCity.in launch, Rag Rag Mein Daude City 2.0, FM VideoCity and Radio City Freedom Awards among others made us market leaders.

#### Greater outreach

We made a strategic presence at the Phase I, II and III expansions in cities like Mumbai, Delhi, Bengaluru, Chennai, Pune, Hyderabad, Ahmedabad, Kanpur, Patna, Madurai, Nashik and Udaipur, among others. Phase III stations are growing rapidly and running at better utilisations, achieving EBITDA break-even in the last quarter of FY 2017-18. Our cost-effective entry with Radio Mantra at Agra, Bareilly, Gorakhpur, Varanasi, Jalandhar, Ranchi, Hissar and Karnal brought us cost advantages over competitors.





## RADIO INDUSTRY TRENDS

**405**  
**Frequencies**

INCREASED FREQUENCIES  
FROM 243 TO 405 POST PHASE  
III, BATCH 2

(Source: KPMG India - FICCI Indian Media  
and Entertainment industry report, 2017)

**15**  
**Years**

INCREASED THE LICENCE  
PERIOD TO 15 YEARS IN  
PHASE III

(Source: KPMG India - FICCI Indian Media  
and Entertainment industry report, 2017)

**Future**  
**Growth prospects**

RADIO'S SHARE IN THE OVERALL  
ADVERTISING REVENUE RANGES  
AROUND 4-5%, WHICH IS  
LOWER THAN MANY DEVELOPED  
COUNTRIES WHERE THE SHARE  
IS ~7-10%

(Source: KPMG India - FICCI Indian Media and  
Entertainment industry report, 2017)

**Non-metro**  
**Opportunity**

SHARE OF LISTENERS TUNING IN TO  
RADIO FROM HOME IS 60% IN METRO  
AND 72% IN NON-METRO, AS PER  
NIELSEN REPORT 2017

(Source: Power of Radio, AC Nielsen Report,  
November 2017 )

**49%**  
**FDI limit**

THE FDI LIMIT IN PRIVATE  
FM RADIO WAS INCREASED TO  
49% IN 2015

(Source: KPMG India - FICCI Indian Media and  
Entertainment industry report, 2017)



# FORERUNNERS OF A DIGITAL REVOLUTION

India is rapidly transforming into a digital-first society and we see it as an exciting opportunity to make a difference in our industry. We are now available across popular digital platforms such as online radio, mobile apps and social media including visual radio.

Our 24x7 online radio station ([www.radiocity.in](http://www.radiocity.in)) plays 51 radio stations in 10 languages and 800+ playlists, generating around 40 million streams. The Radio City mobile app plays 36 radio stations in 9 languages, 800+ playlists with 12,000 songs and 3,500+ podcasts.



## APPLE MUSIC

Radio City becomes the first radio station to partner with Apple Music as curator and affiliate partner.



## AMAZON ALEXA

Radio City becomes India's first radio station to partner with Amazon Alexa, an intelligent personal assistant. It streams online radio content of RadioCity.in Gold stations.



**3.76** million  
Likes



**3.06** lakh  
Followers



**58.6** Thousand  
Followers



## adswizz

### ADSWIZZ

RadioCity.in becomes India's first online radio network to partner with one of the largest programmatic ad buying platforms - Adswizz. With the fast-growing demand for audio content in Indian markets, we have started harnessing digital audio consumers from the subcontinent (via adswizz) in recent times, which was primarily driven through US and UK markets. This is an ongoing association between the parties.



### YOUTUBE SILVER AWARD

Radio City receives Youtube Silver Award for having over 1 lakh subscribers.



### CITY CINE AWARDS – TELUGU

We created a microsite ([www.radiocity.in/ccat](http://www.radiocity.in/ccat)) in which Telugu fans globally could nominate and vote for the best in Telugu cinema. The voting phase continued for 2.5 weeks and we received over 1.33 crore votes across 12 categories.



### RADIOCITY.IN

It has 51 web radio stations and the average monthly listenership is 35 million streams. Web radio stations (Hip Hop, Remix, Punjabi, Rabindra Sangeet and Rajinikanth Hits) were launched this year.



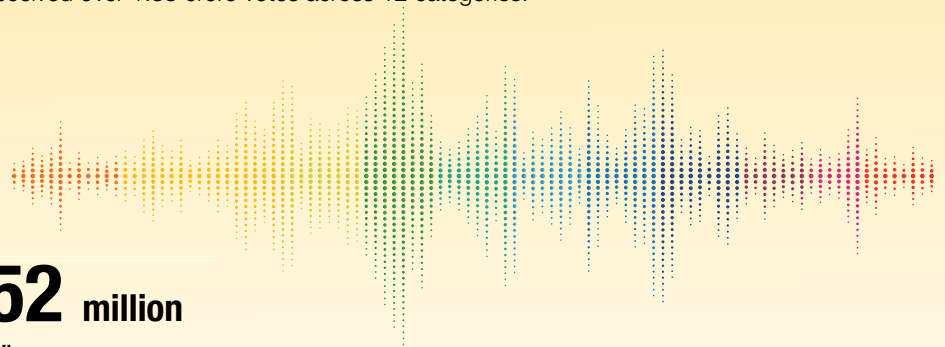
### RADIO CITY FREEDOM AWARDS 5

Radio City Freedom Awards is the most definitive platform to recognise, celebrate and honour the essence of independent music in India. The year 2017 saw our fifth edition and one of the best editions so far. We had 13 gigs in 8 Indian cities followed by a grand finale in Mumbai, having also received record-breaking registrations of 864 entries followed by 16,000+ votes.

# You Tube

**2.3** lakh  
Subscribers

**52** million  
Views





# PEOPLE AND CULTURE DRIVE PERFORMANCE

**AT RADIO CITY, OUR SUCCESS DEPENDS ON HAVING A TALENTED AND DIVERSE WORKFORCE TO MEET THE CHALLENGES OF THE FUTURE, AND AT THE SAME TIME, MAKE THE MOST OF ALL THE OPPORTUNITIES UNFOLDING ON THE HORIZON.**

We are focused on retaining the skills required to maintain safe and reliable operations, while attracting and developing individuals with relevant capabilities to grow the business in new ways. During FY 2017-18, we emphasised on enhancing employee engagement initiatives.

**Some of the initiatives comprised of the following:**



## **Inauguration of crèche on Children's Day**

On the occasion of Children's Day, we inaugurated a crèche (Giggles) to provide extended support to employees. Parents can now bring their children to office and devote maximum time to their profession.



## **Happy Hours**

We have created a designated space for our employees to take a break from their busy schedules and play games. Besides, quarterly tournaments are conducted to encourage team camaraderie.



## **Online Mr. Fixit**

We re-launched our online formal platform Mr. Fixit; to encourage more innovative suggestions from our employees and resolve their queries at quicker place.

We also introduced Fixit Help Desk, which is conducted mostly on last Wednesday of every month wherein any employee can reach out to HR if there are any queries, concerns or suggestions.



## **Office on go**

We launched the revised laptop policy earlier this year to provide ease and accessibility to our sales team while in office or on field.





### Radio City School of Broadcasting (RCSB)

We started this initiative in 2009 to groom India's young radio professionals by imparting high standards of education and grooming of high standards. This has made a significant impact in the industry with 94 radio professionals passing out from RCSB. We completed the convocation ceremony of RCSB Batch XI and will soon be starting with Batch XII.

### Employee motivation and development initiatives

We practise a participatory style of management at all levels, ensuring that our members are a valued part of the team. We develop a sense of ownership and accountability among employees and involve them in responsible decision-making. There have been 680 man-days of training for employees to upgrade their skills.

### We undertook the following initiatives during the year under review:

- Involved employees in the BSC/ KRA Formation meets to discuss the organisational framework and goals for the upcoming year
- Initiated the inclusion of our Chief Executive Officer (CEO) in appraisal meets to give employees a sense



of assurance for fair performance analysis

- Conducted coaching, mentoring and counselling of subordinates as part of the KRA for senior-and-middle level managers
- Commenced the monthly, quarterly and annual rewards and recognition programmes for best performers at Radio City to encourage employees
- Reinforced a platform (Appraisal Q&A) through which employees can connect with their respective functional heads, regarding any appraisal-related queries

- Revamped our Vision, Mission and Values, ensuring that employees feel connected and develop a sense of belonging to the organisation

### Road ahead

Our priorities for FY 2018-19 are:

- Conduct cultural workshops and build cultural excellence
- Upgrade talent through cross-functional KRAs and encourage reverse mentoring
- Impart extensive training programmes, knowledge sharing sessions and leadership workshops for talent grooming

# 780

Team strength

# 233

Talent hired in FY 2017-18

# 8<sup>th</sup> Rank

MUSIC BROADCAST LTD. HAS BEEN RANKED 8<sup>th</sup> IN GREAT PLACE TO WORK (GPTW) AMONGST TOP 100 BEST ORGANISATIONS ACROSS INDIA

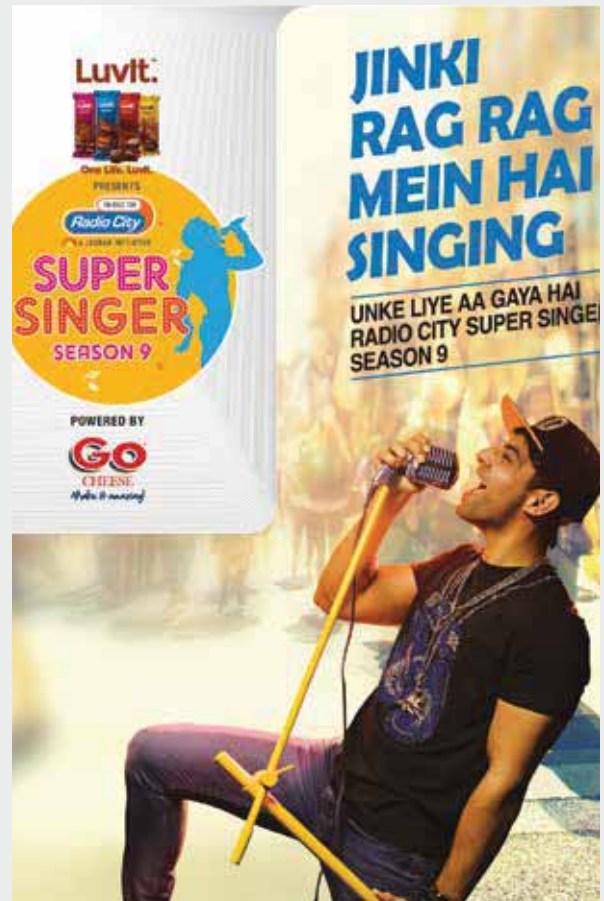


### Great place to work

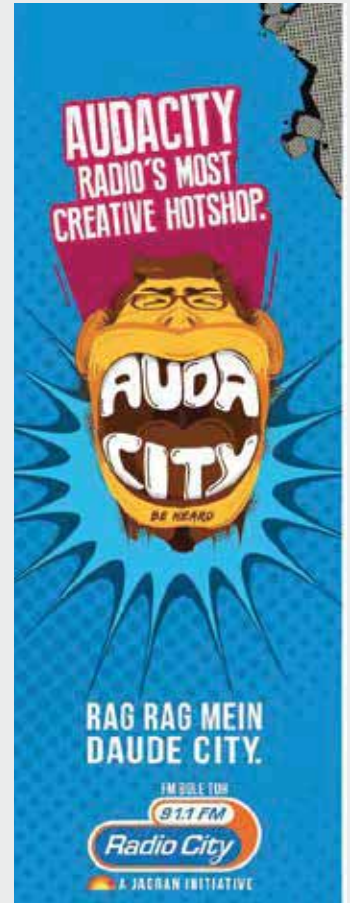
Music Broadcast Ltd. has been awarded the best in 'Media and Entertainment' industry and 'Career Management' category by GPTW survey 2017. We have been consistently featuring in India's Best Companies to work for (GPTW survey 2013, 2014, 2015, 2017).



# MARQUEE CAMPAIGNS







## BE THE CHANGE

**We are motivated to drive positive change and create an enduring impact on the communities where we operate. Our social investments support the efforts of communities and help enrich lives in more ways than one.**



This financial year we celebrated a week-long CSR drive, 'Be the Change', in association with Daan Utsav. The activities included an NGO exhibition, Radio City Wish Tree and a day at the NGO. The differently-abled exhibited their products, which were enthusiastically purchased by our employees.

The Wish Tree had wishes from the orphanage and old-age homes, towards which our employees contributed generously. A day at the NGO was well spent with the elderly and children with active participation of kids in the singing, dancing and talent hunt competitions. This was possible with the help of our 123 volunteers across all levels.



### PROGRAMMING LED ON-AIR CSR ACTIVITIES

We have been supporting social and environmental causes through our programming initiatives since over a decade. A few of them are mentioned below:

#### Radio City #BlackAndWhiteHoli

In Mumbai, speed breakers claimed 9 lives in a month because the paint on them was not visible. We took to the roads to paint these speed-breakers for a better and safer city. This was conducted during Holi, and named 'Black and White Holi'. Many authorities and Bollywood celebrities came together for this activity, like Vishwanath Mahadeshwar (Mayor, Mumbai), Saif Ali Khan, Parineeti Chopra, Sonakshi Sinha, Arshad Warsi and many more. The activity got the Shield Award and a Gold at the Golden Mikes.

#### Diwali Ek Rupaye Wali

Radio City's Diwali Ek Rupaye Wali campaign aimed at raising funds for girls from red light areas of Mumbai. The idea behind asking for a simple one rupee donation was to emphasise the oneness, i.e. the unity of Mumbai, and in the process, establish Radio City as the most trusted and engaging radio brand in Mumbai. The overwhelming response caught the celebrities' eye and several celebs like Kunal Kapoor endorsed the campaign.

#### Candy Class

We had partnered with candy vendors on whose cycles we tied a radio-set to impart spoken English lessons every weekend to the underprivileged children in the vicinity of Dharavi, Mumbai. This was followed by Zed Bridge near the Deccan area in Pune. Hosted by RJ Archana and RJ Shonali, in 20 minutes of uninterrupted airtime, Candy Class aimed

at imparting crucial life skills to children, who sat around the Candy cycle, enjoyed free candies and listened to the channel. We are exceptionally proud of this property as it got us international laurels at the New York Festivals, Grand Prix Spikes Asia awards and nomination at the Cannes festival.

#### Nikita ki Kahani

Through an on-air fundraising campaign for a visually impaired bright student wanting to pursue her education, we collected funds through significant social media coverage. We won the New York Radio Award this year for this campaign.

#### Radio City: Dilli versus Crime

We kicked-off a four-week campaign Dilli vs Crime to address issues like road rage, crime against women and drugs after the city's Special Commissioner - Women Safety and Airport Modernisation commented that Delhi Police is short





10

Number of locations where  
CSR initiatives were conducted

1,221

Students funded so far

123

Volunteers

of ~45,000 people. Along with more than 10 sting operations, the station echoed the voice of regular listeners, policy makers and authorities. The Radio City-led spark transformed into a petition revolution. Change.org created a dedicated URL where more than 32,000 individuals signed the petition for making the national capital safer. The campaign won at the New York Festivals, as well as Golden Mikes India.

#### Power of Radio: Delhi

We showcased the 'power of radio' by helping locate a missing teenager. RJ Yuvi mobilised the Radio City listeners after a frantic father connected with him to help locate his 13-year-old son Yuvraj, who was missing for two days from his hometown Agra. The boy was last spotted at a metro station in a CCTV footage in Faridabad. After RJ Yuvi's Public Service Announcement (PSAs), the entire city collaborated to find the boy. Young Yuvraj was spotted by a Radio City listener and reunited with his family in less than 5 hours which clearly demonstrated the Power of Radio City. The hashtag #PowerOfRadio trended on Twitter with more than 80 lakh impressions in a single day and Indian celebrities like Ajay Devgan (film superstar), Daler Mehndi (King of Indian Pop), Harbhajan Singh (Cricketer), Rajkumar Rao (internationally acclaimed Indian Actor) Sangram Singh (Wrestler-Commonwealth medalist) quoted and retweeted the Radio City post congratulating Yuvraj's family.



#### Vototsav – Vote with Pride, Ahmedabad

When 2,000 youngsters go out to vote for the first time, their excitement is palpable. But it is on the D-day that they realise there is a process of registration, cards and much more. We launched one of our most ambitious projects 'Vototsav – Karo Vatt thi Vote' (festival of voting – vote without fear) to sensitise, encourage and educate the young voters of Ahmedabad. An anthem song, carnival, flash mobs, vote-a-party, street plays, hoardings,

mega concerts, kiosks and an extensive online campaign marked this effort. This campaign resulted in Radio City receiving the Best Campaign award nationally, from the city's collector. The Power of Radio City could be seen in the turnout of 90,000 plus new voters in elections along with a huge surge in voter registrations and most importantly, the satisfaction among the youth for having contributed to nation-building.





# RADIO CITY'S WALL OF FAME



Great content can make  
you win the maximum awards!

The network of choice in radio advertising

Winner of 66 awards Worldwide.



# THE INFLUENCERS



RJ Harshil, Ahmedabad



RJ Shonali, Pune



RJ Ginnie, Delhi



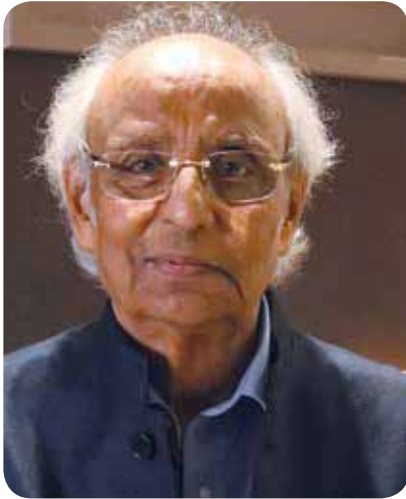
RJ Salil and RJ Archana, Mumbai



RJ Nethra, Bengaluru



# BOARD OF DIRECTORS



**MR. VIJAY TANDON**

Non-Executive Chairman (Independent)



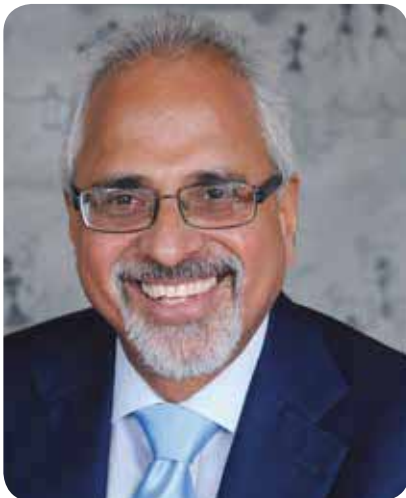
**MS. APURVA PUROHIT**

Non-Executive Director



**MR. ANUJ PURI**

Non-Executive Independent Director



**MR. MADHUKAR KAMATH**

Non-Executive Independent Director



**MR. RAHUL GUPTA**

Non-Executive Director





# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**Mr. Vijay Tandon**

[DIN: 00156305]

Non-Executive Independent Chairman

**Mr. Anuj Puri**

[DIN: 00048386]

Non-Executive Independent Director

**Mr. Madhukar Kamath**

[DIN: 00230316]

Non-Executive Independent Director (w.e.f. May 25, 2017)

**Ms. Apurva Purohit**

[DIN: 00190097]

Non-Executive Director

**Mr. Rahul Gupta**

[DIN: 00359182]

Non-Executive Director

## KEY MANAGERIAL PERSONNEL

**Mr. Abraham Thomas**

Chief Executive officer

**Mr. Prashant Domadia**

Chief Financial Officer

**Mr. Chirag Bagadia**

Company Secretary & Compliance Officer

## AUDIT COMMITTEE

Mr. Vijay Tandon – Chairman

Mr. Anuj Puri

Mr. Madhukar Kamath (w.e.f. May 25, 2017)

Ms. Apurva Purohit

## NOMINATION & REMUNERATION COMMITTEE

Mr. Anuj Puri – Chairman

Mr. Vijay Tandon

Ms. Apurva Purohit

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Ms. Apurva Purohit – Chairperson

Mr. Anuj Puri

Mr. Rahul Gupta

## STAKEHOLDERS' RELATIONSHIP COMMITTEE

Ms. Apurva Purohit – Chairperson

Mr. Anuj Puri (w.e.f. November 01, 2017)

Mr. Rahul Gupta

## STATUTORY AUDITORS

**M/s. Price Waterhouse Chartered Accountant LLP**

(FRN: 012754N / N500016)

## INTERNAL AUDITORS

**M/s. KPMG**

## PRINCIPAL BANKER

**HDFC Bank Limited**

## DEBENTURE TRUSTEE

**IDBI Trusteeship Services Limited**

Asian Building, Ground Floor, 17, R. Kamani Marg,  
Ballard Estate, Mumbai – 400 001.

## REGISTRAR & SHARE TRANSFER AGENT

**Karvy Computershare Pvt. Ltd**

[For Equity Shares]

Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,  
Nanakramguda, Serilingampally Hyderabad – 500 032

## Alankit Assignments Limited

[For Non-Convertible Debentures]

Alankit Assignments Limited, Alankit Heights, 1E/13, Jhandewalan  
Extension, New Delhi - 110055

## REGISTERED OFFICE

5<sup>th</sup> Floor, RNA Corporate Park, Off. Western Express Highway,  
Kalanagar, Bandra (East), Mumbai – 400 051

Tel: +91 22 66969100, Fax: +91 22 26429118

E-mail: investor@myradiocity.com

CIN: L64200MH1999PLC137729

Website: www.radiocity.in

## DIRECTORS' REPORT

The Board of Directors of the Company are pleased to submit their Nineteenth Annual Report together with the Audited Accounts statements for the financial year ended March 31, 2018.

### 1. FINANCIAL RESULTS:

The summarized financial results of the Company for the financial year ended March 31, 2018 as compared to the previous year were as under:

(₹ in Lakhs)

Particulars	F.Y. 2017-18	F.Y. 2016-17
Income –		
Revenue from Advertisement	29,824.78	27,141.61
Other Income	1,938.34	443.65
<b>Total Income</b>	<b>31,763.12</b>	<b>27,585.26</b>
Expenditure –		
Administration & other expenses	20,115.89	18,016.41
Interest	1,497.86	1,901.32
Depreciation and amortization expenses	2,626.92	1,967.69
<b>Total Expenditure</b>	<b>24,240.67</b>	<b>21,885.42</b>
<b>Profit before Exceptional items and Tax</b>	<b>7,522.45</b>	<b>5,699.84</b>
Less: Exceptional items	0.00	0.00
<b>Profit/(Loss) for the year before tax</b>	<b>7,522.45</b>	<b>5,699.84</b>
Less: Current Tax	1,648.07	1,335.06
Deferred Tax expense	702.68	698.87
<b>Profit for the year</b>	<b>5,171.70</b>	<b>3,665.91</b>
Other comprehensive income		
Items that will not be reclassified to profit or loss		
-Re-measurements of post-employment benefit obligations	5.50	-170.17
Add: Income tax relating to these items	-1.90	58.89
<b>Other comprehensive income for the year, net of tax</b>	<b>3.60</b>	<b>-111.28</b>
<b>Total comprehensive income for the year</b>	<b>5,175.30</b>	<b>3,554.63</b>
Add: (Loss) brought forward	-11,012.84	-12,715.73
Less: Transfer to Debenture Redemption Reserve	1,013.89	1,851.74
<b>Loss carried to Balance Sheet</b>	<b>-6,851.43</b>	<b>-11,012.84</b>

### 2. FINANCIAL HIGHLIGHTS

During the financial year 2017-18, the Company recorded growth of 9.89 % in revenue from operations, 6.40 % in PBIDT and 41.08% growth in Net Profit respectively.

For a detailed analysis of financial performance of the Company for the year under review, refer to report on Management Discussion and Analysis ('MD&A').

### 3. DIVIDEND

In view of carry forward losses by the Company from previous years, the Directors have not recommended any dividend on the equity shares for the financial year ended March 31, 2018.

### 4. UTILISATION OF IPO PROCEEDS

The proceeds of the IPO, are being used for redemption of listed Non-Convertible Debentures ('NCD's'), redemption of NCD's/ ICD's of promoters and general corporate purposes.

The unutilized portion thereto has been temporarily deployed in fixed deposit / current deposit with Scheduled Banks.

The summary of utilisation of net IPO proceeds as on March 31, 2018 is given below:

(₹ in Lakhs)

Object of the Issue as per Prospectus	Projected utilisation of funds as per offer document / prospectus	Utilisation of funds up to March 31, 2018	Unutilised amount as at March 31, 2018
Redemption of the Listed NCD's	20,000.00	15,000.00	5000.00
Early redemption of the Jagran Prakashan Limited (JPL) NCD's and repayment / pre-payment of JPL ICD's	9,824.00	9,824.00	Nil
General Corporate Purpose	10,176.00	10,176.00	Nil



## 5. DEPOSITS

During the year under review, the Company neither accepted any public deposits nor there were any amounts outstanding at the beginning of the year which were classified as 'Deposits' in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

## 6. CREDIT RATING

The Company enjoys a good reputation for its sound financial management and the ability to meet its financial obligations. During the year under review, the Company re-affirmed credit rating of "CRISIL AA/Stable" from CRISIL Limited on its Non-Convertible Debentures (NCD's) listed with BSE Limited ("BSE") and obtained "CRISIL A1+" rating to the bank facilities of the Company from CRISIL Limited.

## 7. ACQUISITION OF THE RADIO BUSINESS OF THE ANANDA OFFSET PRIVATE LIMITED AND ALL ASSETS PERTAINING THERETO ON A 'SLUMP SALE' BASIS AS A GOING CONCERN

The Board of Directors at its meeting held on April 23, 2018, has approved the acquisition of Radio Business of Kolkata based "Ananda Offset Private Limited" ('AOPL') operating radio station under the brand name "Friends 91.9 FM" by way of Slump Sale subject to regulatory approvals. The Company has had a sales alliance with AOPL since the last five years and the acquisition allows it to enter into the Kolkata market, which is one of the top five markets in the country. 'Friends FM' as a brand has established itself in Kolkata city since past 10 years and was not in company's bouquet and was also not available for bidding in Phase III Batch I of e-auctions carried out by Ministry of Information and Broadcasting ("MIB").

Being a standalone channel its efficiency is yet to reach the potential, largely coming from National advertiser. This transaction is expected to be value accretive and help in improving the EBIDTA. AOPL runs two business divisions, radio and offset division and under terms of the business transfer agreement, the Company will acquire 100% ownership of the radio division of AOPL, subject to regulatory approvals.

## 8. DETAILS OF DIRECTORS OR KMP'S APPOINTED AND RESIGNED DURING THE FINANCIAL YEAR 2017-18

### Appointment of Director:

Mr. Madhukar Kamath (DIN-00230316) was appointed as Additional Director of the Company with effect from May 25, 2017 as per provisions of Section 161 of the Companies Act, 2013. The shareholders, in the 18<sup>th</sup> Annual General Meeting of the company held on September 14, 2017,

approved the appointment of Mr. Kamath as Non-Executive Independent Director of the Company to hold office for 5 (five) consecutive years, up to May 24, 2022, not liable to retire by rotation.

### Resignation of Director

Mr. Sameer Gupta, (DIN 00038353), Non-Executive Director of the Company has submitted his resignation from the Board of Directors of the Company with effect from October 09, 2017.

The Board places on record its deep appreciation for the valuable contribution made by Mr. Sameer Gupta during his tenure of office as director of the Company.

### Retirement by Rotation:

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Articles of Association of the Company, Ms. Apurva Purohit (DIN 00190097), Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered herself for re-appointment and the Board recommends her re-appointment.

Necessary resolutions in respect of Ms. Apurva Purohit, seeking re-appointment and her brief resume pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards – 2 on General Meetings, is provided in the explanatory statement to the Notice convening the ensuing Annual General Meeting.

### Key Managerial Personnel:

No KMP(s) has been appointed, retired or resigned during the financial year 2017-18.

## 9. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS

The Company has received the declarations from all the Independent Directors of the Company pursuant to the provisions of Section 149 and all other applicable provisions of the Act stating that they meet the criteria of independence as provided under the Act and the Listing Regulations and that they are not disqualified to become directors under the Act; and in the opinion of the Board of Directors, all the Independent Directors fulfil the criteria of independence as provided under the Act, rules made thereunder, read with the Listing Regulations and that they are independent of the management.



## 10. ANNUAL EVALUATION OF BOARD OF ITS OWN PERFORMANCE, OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Companies Act, 2013 and Listing Regulations mandate performance evaluation of the board and its committees, the Chairman and individual directors. To ensure an effective evaluation process, the Nomination and Remuneration Committee ('NRC') of the Board of Directors has put in place a robust evaluation framework for conducting the exercise. During financial year 2017-18, NRC, with a view to augmenting the process, questionnaires were circulated, refinements were made in questionnaires and peer evaluation was conducted for all the directors.

The Performance evaluation of the board was done on key attributes such as composition, administration, corporate governance etc. Parameters for evaluation of directors included constructive participation in meetings, engagement with colleagues on the board. Similarly, committees were evaluated on parameters such as adherence to the terms of mandate, deliberations on key issues etc. The Chairman of the Company was evaluated on leadership, guidance to the Board and overall effectiveness

Responses submitted by Board Members were collated and analyzed. Improvement opportunities emanating from this process were considered by the Board to optimize its overall effectiveness. A report on the evaluation process and the results of the evaluation was presented to the Board.

## 11. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Upon appointment of new Independent Director, the Company issues a formal letter of appointment which inter alia sets out in detail, the terms and conditions of appointment, their duties, responsibilities and expected time commitments, amongst others. The terms and conditions of their appointment are disclosed on the website of the Company.

The Board members are provided with the necessary documents, presentation, reports and policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the meetings of Board and its Committees, on Company's performance. Detailed presentations on the Company's businesses and updates on relevant statutory changes and important laws are also given in the meetings. The familiarization program for Directors was held on January 11, 2018 to give overview of and update on Performance Evaluation, Highlights of Companies Amendment Act, 2017, recommendation of Kotak Committee and Role and Responsibilities of

Independent Directors. The details of familiarization program for Directors are posted on the Company's website [www.radiocity.in](http://www.radiocity.in) (web link: (<http://www.radiocity.in/images/about-us/presscoverageimg/Orientation-and-Familiarisation-Programme-2017-18.pdf>))

## 12. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Nomination and Remuneration Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under Section 178 (3) of the Companies Act, 2013 and Regulation 19 (4) (Part 'D' of Schedule II) of Listing Regulations is appended as Annexure – I to this Report.

## 13. COMMITTEES OF BOARD

The Company has constituted various Committees of the Board in accordance with the requirements of Listing Regulations, namely, Audit, Nomination & Remuneration, Stakeholders Relationship and Corporate Social Responsibility which have been established in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The details with respect to the composition, powers, roles, terms of reference, policies etc. of relevant Committees are given in the 'Report on Corporate Governance'.

## 14. MEETINGS OF THE BOARD & ITS COMMITTEES

The Board of Directors met five times during the financial year ended March 31, 2018 in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 17 (2) of the Listing Regulations. During the year ended March 31, 2018, the Independent Directors held a separate meeting in compliance with the requirements of Schedule VI to the Companies Act, 2013 and Regulation 25 (3) of the Listing Regulations.

For details, kindly refer to the section on Corporate Governance forming part of this Annual Report.

## 15. CORPORATE GOVERNANCE

The Company has been practicing the principles of good Corporate Governance over the years and it is a continuous and ongoing process. A Report on Corporate Governance as stipulated under Regulations 17 to 27 of Listing Regulations is set out separately and forms part of the Annual Report.

The Company has been in compliance with all the norms of Corporate Governance as stipulated in Regulations 17 to 27 of Listing Regulations.



## 16. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the year under review as required under Regulation 34 of Listing Regulations is set out separately and forms part of the Annual Report.

## 17. INSURANCE

All the existing assets of the Company are adequately insured against loss of fire, riot, earthquake, floods etc. and such other risks which are being considered as threats to the Company's assets by the Management of the Company.

## 18. CODE OF CONDUCT

As prescribed under Part 'D' of Schedule V read with Regulation 17 (5) of the Listing Regulations, a declaration signed by the Chairman affirming compliance with the Code of Conduct by the Directors and Senior Management Personnel of the Company for the Financial Year 2017-18 is annexed to and forms part of the Corporate Governance Report.

## 19. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

During the year, the Company was not required to transfer any amount to the Investor Education and Protection Fund.

## 20. CHANGES IN STRUCTURE OF SHARE CAPITAL, IF ANY

There was no change in the capital structure of the Company. The paid-up equity share capital of the Company as on March 31, 2018 was ₹ 57,05,47,790/- consisting of 57,054,779 Equity Shares of ₹ 10/- each.

## 21. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Venture or Associate Company (ies) for the year under review.

## 22. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE OF THE BOARD

The Company has constituted Corporate Social Responsibility Committee in compliance with the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules 2014. The Corporate Social Responsibility Committee has formulated a Corporate Social Responsibility Policy (CSR policy) indicating the activities to be undertaken by the Company. The CSR policy may be accessed on the Company's website [www.radiocity.in](http://www.radiocity.in) (web link <http://www.radiocity.in/images/about-us/presscoverageimg/Corporate%20Social%20Responsibility%20Policy%20-%20MBL1491476602.pdf>)

The Committee comprises of Ms. Apurva Purohit, Chairperson, Mr. Rahul Gupta and Mr. Anuj Puri as Members. The Annual report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is appended as Annexure II to this Report.

## 23. RELATED PARTY TRANSACTIONS

All contracts / arrangements / transactions entered into by the Company during the financial year under review with related parties were at arm's length basis and in the ordinary course of business.

There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other related parties, which may have any potential conflict with the interest of the Company. All such related party transactions are placed before the Audit Committee for approval, wherever applicable. Prior omnibus approval is obtained for the transaction which are foreseen or recurring in nature. A statement of all related party transactions is presented before Audit Committee on quarterly basis, specifying the relevant details of the transactions. The policy on dealing with related party transactions is uploaded on the website of the Company at [www.radiocity.in](http://www.radiocity.in) (web link: <http://www.radiocity.in/images/about-us/presscoverageimg/Policy%20on%20Related%20Party%20Transactions%20-%20MBL1491476649.pdf>)

Since all related party transactions entered by the Company were in the ordinary course of business and were on an arm's length basis, form AOC-2 as prescribed pursuant to Rule 8 (2) of the Companies (Accounts) Rules, 2014 is not applicable to the Company. The details of the transactions with related parties are provided in Note No. 24 to the Financial Statements.

## 24. INTERNAL FINANCIAL CONTROLS

The Company has adequate internal financial controls in place with reference to financial statements. During the year under review, such controls were adequately tested and no reportable material weakness in the process or operations were observed.

## 25. INTERNAL AUDITOR

M/s KPMG are our Internal Auditors. The scope of work and authority of the Internal Auditors is as per the terms of reference approved by Audit Committee. The Internal Auditors monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Significant audit observation

and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

## 26. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of Loans, Guarantees and Investments within the meaning of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements for the year under review.

## 27. RISK MANAGEMENT POLICY AND IDENTIFICATION OF KEY RISKS

The management of the Company has framed risk management policy and identified the key risks to the business and its existence. There are no risks identified that may threaten the existence of the Company. For major risks, please refer to the section titled 'Risks and Concerns' in report on Management Discussion and Analysis. Since the Company does not fall under the ambit of top 100 listed entities, determined on the basis of market capitalization as at the end of the immediately preceding financial year, compliance under Regulation 21 of Listing Regulations is not applicable.

## 28. EXTRACT OF ANNUAL RETURN

The Extract of Annual Return in Form MGT-9 pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 for the financial year ended March 31, 2018 is appended as Annexure III to this Report.

## 29. ESTABLISHMENT OF VIGIL / WHISTLE BLOWER MECHANISM

The Company promotes ethical behaviour in all its business activities and is in line with the best practices for adhering to highest standards of corporate governance. It has established a system through which directors & employees may report breach of code of conduct including code of conduct for insider trading, unethical business practices, illegality, fraud or corruption, etc. at work place without any fear of reprisal.

The Company has established a whistle blower mechanism for the directors and employees. The functioning of the Vigil mechanism is reviewed by the Audit Committee from time to time. None of the employees/directors has been denied access to the Audit Committee. The details of the Whistle Blower Policy are given in the Report on Corporate Governance and also available on the website of the Company at [www.radiocity.in](http://www.radiocity.in) (web link [http://www.radiocity.in/images/about-us/press coverageimg/ Vigil %20 Machanism%20Policy%20-%20MBL1491476623.pdf](http://www.radiocity.in/images/about-us/press%20coverageimg/Vigil%20Machanism%20Policy%20-%20MBL1491476623.pdf))

During the Financial Year 2017-18, there was no complaint reported by any Director or employee of the Company under this mechanism.

## 30. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the requirements of Section 134(5) of the Companies Act, 2013, the directors hereby confirm that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company and of the profit and loss of the Company at the end of the financial year;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and were operating effectively; and
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are operating effectively.

## 31. COMPLIANCE OF SECRETARIAL STANDARDS

During the financial year under review, the Company has complied with the applicable SS-1 (Secretarial Standard on Meetings of the Board of Directors) and SS-2 (Secretarial Standard on General Meetings) issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

## 32. SECRETARIAL AUDIT

Pursuant to the provisions of section 204(1) of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Mr. Deepak Rane, Company Secretary in practice, Mumbai for conducting the Secretarial





Audit of the Company for the financial year 2017-18 and furnish his report to the Board.

The Secretarial Audit Report forms part of this Report as Annexure IV. There are no qualifications or observations or other remarks made by the Secretarial Auditor on the audit conducted by him in his Report for the year under review.

### 33. COST AUDIT

Pursuant to provisions of Section 148 of the Act and Rules thereunder, the Board on the recommendation of the Audit Committee has re-appointed M/s Kishor Bhatia and Associates, Cost Accountants, Mumbai, (Firm Registration No. 00294) as Cost Auditors to carry out the audit of Cost Accounts of the Company for the financial year 2018-19 at a remuneration as mentioned in the Notice convening the 19<sup>th</sup> Annual General Meeting of the Company.

The Cost Audit Report for the financial year 2016-17 was filed on August 02, 2017 with Ministry of Corporate Affairs and it did not contain any qualification, reservation, adverse remark or disclaimer and the Cost Audit Report for the financial year 2017-18 will be filed on or before the due date.

### 34. STATUTORY AUDITOR

Pursuant to provisions of Section 139 of the Act and Rules thereunder, M/s Price Waterhouse Chartered Accountants LLP (Registration No. 012754N/ N500016) were appointed as Statutory Auditors of the Company for a term of five years, to hold office from the conclusion of 16<sup>th</sup> Annual General Meeting, until the conclusion of 21<sup>st</sup> Annual General Meeting, subject to ratification of their appointment at every subsequent Annual General Meeting.

As the first proviso to sub-section (1) of Section 139 requiring ratification has been omitted by The Companies (Amendment Act) 2017, as notified on 7<sup>th</sup> May 2018 resolution seeking ratification of their appointment does not forms part of the Notice convening the 19<sup>th</sup> Annual General Meeting.

A certificate from Statutory Auditors has however been received to the effect that their appointment as Statutory Auditors of the Company, continue to be according to the terms and conditions prescribed under Section 139 of the Act and Rules thereunder.

There are no qualifications or adverse comments in the Auditor's Report, needing explanation. The Statutory Auditors have not reported any incident of fraud to the Audit Committee in the year under review.

### 35. OTHER DISCLOSURES

- During the year under review, no securities (including sweat equity shares) were issued to employees of the Company under any scheme.
- No orders were passed by any of the regulators or courts or tribunals impacting the going concern status and Company's operations in future.
- During the year under review, there were no changes in nature of business of the Company.

### 36. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION

The Board reports that no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of Company and the date hereof other than signing of Business Transfer Agreement for acquisition of Radio Business of Kolkata based "Ananda Offset Private Limited" ('AOPL') operating radio station under the brand name "Friends 91.9 FM" by way of Slump Sale subject to approval of MIB.

### 37. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company is in the business of Private FM Radio Broadcasting. Since this does not involve any manufacturing activity, most of the Information required to be provided under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is not applicable. However the information, as applicable, is given hereunder:

#### Conservation of Energy

Though, the operations of the Company are not energy intensive. Nevertheless, continuous efforts such as installation and up gradation of energy efficient electronic devices aimed at reducing energy consumption are being made by the Company and its employees to reduce the wastage of scarce energy resources.

#### Technology Absorption, Adaptation and Innovation

The Company has not imported any specific technology for its broadcasting, although it uses advanced mechanism including transmitters, Cummins etc. which are handled by the Company's in-house technical team. The Company uses the latest equipment in broadcasting its programs. The

outdated technologies are constantly identified and updated with latest innovations.

#### Foreign Exchange Earnings and Outgo

The details of earnings and outgo in foreign exchanges are as under:

(₹ in Lakhs)		
Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Foreign Exchange earned	61.06	7.04
Foreign Exchange outgo		
I. Capital Expenses	16.14	812.47
II. Other Expenses	38.56	27.48
<b>TOTAL</b>	<b>54.71</b>	<b>839.95</b>

### 38. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the disclosures pertaining to remuneration and other details is annexed to this Report as Annexure V.

The statement containing names of top ten employees in terms of the remuneration drawn and the particulars of employees as required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rules 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the employees of the Company are available for inspection by members at the Registered Office of the Company 21 days before the AGM, during business hours on any working days (Monday to Friday) of the Company upto the date of the ensuing AGM. Any member who is interested in obtaining a copy thereof, may write to the Company Secretary at the Registered Office of the Company and the same will be furnished on such request.

### 39. HUMAN RESOURCES

Human resource is a key asset capital and an important business driver for the Company's sustained growth and profitability. The Company continues to place significant importance on its Human Resources and enjoys cordial relations at all levels. The well-disciplined workforce which has served the Company for over a decade lies at the very foundation of the Company's major achievements and shall continue for the years to come. The management has always carried out systematic appraisal of performance and

imparted training at periodic intervals. The Company has always recognized talent and has judiciously followed the principle of rewarding performance.

### 40. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. There was no complaint on sexual harassment during the year under review.

### 41. CAUTIONARY STATEMENTS

The Board's Report and Management Discussion & Analysis may contain certain statements describing the Company's objectives, expectations or forecasts that appear to be forward-looking within the meaning of applicable securities laws and regulations while actual outcomes may differ materially from what is expressed herein.

### 42. ACKNOWLEDGEMENT

The Directors would like to express their sincere appreciation for the co-operation and assistance received from shareholders, debenture holders, debenture trustee, bankers, financial institutions, Credit Rating Agency, Depositories, Stock Exchanges, Registrar and Share Transfer Agents, regulatory bodies and other business constituents during the year under review. The Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in the successful performance of the Company during the year.

For and on behalf of the board of directors of  
Music Broadcast Limited

Date: May 22, 2018  
Place: Mumbai

**Vijay Tandon**  
Chairman  
(Non-Executive and Independent)

#### Registered Office:

5<sup>th</sup> Floor, RNA Corporate Park,  
Off Western Express Highway,  
Kalanagar, Bandra (East), Mumbai 400 051  
Tel: +91 22 66969100, Fax: +91 22 26429118  
E-mail: investor@myradiocity.com  
Website: www.radiocity.in,  
CIN: L64200MH1999PLC137729



## ANNEXURE I

### NOMINATION, REMUNERATION AND EVALUATION POLICY

This Nomination, Remuneration and Evaluation Policy (the "Policy") applies to the Board of Directors (the "Board"), Key Managerial Personnel (the "KMP") and the Senior Management Personnel of Music Broadcast Limited (the "Company").

#### 1. DEFINITIONS

- **"Director"** means a director appointed to the Board of a company;
- **"Independent Director"** shall have the meaning as defined under the Companies Act, 2013 read with relevant rules and the Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time.
- **"Key Managerial Personnel (KMP)"** means—
  - i. Chairman & Managing Director;
  - ii. Whole-time Director;
  - iii. Chief Executive Officer;
  - iv. Chief Financial Officer;
  - v. Company Secretary; and
  - vi. Such other Officer as may be prescribed.
- The term "Senior Management Personnel" means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Board of Directors, including the functional heads. In reference to the company, the senior management personnel would refer to personnel occupying the positions identified in **Annexure A**; as per the organizational framework of the Company
- **"Managing Director"** means a director who, by virtue of the articles of a company or an agreement with the company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a director occupying the position of managing director, by whatever name called.

Explanation—For the purposes of this clause, the power to do administrative acts of a routine nature when so authorised by the Board such as the power to affix the common seal of the company to any document or to draw and endorse any cheque on the account of the company in any bank or to draw and endorse any

negotiable instrument or to sign any certificate of share or to direct registration of transfer of any share, shall not be deemed to be included within the substantial powers of management;

- **"Whole-time director"** includes a director in the whole-time employment of the company;

Words and definitions not defined herein, shall have the same meaning as provided in the Companies Act, 2013 read with relevant rules and the Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or other relevant provisions; as may be applicable.

This Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time.

#### 2. PURPOSE

The primary objective of the Policy is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, Key Managerial Personnel and Senior Management Personnel. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management Personnel.

#### The objectives of the policy thus would be:-

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Key Managerial and Senior Management Personnel and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.
- To establish framework for evaluation of the performance of Directors including Independent Directors, Committees and Board.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To devise a policy on Board diversity



### 3. ACCOUNTABILITIES

- The Board is ultimately responsible for the appointment of Directors and Key Managerial Personnel.
- The Board has delegated responsibility for assessing and recommending the candidates for the role of Directors, Key Managerial Personnel and laying down the criteria for selection of the Senior Management Personnel of the Company to the Nomination and Remuneration Committee which makes recommendations to the Board.

### 4. NOMINATION AND REMUNERATION COMMITTEE – COMPOSITION & STRUCTURE

The Nomination and Remuneration Committee comprises the following:

- The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- Minimum two (2) members shall constitute a quorum for the Committee meeting.
- Membership of the Committee shall be disclosed in the Annual Report.
- Term of the Committee shall be continued unless terminated by the Board of Directors.

#### Chairman

- Chairman of the Committee shall be an Independent Director.
- Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- Chairman of the Nomination and Remuneration Committee meeting or any other person authorized by him shall be present at the Annual General Meeting. The Chairman may also nominate some other member to answer the shareholders' queries.

#### Committee Members' Interests

- A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

- The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee

#### Voting

- Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- In the case of equality of votes, the Chairman of the meeting will have a casting vote.

### 5. NOMINATION AND REMUNERATION COMMITTEE – RESPONSIBILITY

The Nomination and Remuneration Committee is responsible for:

- reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy.
- identifying individuals suitably qualified to be appointed as the Executive Directors, Independent Directors and the KMPs and Senior Management Personnel for the Company;
- recommending to the Board on the selection of individuals nominated for directorship;
- formulating the criteria for determining qualification, positive attributes and recommending to the Board a policy relating to the remuneration for Executive Directors, Key Managerial Personnel and other employees.
- assessing the independence of independent directors, so as to ensure that the individual meets with the requirement prescribed under the Companies Act, 2013 read with Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- such other key issues/matters as may be referred by the Board or as may be necessary in view of the Listing Agreement and provision of the Companies Act 2013 and Rules thereunder.
- to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or



termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract

- to devise a policy on Board diversity;
- to develop a succession plan for the Board and to regularly review the plan;
- lay down criteria for evaluation of the individual Directors, Committees and Board as a whole.

## 6. POSITIVE ATTRIBUTES AND QUALIFICATIONS OF DIRECTORS/KMPS/SENIOR MANAGEMENT PERSONNEL

When recommending a candidate for appointment, the Nomination and Remuneration Committee will have regard to the following qualifications and positive attributes:

- assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, industry experience, background and other qualities required to operate successfully in the position;
- the extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing directors and enhance the efficiencies of the Company; in case of KMPS and Senior Management Personnel their contribution towards effectiveness of the organization as a whole would be considered;
- the nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;
- ability of the appointee to represent the company
- ability to work individually as well as a member of the Board and senior management
- influential communicator with power to convince other in a positive way;
- ability to participate actively in deliberation and group processes;
- have strategic thinking and facilitation skills;
- act impartially keeping in mind the interest of the company on priority basis;
- Personal specifications:
  - Educational qualification;

- Experience of management in a diverse organization;
- Interpersonal, communication and representational skills;
- Demonstrable leadership skills;
- Commitment to high standards of ethics, personal integrity and probity;
- Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;

## 7. INDEPENDENCE OF A DIRECTOR

The key role of an Independent Director is to provide an unbiased, varied and experienced perspective to the Board. While evaluating the candidature of a Director, the committee abides by the criteria for determining Independence as stipulated under Companies Act 2013, Listing Agreements and other applicable regulations or guidelines.

The committee takes a broad perspective with respect to Independence and takes into consideration not only the dealings, transactions, relationships with the concerned Individual Director but also with relatives, entities and organizations affiliated to it.

The Committee, along with the Board, regularly reviews the skill, characteristics required from the Board & Individual Directors. One of the prime objectives of this exercise is to identify competency gaps in the Board and make suitable recommendations. The objective is to have a board of diverse background and experience in business, technology, governance and areas that are relevant for the company.

Besides considering all other qualifications w.r.t to talent, relevant professional experience, proven track record of performance and achievement, ethics and integrity, ability to bring in fresh and independent perspectives, the Committee objectively evaluates whether an individual can dispassionately discharge the statutory functions of a Director as enshrined in the Companies Act 2013 and Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 8. BOARD DIVERSITY

The Board shall consist of such number of Directors including at least one woman Director as is necessary to effectively manage the Company of the size of Music Broadcast Limited. The Board shall have an appropriate combination of executive and Independent Directors.

The Nomination & Remuneration Committee will lead the process for Board appointments. All Board appointments will be based on meritocracy in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective. The candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board. The Company believes that increased diversity in Board is associated with better financial performance, greater innovation and has a positive impact on the Company.

## 9. LETTERS OF APPOINTMENT

Each Director including Executive Directors, Independent Directors and the KMPs, Senior Management Personnel are required to sign the letter of appointment with the Company containing the terms of appointment and the role assigned in the Company.

The term/tenure of the Directors including Executive Directors and Independent Directors shall be in accordance with the applicable laws.

## 10. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

The Committee will determine individual remuneration packages for Directors and lay down criteria for deciding upon the remuneration of KMPs and Senior Management of the Company taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines. The core factors taken into consideration are:

- Industry Practice and Bench marks;
- Long-term value creation.
- Reward achievement of results on the basis of prudent practice, responsibility and risk taking abilities.
- Attract and retain and motivate the best professionals.
- Reward the experience and professional track record.
- Ensure equity within the Group and competitiveness outside it.
- Ensure transparency in its remuneration policy

### For Executive Directors (Managing Directors and Whole time Directors)

- Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its directors, including managing director

and whole time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company computed in the manner laid down in Section 198 in the manner as prescribed under the Act.

- The Company with the approval of the Shareholders and Central Government may authorise the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V.
- The Company may with the approval of the shareholders authorise the payment of remuneration upto five percent of the net profits of the Company to its anyone Managing Director/Whole Time Director/Manager and ten percent in case of more than one such officer.

### For Non-Executive Directors

- The Company may pay remuneration to its directors, other than Managing Director and Whole Time Director upto one percent of the net profits of the Company, if there is a managing director or whole time director or manager and three percent of the net profits in any other case.

Section 197(5) provides for remuneration by way of a fee to a director for attending meetings of the Board of Directors and Committee meetings or for any other purpose as may be decided by the Board.

- The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board and profit related commission as may be approved by the members.
- The sitting fee to the Independent Directors & Woman Director shall not be less than the sitting fee payable to other directors.

### General:-

- The remuneration payable to the Directors shall be as per the Company's policy and shall be valued as per the Income Tax Rules.
- The remuneration payable to Directors shall be subject to the approval of Shareholders, if required, as per the provisions of applicable laws.
- The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Companies Act, 2013.





- The company may opt for Directors including independent directors & Officers Liability Insurance, in accordance with the policy.
- Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

#### **For Key Managerial Personnel and Senior Management Personnel**

- The remuneration payable to the Key Managerial Personnel and the Senior Management shall be as per the criteria decided by the Committee or as per normal HR process followed by the company having regard to their experience, leadership abilities, initiative taking abilities and knowledge base.

#### **For other employees**

- The policy for determination of the remuneration of employees other than Directors, KMPs and Senior Management personnel shall be as per the normal HR process followed by the Company.

### **11. EVALUATION/ ASSESSMENT OF DIRECTORS OF THE COMPANY**

The committee shall undertake a formal and rigorous annual evaluation of the Board, including its committees and individual directors. The evaluation of performance of the Board shall be independent and objective and should take into account the overall impact of their functioning on the company and its stakeholders. Besides the performance evaluation of individual directors, evaluation of the performance of the committees and the Board as a whole is also required to be conducted. The performance evaluation shall be undertaken on yearly basis, the schedule of which may be laid down by the Committee.

The committee is required to establish mechanism for Performance Evaluation & Assessment of the Directors including the Independent Directors. The evaluation/ assessment of the Directors of the Company is to be conducted on an annual basis to cater to the requirements of the Companies Act 2013 and the requirements of the Listing Agreement. The following criteria may assist in determining how effective the performances of the Directors have been:

- Leadership Qualities Contributing to corporate objectives & plans
- Communication of expectations & concerns clearly with colleagues
- Obtain adequate, relevant & timely information from external sources.
- Review & approval achievement of strategic and operational plans, objectives, budgets
- Regular monitoring of corporate results against projections
- Identify, monitor & mitigate significant corporate risks
- Assess policies, structures & procedures
- Effective meetings
- Assuring appropriate board size, composition, independence, structure
- Clearly defining roles & monitoring activities of committees
- Review of organization's ethical conduct

A series of assessment questionnaire to enable such evaluation being conducted shall be finalized by the Committee. Once the assessment is completed, the Committee shall evaluate such assessments. The Company may engage external consultants / agencies to provide assistance in the evaluation process.

#### **Performance Review by Independent Directors**

In accordance with the mandate given under Companies Act 2013 & Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Independent Directors will hold at least one separate meeting without the attendance of non-independent directors and members of management.

The meeting shall:

- review the performance of non-independent directors and the Board as a whole;
- review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;

- (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Performance of the respective Committees shall be done by the Board. The performance evaluation shall be undertaken on yearly basis, the schedule of which may be laid down by the Committee.

## 12. SUCCESSION PLANNING

The Company recognizes the need of a formal, proactive process which can assist in building a leadership pipeline/ talent pool to ensure continuity of leadership for all critical positions. Succession planning involves assessment of challenges and opportunities facing the company, and an evaluation of skills and expertise that would be required in future.

The nomination and remuneration committee will work with the Board to develop plans and processes for orderly succession to the board and senior management. The Committee shall endeavor to develop a diverse pool of candidates who may be considered to fill the gap in Board positions or senior management in case of any eventuality. The committee would ensure that the Company is prepared for changes in senior management, either planned or unplanned. Succession Planning Process would cover identification of internal candidates, development plans for internal candidates, and identification of external candidates. The Committee would also assist in formulating an emergency succession contingency plan for unforeseen events like death, disability etc. The Board will periodically monitor the review and monitor the succession planning process.

## 13. REVIEW OF THE POLICY

This Policy shall be reviewed by the Nomination and Remuneration committee on annual basis (unless an earlier review is required) to ensure that it meet the requirements of latest market requirements and trends and the Nomination and Remuneration committee shall make recommendations to the Board on required amendments.

## ANNEXURE 'A'

Senior Management position as defined in section 178 of the Companies Act 2013 (other than KMPs and WTDs):

1. Head Human Resource
2. Chief Operating Officer – Digital Media
3. Executive Vice President and National Head – Programming, Marketing and Audacity
4. Chief Technical Officer
5. Vice President Finance
6. Head Administration and Commercial



## ANNEXURE II

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES (Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014)

A brief outline of the company's Corporate Social Responsibility (CSR) policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

#### POLICY OBJECTIVES:

As a responsible business entity, Music Broadcast Limited ("MBL") takes immense pride in being socially inclined and focuses on sustained and effective Corporate Social Responsibility Projects. We, at MBL, define Corporate Social Responsibility as the way a Company balances its economic, social and environmental objectives while addressing stakeholder expectations and enhancing shareholder value. During the year under review, the Company undertook CSR activities for Promotion of Education to Visually Impaired and Orphanage Students of various Orphanages and Blind Schools based out at various locations across India along with support to Cancer Patients and helps them in improving their quality of life, more particularly as set out herein.

Our employees are also encouraged to volunteer their time and skills and empathize the experience of giving back to the communities in which they work. We hope our efforts make a considerable difference in the society and that the evolution of one's self will see a new light.

#### PRINCIPLES:

The CSR activities of the company will be implemented in accordance with the following principles:

- Business should respect, protect, and make efforts to restore the environment.
- Business should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.
- Business should respect and promote human rights.
- Business work should towards equal development of society.
- Business should respect cultural ethnicity and dignity of individuals and foster positive relationship with the people in the areas where the Company operates.
- Business should provide development opportunities to local communities in a culturally appropriate manner, in consultation & cooperation with local government authorities and other stakeholders, as may be appropriate.
- Business should endeavor to develop local entrepreneurship and encouraging use of local goods, services and manpower to promote inclusive economic growth of local areas.

#### SCOPE OF CSR ACTIVITIES:

In line with the broad principles defined above, the Company would have freedom and flexibility to choose from any of the activities specified in Annexure 1. The CSR projects and programs to be undertaken by the Company shall include activities falling within the preview of Schedule VII of Companies Act, 2013; as amended from time to time. Thus, with any change in the statutory provisions governing the activities, the Annexure 1 shall be deemed to include/exclude such activities as permissible under law. The list and implementation modalities may be modified from time to time, as per recommendations of the CSR Committee of the Company.

The surplus, if any, arising out of CSR initiatives of the Company shall not form part of its business profits and shall be utilized for CSR activities only.

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website [www.radiocity.in](http://www.radiocity.in) and the web link for the same is

<https://www.radiocity.in/images/about-us/presscoverageimg/Corporate%20Social%20Responsibility%20Policy%20-%20MBL1491476602.pdf>

#### 1. CSR activities are carried out through:

- a) Contribution/donation made to such organization/ Institutions as may be permitted under the applicable laws from time to time
- b) Collaboration with other Companies/agencies undertaking projects/programs in CSR activities
- c) Directly by the Company for fulfilling its responsibilities towards various stakeholders.

#### 2. The Composition of the CSR Committee:

- a) Ms. Apurva Purohit – Chairperson
- b) Mr. Anuj Puri – Member of the Committee
- c) Mr. Rahul Gupta – Member of the Committee

#### 3. Average net profit before tax of the company for last three financial years:– ₹ 5120.76 Lakhs

#### 4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) – ₹ 102.42 Lakhs



**5. Details of CSR spent during the financial year.**

- a) Total amount to be spent for the financial year 2017-18: ₹ 103.27 Lakhs
- b) Amount unspent, if any - NIL
- c) Manner in which the amount spent during the financial year 2017-18 is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs Local area or other Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or program wise	Amount spent on the projects or programs Direct Expenditure on projects or programs *Overhead	Cumulative Expenditure up to the reporting period	Amount spent: Direct or through *implementing agency
1.	Education support to under privileged children / students at Orphanage.	Promoting Education	Mumbai	7.88	7.88	7.88	Welfare Society for Destitute Children (St. Catherines)
2.	Education Support to Blind children / students at Blind School.	Promoting Education	Mumbai	4.7	4.7	4.7	Happy Home Blind School
3.	Education support to under privileged children / students at Orphanage.	Promoting Education	Pune	1.44	1.44	1.44	Saraswati Anath Shikshan Ashram
4.	Education support to under privileged children / students at Orphanage.	Promoting Education	Ahmedabad	12.17	12.17	12.17	Saath Charitable Trust
5.	Education Support to blind children / students at Blind School	Promoting Education	Ahmednagar	0.75	0.75	0.75	Aanam Prem
6.	Education support to under privileged children / students at Orphanage.	Promoting Education	Nagpur	15.68	15.68	15.68	Sai Ashram
7.	Education support to under privileged children / students at Orphanage.	Promoting Education	Bangalore	13.61	13.61	13.61	Bangalore Oniyavara Seva Coota (Bosco)
8.	Education support to under privileged children / students at Orphanage.	Promoting Education	Gorakhpur	1.20	1.20	1.20	Purvanchal Gramin Seva Samiti
9.	Education Support to blind children / students at Blind School.	Promoting Education	Delhi	5.20	5.20	5.20	SakshamDaksh School
10.	Education Support to blind children / students at Blind School.	Promoting Education	Baroda	6.14	6.14	6.14	Lions Blind Girls Welfare Center Trust
11.	Education support to under privileged children / students at Orphanage.	Promoting Education	Coimbatore	3.47	3.47	3.47	(Coimbatore Christian Center Trust) Kingskids home
12.	Education support to under privileged children / students at Orphanage.	Promoting Education	Coimbatore	1.69	1.69	1.69	Eera Nenjam
13.	Donation for supporting Cancer Patients	Promoting Health care	Mumbai	29.34	29.34	29.34	V Care Foundation
<b>TOTAL</b>						<b>103.27</b>	

\*Amount has been contributed to the aforesaid entities during the financial year 2017-18 under review.



6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report. – N.A.

#### RESPONSIBILITY STATEMENT

The Responsibility Statement of the Corporate Social Responsibility Committee of the Board of Directors of the Company, is reproduced below:

'The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company for the financial year 2017-18.'

For and on behalf of Board

For and on behalf of CSR Committee of Board

**Mr. Vijay Tandon**  
Chairman  
(Non-Executive and Independent)

**Ms. Apurva Purohit**  
Chairperson of CSR Committee of Board

**Annexure 1 to Disclosure of CSR Activities**  
**as per requirement of Section 135 of the companies Act, 2013**

- |  |   |
|--|---|
| <p>a) Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water;</p>  | <p>f) Measures for the benefit of armed forces veterans, war widows and their dependents;</p>   |
| <p>b) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;</p>  | <p>g) Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;</p>   |
| <p>c) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;</p> | <p>h) Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;</p> |
| <p>d) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;</p>  | <p>i) Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;</p>   |
| <p>e) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;</p>   | <p>j) Rural development projects.</p>   |
|  | <p>k) Slum area development.</p>  |
|  | <p>l) Explanation.— For the purposes of this item, the term 'slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force.</p>                            |





## ANNEXURE III

## Form No. MGT-9

## EXTRACT OF ANNUAL RETURN

(As on the financial year ended on March 31, 2018)

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]]

## I. REGISTRATION AND OTHER DETAILS OF THE COMPANY:

1. CIN	L64200MH1999PLC137729
2. Registration Date	November 4, 1999
3. Name of the Company	Music Broadcast Limited
4. Category/Sub-Category of the Company	Public Limited Company/ Limited by Shares
5. Whether listed Company (Yes/No)	Yes, Equity Shares of the Company are listed on BSE Limited & National Stock Exchange of India Limited.
6. Address of the Registered Office and contact details	5 <sup>th</sup> Floor, RNA Corporate Park, Off Western Express Highway, Kalanagar, Bandra (E), Mumbai 400051. Tel: +91 22 66969100 Fax: +91 22 26429113
7. Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Pvt. Ltd; Karvy Selenium Tower B, Plot No 31 & 32 Financial District, Nanakramguda, Serilingampally Mandal; Hyderabad – 500 032, Telangana State, India; Phone: 040 3321 5130

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
a)	Private FM Radio Broadcasting	60100	99.00 %

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES AS AT MARCH 31, 2018:

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary of the Company	% of shares held	Applicable Sections
1.	Jagran Prakashan Limited	L22219UP1975PLC004147	Holding Company	70.58 %	2 (46)

#### IV. SHARE HOLDING PATTERN AS AT MARCH 31, 2018:

(Equity Share Capital Breakup as percentage of Total Equity)

##### i. Category-wise Share Holding as on March 31, 2018.

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
<b>(1) Indian</b>									
a) Individual /HUF	4,66,482	-	4,66,482	0.82	4,66,482	-	4,66,482	0.82	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	4,02,68,517	-	4,02,68,517	70.58	4,02,68,517	-	4,02,68,517	70.58	0.00
e) Banks/ FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total(A) (1)</b>	<b>4,07,34,999</b>	<b>-</b>	<b>4,07,34,999</b>	<b>71.40</b>	<b>4,07,34,999</b>	<b>-</b>	<b>4,07,34,999</b>	<b>71.40</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total(A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A)=(A)(1)+(A) (2)</b>	<b>4,07,34,999</b>	<b>-</b>	<b>4,07,34,999</b>	<b>71.40</b>	<b>4,07,34,999</b>	<b>-</b>	<b>4,07,34,999</b>	<b>71.40</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	33,20,833	-	33,20,833	5.82	47,03,670	-	47,03,670	8.24	2.42
b) Banks / FI	32,000	-	32,000	0.06	14,331	-	14,331	0.03	(0.03)
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund /FPI	22,65,742	-	22,65,742	3.97	25,74,609	-	25,74,609	4.51	0.54
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1)</b>	<b>56,18,575</b>	<b>-</b>	<b>56,18,575</b>	<b>9.85</b>	<b>72,92,610</b>	<b>-</b>	<b>72,92,610</b>	<b>12.78</b>	<b>2.93</b>



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									
Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
a) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹ 2 lakh	26,69,569	70,000	27,39,569	4.8	13,99,587	40,000	14,39,587	2.52	(2.28)
ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakh	15,92,239	1,20,000	17,12,239	3	17,56,265	25,000	17,81,265	3.12	0.12
c) Others (Non-Resident Indians, Trusts, NBFC, Clearing Members)	60,19,297		60,19,297	10.55	58,06,318	-	58,06,318	10.17	(0.38)
<b>Sub-total (B)(2)</b>	<b>1,05,11,205</b>	<b>1,90,000</b>	<b>1,07,01,205</b>	<b>18.75</b>	<b>8,96,2170</b>	<b>65,000</b>	<b>90,27,170</b>	<b>15.82</b>	<b>(2.93)</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>1,61,29,780</b>	<b>1,90,000</b>	<b>1,63,19,780</b>	<b>28.60</b>	<b>1,62,54,780</b>	<b>65,000</b>	<b>1,63,19,780</b>	<b>28.60</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>5,68,64,779</b>	<b>1,90,000</b>	<b>5,70,54,779</b>	<b>100</b>	<b>5,69,89,779</b>	<b>65,000</b>	<b>5,70,54,779</b>	<b>100</b>	<b>0.00</b>

## ii. Shareholding of Promoters as on March 31, 2018

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Jagran Prakashan Limited	40,268,517	70.58	0	40,268,517	70.58	0	0.00
2	Ms. Ruchi Gupta	4,66,482	0.82	0	4,66,482	0.82	0	0.00
<b>Total</b>		<b>4,07,34,999</b>	<b>71.40</b>	<b>0</b>	<b>4,07,34,999</b>	<b>71.40</b>	<b>0</b>	<b>0.00</b>

## iii. Change in Promoters' Shareholding (please specify, if there is no change)

There was no change in the shareholding of Promoter/Promoter Group during the FY 2017-18



## iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Name of the shareholder	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (April 1, 2017) / end of the year (March 31, 2018)	% of total Shares of the Company				No. of shares	% of total shares of the Company
1.	Franklin Templeton Mutual Fund A/C Franklin India	1484377	2.60	01-04-2017		Opening Bal.	14,84,377	2.60
				14-04-2017	2700	Purchase	14,87,077	2.61
				21-04-2017	630531	Purchase	21,17,608	3.71
				28-04-2017	103283	Purchase	22,20,891	3.89
				05-05-2017	132583	Purchase	23,53,474	4.12
				12-05-2017	30903	Purchase	23,84,377	4.18
				19-05-2017	109116	Purchase	24,93,493	4.37
				26-05-2017	31253	Purchase	25,24,746	4.43
				02-06-2017	49484	Purchase	25,74,230	4.51
				09-06-2017	13697	Purchase	25,87,927	4.54
				16-06-2017	13620	Purchase	26,01,547	4.56
				23-06-2017	17854	Purchase	26,19,401	4.59
				30-06-2017	14899	Purchase	26,34,300	4.62
				07-07-2017	5024	Purchase	26,39,324	4.63
				14-07-2017	194626	Purchase	28,33,950	4.97
				21-07-2017	100223	Purchase	29,34,173	5.14
				28-07-2017	179	Purchase	29,34,352	5.14
				04-08-2017	7306	Purchase	29,41,658	5.16
				03-11-2017	1610	Purchase	29,43,268	5.16
				10-11-2017	18390	Purchase	29,61,658	5.19
				17-11-2017	300000	Purchase	32,61,658	5.72
				24-11-2017	276521	Purchase	35,38,179	6.20
				01-12-2017	390508	Purchase	39,28,687	6.89
				08-12-2017	3887	Purchase	39,32,574	6.89
				22-12-2017	4867	Purchase	39,37,441	6.90
				29-12-2017	5123	Purchase	39,42,564	6.91
				05-01-2018	4036	Purchase	39,46,600	6.92
				12-01-2018	96	Purchase	39,46,696	6.92
				02-02-2018	5203	Purchase	39,51,899	6.93
				09-02-2018	5536	Purchase	39,57,435	6.94
		Closing Balance		31-03-2018			39,57,435	6.94



Sr. No	Name of the shareholder	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (April 1, 2017) / end of the year (March 31, 2018)	% of total Shares of the Company				No. of shares	% of total shares of the Company
2.	HDFC Standard Life Insurance Company Limited	2775183	4.86	01-04-2017		Opening Bal.	27,75,183	4.86
				07-04-2017	485130	Purchase	32,60,313	5.71
				14-04-2017	67903	Purchase	33,28,216	5.83
				21-04-2017	87029	Purchase	34,15,245	5.99
				28-04-2017	71198	Purchase	34,86,443	6.11
				05-05-2017	94	Purchase	34,86,537	6.11
				12-05-2017	11145	Purchase	34,97,682	6.13
				19-05-2017	102133	Purchase	35,99,815	6.31
				26-05-2017	3702969	Purchase	73,02,784	12.80
				26-05-2017	3599815	Sale	37,02,969	6.49
				02-06-2017	98012	Purchase	38,00,981	6.66
				09-06-2017	3786	Sale	37,97,195	6.66
				30-06-2017	172	Sale	37,97,023	6.66
				14-07-2017	331	Sale	37,96,692	6.65
				21-07-2017	7948	Purchase	38,04,640	6.67
				21-07-2017	622	Sale	38,04,018	6.67
				28-07-2017	1571	Purchase	38,05,589	6.67
				04-08-2017	1037	Sale	38,04,552	6.67
				11-08-2017	34835	Sale	37,69,717	6.61
				18-08-2017	24731	Purchase	37,94,448	6.65
				01-09-2017	400	Sale	37,94,048	6.65
				08-09-2017	600	Purchase	37,94,648	6.65
				15-09-2017	855	Purchase	37,95,503	6.65
				22-09-2017	1886	Purchase	37,97,389	6.66
				29-09-2017	25	Sale	37,97,364	6.66
				06-10-2017	3310	Purchase	38,00,674	6.66
				13-10-2017	25000	Sale	37,75,674	6.62
				20-10-2017	447	Purchase	37,76,121	6.62
				27-10-2017	30	Sale	37,76,091	6.62
				03-11-2017	1685	Sale	37,74,406	6.62
				10-11-2017	650	Sale	37,73,756	6.61
				17-11-2017	1008	Purchase	37,74,764	6.62
				01-12-2017	26	Sale	37,74,738	6.62
				08-12-2017	1390	Purchase	37,76,128	6.62
				22-12-2017	150	Purchase	37,76,278	6.62
				29-12-2017	23721	Sale	37,52,557	6.58

Sr. No	Name of the shareholder	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (April 1, 2017) / end of the year (March 31, 2018)	% of total Shares of the Company				No. of shares	% of total shares of the Company
				05-01-2018	1	Sale	37,52,556	6.58
				12-01-2018	29723	Sale	37,22,833	6.53
				19-01-2018	569	Sale	37,22,264	6.52
				26-01-2018	20959	Sale	37,01,305	6.49
				02-02-2018	4286	Sale	36,97,019	6.48
				09-02-2018	3201	Purchase	37,00,220	6.49
				16-02-2018	221	Purchase	37,00,441	6.49
				23-02-2018	23448	Purchase	37,23,889	6.53
				02-03-2018	140	Sale	37,23,749	6.53
				09-03-2018	2519	Sale	37,21,230	6.52
				16-03-2018	18889	Sale	37,02,341	6.49
				23-03-2018	29101	Purchase	37,31,442	6.54
				30-03-2018	40190	Purchase	37,71,632	6.61
		Closing Balance		31-03-2018			37,71,632	6.61
3	Kotak Funds - India Midcap Fund	0	0	01-04-2017		Opening Bal.	0	0
				14-04-2017	24627	Purchase	24,627	0.04
				21-04-2017	84178	Purchase	1,08,805	0.19
				28-04-2017	39929	Purchase	1,48,734	0.26
				05-05-2017	80000	Purchase	2,28,734	0.40
				09-06-2017	21082	Purchase	2,49,816	0.44
				16-06-2017	6816	Purchase	2,56,632	0.45
				23-06-2017	13707	Purchase	2,70,339	0.47
				30-06-2017	5	Purchase	2,70,344	0.47
				14-07-2017	16309	Purchase	2,86,653	0.50
				11-08-2017	37282	Purchase	3,23,935	0.57
				18-08-2017	300000	Purchase	6,23,935	1.09
				22-09-2017	46000	Purchase	6,69,935	1.17
				06-10-2017	1326	Purchase	6,71,261	1.18
				13-10-2017	523	Purchase	6,71,784	1.18
				27-10-2017	6280	Purchase	6,78,064	1.19
				31-10-2017	3352	Purchase	6,81,416	1.19
				03-11-2017	129000	Purchase	8,10,416	1.42
				10-11-2017	7686	Purchase	8,18,102	1.43
				17-11-2017	232	Purchase	8,18,334	1.43
				01-12-2017	1313	Purchase	8,19,647	1.44
				02-03-2018	1151	Purchase	8,20,798	1.44
		Closing Balance		31-03-2018			8,20,798	1.44



Sr. No	Name of the shareholder	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (April 1, 2017) / end of the year (March 31, 2018)	% of total Shares of the Company				No. of shares	% of total shares of the Company
4	Pictet Country (Mauritius) Limited.	883159	1.55	01-04-2017		Opening Bal.	8,83,159	1.55
				07-04-2017	213066	Purchase	10,96,225	1.92
				14-04-2017	31512	Purchase	11,27,737	1.98
				21-04-2017	37238	Purchase	11,64,975	2.04
				13-10-2017	14842	Sale	11,50,133	2.02
				20-10-2017	128281	Sale	10,21,852	1.79
				03-11-2017	5396	Sale	10,16,456	1.78
				08-12-2017	1470	Sale	10,14,986	1.78
				15-12-2017	14124	Sale	10,00,862	1.75
				29-12-2017	4797	Sale	9,96,065	1.75
				09-02-2018	191	Sale	9,95,874	1.75
				16-02-2018	24087	Sale	9,71,787	1.70
				23-02-2018	101116	Sale	8,70,671	1.53
				02-03-2018	149529	Sale	7,21,142	1.26
				16-03-2018	3470	Sale	7,17,672	1.26
				23-03-2018	45913	Sale	6,71,759	1.18
				30-03-2018	58307	Sale	6,13,452	1.08
		Closing Balance		31-03-2018			6,13,452	1.08
5	Aditya Birla Sun Life Insurance Company Limited	315315	0.55	01-04-2017		Opening Bal	3,15,315	0.55
				20-10-2017	120000	Purchase	4,35,315	0.76
		Closing Balance		31-03-2018			4,35,315	0.76
6	India Midcap (Mauritius) Ltd.	388144	0.68	01-04-2017		Opening Bal	3,88,144	0.68
				07-04-2017	27655	Purchase	4,15,799	0.73
		Closing Balance		31-03-2018			4,15,799	0.73
7	DSP Blackrock Technology.Com Fund	315315	0.55	01-04-2017		Opening Bal	3,15,315	0.55
				16-06-2017	13589	Sale	3,01,726	0.53
				07-07-2017	33999	Purchase	3,35,725	0.59
				21-07-2017	27188	Purchase	3,62,913	0.64
				21-07-2017	38025	Sale	3,24,888	0.57
				04-08-2017	8677	Sale	3,16,211	0.55
				22-09-2017	3918	Sale	3,12,293	0.55
				06-10-2017	12087	Purchase	3,24,380	0.57
				13-10-2017	4015	Purchase	3,28,395	0.58
				20-10-2017	4396	Sale	3,23,999	0.57
				29-12-2017	3797	Purchase	3,27,796	0.57
				05-01-2018	9860	Purchase	3,37,656	0.59
				12-01-2018	34012	Purchase	3,71,668	0.65
		Closing Balance		31-03-2018			3,71,668	0.65



Sr. No	Name of the shareholder	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (April 1, 2017) / end of the year (March 31, 2018)	% of total Shares of the Company				No. of shares	% of total shares of the Company
8	Infina Finance Private Ltd	230000	0.40	01-04-2017		Opening Bal.	2,30,000	0.40
				28-04-2017	25000	Purchase	2,55,000	0.45
				14-07-2017	25000	Purchase	2,80,000	0.49
				28-07-2017	10000	Purchase	2,90,000	0.51
				18-08-2017	9932	Purchase	2,99,932	0.53
				29-09-2017	10000	Purchase	3,09,932	0.54
				06-10-2017	15000	Purchase	3,24,932	0.57
				13-10-2017	25000	Purchase	3,49,932	0.61
				20-10-2017	20400	Purchase	3,70,332	0.65
				27-10-2017	4210	Purchase	3,74,542	0.66
				19-01-2018	25000	Sale	3,49,542	0.61
				09-02-2018	10000	Purchase	3,59,542	0.63
				16-03-2018	5000	Purchase	3,64,542	0.64
				23-03-2018	25000	Sale	3,39,542	0.60
				30-03-2018	7300	Sale	3,32,242	0.58
		Closing Balance		31-03-2018			3,32,242	0.58
9	HSBC Indian Equity Mother Fund	3,15,315	0.55	01-04-2017		Opening Bal.	3,15,315	0.55
		-	-	-	-	-	-	-
		Closing Balance		31-03-2018			3,15,315	0.55
10	Tata Investment Corporation Limited	119075	0.21	01-04-2017		Opening Bal.	1,19,075	0.21
				07-04-2017	90925	Purchase	2,10,000	0.37
				08-09-2017	20050	Purchase	2,30,050	0.40
				15-09-2017	26812	Purchase	2,56,862	0.45
				22-09-2017	15909	Purchase	2,72,771	0.48
				29-09-2017	15000	Purchase	2,87,771	0.50
		Closing Balance		31-03-2018			2,87,771	0.50
11	#Rashi Fincorp Ltd.	701658	1.23	01-04-2018		Opening Bal.	7,01,658	1.23
				07-04-2017	350000	Sale	3,51,658	0.61
				28-04-2017	6,658	Sale	3,45,000	0.60
				05-05-2017	30,000	Sale	3,15,000	0.55
				19-05-2017	2000	Sale	3,13,000	0.55
				02-06-2017	44000	Sale	2,69,000	0.47
				09-06-2017	4000	Sale	2,65,000	0.46
				16-06-2017	10000	Sale	2,55,000	0.4469
				14-07-2017	255000	Sale	0	0
		Closing Balance		31-03-2018			0	0



Sr. No	Name of the shareholder	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (April 1, 2017) / end of the year (March 31, 2018)	% of total Shares of the Company				No. of shares	% of total shares of the Company
12	#SBI Life Insurance Co. Ltd	441784	0.77	01-04-2017		Opening Bal.	4,41,784	0.77
				14-04-2017	35327	Sale	4,06,457	0.71
				21-04-2017	33479	Sale	3,72,978	0.65
				28-04-2017	6086	Sale	3,66,892	0.64
				19-05-2017	95925	Sale	2,70,967	0.47
				23-06-2017	55032	Sale	2,15,935	0.38
				21-07-2017	41660	Sale	1,74,275	0.31
				28-07-2017	1916	Sale	1,72,359	0.30
				11-08-2017	63714	Purchase	1,08,645	0.19
				19-01-2018	15875	Purchase	1,24,520	0.22
				26-01-2018	45923	Purchase	1,70,443	0.30
				02-02-2018	20000	Purchase	1,90,443	0.33
				09-02-2018	15878	Purchase	2,06,321	0.36
		Closing Balance		31-03-2018			2,06,321	0.36
13	#Morgan Stanley Mauritius Company Limited	363702	0.6375	01-04-2017		Opening Bal.	3,63,702	0.63
				21-04-2017	88975	Sale	2,74,727	0.48
				28-04-2017	20106	Sale	2,54,621	0.45
				26-05-2017	619	Sale	2,54,002	0.44
				02-06-2017	252,334	Sale	1,668	0.44
				28-07-2017	595	Sale	1,073	0.44
				11-08-2017	365	Sale	708	0.34
				18-08-2017	708	Sale	0	0
		Closing Balance		31-03-2018			0	0
14	#ICICI Prudential Midcap Fund	327279	0.5736	01-04-2017		Opening Bal.	3,27,279	0.57
				21-04-2017	315315	Sale	11,964	0.57
				28-04-2017	11964	Sale	0	0
		Closing Balance		31-03-2018			0	0
16	#Birla Sun Life Insurance Company Limited	315315	0.5527	01-04-2017		Opening Bal.	3,15,315	0.55
				20-10-2017	120,000	Purchase	4,35,215	0.76
		Closing Balance		31-03-2018			4,35,215	0.76
17	#HDFC Trustee Company Limited - HDFC Prudence Fund	315315	0.5527	01-04-2017		Opening Bal.	3,15,315	0.55
				21-04-2017	315315	Sale	0	0
		Closing Balance		31-03-2018			0	0
18	#Nomura Funds Ireland Public Limited Company - Nomura Funds Ireland - India Equity Fund	315315	0.5527	01-04-2017		Opening Bal.	3,15,315	0.55
				21-04-2017	315315	Sale	0	0
		Closing Balance		31-03-2018			0	0

Sr. No	Name of the shareholder	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (April 1, 2017) / end of the year (March 31, 2018)	% of total Shares of the Company				No. of shares	% of total shares of the Company
19	#Reliance Capital Trustee Co. Ltd-a/c Reliance Small Cap Fund	315315	0.5527	01-04-2017		Opening Bal.	3,15,315	0.55
				21-04-2017	7500	Sale	3,07,815	0.54
				28-04-2017	150180	Sale	1,57,635	0.28
				21-07-2017	60000	Purchase	2,17,635	0.38
				15-09-2017	17000	Sale	2,00,635	0.35
				22-09-2017	50000	Sale	1,50,635	0.26
				24-11-2017	25000	Sale	1,25,635	0.22
				26-01-2018	13102	Sale	1,12,535	0.20
				02-03-2018	120338	Purchase	2,32,873	0.41
		Closing Balance		31-03-2018			2,32,873	0.41
20	#Globe Capital Market Limited	250809	0.4396	01-04-2017		Opening Bal.	2,50,809	0.43
				07-04-2017	248,590	Sale	2,219	0.01
				21-04-2017	1719	Sale	500	0.00
				21-04-2017	500	Sale	0	0
		Closing Balance		31-03-2018			0	0

# ceased to be in the Top 10 shareholders as on 31<sup>st</sup> March, 2018. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 1<sup>st</sup> April, 2017.

#### v. Shareholding of Directors and Key Managerial Personnel as on March 31, 2018

Sr. No	Shareholder's Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (April 1, 2017) / end of the year (March 31, 2018)	% of total Shares of the Company				No. of shares	% of total shares of the Company
1.	Ms. Apurva Purohit	12,28,500	2.15	01-04-2017	-	N.A.	12,28,500	2.15
		12,28,500	2.15	31-03-2018	-	N.A.	12,28,500	2.15

Other directors and KMP do not hold any shares at the beginning, during and at the end of the year.



## V. \* INDEBTEDNESS

(Amount in ₹ Lakhs)

Particulars	Secured	Unsecured	Deposits	Total
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	14,977.97	-	-	14,977.97
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	111.62	-	-	111.62
<b>Total (i+ii+iii)</b>	<b>15,089.59</b>	<b>-</b>	<b>-</b>	<b>15,089.59</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	1,383.25	-	-	1,383.25
Reduction	11,445.85	-	-	11,445.85
<b>Net Change</b>	<b>(10,062.60)</b>	<b>-</b>	<b>-</b>	<b>(10,062.60)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	4,991.12	-	-	4,991.12
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	35.88	-	-	35.88
<b>Total (i+ii+iii)</b>	<b>5,027.00</b>	<b>-</b>	<b>-</b>	<b>5,027.00</b>

\*Indebtedness of the Company including interest outstanding/accrued but not due for payment.

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. \*Remuneration to Managing Director, Whole-time Directors and/or Manager: Not Applicable

B. Remuneration of other directors:

(Amount in ₹ Lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Vijay Tandon	Anuj Puri	Apurva Purohit	Rahul Gupta	Madhukar Kamath	
<b>1</b>	<b>Independent Directors</b>						
	Fee for attending board committee meetings	2.9	2.3	-	-	1.8	7.0
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)			-	-	-	-
<b>2</b>	<b>Other Non-Executive Directors</b>						
	Fee for attending board committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B) = (1+2)	-	-	-	-	-	-
<b>Total Managerial Remuneration</b>		<b>2.9</b>	<b>2.3</b>	<b>-</b>	<b>-</b>	<b>1.8</b>	<b>7.0</b>
Overall Ceiling as per the Act		Not applicable as only sitting fees paid.					



**C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD**

Sr. No	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Mr. Abraham Thomas (CEO)	Mr. Prashant Domadia (CFO)	Mr. Chirag Bagadia (CS)	
1.	Gross Salary				
	Salary as per provisions contained in section 17(1) of the Income Tax Act	251.94	48.67	18.24	318.75
	Value of perquisites u/s 17(2) Income Tax Act, 1961	-	-	-	-
	Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- As % of Profit				
	- Others, specify				
5.	Others, please specify	-	-	-	-
	<b>Total</b>	<b>251.94</b>	<b>48.67</b>	<b>18.24</b>	<b>318.75</b>

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal, if any (give details)
			<b>COMPANY</b>		
Penalty			None		
Punishment					
Compounding					
			<b>DIRECTORS</b>		
Penalty			None		
Punishment					
Compounding					
			<b>OTHER OFFICERS IN DEFAULT</b>		
Penalty			None		
Punishment					
Compounding					

For and on Behalf of the Board

Date: May 22, 2018  
Place: Mumbai
**Vijay Tandon**  
Chairman  
(Non-Executive and Independent)



## ANNEXURE IV

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
Music Broadcast Limited  
5<sup>th</sup> Floor, RNA Corporate Park  
Kalanagar, Bandra (East)  
Mumbai – 400 051

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Music Broadcast Limited (CIN: L64200MH1999PLC137729) (herein after referred as “the Company”) for financial year 2017-18. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 (“Audit Period”) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined, the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and produced before us for the financial year ended March 31, 2018, as per the provisions of:

- (i) The Companies Act, 2013 (“the Act”) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- (iii) The Depositories Act, 1996 and the regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit Period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI ACT”) during the Audit Period.
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period)
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014; (Not applicable to the Company during the Audit Period)
  - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the Audit Period)
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period)
  - (i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

(vi) I, relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for the compliance of the following laws applicable specifically to the Company:-

- a) The Indian Telegraph Act, 1885
- b) The Indian Wireless Telegraphy Act, 1933
- c) The Prasar Bharati (Broadcasting Corporation of India) Act, 1990
- d) The Telecom Regulatory Authority Act, 1997
- e) Grant of Permission Agreement (GOPA) executed between the Company and Ministry of Information and Broadcasting, Government of India.
- f) The Code for Commercial Broadcasting.
- g) The Sports Broadcasting Signals (Mandatory Sharing with Prasar Bharti) Act, 2007

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with National Stock Exchange of India Limited and BSE Limited

Based on the aforesaid information provided by the Company, we report that during the financial year under report, the Company has complied with the provisions of the above mentioned Act/s, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable and I have not found material observation or instances of non-compliance in respect of the same.

#### **I further report that -**

The Board of Directors of the Company is duly constituted with all the Directors are Non-Executive Directors with adequate mix of Independent Director's. The changes in the composition of the Board of Directors that took place during the Audit Period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors about scheduled Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance; and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board and committees were unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

#### **I further report that during the Audit Period;**

- (i) The Company had redeemed 1000 Privately Placed 9.70% Secured, Listed, Redeemable Non-Convertible Debentures (Series-B, ISIN INE919I07021) for the face value ₹ 10,00,000/- per Debenture on its maturity on March 05, 2018 out of the proceeds of Initial Public Offer.
- (ii) The Company had approved, acquisition of Radio Business of Ananda Offset Private Limited having brand name "Friends 91.9 FM" on a Slump Sale subject to regulatory approvals in the Board Meeting held on April 23, 2018.
- (iii) There was no instance of foreign technical collaborations.

Date: May 22, 2018  
Place: Mumbai

**Deepak Rane**  
Practicing Company Secretary  
A.C.S. No. 24110  
Proprietor  
CP No. 8717



## ANNEXURE V

### DISCLOSURE OF INFORMATION UNDER SECTION 197(12) OF COMPANIES ACT, 2013 READ WITH RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

The information required under section 197 of the Act read along with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory amendments, modifications, if any are given below:

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2017-18: Not applicable
- b) The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year 2017-18:

Sr. No.	Name of the Director/CFO/ CEO/CS/Manager	Designation	% increase between (I) and (II) [(I-II)/II*100]
1.	Mr. Abraham Thomas	Chief Executive Officer	8 %
2.	Mr. Prashant Domadia	Chief Financial Officer	10 %
3.	Mr. Chirag Bagadia	Company Secretary	12 %

- c) Percentage increase / decrease in the median remuneration of employees in the financial year 2017-18: 3%
- d) Number of permanent employees on the rolls of the company: There were 524 permanent employees as on March 31, 2018.
- e) Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with percentile increase in managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average increase in remuneration of managerial personnel and employees other than these Managerial Personnel are given below:

Particulars	All employees other than managerial personnel	Managerial Personnel
% increase from FY 2016-17 to FY 2017-18	10%	N.A

- f) Affirmation that remuneration is as per remuneration policy of the company:

It is hereby affirmed that the remuneration is as per the remuneration policy of the Company

For and on Behalf of the Board

**Vijay Tandon**

Chairman

(Non-Executive and Independent)

Date: May 22, 2018

Place: Mumbai



# REPORT ON CORPORATE GOVERNANCE

The Board of Directors of the Company present the Company's Report on Corporate Governance for the year ended March 31, 2018 in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

## 1. OUR CORPORATE GOVERNANCE PHILOSOPHY

We believe, Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation. It is an upward-moving target that we collectively strive towards achieving.

Our Corporate governance framework is driven by the objective of enhancing long term stakeholder value without compromising on ethical standards and corporate social responsibilities. Efficient corporate governance requires a clear understanding of the respective roles of the Board of Directors ("Board") and of senior management and their relationships with others in the corporate structure. Sincerity, fairness, good citizenship and commitment to compliance are key characteristics that drive relationships of the Board and senior management with other stakeholders. Accordingly, Music Broadcast Limited (MBL) endeavours to adhere to the highest levels of transparency, accountability and ethics in all its operations, at the same time fully realizing its social responsibilities. The Company's focus on Corporate Governance is reflected in following:

- Composition, size and functioning of and disclosures to the Board of Directors and various Committees of the Board.
- Board's commitment to discharge duties and responsibilities entrusted upon them by the Statute and to live up to the expectations of stakeholders of the Company and public at large.
- Strong value systems and ethical business conduct.
- Sound internal control and internal audit system.
- Transparency, accountability, social responsibility and ethics in all its operations.
- Putting in place the Code of Conduct for all the members of Board and team of senior Management Personnel.

- Putting in place the Code of Conduct for Prohibition of Insider Trading.
- Vigil Mechanism and Whistle Blower Policy.
- Policy on Related Party Transactions and on dealing with Related Party Transactions.
- Efforts for prompt redressal of investors' grievances.
- Appropriate delegation of authority responsibility, monitoring of performance and collective decision making involving senior management team in all key decisions.
- Automated seamless integrated work flow to ensure consistency and timely flow of information.

## 2. BOARD OF DIRECTORS

An effective Board of Directors is a pre-requisite for strong and effective Corporate Governance. With the belief that an active, well informed, truly diverse and independent Board of Directors is necessary to ensure the highest standards of Corporate Governance, the Company has a fundamentally strong Board comprises an optimal combination of non-executive and independent directors so as to preserve and maintain the independence of the Board.

As on March 31, 2018, the Board of Directors comprises of 5 (five) Directors, 3 (three) of whom are Non-Executive Independent Directors and 2 (two) are Non-Executive Directors out of which 1 (one) is Non-Executive Woman Director. All Directors of the Company are resident Directors.

The Board of Directors consists of eminent individuals with considerable professional expertise and experience in Finance, Media, Commercial, Strategy and Planning, Business Administration and other related fields, who not only bring a wide range of experience and expertise, but also impart the desired level of independence to the Board of Directors.

In line with the Nomination & Remuneration policy, the Directors are identified based on their qualifications, positive attributes, area of expertise, etc.



### 3. COMPOSITION OF BOARD OF DIRECTORS AND PARTICULARS THEREOF

The details of attendance of directors at the Board Meetings during the financial year 2017-18 is provided below:

Sr. No	Name of the Director	No. of Board Meeting attended during the financial year 17-18	Whether attended last AGM	Category	Relationship with other Director(s)	Share-holding in the Company in Number & Percentage
1.	Mr. Vijay Tandon	5 out of 5	Yes	Non-Executive Chairman (Independent)	---	NIL
2.	Mr. Anuj Puri	4 out of 5	Yes	Non-Executive Independent Director	---	NIL
3.	*Mr. Madhukar Kamath	3 out of 3	Yes	Non-Executive Independent Director	---	NIL
4.	Ms. Apurva Purohit	5 out of 5	Yes	Non-Executive Director	---	12,28,500 (2.15%)
5.	Mr. Rahul Gupta	5 out of 5	No	Non-Executive Director	---	NIL
6.	#Mr. Sameer Gupta	3 out of 3	No	Non-Executive Director	---	NIL

#### Notes:

- Relationship with other Director(s) means 'Relative' of other Director(s) as defined u/s 2(77) of the Companies Act, 2013 ("Act").
- Company has not issued any convertible instrument.
- \*Mr. Madhukar Kamath was appointed as Additional Independent Director of the Company on May 25, 2017 and was regularised as Director in the 18<sup>th</sup> Annual General Meeting of the Company by the shareholders of the Company.
- #Mr. Sameer Gupta resigned as the Director of the Company with effect from October 9, 2017

### 4. OTHER DIRECTORSHIP AND MEMBERSHIP OF BOARD COMMITTEES AS AT MARCH 31, 2018

Sr. No	Name of the Director	Number and Name of Directorships in other Public Companies.	No. of Committee position held in other Companies	
			Chairman	Member
1.	Mr. Vijay Tandon	Jagran Prakashan Limited	1	1
2.	Mr. Anuj Puri	Jagran Prakashan Limited	None	None
3.	*Mr. Madhukar Kamath	-	None	None
4.	Ms. Apurva Purohit	Mid-day Infomedia Limited Mindtree Limited	None	1
5.	Mr. Rahul Gupta	Shri Puran Multimedia Limited Jagran Micro Motors Limited Jagran Infotech Limited	None	None

#### Notes:

- Directorship held by Directors in other Companies does not include directorship, if any in Foreign Company, Companies under Section 8 of Companies Act, 2013 and Private Limited Companies.
- In accordance with Regulation 26 of Listing Regulations, Chairmanship/Membership only in Audit Committee and Stakeholder Relationship Committee of Public Limited Companies has been considered for Committee positions.
- None of the Directors of the Company hold membership of more than ten Committees nor is a Chairman of more than five committees (as specified in regulation 26), across all companies of which he / she is a director. Necessary disclosures regarding Committee positions in other Indian public companies as at March 31, 2018 have been made by the Directors.
- \*Mr. Madhukar Kamath was appointed as Independent Director of the Company on May 25, 2017.

**5. BRIEF PROFILE OF DIRECTORS:**

**Mr. Vijay Tandon** is an Independent Director and Chairman of our Company. He graduated from the University of Delhi. Mr. Tandon is a Chartered Accountant and fellow of the Institute of Chartered Accountants of India. After qualifying 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 40 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 a UK-based development consultant. Mr. Tandon is currently advisor on Urban governance and Management and Independent Director of Jagran Prakashan Limited. Mr. Tandon joined our Board on November 24, 2016.

**Mr. Madhukar Kamath** is an Economics graduate from the Loyola Collage, Chennai. He studied Management at XLRI Jamshedpur, which has also conferred on him a Distinguished Alumnus award. Madhukar has more than four decades of experience in Advertising and Marketing Services and has spent over 25 years in erstwhile Mudra now the DDB Mudra Group, in two separate stints. Under his leadership, Mudra transformed itself from an Advertising Agency into one of India's leading Integrated Marketing Communications Groups. Madhukar also played a key role in the Omnicom acquisition of the Mudra Group and the integration with the Global DDB Network. Subsequently, he facilitated the entry of Interbrand, the leading Global Brand Consultancy into India, and functioned as its Chairman. In between his two stints at DDB Mudra Group, Madhukar led Bates India as its CEO and was instrumental in the acquisition of Clarion. He also introduced Zenith Media into India. Following his retirement, he has been appointed the Chairman Emeritus of the DDB Mudra Group. He has also turned an entrepreneur and is now the Chairman of Multiplier Mudra, an Insights & Solutions company, connecting

Brands with Shoppers. Madhukar has served as the President of the AAAI (Advertising Agencies Association of India) and the Chairman of ASCI (The Advertising Standards Council of India). He was also the Chairman of AdAsia 2011, India's largest Marketing Congress, which was held in New Delhi. As the Chairman of the Mudra Foundation and the Chairperson of the Governing Council of MICA, for over a decade, Madhukar helped build MICA into India's foremost Strategic Marketing and Communications Management Institute. Madhukar also served as the President of MICA, for the academic year 2016-17. He is now on the Board of ABC (The Audit Bureau of Circulations) In 2013, Madhukar became an Executive Board member of the NGO, Plan International in India. Mr. Kamath joined our Board on May 25, 2017.

**Ms. Apurva Purohit**, is a Non-Executive Director of our Company. She holds a Bachelor's degree in Science from the University of Madras and a Post Graduate Diploma in Management from the Indian Institute of Management, Bengaluru. She is the president of the Jagran group and she handles the group's portfolio across several verticals including print, radio, digital and outdoor. She is also accountable for any new businesses the group may venture into in the media space. She has authored the book "Lady, You're not a Man – the Adventures of a Woman at Work". In 2016, she was awarded as one of the Business Today's top 30 most powerful women in business. She has been on the Board since August 16, 2014 and was appointed as a whole-time director and CEO of our Company. Further, her designation was changed to a whole-time director on November 23, 2015 pursuant to a board resolution passed on November 18, 2015. She was appointed as a Non-Executive Director of our Company on July 1, 2016.

**Mr. Anuj Puri**, is Independent Director of our company. Mr. Puri holds Bachelor's degree in commerce, is an Associate of the Institute of Chartered Accountants of India (New Delhi), Associate of the Chartered Insurance Institute -UK, Associate of Insurance Institute of Surveyors & Adjusters (India) and an Associate of the Insurance Institute of India. Mr. Puri is an acknowledged thought leader in the Indian real estate industry and is known nationally and globally as one of the most respected experts on India's extensive real estate opportunities. With 28 years of experience in multi-disciplinary advisory and transactions ranging from real estate to social development projects, he has expertise in undertaking demand assessment studies and transactional services including marketing strategies based on technical real estate market analysis. Mr. Puri has successfully handled marketing of projects within the Office, Retail, Hospitality and Residential domains. He has held



various key positions in the industry and is a Member of Task Force on Smart Cities of Federation of Indian Chambers of Commerce & Industry (FICCI), the Confederation of Indian Industry Western Regional Council 2016-17, Advisory Committee of Maharashtra Chamber of Housing Industry-Confederation of Real Estate Developers' Association of India (MCHI-CREDAI). He is also Fellow of Royal Institute of Chartered Surveyors. Until Feb 2017, Mr. Puri was the Chairman & Country Head of Jones Lang LaSalle (JLL), one of India's largest real estate service providers. He thereafter acquired JLL's Residential and Fund Management businesses and runs them independently as ANAROCK Property Consultants. ANAROCK Group is India's leading real estate Services Company with business interests diversified across the entire real estate value chain with over 1000 staff and 11 offices in India as well as 1 in Dubai. Mr. Puri is Director of the Company since May 30, 2016.

**Mr. Rahul Gupta**, is a Non-Executive Director of our Company. He holds a Bachelor's degree in Science from the University of Bradford and a Master of Business Administration from Lancaster University (UK). Prior to joining our Company, he worked with the Independent Newspapers London (UK) Ltd. He was instrumental in setting up and operating the Radio Mantra Stations in Shri Puran Multimedia Limited and is currently managing the operations of Jagmini Microknit Private Limited. He was appointed as a Non-Executive Director of our Company on September 07, 2015.

## 6. BOARD MEETING AND PROCEDURES

The Board of Directors is the apex body constituted by the shareholders for overseeing the overall functioning of the Company, management policies and their effectiveness and ensures that the long term interest of the shareholders is served. The internal guidelines of the Board and the Board Committee meetings facilitate the decision making process at the meetings of the Board/Committees in an informed and efficient manner.

The following sub-sections deals with these guidelines:

### a) Scheduling and selection of Agenda Items for Board meetings:

- (i) Minimum four Board meetings are held in each year. Apart from the above, additional Board meetings are convened by giving appropriate notice to address the specific needs of the Company. In case of business exigencies or urgency of matters, resolutions are passed by circulation.

- (ii) All divisions / departments of the Company are encouraged to plan their functions well in advance, particularly with regard to matters requiring discussion / approval / decision at the Board / Committee meetings. All such matters are communicated to the Company Secretary in advance so that the same could be included in the Agenda for the Board/Committee meetings.
- (iii) The Board has complete access to any information within the Company and with the employee of the Company. The information placed before the Board includes:-
  - 1) Annual operating plans and budgets and any updates.
  - 2) Capital budgets and any updates.
  - 3) Quarterly results for the Company and its operating divisions or business segments.
  - 4) Minutes of meetings of Audit Committee and other Committees of the board and also resolutions passed by Circulation.
  - 5) The information on recruitment, remuneration and resignation of senior management personnel just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
  - 6) Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
  - 7) Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
  - 8) Details of any joint venture or collaboration agreement.
  - 9) Sale of material nature of investments, assets, which is not in normal course of business.
  - 10) Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.



- 11) Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
- 12) Dividend declaration
- 13) Quarterly summary of the borrowings, loans and investments made.
- 14) Internal audit findings and external audit report.
- 15) Company's annual Financial Results, Financial Statements, Auditor's Report and Board Report.
- 16) Formation/reconstitution of Board Committees
- 17) Terms of reference of Board Committees.
- 18) Declaration of Independent Directors at the time of appointment.
- 19) Disclosure of Director's interest and their shareholding.
- 20) Appointment of internal auditors and Secretarial Auditor.
- 21) Annual Secretarial reports submitted by Secretarial Auditors.
- 22) Recommending appointment of and fixing of remuneration of the Auditors as recommended by the Audit Committee.
- 23) Reconciliation of Share Capital Audit Report under SEBI (Depositories and Participants) Regulations, 1996

- (iv) The Chairman of the Board and the Company Secretary in consultation with other concerned team members of the senior management, finalize the agenda papers for the Board meetings.

**b) Information Flow to the Board Members including Board Material distributed in advance:**

- (i) Agenda and Notes on Agenda are circulated to the Directors, in advance. All material information is incorporated in the Agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the Agenda, the same is tabled before the meeting with specific reference to this effect in the Agenda.
- (ii) In special and exceptional circumstances, additional or supplementary item(s) on the Agenda

are permitted. Sensitive subject matters may be discussed at the meeting without written material being circulated in advance.

**c) Recording Minutes of proceedings at Board and Committee meetings:**

The Company Secretary records the minutes of the proceedings of each Board and Committee meetings. The draft minutes are circulated to all the members of the Board / Committee for their comments.

**d) Post Meeting Follow-up Mechanism:**

The Action taken report on the decisions/minutes of the previous meeting(s) is placed at the succeeding meeting of the Board/Committee for noting by the Board/Committee.

**e) Compliance:**

The Company Secretary is responsible for and is required to ensure adherence to all the applicable laws and regulations including the Companies Act, 1956 and Companies Act, 2013 read with the Rules issued thereunder and the Secretarial Standards recommended by the Institute of Company Secretaries of India, New Delhi.

**f) Board Meetings:**

5 (Five) Board meetings were held during the financial year 2017-18 on April 17, 2017, May 25, 2017, July 31, 2017, November 1, 2017 and January 24, 2018. The gap between any two Board Meetings did not exceed more than 120 days.

Leave of absence was granted to the non-attending directors on their request and noted in the attendance register as well as in the minutes of the meetings.

**g) Web link of familiarisation Programme for Independent Director:**

<https://www.radiocity.in//images/about-us/presscoverageimg/Orientation-and-Familiarisation-Programme-2017-18.pdf>

## 7. BOARD COMMITTEES

In terms of Companies Act, 2013 and Listing Regulations the Board has constituted the following Committees i.e. Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Nomination & Remuneration Committee. The Board also constituted Management Committee to open the bank accounts and give all such power of attorney/authorizations as may be



needed by the Board and employees to represent the Company before the Governmental authorities etc.

**(A) Audit Committee:**

In compliance with Regulation 18 of Listing Regulations and as per the requirements of Section 177 of the Companies Act, 2013, an Audit Committee of the Board has been constituted.

**a) Brief Description of Terms of Reference:**

The role of Audit Committee includes the following:

1. Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, re-appointment, terms of appointment and, if required, the replacement or removal of the internal auditor, cost auditor and statutory auditors and the fixation of audit fees and remuneration;
3. Approval of payment to statutory auditors for any other services rendered by them, as applicable;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval with particular reference to:
  - (a) Matters required in the Director's responsibility statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013;
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) Significant adjustments made in the financial statements arising out of audit findings;
  - (e) Compliance with listing and other legal requirements relating to financial statements;
  - (f) Disclosure of any related party transactions;
  - (g) Modified opinion(s) in the draft audit report.

- (h) Compliance with accounting standards;
- (i) Contingent liabilities;
- (j) Claims against the Company and their effect on the financial statements; the term "financial statement" shall have the meaning ascribed to such term under Section 2(40) of the Companies Act, 2013;

5. Reviewing, with the management:

- (a) the quarterly, half-yearly and annually financial statements and such other periodical statements before submission to the Board for approval;
- (b) The statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.); and
- (c) the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in the matter;

6. Reviewing and monitoring the auditor's independence and performance along-with the effectiveness of audit process;

7. Examination of the financial statement and the auditor's report thereon;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Laying down the criteria for granting omnibus approval in line with the Company's policy on related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature;

10. Scrutinizing

- (a) the need for omnibus approval and ensuring that such approval is in the interest of the Company;
- (b) Inter-corporate loans and investments.

11. Valuation of undertakings or assets of the Company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Reviewing with the management-performance of statutory, cost and internal auditors and also the adequacy of the internal control systems;
14. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
15. Discussion with internal auditors of any significant findings and follow up there on;
16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
17. Discussing with statutory auditors, internal auditors, secretarial auditors and cost auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
18. Scrutinizing the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
19. Formulating the scope, functioning, periodicity and methodology for conducting the internal audit in consultation with the internal auditor.
20. Approval of appointment of CFO (or the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
21. Reviewing the functioning of the whistle blower mechanism;

The powers of the Audit Committee shall include the following:

- a. To investigate any activity within its terms of reference;
- b. To seek information from any employee;
- c. To obtain outside legal or other professional advice, and
- d. To secure attendance of outsiders with relevant expertise, if it considers necessary; and

The Audit Committee shall mandatorily review the following information:

1. Management's discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the chief internal auditor;
6. Statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations; and
  - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of the Listing Regulations.



The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.

The auditors of a company and the key managerial personnel shall have a right to be heard in the meetings of the Audit Committee when it considers the auditor's report but shall not have the right to vote.

The Company has established a vigil mechanism for directors and employees to report genuine concerns. Vigil mechanism provides for adequate safeguards against victimization of persons who use such mechanism and make direct access to the chairman of the Audit Committee in appropriate or exceptional case. The details of establishment of such mechanism are disclosed by the Company on its website.

All recommendations of Audit Committee for the financial year 2017-18 were accepted by the Board.

**b) Composition, Name of Members, Chairperson, Meetings & attendance during the year 2017-18:**

4 (Four) Audit Committee meetings were held during the financial year 2017-18 on May 25, 2017, July 31, 2017, November 1, 2017, and January 24, 2018. The gap between two Audit Committee did not exceed 120 days.

**c) Composition and Attendance in Audit Committee meeting during the year:**

The Audit Committee comprises of four Directors with Mr. Vijay Tandon as the Chairman of the Committee. The composition of Audit Committee is in compliance of Section 177 of the Companies Act, 2013 read with relevant Rules made thereunder and Regulation 18 of the Listing Regulations.

Name of Committee Members	Position	Meetings Held	Meetings Attended
Mr. Vijay Tandon	Chairman (Non-Executive and Independent)	4	4
Mr. Anuj Puri	Member (Non-Executive and Independent)	4	3
*Mr. Madhukar Kamath	Member (Non-Executive and Independent)	3	3
Ms. Apurva Purohit	Member (Non-Executive)	4	4

**Notes:**

\*Mr. Madhukar Kamath was appointed as member of Audit Committee w.e.f May 25, 2017.

Mr. Chirag Bagadia is Secretary to the Committee.

The Chief Executive Officer, Chief Financial Officer, Senior Vice-President Finance are regular invitees to the said meeting and representatives of the Statutory Auditor too attend the Audit Committee meetings and share their findings and address queries.

The primary objective of the Audit Committee is to monitor and supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosures and financial reporting.

**(B) Nomination And Remuneration Committee:**

The composition of Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act, 2013 read with relevant Rules made thereunder and Regulation 19 of the Listing Regulations.

**a) Brief Description of Terms of Reference:**

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of independent directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommending to the Board, their appointment and removal and shall carry out evaluation of every director's performance. The Company disclose remuneration policy and evaluation criteria in its Annual Reports;



5. Determination of extension or continuation of the term of appointment of the independent directors on the basis of the report of performance evaluation of independent directors.

The Chairman of the Nomination and Remuneration committee may be present at the Annual General Meeting, to answer the shareholders' queries. However, it would be up to the Chairman to decide who should answer the queries.

**b) Composition and attendance in Nomination and Remuneration Committee meeting during the year:**

Nomination and Remuneration Committee comprises of three Directors with Mr. Anuj Puri as Chairman. 3 (Three) Nomination and Remuneration Committee meetings were held during the financial year 2017-18 on May 25, 2017, January 11, 2018 and January 24, 2018. The Nomination and Remuneration Committee consists of following non-executive directors:

Name of Committee Members	Position	Meetings Held	Meetings Attended
Mr. Anuj Puri	Chairman (Non-Executive and Independent)	3	2
Mr. Vijay Tandon	Member (Non-Executive and Independent)	3	3
Ms. Apurva Purohit	Member (Non-Executive)	3	3

Mr. Chirag Bagadia is Secretary to the Committee.

**c) Remuneration of Directors**

**I. Non-Executive Directors Compensation and Disclosures:**

**1. Sitting Fees:**

The sitting fees for the each Board Meeting and Audit Committee Meeting are ₹ 50,000/- and ₹ 10,000/- respectively to be paid to Independent Directors as determined by the Board of Directors.

The Sitting fees paid to non-executive directors for the financial year 2017-18 was as under:

Name Director	Designation/Category	Sitting Fee (₹)
Mr. Vijay Tandon	Independent Director	2,90,000
Mr. Anuj Puri	Independent Director	2,30,000
Mr. Madhukar Kamath	Independent Director	1,80,000

**Note:**

In view of request of non-executive directors viz. Mr. Rahul Gupta and Ms. Apurva Purohit, the Board decided not to pay sitting fee for meetings, until otherwise decided by the Board.

**2. Professional Fees:**

The Company has appointed Ms. Apurva Purohit as a mentor with effect from July 1, 2016 to oversee the business operations of our Company and to guide the management of our Company from time to time. In terms of her appointment, as approved by members of the Company vide Ordinary resolution dated September 12, 2016, she is eligible to be paid a professional fee by way of commission upto 1% of the profit before tax of each financial year starting April 1, 2016, in addition to travel, hotel and other incidental expenses incurred by her.

Her professional fees for the financial year 2017-18 was ₹ 75.98/- Lakhs.

**II. Annual Evaluation of Board, Committees and individual Directors:**

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board of Directors/ Independent Directors/ Nomination & Remuneration Committee ("NRC") (as applicable) has undertaken an evaluation of its own performance, the performance of its Committees and of all the individual Directors including the Chairman of the Board of Directors based on various parameters relating to roles, responsibilities and obligations of the Board, effectiveness of its functioning, contribution of Directors and the functioning of its Committees. Such evaluation are presented to the NRC and the Board of Directors. A well-structured mechanism was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders, etc. The performance



evaluation of the Independent Directors was carried out by the entire Board.

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors.

The Directors expressed their satisfaction with the evaluation process.

#### (C) Stakeholders Relationship Committee:

In compliance with Regulation 20 of Listing Regulations and provisions of the Companies Act, 2013, the Stakeholders Relationship Committee has been constituted by the Board for a speedy disposal of grievances / complaints relating to stakeholders/ investors.

#### Composition, Meetings and attendance during the year:

4 (Four) Stakeholders Relationship Committee meetings were held during the financial year 2017-18 on May 25, 2017, July 31, 2017, November 1, 2017, and January 24, 2018. The Stakeholders Relationship Committee consists of following directors:

#### a) Composition and attendance in Committee meeting during the year:

Name of Committee Members	Position	Meetings Held	Meetings Attended
Ms. Apurva Purohit	Chairperson (Non-Executive)	4	4
Mr. Rahul Gupta	Member (Non-Executive)	4	4
*Mr. Anuj Puri	Member (Non-Executive and Independent)	1	0
*Mr. Sameer Gupta	Member (Non-Executive)	2	2

#### Note:

\*Mr. Sameer Gupta resigned as Member of Stakeholders Relationship Committee with effect from October 9, 2017

\*Mr. Anuj Puri was appointed as Member of Stakeholders Relationship Committee with effect from November 01, 2017

#### b) Compliance Officer:

Mr. Chirag Bagadia, Company Secretary is designated as the Compliance Officer for complying with the requirements of the Securities Law and Listing Regulations with the Stock Exchanges in India.

#### c) Investor Grievance Redressal:

The Committee will specifically look into the shareholder redressal and investor complaints on matters relating to refund orders, transfer of shares, dematerialization/rematerialisation, sub-division, consolidation of share certificates, issue of duplicate share certificates, non-receipt of annual report, non-receipt of declared dividends etc. In addition, the Committee advises on matters which can facilitate better investor services and relations. As per the Certificate issued by the Registrar and Share Transfer Agents (RTA), Karvy Computershare Private Limited, during the year under review, 50 complaints were received from shareholders/investors and all of them were replied/resolved to the satisfaction of the shareholders/investors. The break-up of these complaints is as under:-

Nature of Compliant	Number of Compliant
Non-receipt of Securities	1
Non-receipt of Refund Order	37
Non-receipt of Electronic Credits	2
Non-receipt of Annual Report	10
<b>Total</b>	<b>50</b>

#### D) Corporate Social Responsibility Committee:

In compliance with Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules 2014, the Company has established Corporate Social Responsibility (CSR) Committee. Statutory disclosures with respect to the CSR Committee and CSR activities forms part of the Director's Report.

#### a) Terms of Reference:

1. To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance as specified in Schedule VII of the Companies Act, 2013 and rules made thereunder;
2. To recommend the amount of expenditure to be incurred on the CSR activities;
3. To institute the transparent monitoring mechanism for implementation of CSR projects or programs or activities undertaken by the Company and perform any function as stipulated in Companies Act, 2013 and any applicable laws, as may be prescribed from time to time.

**b) Composition of Committee and attendance in Committee meeting during the year:**

Name of Committee Members	Category	Meetings Held	Meetings Attended
Ms. Apurva Purohit	Chairperson (Non-Executive)	2	2
Mr. Anuj Puri	Member (Non-Executive & Independent)	2	1
Mr. Rahul Gupta	Member (Non-Executive)	2	2

**(E) Meetings of Independent Directors:**

Pursuant to the provisions of Companies Act, 2013 and Regulation 25 of Listing Regulations the Company's Independent Directors met on January 24, 2018 for the financial year 2017-18, without the presence of Non-Executive Directors or key management personnel except Company Secretary who performs the duties of Secretary to the meeting.

**Terms of Reference:**

- To review the performance of the non-independent directors and Board as a whole;
- To review performance of the Chairman;
- To assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties as has been prescribed by Companies Act, 2013 and Listing Regulations.

**8. INTERNAL AUDIT SYSTEM**

The Company has a robust system for internal audit and assesses corporate risk on an ongoing basis. The Company has appointed an independent firm. Audit observations are periodically reviewed by the Audit Committee of the Board and necessary directions are issued, wherever required.

M/s. KPMG, are Internal Auditors of the Company. At the core of our processes is the wide use of technology instead of human intervention that ensures robustness of internal control, integrity and timely submission of reports including Management Reports (MIS).

**9. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL**

The Company has adopted a Code of Conduct for its Directors and Senior Management Personnel. This Code is a comprehensive Code applicable to all Directors as well as members of Senior Management. The Code lays down, in detail, the standards of business conduct, ethics and governance. A copy of the Code is available on the Company's corporate website [www.radiocity.in](http://www.radiocity.in).

The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them annually. A declaration signed by the Chairman is enclosed herewith.

**10. VIGIL MECHANISM**

A Vigil Mechanism (Whistle Blower Policy) for the Directors and employees to report their genuine concerns or grievances in compliance with the provisions of Rule 7 of Chapter XII of the Companies (Meetings of Board and its Powers) Rules, 2014 has been formed. The Board designated and authorized Mr. Prashant Domadia, CFO of the Company as Vigilance Officer and Mr. Vijay Tandon, Chairman of the Audit Committee to oversee the vigil mechanism.

The Vigil mechanism shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provides for direct access to the Chairman of the Audit Committee and in case of repeated frivolous complaints being filed by a Director or an employee, the Chairman of the Audit Committee may take suitable action against the concerned Director or employee including reprimanding.

**11. CEO /CFO CERTIFICATION**

The CEO/CFO have certified to the Board, inter alia the accuracy of financial statements and adequacy of Internal controls for the financial year ended March 31, 2018, as required under Regulation 33 (1) (e) read with Schedule IV of Listing Regulations. The said certificate is annexed to and forms part of this Report.



## 12. GENERAL BODY MEETINGS

The details of Annual General Meetings held in last Three (3) years are as under:

Financial Year	Day, Date and Time	Venue	Special Resolution passed at the General Meetings
2016-2017	Thursday, September 14, 2017 at 3.00 p.m.	Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra West, Mumbai, Maharashtra 400050,	No Special Resolution was passed in the meeting.
2015-2016	Monday, September 12, 2016 at 10.00 a.m.	5 <sup>th</sup> Floor, RNA Corporate Park, Off Western Express Highway, Kalanagar, Bandra (E), Mumbai 400 051	To keep the Register of Members, Index of Members, Register and Index of Debenture holders and such other Registers, as may be required to be maintained under Section 88 of the Companies Act, 2013, at the office of the Registrar and Transfer Agents of the Company, as may be appointed from time to time.
2014-2015	Monday, September 07, 2015 at 10.00 a.m.	5 <sup>th</sup> Floor, RNA Corporate Park, Off Western Express Highway, Kalanagar, Bandra (E), Mumbai 400 051	No Special Resolution was passed in the meeting.

The shareholders with requisite majority passed all the resolutions including special resolutions, set out in the respective notices. During the year under review, no resolution was passed through Postal Ballot.

No special resolution on the matters requiring postal ballot is proposed to be placed at the ensuing Annual General Meeting for shareholders' approval.

## 13. DISCLOSURES

### i) Disclosures on materially significant related party transactions

There were no significant or material related party transaction that have taken place during the year which have any potential conflict with the interest of the Company at large. The detailed related party information and transactions have been provided in Notes to Accounts forming part of Annual Report.

All related party transactions are negotiated at arm's length basis and are only intended to further the interest of the Company.

#### Web link for Policy on Dealing with Related Party Transactions:

<https://www.radiocity.in/images/about-us/presscoverageimg/Policy%20on%20Related%20Party%20Transactions%20-%20MBL1491476649.pdf>

### ii) Policy on Material Subsidiaries

Pursuant to requirements of Listing Regulations, the Company has adopted the policy determining material subsidiaries and the said policy is available on the Company's website at [www.radiocity.in](http://www.radiocity.in).

#### Web link for Policy for determining 'material subsidiaries' is disclosed:

<https://www.radiocity.in/images/about-us/presscoverageimg/Policy%20for%20Determining%20Material%20Subsidiaries%20-%20MBL1491476544.pdf>

### iii) Pecuniary Relationship and Transactions of Non-Executive Director with MBL.

The Company pays sitting fees to Non-Executive Directors as detailed 7(B) (c) above.

### iv) Details of Non-Compliance by the Company, penalties, stricture imposed on the Company by the Stock Exchanges, SEBI or any statutory authorities or any matter related to capital markets.

The Equity shares of the Company are listed and traded on BSE Limited and National Stock Exchange of India Limited. There has never been an instance of non-compliance by the Company on any matter related to capital markets and hence no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority in relation to capital market.

### v) Policy on Insider Trading:

The Company has formulated the Code of Conduct for the Prevention of Insider Trading (Code) in accordance with the guidelines specified under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Compliance Officer under this code is responsible for complying with the procedures, monitoring adherences to the rules for the prevention of price sensitive information, pre-clearance of trade, monitoring of trades and implementation of Code of Conduct under the overall supervision of the Board. The Company's Code inter alia,



prohibits purchase and/or sale of shares of the Company by an insider, while in possession of unpublished Price Sensitive Information in relation to the Company during prohibited period which is notified to all sufficiently in advance. The Company's updated Code is available on Company's website at <https://www.radiocity.in/images/about-us/presscoverageimg/Policy%20on%20Prevention%20of%20Insider%20Trading%20-%20MBL1491476928.pdf>

**vi) Disclosure of commodity price risks and commodity hedging activities:** Not Applicable

**vii) Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the Audit Committee**

The Company has a 'Whistle Blower Policy'/'Vigil Mechanism' in place, details of which have been furnished in the Board of Directors' Report. The Board of Directors affirms and confirms that no personnel has been denied access to the Audit Committee

**viii) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements**

The Company has complied with all the mandatory requirements of the Schedule V of the Listing Regulations. The status of compliance with the non-mandatory requirements of this clause has been detailed herein.

**Adoption of Non-mandatory requirement:**

Part C of Schedule V of the Listing Regulations states that non-mandatory requirements may be implemented at the discretion of the Company. However, disclosures on compliance with mandatory requirement and adoption / non-adoption of non-mandatory requirements shall be made in the Corporate Governance Report of the Annual Report. The status of compliance of the non-mandatory requirements as specified in sub-regulation 1 of Regulation 27 of the Listing Regulations are as follows:

**a) The Board**

The Company does not defray any expenses of the Chairman's Office.

**b) Shareholder Rights:**

The Company's Quarterly/ Half yearly/ Annual results are furnished to the Stock Exchanges and are also published in the newspapers and on the website of the Company and therefore results were not separately sent to the Members. Quarterly/ Half yearly/ Annual results of

the Company shall be displayed on the website of the Company i.e. [www.radiocity.in](http://www.radiocity.in)

**c) Modified opinion(s) in Audit Report:**

For the Financial Year ended March 31, 2018, the Independent Auditors have given unmodified opinion on the Company's Financial Statements. The Company continues to adopt best practices to ensure the regime of unmodified Financial Statements

**d) Separate posts of Chairman and Chief Executive Officer (CEO):**

The Company has separate posts of Chairman (Non-Executive) and CEO.

**e) Reporting of the Internal Auditor:**

The Internal Auditor reports directly to the Audit Committee.

**14. MEANS OF COMMUNICATION:**

**Quarterly results:** The quarterly, half yearly and yearly financial results of the Company are sent to the stock exchanges after they are approved by the Board. These are also published in all editions of Business Standard (English) and Navshakti (Marathi, the regional language) Newspapers, in the prescribed format as per the provisions of the Listing Agreement. The financial results, official releases and other relevant information are regularly and promptly updated on the web site of the Company namely [www.radiocity.in](http://www.radiocity.in).

**Presentations to institutional investors/ analysts:**

Detailed presentations are made to institutional investors and financial analysts on the Company's unaudited quarterly as well as audited annual financial results. These presentations are also uploaded on the Company's website [www.radiocity.in](http://www.radiocity.in).

**Newspaper wherein results normally published:**

Business Standard (English) and Navshakti (Marathi, the regional language) Newspapers.

**Website:** The Company's website ([www.radiocity.in](http://www.radiocity.in)) contains a separate dedicated section 'Investor Relations' where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

**Whether website also displays official news releases:**

The Company has maintained a functional website [www.radiocity.in](http://www.radiocity.in) containing basic information about the Company e.g. details of its business, financial information,



shareholding pattern, codes, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, etc.

**Annual Report:** The Annual Report containing, inter alia, Audited Financial Statements, Directors' Report, Auditors' Report and other important information are circulated to members and others entitled thereto.

**Communique/ Reminder to Investors:** The Company also takes into consideration the shareholders queries, complaints and suggestions which are responded timely and in consistent manner. Shareholders can contact Company directly as well as Registrar & Transfer Agents, Karvy Computershare Private Limited for their services.

**NSE Electronic Application Processing System (NEAPS):** The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on NEAPS.

**BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):** BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

**SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralized

web-based complaints redress system. The salient features of this system are:

Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

**Designated Exclusive email-id:** The Company has designated the following email-ids exclusively for investor servicing:

**For queries on Annual Report:**  
investor@myradiocity.com

**For queries in respect of shares in physical mode:**  
einward.ris@karvy.com

## 15. GENERAL SHAREHOLDERS' INFORMATION:

### • Company Registration Details:

The Company is registered in the State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is **L64200MH1999PLC137729**.

### • Annual General Meeting:

The ensuing Annual General Meeting ("the AGM") of the company will be held on Wednesday, September 12, 2018 at 3:00 pm, at Walchand Hirachand Hall, 4<sup>th</sup> Floor, Indian Merchants' Chamber Building, Indian Merchants Chamber Marg, Churchgate, Mumbai – 400020.

### • Financial Calendar (tentative):

1. Financial year: The Company's accounting year comprises of 12 months period from April 01 to March 31.
2. The tentative dates of Meeting of the Board of Directors for consideration of financial results for the financial year ending March 31, 2019 are as follows:

First Quarter ended June 30, 2018	On or before August 14, 2018
Second Quarter and Half Year ended September 30, 2018	On or before November 14, 2018
Third Quarter and Nine Months ended December 31, 2018	On or before February 14, 2019
Fourth Quarter and for the year ended March 31, 2019	On or before May 30, 2019

### • Book Closure:

The Register of Members and Share Transfer Books of the company will remain closed from Friday, September 07, 2018 to Wednesday, September 12, 2018 (both days inclusive).

- Listing on Stock Exchanges:**

In terms of Regulation 14 of the Listing Regulations, the listing fees for the Financial Year 2018-19 have been paid to both the Stock Exchanges.

Type of Securities	Name of Stock Exchange	Stock Code	Address of Stock Exchange
Equity Shares	BSE Limited, Mumbai	540366	Phiroze Jeejeebhoy Towers; Dalal Street Mumbai - 400001
Secured Redeemable Non-Convertible Debentures	BSE Limited, Mumbai	951798 (Series C)	Phiroze Jeejeebhoy Towers; Dalal Street Mumbai - 400001
Equity Shares	National Stock Exchange of India Limited (NSE), Mumbai	RADIOCITY	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai, Maharashtra 400051

International Securities Identification Nos (ISIN) for Equity Shares of Company is INE919I01016 and ISIN for Secured Redeemable Non-convertible Debentures of the Company are INE919I07039 (Series C).

- Payment of Depository Fees:**

The Company has paid annual custodial fees to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the Financial Year 2018-19 on the basis of number of beneficial accounts maintained by the respective depositories as on March 31, 2018.

- Stock Data:**

The table below shows the monthly high and low share prices and volumes of Music Broadcast Limited at NSE and BSE for the year ended March 31, 2018.

- Monthly share price data and volumes, NSE/BSE:**

MONTH	NSE			BSE		
	High (₹)	Low (₹)	Volume (No.)	High (₹)	Low (₹)	Volume (No.)
Apr-17	373.70	339.00	41,05,225	373.7	336.05	649874
May-17	358.60	333.50	16,48,090	358.1	332.9	244648
Jun-17	363.95	334.10	6,78,489	363.6	336	99396
Jul-17	384.90	350.00	12,05,294	384.25	350	166259
Aug-17	385.00	337.00	8,73,386	382	337	463084
Sep-17	405.50	365.00	8,25,755	405	365.05	356719
Oct-17	406.75	373.05	6,35,012	409.9	375	279735
Nov-17	395.00	361.50	12,78,274	394	361.3	45477
Dec-17	399.90	370.00	2,12,176	398.9	369.75	23811
Jan-18	459.00	372.75	12,60,136	458	365.15	143254
Feb-18	405.00	337.50	7,63,091	403	337	34300
Mar-18	406.95	358.50	6,19,311	407.8	359	119980

Source: NSE and BSE Websites.

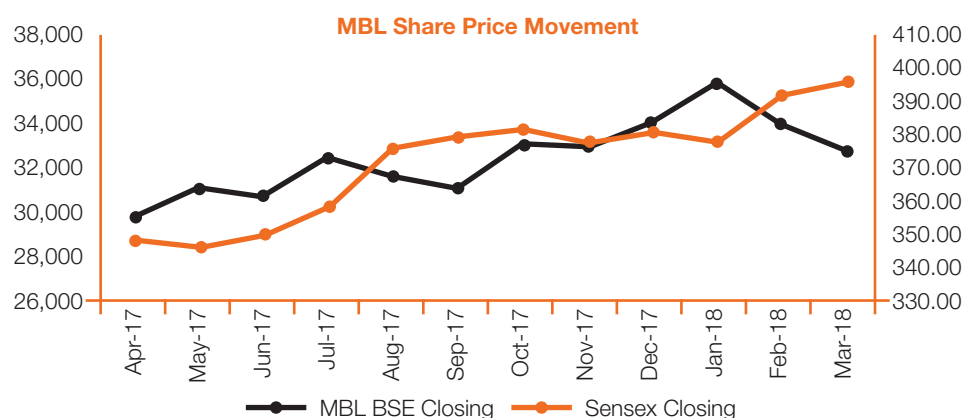
**Note:** Closing share prices are considered

The high and low prices of company Equity shares listed with BSE & NSE is compiled on the monthly basis of the data available at BSE & NSE Website respectively from April 2017 to March 2018.

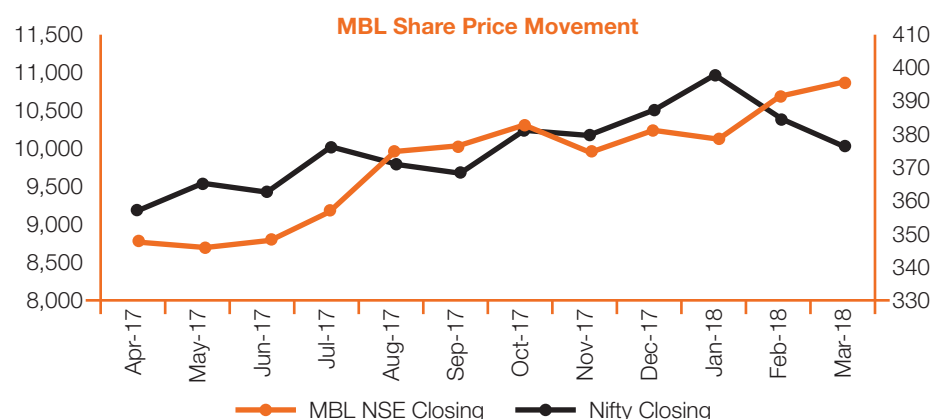


- Share price Performance in comparison to broad-based indices such as BSE Sensex and NSE Nifty:**

The performance of the Company's shares in comparison to BSE Sensex is given in the Chart below:-



The performance of the Company's shares in comparison to Nifty is given in the Chart below:-



- In case the securities are suspended from trading, reason thereof**

Not applicable, since the securities of the Company have not been suspended from trading.

- Registrar and Transfer Agents & Share Transfer System:**

In terms of SEBI Circular No. D&CC/FITT/CIR-15/2002 dated December 27, 2002, the Company is providing facility of a common agency for all the work related to share registry in terms of both physical and electronic at a single point by its Registrar and Share Transfer Agents, (RTA) i.e., Karvy Computershare Private Limited, whose address is given below:

**Karvy Computershare Private Limited:**

Karvy Selenium Tower B  
Plot No.31-32 Gachibowli, Financial District  
Nanakramguda, Hyderabad-500 032; India  
Fax: 040-23001153; E-mail id - einward.ris@karvy.com

**Contact Person:**

Mr. B. Venkata Kishore,  
Karvy Computershare Private Limited,  
Tel no. 040-6716 1500



Presently, the share transfers which are received in physical form and requests received for dematerialisation/rematerialisation of shares are processed and the share certificates are returned within the stipulated time as specified under the Listing Regulations and other applicable provisions of the Companies Act, 1956 (and the Companies Act, 2013 from the effective date), subject to the documents being valid and complete in all respects.

Ms. Apurva Purohit, Director or Mr. Chirag Bagadia, Company Secretary are severally empowered to approve transfer of shares. The Company obtains from a Practicing Company Secretary half yearly certificate of compliance as required under Regulation 40 of Listing Regulations and files the same with Stock Exchanges where the securities of the Company are listed.

#### ● **Secretarial Audit for Reconciliation of Capital:**

The Securities and Exchange Board of India has directed vide circular no. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 that all issuer companies shall submit a certificate of capital integrity, reconciling the total shares held in both the Depositories, viz. NSDL and CDSL and in physical form with the total issued / paid up capital. The said certificate, duly signed by the Practicing Company Secretary is submitted to the Stock Exchanges where the securities of the Company are listed within 30 days of the end of each quarter and the certificate is also placed before the Board of Directors of the Company.

Certificate from the secretarial auditor of the Company M/s Deepak Rane, Practicing Company Secretary, confirming compliance with the conditions of Corporate Governance as stipulated under Regulation 34 of Listing Regulations, is attached to the Directors Report forming Part of the Annual Report.

#### ● **Shareholding Pattern:**

Table below shows the shareholding pattern of Music Broadcast Limited as on March 31, 2018.

##### a) **Distribution of Shareholding by size, as on March 31, 2018:**

Category		Number of Cases	% of Cases	Number of Shares	Amount (In ₹)	% of Amount
From	To					
1	5000	19,409	97.86	1,031,356	10,313,560	1.81
5001	10000	197	0.99	145,730	1,457,300	0.26
10001	20000	79	0.40	110,533	1,105,330	0.19
20001	30000	32	0.16	80,958	809,580	0.14
30001	40000	15	0.08	49,400	494,000	0.09
40001	50000	18	0.09	83,493	834,930	0.15
50001	100000	28	0.14	215,639	2,156,390	0.38
100001	Above	55	0.28	55,337,670	553,376,700	96.99
<b>Total</b>		<b>19,833</b>	<b>100</b>	<b>57,054,779</b>	<b>570,547,790</b>	<b>100</b>

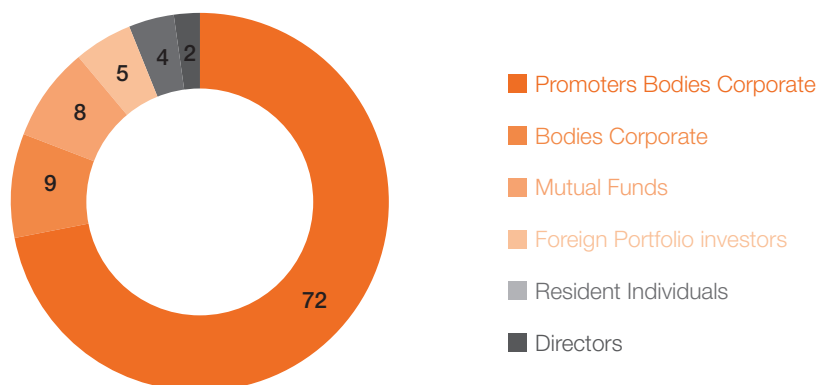


## b) Categories of Shareholding as on March 31, 2018:

Sr. No.	Category	No. Shares held	% of holding
1	Promoters Bodies Corporate	40,268,517	70.578692
2	Bodies Corporates	5,229,602	9.165932
3	Mutual Funds	4,703,670	8.244130
4	Foreign Portfolio Investors	2,574,609	4.512521
5	Resident Individuals	1,991,575	3.490637
6	Directors	1,228,500	2.153194
7	Promoter Group	466,482	0.817604
8	NBFC	332,262	0.582356
9	H U F	99,614	0.174594
10	Clearing Members	61,226	0.107311
11	Non-Resident Indians	60,574	0.106168
12	Non-Resident Indian Non Repatriable	17,665	0.030961
13	Indian Financial Institutions	7,396	0.012963
14	Banks	6,935	0.012155
15	Trusts	6,152	0.010783
	<b>TOTAL</b>	<b>57,054,779</b>	<b>100.00</b>

## DETAILS OF SHAREHOLDING

(%)



## c) Dematerialization of shares as on March 31, 2018:

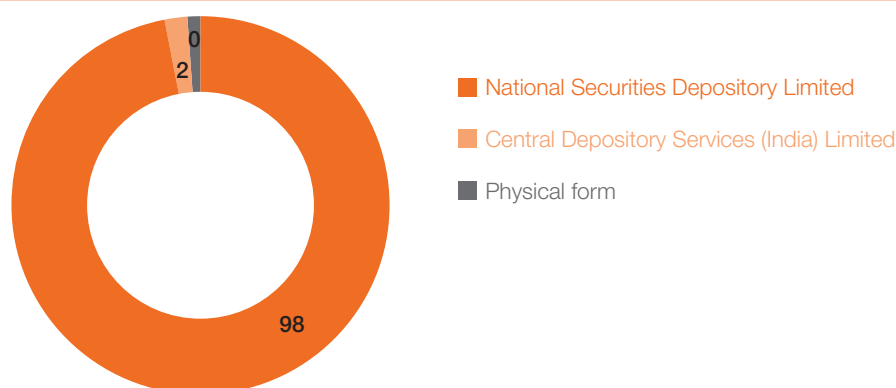
As per the directions of SEBI, the Company's shares are compulsorily traded in dematerialized form and are available for trading on both the depositories in India viz. National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2018, 5,69,89,779 equity shares constituting nearly 100 % of the total share capital of the Company were held in dematerialized form.

## Status of Dematerialisation as on March 31, 2018

Particulars	No. of Shares	% of Total
National Securities Depository Limited	55,836,548	97.864805
Central Depository Services (India) Limited	1,153,231	2.021270
<b>Total Dematerialized</b>	<b>5,69,89,779</b>	<b>99.886</b>
Physical form	65,000	0.333
<b>Grand Total</b>	<b>57,054,779</b>	<b>100</b>

## STATUS OF DEMATERIALISATION

(%)



The Company's shares are regularly traded on National Stock Exchange of India Limited and BSE Limited.

- **Commodity price risk or foreign exchange risk and hedging activities:** Not Applicable

- **Location of Studios:**

Out of our total presence in 39 cities, we have studios at the below mentioned 28 locations; 11 cities namely Sangli, Nanded, Jalgaon, Sholapur, Akola, Kota, Bikaner, Hissar, Ajmer, Jamshedpur and Patiala are our networking stations.

Sr. No	Name of the City where Studio is located	Address of the Studio Office
1.	Baroda	201/202, 2 <sup>nd</sup> Floor, P.G Square, Near Rajvi Tower, Old Padra Main Road Baroda-390015
2.	Ahmedabad	Office No.404-406, Sarthik Square, Near GNFC Tower, S.G. Highway Ahmedabad-380054.
3.	Surat	Office NO.712-716, D Block, 7 <sup>th</sup> Floor, ITC Tower, Majura Gate, Ring Road, Surat - 395 002.
4.	Mumbai	5 <sup>th</sup> Floor, RNA Corporate Park, Off Western Express Highway, Kalanagar, Bandra (E), Mumbai 400051.
5.	Pune	D-Wing, 6 <sup>th</sup> Floor, Vega Centre, Shankar Sheth Road, Swargate, Pune - 411 037
6.	Ahmednagar	First Floor, Office No. 13, 14 & 15, Business Centre, Professor Colony Chowk, Ahmednagar 414003.
7.	Nashik	1 <sup>st</sup> Floor, Indira Heights, Old Gangapur Naka, Near Pramod Mahajan Garden, Gangapur Road, Nashik -422005
8.	Nagpur	4 <sup>th</sup> Floor, Mangalam Marvel, 232, Dharampeth, Nawab Area, West High Court Road, Nagpur-440 010.
9.	Kolhapur	Nucleus Heights,4 <sup>th</sup> Floor, Unit No.401, Tarabai Park, Near Circuit House, Kolhapur – 416003
10.	Bangalore	4 <sup>th</sup> Floor, Vakil Square Building, No.56/3, Gurappanapalya, Bannerghatta Main Road, Bangalore - 560 029.
11.	Chennai	3 <sup>rd</sup> Floor, Citi Tower, 117, Thyagaraya Road, T Nagar, Chennai - 600 017
12.	Hyderabad	203, M.J Towers, 8/2/698, Road no.12, Banjara Hills, Hyderabad - 500034.
13.	Coimbatore	1619, 9 <sup>th</sup> Floor, Cherraan Plaza, Trichy Road, Opp Kannan Departmental Store, Coimbatore - 641018.
14.	Madurai	61/4B, 3 <sup>rd</sup> Floor, Pattu Arcade, Bypass Road, Ram Nagar, Madurai - 625010.Tamil Nadu.
15.	Vizag	4 <sup>th</sup> Floor, Unit no. 504 & 505, Signature Towers, Asilmetta Main Road, Close to Bus Terminus, Vishakapatnam – 530003
16.	New Delhi	203, 3 <sup>rd</sup> Floor, Okhla Indl. Estate, Phase III, New Delhi - 110 020.
17.	Karnal	SCO-249,Sector-12,P1,2 <sup>nd</sup> Floor, Urban Estate, Opp Mini Secretariat, Karnal – 132001
18.	Jalandhar	4 <sup>th</sup> floor, Shakti Mall, G.T. Road Hazipur Road, Dasuya, Opp Gymkhana Club, Jalandhar -144001
19.	Bareilly	R.S.Towers, 165,Civil Lines, Station Road, Bareilly -243001
20.	Agra	E-12/8,Seventh Floor, Shri Vrindavan, Sanjay Palace Agra-282002.
21.	Ranchi	Rukmini Towers,6 <sup>th</sup> Floor, Harmu Road, Ranchi -834001



Sr. No	Name of the City where Studio is located	Address of the Studio Office
22.	Patna	3 <sup>rd</sup> floor, C-6 Jagran Prakashan building, Patliputra industrial area, Patliputra, Patna, Bihar, Pin - 800013
23.	Varanasi	Plot No.321, Purana G.T.Road, Nadesar, Varanasi - 221002
24.	Lucknow	1 <sup>st</sup> Floor, Shalimar Square, 126/31, B.N.Road, Lalbagh, Hazratganj, Lucknow - 226 001.
25.	Kanpur	Jagran Building, 2, Sarvodaya Nagar, Kanpur - 208005
26.	Gorakhpur	Ground Floor, Balram Tower, Rustampur, Gorakhpur - 273016.
27.	Jaipur	Geetanjali Tower, 301/307, 3 <sup>rd</sup> Floor, Ajmer Road, Jaipur - 302006.
28.	Udaipur	5 <sup>th</sup> Floor, Raj Tower, 222/21, Saheli Marg, Udaipur - 313004

- **Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on Equity:** Nil
- **Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) of Schedule V of the Listing Regulations, with reasons thereof shall be disclosed**  
The Company has complied with the requirements of corporate governance report of sub paras (2) to (10) of the Schedule V of the Listing Regulations to the extent applicable.
- **Green Initiative for Paperless Communications:**  
Ministry of Corporate Affairs ("MCA") had taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies through electronic mode. The Companies Act, 2013 and the Listing Regulations has also allowed the Company to serve notice/documents/Annual Report to its shareholders through electronic mode.

The Company whole-heartedly appreciates this initiative taken by MCA, being an ardent supporter of pro-environment causes. Not only will such a move benefit the environment but will also enhance shareholder experience by enabling the Company to deliver communications promptly and securely and avoid losses/delays in postal transit. It is a step in the right direction being efficient both, economically and ergonomically.

As a part of this, the Company is sending notices/documents such as Annual Reports and notices by e-mail to the members who have registered their e-mail address. To support this creditable move of the Government, the members who have not registered their e-mail address, so far, are requested to do so at the earliest, in respect of Demat holding through their respective Depository Participant (DP) and in respect of physical holding through the Registrars and Share Transfer Agents, M/s. Karvy Computershare Private Limited.

We wish to inform our members that in addition to receiving the documents through your registered e-mail, you can also access the same through Company's website: [www.radiocity.in](http://www.radiocity.in). While every notice/document will be sent through e-mail address registered with the Company, in case you desire to receive any notice/document in physical form, please intimate the same by an e-mail to [investor@myradiocity.com](mailto:investor@myradiocity.com) and the same shall be sent to your address registered with the Company/DP. We solicit your patronage and support in joining hands with the Company to implement the Green Initiative.

- **Non-Convertible Debentures:**  
The Company has 500 Secured Redeemable Non-Convertible Privately Placed Debentures (NCD's) per details given below. These NCD's are listed at BSE Limited.

#### Details of Non-Convertible Debentures:

Series/ No. of Debentures	ISIN NO.	Tenure	Distinctive No.	Face value (in ₹)	Total (Amount in ₹)
Series C	INE919I07039	5 years	1501-2000	10,00,000	50,00,00,000/-

During the year under review, the Company has redeemed 1,000 Privately Placed 9.70% Secured, Listed, Redeemable Non-Convertible Debentures (Series - B, ISIN INE919I07021) for the face value ₹ 10,00,000/- each on maturity on March 05, 2018 out of the proceeds of Initial Public Offer (IPO). The remaining unutilised proceeds of IPO as on

March 31, 2018 i.e. ₹ 50 Crores has been temporarily deployed in fixed deposit with Scheduled Banks and shall be used for repayment of Series C of NCD's on the due date (March 04, 2020), as mentioned in the Object of the IPO.

- **Information pursuant to Regulation 39 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:**

Pursuant to requirements of Regulation 39 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has adhered the procedural requirements specified in Schedule VI while dealing with securities issued to the public, physical or otherwise, and there are NIL shares that are unclaimed /lying in the escrow account as on March 31, 2018.

- **Investor services:**

The Company under the overall supervision of Mr. Chirag Bagadia, Company Secretary and Compliance Officer is committed to provide efficient and timely services to its shareholders. The Company has appointed M/s. Karvy Computershare Private Limited as its Registrar and Share Transfer Agents for rendering the entire range of services to the shareholders of the Company in regard to share transfer, refund, rematerialisation, dematerialization, change of address, change of mandate, dividend etc.

- **Nomination:**

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in the case of death of all the registered shareholder/s pursuant to the provisions of Section 72 of the Companies Act, 2013. The prescribed form for such nomination can be obtained from the Company. Nomination facility in respect of shares held in electronic form is also available with depository participant (DP) as per the bye-laws and business rules applicable to NSDL and CDSL.

- **Address for correspondence:**

Investors and shareholders can correspond with the Company at the following address:-

**The Company Secretary,**

Music Broadcast Limited,  
5<sup>th</sup> Floor, RNA Corporate Park,  
Off. Western Express Highway, Kalanagar,  
Bandra (East), Mumbai – 400051;  
Tel: +91 22 66969100 Fax: +91 22 26429113;  
E-mail: investor@myradiocity.com;  
Website: www.radiocity.in

The Registrar and Share Transfer Agents of the Company are:-

**Karvy Computershare Private Limited**

Karvy Selenium Tower B; Plot No.31-32 Gachibowli,  
Financial District; Nanakramguda, Hyderabad-500 032;  
India; Phone: 040-67161563; Fax: 040-23001153  
E-mail id - einward.ris@karvy.com

The Debenture Trustees (for privately placed debentures) of the Company are:

**IDBI Trusteeship Services Limited**

Asian Building, Ground Floor, 17,  
R. Kamani Marg, Ballard Estate,  
Mumbai – 400 001.  
Tel: 022 40807000

- **Disclosure of Compliance with corporate governance requirements**

The Company has complied with corporate governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.





### **CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT**

I, Vijay Tandon, Chairman, do hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Conduct for the financial year 2017-18 as laid down by the Company.

For and on Behalf of the Board

Date: May 22, 2018  
Place: Mumbai

**Vijay Tandon**  
Chairman  
(Non-Executive and Independent)  
DIN 00156305

**CERTIFICATION UNDER REGULATION 17 (8) OF SEBI  
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS REGULATIONS), 2015**

We, Abraham Thomas, Chief Executive Officer and Prashant Domadia, Chief Financial Officer of Music Broadcast Limited, on the basis of the review of the financial statements and the cash flow statement for the financial year ended March 31, 2018 and to best of our knowledge and belief, hereby certify that:-

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that:-
  - (a) there have been no significant changes in internal control during this year except that control over certain areas has been further strengthened.
  - (b) there have been no significant changes in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (c) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For Music Broadcast Limited

**Mr. Abraham Thomas**  
Chief Executive Officer

**Mr. Prashant Domadia**  
Chief Financial Officer

Date: May 22, 2018  
Place: Mumbai



**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS PER SEBI  
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

To  
The Members,  
Music Broadcast Limited

I have examined the compliance of conditions of Corporate Governance by Music Broadcast Limited for the year ended March 31, 2018, as stipulated in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to us, I certify that the Company has complied with the condition of Corporate Governance as stipulated in the provisions as specified in chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchanges.

I further state that my examination of such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: May 22, 2018  
Place: Mumbai

**Deepak Rane**  
Practicing Company Secretary  
A.C.S No 24110  
C.P No: 8717

# MANAGEMENT DISCUSSION AND ANALYSIS

## OVERVIEW

2017-18 has been a defining year for the country wherein India completely reset its indirect tax system to a comprehensive GST regime. Whilst the long term impact of this is definitely going to be positive, its immediate effect on industry, coupled with the lingering impact of the demonetisation shock of November 2016 is likely to result in Gross Domestic Product (GDP) growth being lower than last year in the range of 6.5% to 6.75%. This is mainly due to lower growth from Agriculture & allied sectors and Industrial sector which are expected to grow at 2.1 per cent and 4.4 per cent respectively, while service sector is expected to grow at 8.3 per cent, as compared to 7.7 percent in 2016-17. Despite the fact that the Indian economy has registered a fairly robust growth in the 4 years between 2014-15 and 2017-18, the story on savings and investments in the economy has not been very heartening in the recent past. Inflation in the country continued to be moderate and well within control during 2017-18. While trade deficit widened in H1 of 2017-18 as compared to H1 of 2016-17, the improvement in invisibles balance along with the net capital flows dominated by foreign investment was more than sufficient to finance the trade deficit leading to accretion in foreign exchange reserves in H1 of 2017-18.

With this mixed bag of macro-economic indicators, the outlook for 2018-19 remains positive with a GDP growth estimate in the range of 7.0% to 7.5% on the back of continued global growth which will help India's export, revival of investment activity, a stable policy rate and reform measures undertaken in 2017-18 which are expected to strengthen further in 2018-19. However, India needs to look out for increase in inflation triggered by increasing oil prices and the protectionist tendencies in some of the countries which could impact export growth. The possibility of tightening of monetary conditions in the developed countries could also lead to lower capital inflows.

## INDIAN MEDIA AND ENTERTAINMENT INDUSTRY

The Indian M&E sector reached ₹ 1.5 trillion in 2017, a growth of almost 13 percent over 2016. Media verticals like Digital, Animation, Gaming, Events & Films performed better than most traditional media. With its current trajectory, we expect the sector to cross ₹ 2 trillion (USD 31 billion) by 2020, at a CAGR of 11.6 per cent.

The TV industry grew by 11.2% however subscription growth outpaced advertising growth. Subscription grew at 15% on the back of Cable TV Digitization, increased OTT Platforms, while advertising grew by 10%, lower than estimated, due to spillover effects of demonetization, impact of regulations like RERA and the implementation of GST from July 2017. Print accounted for the second largest share of the Indian M&E sector, growing at 3% to reach ₹ 303 billion in 2017. The year 2018 looks promising with growth expected at around 10 per cent, given that there are five state elections, as well as the run up to the Lok Sabha general

elections in 2019. The Indian film industry witnessed a growth of 27 per cent due to a combination of high growth in overseas releases, growth in satellite rights values and domestic box office collections. While the overall growth in films is promising, it is not a linear business, and depends heavily on the number and type of releases.

In the recent past the Media and Entertainment Industry has grown on the back of digital platforms because of increase in devices especially tablets and smartphones. During 2017, digital media grew by ~30%, The Events segment continued its strong run with a growth of 15%, supported by increased below-the-line spends across tier II and III cities, growth in sports events, premium properties and activations.

## RADIO INDUSTRY

The radio industry witnessed a growth in penetration due to the launch of 162 new FM radio stations across the country in FY17. This led to increased advertiser interest in the medium with radio now able to provide a deeper reach for national advertisers and a cost effective suitable reminder medium option for local advertisers. With the localization of content across so many stations, the share of local advertising has now grown from 20-30 percent in 2000's to the current level of 60 percent.

To further increase the penetration of radio, in December 2017 the Cabinet gave its approval for the e-auction of Batch 3 of private FM radio Phase III. Under this batch, the Government is expected to auction 683 radio frequencies in 236 cities with a potential to generate revenue of ₹ 11,000 million. This will lead to further proliferation of radio in smaller cities, thus becoming an alternative local medium with an increased listener base. The industry is also working on implementing its own measurement across 21 cities, pilots of which are expected to begin in 2018.

FY17 continued however to see the effect of demonetization and with the further headwinds of GST implementation issues, the radio industry grew only by 6.5% in 2017 as against the expected growth of 16.3%

The Industry is expected to reach at ₹ 33.8 billion by 2020 by expanding reach and increase in realization etc.

One of the key assets that radio companies have developed over the years are their radio jockeys (RJs) and deeply local and live information they give to their listeners. Popular RJs have a deep connect with their listeners and can build communities with high engagement levels due to the credibility of information they provide at a local level. With these attributes and its newly enhanced reach, it is expected that the medium continues to grow in relevance both for advertisers and listeners.



### POWER OF RADIO

In 2017-18 MBL commissioned a study by AC Nielsen, a global performance management company that provides a comprehensive understanding of what consumers watch and buy, on the radio industry in India. The report titled 'Power of Radio' was conducted in a Metro (Mumbai) and a Non Metro (Lucknow) to understand the relationship of the audience with radio as a medium while measuring the effectiveness of it for its advertisers.

The findings of the study cement the belief in the power of radio and reiterate that radio is a formidable choice for advertisers. The medium has a demonstrated ability to strike a personal connect with listeners and is seen as the most trusted medium and credible for information. The report is a first of its kind, and gives radio its due place under the sun.

#### Some of the Highlights from the Report

- Radio is the 2<sup>nd</sup> most accessed media amongst listeners in metro and non-metro
- Average time spent on radio is 2.5 hours
- The consumption of radio is higher in morning daypart, whereas TV takes over during its peak time
- 72% of the radio consumption happens in-home. The most preferred option to consume radio out of home is car
- Radio is considered as one of the trusted and credible source of information
- Radio is able to strike an emotional chord with listeners through friendly RJ's and relatable and mood mapped content in metro and non-metro
- Radio is the most used platform to listen music as compared to other mediums
- Mobile phone is the most used device to access radio
- Radio is companion during leisure time in metro and non-metros
- Time spent accessing radio on weekend is not significantly different than on weekends in both metro and non-metros
- 47% people use radio to listen to music, followed by TV at 42%, video streaming services at 5% and audio streaming services at 6%
- If print is considered as a primary medium of advertisement for the real estate sector, radio gives additional 17% incremental awareness over print

### OUTLOOK

Largely driven by sentiment, ad spends by companies are expected to increase in FY 19 and beyond. The recent spate of topline with margin improvements across companies in many sectors is likely to ensure a higher spending on advertising. Media and entertainment has become a necessity of life and provides exciting opportunities for existing and new companies as it heads towards an ₹ 2 trillion (USD31 billion) industry by 2020.

The M&E sector grew faster than GDP and it is expected that Ad revenues will increase from 0.41 per cent of GDP in 2016 to 0.43 per cent of GDP in 2020 though this is still way below international benchmark

### AWARDS

Recognizing the leadership position of MBL, various distinguished bodies have bestowed 66 Awards during the year to the company as listed below;

	No of Awards
IRF	12
Limca	1
Golden Mikes	8
ACEF Asia Pacific Consumer Awards	4
NYF New York Festival Radio Awards	3
Goa Fest	19
One Show Pencil award - New York	2
Cannes Lions 2017 (Shortlisted)	2
GPTW	1
ACEF - CSR and Branding marketing awards	3
DOD Awards	1
Radio 4 Child awards	2
D&AD Kyoorius Creative Awards 2017	6
Effies 2017	2
<b>Total</b>	<b>66</b>



**FINANCIAL PERFORMANCE****(i) Profit and Loss:**

(₹ in lakhs - rounded off)

	Year ended March 2018	Percentage	Year ended March 2017	Percentage
<b>Income</b>				
Revenue from Radio Airtime Operation	29,824.78	93.9	27,141.61	98.4
Other Income	1,289.79	4.0	288.01	1.0
Other gains/(losses) - net	648.55	2.1	155.64	0.6
<b>Total Income</b>	<b>31,763.12</b>	<b>100.0</b>	<b>27,585.26</b>	<b>100.0</b>
<b>Expenditure</b>				
Licence fees	2,127.23	8.8	1,921.95	8.8
Employee benefit expense	6,889.26	28.4	6,507.14	29.7
Depreciation and amortisation expense	2,626.92	10.8	1,967.69	9.0
Other expenses	11,099.40	45.8	9,587.32	43.8
Finance cost	1,497.86	6.2	1,901.32	8.7
<b>Total Expenses</b>	<b>24,240.67</b>	<b>100.0</b>	<b>21,885.42</b>	<b>100.0</b>
<b>Profit before exceptional items and tax</b>	<b>7,522.45</b>		<b>5,699.84</b>	
Exceptional items	-		-	
<b>Profit before tax</b>	<b>7,522.45</b>		<b>5,699.84</b>	
<b>Income tax</b>				
- Current tax	1,648.07		1,335.06	
- Deferred tax	702.68		698.87	
<b>Profit for the year</b>	<b>5,171.70</b>		<b>3,665.91</b>	
<b>Other comprehensive income/(expense) for the year (net of tax)</b>	<b>3.60</b>		<b>(111.28)</b>	
<b>Total comprehensive income for the year</b>	<b>5,175.30</b>		<b>3,554.64</b>	

**REVENUE:**

**Total Income:** Our total Income increased by 15.15% from ₹ 27,585.26 lakhs in fiscal 2017 to ₹ 31,763.12 lakhs in fiscal 2018, primarily due to an increase in our revenue from operations by ₹ 2,683.17 lakhs. Other income has increased by ₹ 1,494.69 lakhs during this period.

**Revenue from operations:** Revenues from operations representing Radio Airtime increased by 9.89% from ₹ 27,141.61 lakhs in Fiscal 2017 to ₹ 29,824.78 lakhs in Fiscal 2018 primarily due to increase in advertising volumes and rate hike in top 12 markets and volume increase in rest of markets.

**Other income:** The other income has increased from ₹ 288.01 lakhs in Fiscal 2017 to ₹ 1,289.79 lakhs in Fiscal 2018. This is primarily due to increase in interest income by ₹ 1,063.50 lakhs on fixed deposits held by the Company on the funds raised through Initial Public Offering (IPO).

**Other Gains:** This represents net gain on financial assets mandatorily measured at fair value through profit and loss account, net gain on sale of investments and other miscellaneous income. Net gain on investment has increased by 509.13 lakhs from ₹ 118.97 lakhs in Fiscal 2017 to ₹ 628.10 lakhs in Fiscal 2018.

**EXPENDITURE:**

**Total Expenditure:** Our total expenses increased by 10.76% from ₹ 21,885.42 lakhs in Fiscal 2017 to ₹ 24,240.67 lakhs in Fiscal year 2018.

**License Fees:** Amounts paid towards license fees increased by 10.68% from 1921.95 lakhs in Fiscal 2017 to ₹ 2,127.23 lakhs in Fiscal 2018 is primarily due to the additional 11 new stations launched during the second half of the Fiscal 2017.

**Employee benefits expense:** Employee benefit expenses increased by 5.87% from ₹ 6,507.14 lakhs in Fiscal 2017 to ₹ 6,889.26 lakhs in Fiscal 2018, lower incentive payable as compared to previous year.

**Depreciation and amortisation expense:** Depreciation and amortisation expense increased by 33.50% from ₹ 1,967.69 lakhs in Fiscal 2017 to ₹ 2,626.92 lakhs in Fiscal 2018 primarily due to additional charge on assets capitalised under Phase III for 11 new stations and radio stations acquired during the second half of the Fiscal 2017.

**Finance costs:** Decrease in finance cost by 21.22% from ₹ 1,901.32 lakhs in Fiscal 2017 to ₹ 1,497.86 lakhs in Fiscal 2018 is because of repayment of borrowings in last year out of IPO proceeds.



**Other expenses:** Increase in other expenses by 15.77% from ₹ 9,587.32 lakhs in Fiscal 2017 to ₹ 11,099.40 lakhs in Fiscal 2018 was primarily due to:

- (a) Increase in rentals and other operating /administration expenses by ₹ 945.67 from ₹ 6,012.60 in fiscal 2017 to ₹ 6,958.27 lakhs in fiscal 2018. This increase is primarily due to increase in number of new stations launched during the year.
- (b) Increase in Royalty expenses by ₹ 218.74 from ₹ 1,176.98 lakhs in fiscal 2017 to ₹ 1,395.72 lakhs in fiscal 2018. This increase is on account of increase in number of new stations launched during the year.
- (c) Increase in marketing and advertisement expenses by ₹ 337.31 from ₹ 2,397.74 lakhs in fiscal 2017 to ₹ 2,745.41 lakhs in fiscal 2018. This is partly due to expenses incurred towards advertisements and promotions in 11 new stations partly due to additional events like Super Singer Junior and Gig City.

Profits for the year increased by 41.08 % from ₹ 3,665.91 lakhs in Fiscal 2017 to ₹ 5,171.70 lakhs in Fiscal 2018 due to above.

Adjusting for the items that will not be reclassified to profit and loss account, total comprehensive income for the year was ₹ 5,175.30 lakhs as against ₹ 3,554.64 lakhs in fiscal 2017.

#### (ii) Balance Sheet:

	(₹ in lakhs)	
	2017-18	2016-17
Total Equity	59,986.14	54,810.84
Total Non-current Liabilities	5,351.42	5,531.14
Total Current Liabilities	4,522.09	15,769.26
<b>Total Equity and Liabilities:</b>	<b>69,859.65</b>	<b>76,111.24</b>
Total Non-current Assets	49,014.05	36,187.42
Total Current Assets	20,845.60	39,923.82
<b>Total Assets:</b>	<b>69,859.65</b>	<b>76,111.24</b>

**Total equity** comprises of Paid up equity share capital, reserves and surplus, other reserves and equity component. The equity capital has remained same as it was in previous year. The increase in Reserves and surplus is due to the total comprehensive income for the year.

**Non-current liabilities** represent long term borrowings and employee benefit obligations expected to be settled after one year. There is no material movement as compared to last year.

**Current liabilities** consist of short term borrowings, trade payables, other current financial liabilities, other current liabilities. The decrease in other current financial liabilities is due to repayment of non-convertible debentures ₹ 10,000 lakhs in March 2018. Trade payable has reduced due to reduction in IPO & phase 3 station setup related liability.

**Non-Current Assets** comprise tangible and intangible assets, long-term investments, financial assets, deferred tax assets, non-current tax assets and other non-current assets expected to be realizable after one year.

Tangible assets have increased during the current fiscal due to the capitalization of assets for phase 3 stations and normal maintenance capex. Intangible assets have reduced due to amortisation cost for the current fiscal.

During current fiscal, the Company has switched existing investments as well as invested surplus cash generation into long-term debt mutual funds to optimise return and enjoy tax efficiency.

Decrease in deferred tax assets is partly due to the utilization of brought forward losses and partly due to reversal of impact on account of timing difference of depreciation and amortisation charge offset by increase in MAT Asset.

There is no material movement in non-current tax assets.

**Current Assets** consists of, trade receivables, cash and cash equivalents, other bank balances, other financial and current assets expected to be realized within next twelve months. Entire current investments has been switched to non-current investment. There is a significant decrease in the cash and cash equivalent and other bank balances primarily on account of utilization of amount kept in fixed deposits for repayment of borrowings and for general corporate purposes. The trade receivables have increased mainly due to lower collection from government outstanding.

# INDEPENDENT AUDITORS' REPORT

## TO THE MEMBERS OF MUSIC BROADCAST LIMITED

### REPORT ON THE INDIAN ACCOUNTING STANDARDS (IND AS) FINANCIAL STATEMENTS

1. We have audited the accompanying financial statements of Music Broadcast Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### MANAGEMENT'S RESPONSIBILITY FOR THE IND AS FINANCIAL STATEMENTS

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### AUDITORS' RESPONSIBILITY

3. Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and

pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

### OPINION

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its total comprehensive income (comprising profit and other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

9. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.



- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on March 31, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us.
- i. The Company has disclosed the impact, if any, of pending litigations as at March 31, 2018 on its financial position in its Ind AS financial statements – Refer Note 25;
- ii. The Company did not have any derivative contracts, and in respect of other long-term contracts there were no material foreseeable losses as at March 31, 2018;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2018; and
- iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2018.

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

**Anurag Khandelwal**  
Partner  
Membership Number 078571

Place: Mumbai  
Date: May 22, 2018

## ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of Music Broadcast Limited on the financial statements for the year ended March 31, 2018

### REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE ACT

1. We have audited the internal financial controls over financial reporting of Music Broadcast Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

### AUDITORS' RESPONSIBILITY

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls,





material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### OPINION

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria

established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Place: Mumbai  
Date: May 22, 2018

**Anurag Khandelwal**  
Partner  
Membership Number 078571

## ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Music Broadcast Limited on the financial statements as of and for the year ended March 31, 2018

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of immovable properties, as disclosed in Note 3 on fixed assets to the financial statements, are held in the name of the Company.
- ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not,

however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of professional tax and goods and services tax with effect from July 1, 2017, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, sales tax, income tax, service tax, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of sales-tax, service-tax, value added tax and goods and services tax, which have not been deposited on account of any dispute. The particulars of dues of income tax as at March 31, 2018 which have not been deposited on account of a dispute, are as follows:

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

The provisions relating to duty of customs and duty of excise are not applicable to the Company.

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.
- ix. In our opinion, and according to the information and explanations given to us, the moneys raised by way of initial public offer have been applied for the purposes for which they were obtained. The Company has not raised any moneys by way of term loans.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and



according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

- xi. The Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under India Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.

xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

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

Place: Mumbai  
Date: May 22, 2018

**Anurag Khandelwal**  
Partner  
Membership Number 078571

# BALANCE SHEET

(All amounts in ₹ lakhs, unless otherwise stated)

	Notes	As at March 31, 2018	As at March 31, 2017
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	4,122.06	3,534.22
Intangible assets	4	25,571.37	27,625.06
Financial assets			
i. Investments	5 (a)	15,585.53	-
ii. Other financial assets	5 (e)	1,075.83	1,217.97
Deferred tax assets (net)	12	1,819.51	2,524.10
Other non-current assets	6	671.58	1,112.53
Non current tax assets (net)	7	168.17	173.54
<b>Total non-current assets</b>		<b>49,014.05</b>	<b>36,187.42</b>
<b>Current assets</b>			
Financial assets			
i. Investments	5 (a)	-	2,674.92
ii. Trade receivables	5 (b)	11,042.30	8,165.70
iii. Cash and cash equivalents	5 (c)	1,313.94	8,552.29
iv. Bank balances other than (iii) above	5 (d)	6,303.63	18,237.49
vi. Other financial assets	5 (e)	363.55	363.88
Other current assets	8	1,822.18	1,929.54
<b>Total current assets</b>		<b>20,845.60</b>	<b>39,923.82</b>
<b>Total assets</b>		<b>69,859.65</b>	<b>76,111.24</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	9 (a)	5,705.48	5,705.48
<b>Other equity</b>			
Reserves and surplus	9 (b)	40,083.32	34,908.02
Other reserves	9 (c)	14,197.34	14,197.34
<b>Total equity</b>		<b>59,986.14</b>	<b>54,810.84</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
i. Borrowings	10 (a)	4,991.12	4,991.10
Employee benefit obligations	11	360.30	540.04
<b>Total non-current liabilities</b>		<b>5,351.42</b>	<b>5,531.14</b>
<b>Current liabilities</b>			
Financial liabilities			
i. Trade payables	10 (b)	2,225.81	3,285.02
ii. Other financial liabilities	10 (c)	1,169.59	11,317.06
Employee benefit obligations	11	72.83	146.59
Other current liabilities	13	1,053.86	1,020.59
<b>Total current liabilities</b>		<b>4,522.09</b>	<b>15,769.26</b>
<b>Total liabilities</b>		<b>9,873.51</b>	<b>21,300.40</b>
<b>Total equity and liabilities</b>		<b>69,859.65</b>	<b>76,111.24</b>

The above balance sheet should be read in conjunction with the accompanying notes.

As per our report of even date attached

For Price Waterhouse Chartered Accountants LLP For and on behalf of the Board of Directors

Firm Registration Number 012754N/N500016

Chartered Accountants

**Anurag Khandelwal**

Partner

Membership Number 078571

**Vijay Tandon**

Chairman

DIN 00156305

**Apurva Purohit**

Director

DIN 00190097

**Anuj Puri**

Director

DIN 00048386

**Madhukar Kamath**

Director

DIN 00230316

**Abraham Thomas Prashant Domadia Chirag Bagadia**

Chief Executive  
Officer

Chief Financial Officer

Company Secretary

Place: Mumbai

Date: May 22, 2018

Place: Mumbai

Date: May 22, 2018



# STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME

(All amounts in ₹ lakhs, unless otherwise stated)

	Notes	Year ended March 31, 2018	Year ended March 31, 2017
Revenue from operations	14	29,824.78	27,141.61
Other income (net)	15 (a)	1,289.79	288.01
Other gains/(losses) - net	15 (b)	648.55	155.64
<b>Total income</b>		<b>31,763.12</b>	<b>27,585.26</b>
<b>Expenses</b>			
License fees		2,127.23	1,921.95
Employee benefits expense	16	6,889.26	6,507.14
Depreciation and amortisation expense	17	2,626.92	1,967.69
Other expenses	18	11,099.40	9,587.32
Finance costs	19	1,497.86	1,901.32
<b>Total expenses</b>		<b>24,240.67</b>	<b>21,885.42</b>
<b>Profit before tax</b>		<b>7,522.45</b>	<b>5,699.84</b>
Income tax expense			
– Current tax	20	1,648.07	1,335.06
– Deferred tax		702.68	698.87
<b>Total tax expense</b>		<b>2,350.75</b>	<b>2,033.93</b>
<b>Profit for the year</b>		<b>5,171.70</b>	<b>3,665.91</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
– Remeasurements of post-employment benefit obligations		5.50	(170.17)
Income tax relating to this item		(1.90)	58.89
Other comprehensive income/(expenses) for the year, net of tax		<b>3.60</b>	<b>(111.28)</b>
<b>Total comprehensive income for the year</b>		<b>5,175.30</b>	<b>3,554.63</b>
<b>Earnings per equity share for profit from operation attributable to owners of Music Broadcast Limited:</b>			
Nominal value of shares (per share in ₹)		10.00	10.00
Basic earnings per share (in ₹)	27	9.06	8.05
Diluted earnings per share (in ₹)		9.06	8.05

The above statement of profit and loss and other comprehensive income should be read in conjunction with the accompanying notes.

As per our report of even date attached

For Price Waterhouse Chartered Accountants LLP For and on behalf of the Board of Directors

Firm Registration Number 012754N/N500016

Chartered Accountants

**Anurag Khandelwal**

Partner

Membership Number 078571

**Vijay Tandon**

Chairman

DIN 00156305

**Apurva Purohit**

Director

DIN 00190097

**Anuj Puri**

Director

DIN 00048386

**Madhukar Kamath**

Director

DIN 00230316

**Abraham Thomas**

Chief Executive  
Officer

**Prashant Domadia**

Chief Financial Officer

**Chirag Bagadia**

Company Secretary

Place: Mumbai

Date: May 22, 2018

Place: Mumbai

Date: May 22, 2018



## STATEMENT OF CASH FLOWS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2018		Year ended March 31, 2017	
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Profit before tax		7,522.45		5,699.84
Adjustments for:				
Depreciation and amortisation	2,626.92		1,967.69	
Finance costs	1,497.86		1,901.32	
Interest income	(1,225.15)		(161.65)	
Interest on Income tax refund	-		(71.81)	
Dividend income from investments mandatorily measured at fair value through profit or loss	(5.67)		-	
Changes in fair value of financial assets at fair value through profit or loss	(498.44)		(42.20)	
Unwinding of discount on security deposits	(58.97)		(54.55)	
Loss/(Gain) on disposal of Property, plant and equipment	(6.97)		(2.87)	
(Gain) on sale of investments	(129.66)		(76.77)	
Advance written-off	-		25.00	
Liabilities no longer required written back	-		(3.23)	
Allowance for doubtful debts and advances	216.74		76.05	
Provision for gratuity and leave obligations	(253.50)	2,163.16	159.16	3,716.14
Operating Profit Before Working Capital Changes		9,685.61		9,415.98
Change in operating assets and liabilities :				
- (Decrease)/Increase in trade payables	(1,059.23)		1,057.34	
- (Decrease)/Increase in other current liabilities	33.27		(999.65)	
- (Decrease)/Increase in other financial liabilities	(79.36)		267.10	
- (Increase) in trade receivables	(3,093.34)		(608.58)	
- (Increase)/ Decrease in other financial assets	187.33		(139.46)	
- (Increase)/ Decrease in other non-current assets	(129.79)		71.28	
- Decrease/ (Increase) in other current Assets	107.36	(4,033.76)	(323.85)	(675.82)
Cash generated from operations		5,651.85		8,740.16
Income taxes paid		(1,645.20)		(850.87)
Net cash inflow from operating activities		4,006.65		7,889.29
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Payments for property, plant and equipment	(548.84)		(2,698.87)	
Payments for intangible assets	(43.36)		(49.97)	
Proceeds from sale of property, plant and equipment	8.84		4.77	
Dividend income from investments mandatorily measured at fair value through profit or loss	5.67		-	
Proceeds from sale of investments	-		2,202.13	
Payments for purchase of investments	(12,282.49)		(3,300.00)	
(Investment in)/Proceeds from bank deposits	11,867.86		(17,425.18)	
Interest received	1,305.26		177.42	
Net cash inflow/(outflow) from investing activities		312.94		(21,089.70)



# STATEMENT OF CASH FLOWS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2018		Year ended March 31, 2017	
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Loan taken from related party	-		4,250.00	
Repayment of loan to related party	-		(6,550.00)	
Share issue expenses	-		(1,773.41)	
Repayment of advance given to Music Broadcast Employee Welfare Trust	-		285.00	
Repayment of debentures	(10,000.00)		(13,274.00)	
Proceeds from issue of equity shares	-		40,000.00	
Interest and other finance cost paid	(1,557.94)		(2,435.54)	
<b>Net cash inflow/(outflow) from financing activities</b>		<b>(11,557.94)</b>		<b>20,502.05</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>(7,238.35)</b>		<b>7,301.64</b>
<b>Cash and cash equivalents at the beginning of the year</b>		8,552.29		1,250.65
<b>Cash and cash equivalents at the end of the year</b>		<b>1,313.94</b>		<b>8,552.29</b>
<b>Reconciliation of cash and cash equivalents as per cash flow statement</b>				
Bank Balances				
- in Current Accounts		1,313.85		2,541.96
- in Fixed Deposits (Less than three months maturity)		-		6,000.00
- interest accrued on fixed deposits		-		9.95
Cash on Hand		0.09		0.38
		<b>1,313.94</b>		<b>8,552.29</b>

The above statement of cash flows should be read in conjunction with the accompanying notes.

This is the statement of cash flows referred to in our report of even date

As per our report of even date attached

For Price Waterhouse Chartered Accountants LLP For and on behalf of the Board of Directors

Firm Registration Number 012754N/N500016

Chartered Accountants

**Anurag Khandelwal**

Partner

Membership Number 078571

**Vijay Tandon**

Chairman

DIN 00156305

**Apurva Purohit**

Director

DIN 00190097

**Anuj Puri**

Director

DIN 00048386

**Madhukar Kamath**

Director

DIN 00230316

**Abraham Thomas**

Chief Executive  
Officer

**Prashant Domadia**

Chief Financial Officer

**Chirag Bagadia**

Company Secretary

Place: Mumbai

Date: May 22, 2018

Place: Mumbai

Date: May 22, 2018

(All amounts in ₹ lakhs, unless otherwise stated)

**A. EQUITY SHARE CAPITAL**

Particulars	Notes	Amount
<b>As at April 1, 2016</b>		4,203.47
Amount settled with Music Broadcast Employee Welfare Trust	9(a)	300.81
Changes in equity share capital		1,201.20
<b>As at March 31, 2017</b>		<b>5,705.48</b>
Changes in equity share capital	9(a)	-
<b>As at March 31, 2018</b>		<b>5,705.48</b>

**B. OTHER EQUITY**

Particulars	Notes	Equity component of compound financial instruments	Reserves and surplus					Other Reserves	Total other equity
			Capital reserve	Securities premium reserve	Debt redemption reserve	General reserve	Retained earnings		
<b>Balance as at April 1, 2016</b>		<b>8,274.00</b>	<b>1,482.73</b>	<b>3,710.31</b>	<b>1,850.69</b>	-	<b>(12,715.73)</b>	<b>14,197.34</b>	<b>16,799.34</b>
Profit for the year	9(b)	-	-	-	-	-	3,665.91	-	3,665.91
Other comprehensive income		-	-	-	-	-	(111.28)	-	(111.28)
<b>Total comprehensive income for the year</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,554.63</b>	<b>-</b>	<b>3,554.63</b>
Conversion of compulsorily convertible debentures to non-convertible debentures	10(a)(iv)	(8,274.00)	-	-	-	-	-	-	(8,274.00)
Transfer to debenture redemption reserve	9(b)(iii)	-	-	-	1,851.74	-	(1,851.74)	-	-
Transfer to general reserve		-	-	-	(1,445.49)	1,445.49	-	-	-
Securities premium on fresh issue of equity shares	9(b)(ii)	-	-	38,798.80	-	-	-	-	38,798.80
Transaction cost arising on share issue	9(b)(ii)	-	-	(1,773.41)	-	-	-	-	(1,773.41)
<b>Balance as at March 31, 2017</b>		<b>-</b>	<b>1,482.73</b>	<b>40,735.70</b>	<b>2,256.94</b>	<b>1,445.49</b>	<b>(11,012.84)</b>	<b>14,197.34</b>	<b>49,105.36</b>



(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Notes	Equity component of compound financial instruments	Reserves and surplus					Other Reserves	Total other equity
			Capital reserve	Securities premium reserve	Debtenture redemption reserve	General reserve	Retained earnings		
<b>Balance as at April 1, 2017</b>	9(b)	-	1,482.73	40,735.70	2,256.94	1,445.49	(11,012.84)	14,197.34	49,105.36
Profit for the year		-	-	-	-	-	5,171.70	-	5,171.70
Other comprehensive income		-	-	-	-	-	3.60	-	3.60
<b>Total comprehensive income for the year</b>		-	-	-	-	-	5,175.30	-	5,175.30
Transfer to debtenture redemption reserve	9(b)(iii)	-	-	-	1,013.89	-	(1,013.89)	-	-
Transfer to general reserve		-	-	-	(2,500.00)	2,500.00	-	-	-
<b>Balance as at March 31, 2018</b>		-	1,482.73	40,735.70	770.83	3,945.49	(6,851.43)	14,197.34	54,280.66

The above statement of changes in equity should be read in conjunction with the accompanying notes.

This is the statement of cash flows referred to in our report of even date

As per our report of even date attached

For Price Waterhouse Chartered Accountants LLP For and on behalf of the Board of Directors

Firm Registration Number 012754N/N500016

Chartered Accountants

**Anurag Khandelwal**  
Partner

Membership Number 078571

**Vijay Tandon**  
Chairman

DIN 00156305

**Apurva Purohit**  
Director

DIN 00190097

**Anuj Puri**  
Director

DIN 00048386

**Madhukar Kamath**  
Director

DIN 00230316

**Abraham Thomas**  
Chief Executive Officer

**Prashant Domadia**  
Chief Financial Officer

**Chirag Bagadia**  
Company Secretary

Place: Mumbai

Date: May 22, 2018

Place: Mumbai

Date: May 22, 2018

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

## BACKGROUND

Music Broadcast Limited ("the Company") was incorporated and domiciled in India on November 4, 1999. The Company is engaged in the business of operating Private FM radio stations through the brand 'Radio City'. The Company started its operations in India in July, 2001 in Bangalore and operates radio stations in 39 cities across India. During the year ended March 31, 2017, the Company raised money from public by issue of equity shares which were listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) on March 17, 2017.

## NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

### a) Basis of preparation

#### (i) Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

#### (ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities which have been measured at fair value;
- defined benefit plans — plan assets measured at fair value

### b) Business combinations

i) The acquisition method of accounting is used to account for all business combinations, other than those described in (ii) below, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of the transferor companies comprises the

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the Company; and
- fair value of any asset or liability resulting from a contingent consideration arrangement

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. Acquisition-related costs are expensed as incurred.

The excess of the

- consideration transferred; and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss. There is no contingent consideration in respect of all the years presented.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate.

- (ii) Business combinations involving entities that are controlled by the Company are accounted for using the pooling of interests method as follows





# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

The assets and liabilities of the combining entities are reflected at their carrying amounts.

No adjustments are made to reflect fair values, or recognise any new assets or liabilities. Adjustments are only made to harmonise accounting policies.

The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, where the business combination had occurred after that date, the prior period information is restated only from that date.

The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee or is adjusted against general reserve.

The identity of the reserves are preserved and the reserves of the transferor become the reserves of the transferee.

The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.

## c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Chairman of the Company, Chief Executive Officer and Chief Financial Officer, which have been identified as being the chief operating decision maker, assess the financial performance and position of the Company and make strategic decisions. The Company is engaged primarily in the business of operating private FM radio stations through the brand 'Radio City'. However, in the context of Indian Accounting Standard 108 – Operating Segments, these are considered to constitute a single reportable segment.

## d) Foreign currency translation

### i) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian

rupee (₹), which is Company's functional and presentation currency.

### ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments classified as FVOCI are recognised in other comprehensive income.

### e) License fees

License fees is charged to the statement of profit and loss at the rate of 4% of gross revenue for the year or 2.5% of Non- Refundable One Time Entry Fee (NOTEF) for the concerned FM radio station, whichever is higher. Gross revenue is the revenue on the basis of billing rates inclusive of any taxes and without deduction of any commission paid to advertising agencies net of discounts to advertisers.

### f) Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Leasehold improvements included in Furniture and fixtures, are depreciated on a straight line basis over the total period of lease including renewals, or useful life, whichever is shorter.

Depreciation is calculated using the straight – line method to allocate their cost, net of their residual values, over their estimated useful lives as prescribed in Schedule II to the Companies Act, 2013. The estimated useful lives represent the actual consumption pattern of the economic benefits derived from the use of such assets and are based on technical evaluation done by the management. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted, if appropriate, at the end of each reporting period.

Nature of asset	Useful life (in years)
Building	60
Towers, antenna and transmitters	13
Furniture and fixture	5-10
Studio equipment	3-15
Vehicles	8
Office equipment	3-15
Computers	3-6

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Other gains/(losses) – net' in the statement of profit or loss.

## g) Intangible assets

Intangible assets are stated at historical cost less accumulated amortization and impairment losses. Historical cost includes any directly attributable expenditure on making the assets ready for its intended use.

Intangible assets, other than one time entry fees and migration fees are amortized on a straight line basis over their estimated useful life of five years.

One time entry fees capitalised is being amortised on a straight line basis over a period of fifteen years, being the

period of license, from the date of operationalization of the respective stations.

The migration fee capitalised is being amortised with effect from April 01, 2015 on a straight line basis over a period of fifteen years, being the period of license.

## h) Impairment of assets

Assessment is done at each balance sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

## i) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

## j) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

## k) Investments and other financial assets

### i. Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

The classification depends on the entity's business model for managing the financial assets and the contractual terms of cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

## ii. Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

For debt instruments, subsequent measurement depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When

the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.

- **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

For equity instruments, the Company measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gains/(losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

## iii. Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 22 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach required by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

## iv. Derecognition of financial assets

A financial asset is derecognised only when:

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

## v. Income recognition

**Interest income:** Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment and extension) but does not consider the expected credit losses.

**Dividends:** Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

## l) Trade and other payables

These amounts represents liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within due dates. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

## m) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest rate method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

The fair value of the liability portion of redeemable non-convertible debentures is determined using a market interest rate for an equivalent non-convertible bonds. This amount is recorded as a liability on an amortised cost basis until redemption of the debentures. The remainder of the proceeds is attributable to the equity portion of the compound instrument. This is recognised and included in shareholders' equity, net of income tax effects, and not subsequently remeasured.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability, a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

## n) Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity, the tax is also recognised in other comprehensive income or directly in equity, respectively.

## o) Employee benefits

### (i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

### (ii) Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service and they are calculated annually by the actuaries. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

### (iii) Post-employment obligations

The Company operates the following post-employment schemes:

- (a) Defined benefit plan of gratuity where gratuity fund is not recognised by the income tax authorities and is administered and managed by Kotak life insurance fund; and
- (b) Defined contribution plans such as provident fund.

### Gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefits expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

## Defined contribution plans

The Company's contributions to employee provident fund, employee state insurance fund and employees' pension scheme, 1995 are accounted for as defined contribution plans and the contributions are recognised as employee benefits expense when they are due. The Company deposits these amounts with the fund administered and managed by the provident fund/employee state insurance authorities. The Company has no further payment obligations once the contributions have been paid.

## (iv) Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognises termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

## p) Provisions

Provisions for legal claims, volume discounts and returns are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

## q) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, commission and amounts collected on behalf of third parties.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Barter advertising contracts are included in the revenue on the basis of relevant billing rates.

## Advertisement revenue

Revenue from the sale of airtime is recognised in the period when the advertisements are aired and are stated net of discounts to advertising agencies and service tax / goods and services tax (GST) billed to customers.

## r) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale.



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

## s) Leases

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

## t) Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

## u) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

## v) Earnings per share

### (i) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares, if any, issued during the year and excluding treasury shares.

### (ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

## w) Recent accounting pronouncements

Standards issued but not yet effective

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 (the 'Rules') on March 28, 2018. The rules notify the new revenue standard Ind AS 115, Revenue from contracts with customers, and also bring in amendments to existing Ind AS. The rules shall be effective from reporting periods beginning on or after April 01, 2018 and cannot be early adopted.

### (i) Amendment to Ind AS 115, Revenue from Contracts with customers

Ministry of Corporate affairs has notified Ind AS 115 'Revenue from Contracts with customers', which is effective from 1 April, 2018. The new standard outlines a single comprehensive control-based model for revenue recognition and supersedes current revenue recognition guidance based on risks and rewards. The Company is evaluating the requirements of Ind AS 115 and its effect on the financial statements.

### (ii) Amendments to Ind AS 12 Income taxes regarding recognition of deferred tax assets on unrealised losses

The amendments clarify that an entity needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount. Entities are required to apply the amendments retrospectively. However, on initial application of the amendments, the change in the opening equity of the earliest comparative period may be recognised in opening retained earnings (or in another component of equity, as appropriate), without allocating the change between opening retained earnings and other components of equity. Entities applying this relief must

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

disclose that fact. These amendments are effective for annual periods beginning on or after April 01, 2018. These amendments are not expected to have a material effect on the Company's financial statements.

## x) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Rupees lakhs and two decimals thereof, as per the requirement of Schedule III, unless otherwise stated.

## NOTE 2: CRITICAL ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgements are:

- a) Estimation of defined benefit obligation – Note 11
- b) Loss allowance of trade receivables – Note 22
- c) Estimated useful life of tangible and intangible assets - Notes 3,4
- d) Contingencies - Note 25 - 'Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.
- e) Estimation of current tax expense and deferred tax - Note 20

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 3: PROPERTY, PLANT AND EQUIPMENT

	Freehold land	Building	Towers, antenna & transmitters	Furniture and fixtures	Studio equipment	Vehicle	Office equipment	Computer	Total
<b>Year ended March 31, 2017</b>									
<b>Gross carrying amount</b>									
Opening gross carrying amount	1.86	5.86	330.98	171.66	149.34	25.42	97.95	169.41	952.48
Additions	-	-	1,049.87	596.93	681.87	-	357.02	289.85	2,975.54
Disposals	-	-	-	0.10	-	-	1.80	-	1.90
<b>Closing gross carrying amount</b>	<b>1.86</b>	<b>5.86</b>	<b>1,380.85</b>	<b>768.49</b>	<b>831.21</b>	<b>25.42</b>	<b>453.17</b>	<b>459.26</b>	<b>3,926.12</b>
<b>Accumulated depreciation</b>									
Opening accumulated depreciation	-	0.08	31.99	17.11	9.31	4.55	12.68	54.09	129.81
Depreciation charge during the year	-	0.10	57.36	72.01	24.45	4.51	39.92	63.74	262.09
Disposals	-	-	-	-	-	-	-	-	-
<b>Closing accumulated depreciation</b>	<b>-</b>	<b>0.18</b>	<b>89.35</b>	<b>89.12</b>	<b>33.76</b>	<b>9.06</b>	<b>52.60</b>	<b>117.83</b>	<b>391.90</b>
<b>Net carrying amount</b>	<b>1.86</b>	<b>5.68</b>	<b>1,291.50</b>	<b>679.37</b>	<b>797.45</b>	<b>16.36</b>	<b>400.57</b>	<b>341.43</b>	<b>3,534.22</b>
<b>Year ended March 31, 2018</b>									
<b>Gross carrying amount</b>									
Opening gross carrying amount	1.86	5.86	1,380.85	768.49	831.21	25.42	453.17	459.26	3,926.12
Additions	-	-	308.73	171.59	133.12	18.31	195.34	292.49	1,119.58
Disposals	-	-	-	11.11	-	-	0.69	-	11.80
<b>Closing gross carrying amount</b>	<b>1.86</b>	<b>5.86</b>	<b>1,689.58</b>	<b>928.97</b>	<b>964.33</b>	<b>43.73</b>	<b>647.82</b>	<b>751.75</b>	<b>5,033.90</b>
<b>Accumulated depreciation</b>									
Opening accumulated depreciation	-	0.18	89.35	89.12	33.76	9.06	52.60	117.83	391.90
Depreciation charge during the year	-	0.10	142.12	100.47	70.51	5.90	90.43	121.82	531.35
Disposals	-	-	-	11.11	-	-	0.30	-	11.41
<b>Closing accumulated depreciation</b>	<b>-</b>	<b>0.28</b>	<b>231.47</b>	<b>178.48</b>	<b>104.27</b>	<b>14.96</b>	<b>142.73</b>	<b>239.65</b>	<b>911.84</b>
<b>Net carrying amount</b>	<b>1.86</b>	<b>5.58</b>	<b>1,458.11</b>	<b>750.49</b>	<b>860.06</b>	<b>28.77</b>	<b>505.09</b>	<b>512.10</b>	<b>4,122.06</b>

### Notes:

Contractual obligations - Refer note 26 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 4: INTANGIBLE ASSETS

	One time entry / migration fees	Software	Total	Intangible assets under development
<b>Year ended March 31, 2017</b>				
<b>Gross carrying amount</b>				
Opening gross carrying amount	23,602.70	153.87	23,756.57	6,566.28
Additions	7,066.64	49.97	7,116.61	500.36
Disposals/Transfer	-	-	-	7,066.64
<b>Closing gross carrying amount</b>	<b>30,669.34</b>	<b>203.84</b>	<b>30,873.18</b>	<b>-</b>
<b>Accumulated amortisation</b>				
Opening accumulated amortisation	1,499.74	42.78	1,542.52	-
Amortisation charge for the year	1,661.03	44.57	1,705.60	-
Disposals	-	-	-	-
<b>Closing accumulated amortisation</b>	<b>3,160.77</b>	<b>87.35</b>	<b>3,248.12</b>	<b>-</b>
<b>Net carrying amount</b>	<b>27,508.57</b>	<b>116.49</b>	<b>27,625.06</b>	<b>-</b>
<b>Year ended March 31, 2018</b>				
<b>Gross carrying amount</b>				
Opening gross carrying amount	30,669.34	203.84	30,873.18	-
Additions	-	43.36	43.36	-
Disposals/Transfers	-	6.64	6.64	-
<b>Closing gross carrying amount</b>	<b>30,669.34</b>	<b>240.56</b>	<b>30,909.90</b>	<b>-</b>
<b>Accumulated amortisation</b>				
Opening accumulated amortisation	3,160.77	87.35	3,248.12	-
Amortisation charge for the year	2,049.88	45.69	2,095.57	-
Disposals	-	5.16	5.16	-
<b>Closing accumulated amortisation</b>	<b>5,210.65</b>	<b>127.88</b>	<b>5,338.53</b>	<b>-</b>
<b>Net carrying amount</b>	<b>25,458.69</b>	<b>112.68</b>	<b>25,571.37</b>	<b>-</b>

- 1) The interest cost of ₹ Nil (March 31, 2017 ₹ 809.36 lakhs) incurred on borrowings, utilised on 11 FM stations acquired in Phase III has been capitalised along with One time entry fee for these FM stations
- 2) Details of assets material to the Company's financial statements:

Description of assets	One time entry fees	
	Carrying amount	Average remaining useful life (In years)
Stations acquired under Composite scheme of arrangement	1,264.54	12
Stations acquired under Phase III	6,513.29	13.7
Exisiting stations renewed under Phase III	17,680.86	12
<b>Total</b>	<b>25,458.69</b>	

## NOTE 5: FINANCIAL ASSETS

	As at March 31, 2018	As at March 31, 2017
<b>5 (a) Non-current Investments</b>		
<b>Investment in mutual funds</b>		
<b>Quoted</b>		
Investment in mutual funds (refer note 5(a)(i))	15,585.53	-
<b>Total mutual funds</b>	<b>15,585.53</b>	<b>-</b>
<b>Total non-current investments</b>	<b>15,585.53</b>	<b>-</b>
Aggregate amount of quoted investments and market value thereof	15,585.53	-
Aggregate amount of unquoted investments	-	-
Aggregate amount of impairment in the value of investments	-	-





# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

	As at March 31, 2018	As at March 31, 2017
<b>5 (a) Current Investments</b>		
<b>Investment in mutual funds</b>		
<b>Quoted</b>		
Investment in mutual funds (refer note 5(a)(i))	-	2,674.92
<b>Total mutual funds</b>	-	<b>2,674.92</b>
<b>Total current investments</b>	-	<b>2,674.92</b>
Aggregate amount of quoted investments and market value thereof	-	2,674.92
Aggregate amount of unquoted investments	-	-
Aggregate amount of impairment in the value of investments	-	-
<b>5(a)(i) Details of investments in mutual funds</b>		
<b>Quoted investments</b>		
Nil (March 31, 2017: 206,302.330) units in DHFL Pramerica Insta Cash Plus Fund - Growth	-	434.74
Nil (March 31, 2017: 9,708.239) units in Invesco India Liquid Fund - Growth Plan (LF-SG)	-	216.73
Nil (March 31, 2017: 1,210.969) units in DSP Blackrock Liquidity Fund Institutional Plan- Growth	-	28.07
Nil (March 31, 2017: 110,602.039) units in Birla Sunlife Cash Plus - Growth	-	288.13
Nil (March 31, 2017: 1,384,696.336) units in Birla Sunlife Enhanced Arbitrage Fund - Dividend Payout	-	150.16
Nil (March 31, 2017: 2,495.706) units in Tata Liquid Fund Regular Plan - Growth	-	74.62
7,427.135 (March 31, 2017: 4,089.969) units in LIC MF Liquid Fund - Growth	232.90	120.18
Nil (March 31, 2017: 15,360.103) units in Reliance Liquid Fund- Treasury - Growth	-	607.33
Nil (March 31, 2017: 944,786.667) units in Reliance Arbitrage Advantage Fund-Monthly Dividend	-	100.10
Nil (March 31, 2017: 6,051.197) units in HDFC Cash Management Fund-Savings - Growth	-	204.48
Nil (March 31, 2017: 1,378,549.766) units in HDFC Arbitrage Fund-Wholesale Plan-Monthly Dividend	-	150.12
Nil (March 31, 2017: 931,627.833) units in Kotak Equity Arbitrage Fund-Monthly Dividend	-	100.12
Nil (March 31, 2017: 7,513.163) units in Kotak Floater Short Term - Growth	-	200.14
16,42,577.881 (March 31, 2017: Nil) units in Axis Short Term Fund - Growth	309.59	-
7,52,382.693 (March 31, 2017: Nil) units in Aditya Birla Sun Life Short Term Fund - Growth	499.93	-
19,75,618.591 (March 31, 2017: Nil) units in DHFL Pramerica Low Duration Fund - Growth	468.76	-
13,74,756.696 (March 31, 2017: Nil) units in DSP BlackRock Credit Risk Fund - Regular Plan - Growth	393.33	-
25,13,374.548 (March 31, 2017: Nil) units in Franklin India Low Duration Fund - Growth	502.06	-
23,714.856 (March 31, 2017: Nil) units in Franklin India Short Term Income Fund - Growth	870.40	-
1,57,39,041.944 (March 31, 2017: Nil) units in Aditya Birla Sunlife Corporate Bond Fund - Growth	2,036.73	-
47,321.150 (March 31, 2017: Nil) units in Aditya Birla Sunlife Treasury Optimizer Fund - Growth	104.85	-
79,75,404.963 (March 31, 2017: Nil) units in DHFL Pramerica Credit Opportunities Fund - Growth	1,098.16	-
72,19,965.404 (March 31, 2017: Nil) units in HDFC Corporate Debt Opportunities Fund - Growth	1,040.45	-
8,14,866.606 (March 31, 2017: Nil) units in HDFC Medium Term Opportunities Fund - Growth	157.36	-
13,75,065.703 (March 31, 2017: Nil) units in ICICI Prudential Regular Savings Fund - Growth	255.27	-
32,209.823 (March 31, 2017: Nil) units in Invesco India Corporate Bond Opportunities Fund - Growth	440.90	-
31,057.303 (March 31, 2017: Nil) units in Invesco India Medium Term Bond Fund - Growth	550.70	-
71,94,131.004 (March 31, 2017: Nil) units in Kotak Income Opportunities Fund - Growth	1,375.90	-
9,972.387 (March 31, 2017: Nil) units in Kotak Low Duration Fund - Growth	211.71	-
30,11,302.033 (March 31, 2017: Nil) units in Kotak Medium Term Fund - Growth	434.61	-
3,94,854.259 (March 31, 2017: Nil) units in LIC Savings Plus Fund - Growth	104.85	-
51,83,324.978 (March 31, 2017: Nil) units in Reliance Corporate Bond Fund - Growth	1,158.86	-
79,67,905.845 (March 31, 2017: Nil) units in Reliance Regular Savings Fund - Debt - Growth	1,928.85	-
6,53,184.416 (March 31, 2017: Nil) units in Reliance Regular Savings Fund - Debt - Direct Plan - Growth	165.45	-
10,020.896 (March 31, 2017: Nil) units in TATA Corporate Bond Fund - Growth	228.58	-
13,11,601.200 (March 31, 2017: Nil) units in TATA Short Term Bond Fund Regular Plan- Growth	423.51	-
12,53,983.151 (March 31, 2017: Nil) units in UTI FTIF - Series XXVII - VI - Direct - Growth	129.60	-
6,51,949.982 (March 31, 2017: Nil) units in UTI Income Opportunities Fund - Growth	103.32	-
28,02,864.658 (March 31, 2017: Nil) units in UTI Medium Term Fund - Growth	358.90	-
<b>Total</b>	<b>15,585.53</b>	<b>2,674.92</b>

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

	As at March 31, 2018	As at March 31, 2017
<b>5 (b) Trade receivables</b>		
Trade receivables	12,624.63	9,524.02
Receivables from related parties (refer note 24)	65.02	72.29
Less: Allowance for doubtful debts	1,647.35	1,430.61
<b>Total trade receivables</b>	<b>11,042.30</b>	<b>8,165.70</b>
Current portion	11,042.30	8,165.70
Non-current portion	-	-
<b>Break up of security details</b>		
Secured, considered good	-	-
Unsecured, considered good	11,042.30	8,165.70
Doubtful	1,647.35	1,430.61
<b>Total</b>	<b>12,689.65</b>	<b>9,596.31</b>
Allowance for doubtful debts	(1,647.35)	(1,430.61)
<b>Total trade receivables</b>	<b>11,042.30</b>	<b>8,165.70</b>
<b>5 (c) Cash and cash equivalents</b>		
Balances with banks		
- in current accounts	1,313.85	2,541.96
- in fixed deposits (maturity less than three months)	-	6,000.00
- interest accrued on fixed deposits	-	9.95
Cash on hand	0.09	0.38
<b>Total cash and cash equivalents</b>	<b>1,313.94</b>	<b>8,552.29</b>
<b>5 (d) Other bank balances</b>		
- in fixed deposits (with maturity of more than three months and remaining maturity of less than twelve months)	5,000.00	17,000.00
- in fixed deposits held as margin money [refer note below]	1,290.64	1,144.88
- interest accrued on fixed deposits	12.99	92.61
<b>Total other bank balances</b>	<b>6,303.63</b>	<b>18,237.49</b>

**Note:** These deposits are under lien with the bankers.

	As at March 31, 2018		As at March 31, 2017	
	Current	Non-current	Current	Non-current
<b>5 (e) Other financial assets</b>				
Security deposits				
-Unsecured, considered good	363.55	1,075.83	363.88	1,203.86
-Doubtful	-	82.02	-	82.02
	<b>363.55</b>	<b>1,157.85</b>	<b>363.88</b>	<b>1,285.88</b>
Less : Allowance for doubtful deposits	-	82.02	-	82.02
	<b>363.55</b>	<b>1,075.83</b>	<b>363.88</b>	<b>1,203.86</b>
Others:				
- in fixed deposits held as margin money	-	-	-	13.62
- Interest accrued on fixed deposits	-	-	-	0.49
<b>Total other financial assets</b>	<b>363.55</b>	<b>1,075.83</b>	<b>363.88</b>	<b>1,217.97</b>



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 6: OTHER NON-CURRENT ASSETS

	As at March 31, 2018	As at March 31, 2017
Capital advances	62.59	633.33
Prepayments	608.99	479.20
<b>Total other non-current assets</b>	<b>671.58</b>	<b>1,112.53</b>

## NOTE 7: NON-CURRENT TAX ASSETS (NET)

	As at March 31, 2018	As at March 31, 2017
Opening balance	173.54	657.80
Less: Current tax payable for the year	1,676.66	1,235.42
Add: Taxes paid (net of refund received ₹ 0.79 (March 31, 2017: ₹ 419.84))	1,642.70	850.80
Less: Provision for earlier years	(28.59)	99.64
<b>Total non-current tax assets</b>	<b>168.17</b>	<b>173.54</b>

## NOTE 8: OTHER CURRENT ASSETS

	As at March 31, 2018	As at March 31, 2017
Prepayments	727.70	612.88
Balances with statutory/government authorities	235.08	402.01
Advances to related parties	-	41.30
Advances to others		
- Considered good	51.68	213.36
- Considered doubtful	26.67	26.67
Less: Allowance for doubtful advances	26.67	26.67
Advance paid under dispute (including ₹ 200 (March 31, 2017: ₹ Nil) referred in note 25)	490.70	290.70
Less: Allowance for advance paid under dispute	290.70	290.70
Other receivables	607.72	659.99
<b>Total other current assets</b>	<b>1,822.18</b>	<b>1,929.54</b>

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 9: EQUITY SHARE CAPITAL AND OTHER EQUITY

Particulars	Number of shares	Amount
<b>9(a) Equity share capital</b>		
<b>Authorised equity share capital</b>		
<b>As at April 1, 2016</b>	46,000,000	4,600.00
Increase during the year	21,000,000	2,100.00
<b>As at March 31, 2017</b>	<b>67,000,000</b>	<b>6,700.00</b>
Increase during the year	-	-
<b>As at March 31, 2018</b>	<b>67,000,000</b>	<b>6,700.00</b>
<b>Authorised preference share capital</b>		
<b>As at April 1, 2016</b>	50,000	5.00
Increase during the year	-	-
<b>As at March 31, 2017</b>	<b>50,000</b>	<b>5.00</b>
Increase during the year	-	-
<b>As at March 31, 2018</b>	<b>50,000</b>	<b>5.00</b>

## (i) Issued, subscribed and paid up equity share capital

Particulars	Number of shares	Equity share capital (par value)
<b>As at April 1, 2016</b>	42,034,701	4,203.47
Advance settled with Music Broadcast Employees Welfare Trust	3,008,066	300.81
Fresh issue of equity shares	12,012,012	1,201.20
<b>As at March 31, 2017</b>	<b>57,054,779</b>	<b>5,705.48</b>
Increase during year	-	-
<b>As at March 31, 2018</b>	<b>57,054,779</b>	<b>5,705.48</b>

## Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## (ii) Shares of the Company held by holding company

Particulars	As at March 31, 2018	As at March 31, 2017
Jagran Prakashan Limited, the holding company	40,268,517	40,268,517

## (iii) Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2018		As at March 31, 2017	
	Number of shares	% holding	Number of shares	% holding
Jagran Prakashan Limited, the holding company	40,268,517	70.58%	40,268,517	70.58%
Franklin Templeton Mutual Fund	3,957,435	6.94%	-	-
HDFC Standard Life Insurance Company Limited	3,771,632	6.61%	-	-

## (iv) Aggregate number of shares issued for consideration other than cash

3,125,000 equity shares of ₹ 10 each fully paid were allotted as consideration on November 24, 2016 pursuant to the scheme of arrangement with Shri Puran Multimedia Limited.



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

## (v) Preference share capital

The Company has only one class of preference shares having a par value of ₹ 10 per share.

	As at March 31, 2018	As at March 31, 2017
<b>Note 9 (b) : Reserves and surplus</b>		
Capital reserve	1,482.73	1,482.73
Securities premium reserve	40,735.70	40,735.70
Debenture redemption reserve	770.83	2,256.94
General reserve	3,945.49	1,445.49
Retained earnings	(6,851.43)	(11,012.84)
<b>Total reserves and surplus</b>	<b>40,083.32</b>	<b>34,908.02</b>
<b>(i) Capital reserve</b>		
Opening balance	1,482.73	1,482.73
<b>Closing balance</b>	<b>1,482.73</b>	<b>1,482.73</b>
<b>(ii) Securities premium reserve</b>		
Opening balance	40,735.70	3,710.31
Add: Shares issued pursuant to public issue offering	-	38,798.80
Less: Transaction costs arising on share issue	-	(1,773.41)
<b>Closing balance</b>	<b>40,735.70</b>	<b>40,735.70</b>
<b>(iii) Debenture redemption reserve</b>		
Opening balance	2,256.94	1,850.69
Appropriations during the year	1,013.89	1,851.74
Less :Transferred to general reserve	2,500.00	1,445.49
<b>Closing balance</b>	<b>770.83</b>	<b>2,256.94</b>
<b>(iv) General reserve</b>		
Opening balance	1,445.49	-
Add :Transfer from debenture redemption reserve	2,500.00	1,445.49
<b>Closing balance</b>	<b>3,945.49</b>	<b>1,445.49</b>
<b>(v) Retained earnings</b>		
Opening balance	(11,012.84)	(12,715.73)
Net profit for the year	5,171.70	3,665.91
Items of other comprehensive income recognised directly in retained earnings		
-Remeasurements of post employment benefit obligation, net of tax	3.60	(111.28)
Transfer to debenture redemption reserve	(1,013.89)	(1,851.74)
<b>Closing balance</b>	<b>(6,851.43)</b>	<b>(11,012.84)</b>

## Nature and purpose of reserves

### Capital reserve

The profits earned by the Company through a special transaction, which is not available for distribution as dividend to shareholders. The reserve is utilised in accordance with the provisions of the Act.



## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

**Securities premium reserve**

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

**Debenture redemption reserve**

The Company is required to create a debenture redemption reserve out of the profits, which are available for payment of dividend for the purpose of redemption of debentures.

	As at March 31, 2018	As at March 31, 2017
<b>Note 9 (c) : Other reserves</b>		
Other Reserves	14,197.34	14,197.34
<b>Total other reserves</b>	<b>14,197.34</b>	<b>14,197.34</b>

**Note:** Reserves created on cessation of a loan in an earlier year.

**NOTE 10: FINANCIAL LIABILITIES**

	As at March 31, 2018	As at March 31, 2017
<b>Note 10 (a): Non-current borrowings</b>		
<b>Secured</b>		
500 (March 31, 2017: 1,500) Listed redeemable non-convertible debentures of ₹ 10,00,000 each [refer note (i) below]	5,027.00	15,089.59
<b>Total non-current borrowings</b>	<b>5,027.00</b>	<b>15,089.59</b>
Less: Current maturities of long-term debt (included in note 10(c))	-	9,986.87
Less: Interest accrued (included in note 10(c))	35.88	111.62
<b>Non-current borrowings (as per balance sheet)</b>	<b>4,991.12</b>	<b>4,991.10</b>

**(i) Nature of security:**

Secured by a first pari passu charge on the entire book assets, including fixed assets, current assets and investments of the Company with aggregate market value of above ₹ 5,000 and also by letter of comfort provided by Jagran Prakashan Limited, in favour of the Company and the debenture trustee. The debentures are listed on BSE Limited.

Interest is payable @ 9.7% per annum on semi-annual basis. The terms of redemption are as follows:-

Nature of debentures	Date of allotment	Date of redemption	Amount
9.7% Non-convertible debenture (NCDs) Series A	March 4, 2015	March 4, 2017	5,000
9.7% Non-convertible debenture (NCDs) Series B	March 4, 2015	March 4, 2018	10,000
9.7% Non-convertible debenture (NCDs) Series C	March 4, 2015	March 4, 2020	5,000
<b>Total</b>			<b>20,000</b>

Series A and B of NCDs amounting to ₹ 5,000 and ₹ 10,000 respectively were redeemed on respective due dates of redemption.



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

## Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for period presented.

	March 31, 2018	March 31, 2017
Cash and Cash equivalents	1,313.94	8,552.29
Fixed Deposits	5,000.00	17,000.00
Non-current borrowings	(5,027.00)	(15,089.59)
<b>Net surplus/(debt)</b>	<b>1,286.94</b>	<b>10,462.70</b>

Particulars	Cash and Cash equivalents	Fixed Deposits	Borrowings	Total
Net surplus/(debt) as at April 01, 2017	8,552.29	17,000.00	(15,089.59)	10,462.70
Cash flows	(7,238.35)	(12,000.00)	10,000.00	(9,238.35)
Interest expense	-	-	(1,396.39)	(1,396.39)
Interest paid	-	-	1,458.98	1,458.98
<b>Net surplus/(debt) as at March 31, 2018</b>	<b>1,313.94</b>	<b>5,000.00</b>	<b>(5,027.00)</b>	<b>1,286.94</b>

	As at March 31, 2018	As at March 31, 2017
<b>Note 10 (b): Trade payables</b>		
<b>Current</b>		
Total outstanding dues of micro enterprises and small enterprises (refer note 28) and	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,197.91	3,096.36
Trade payables to related parties (refer note 24)	27.90	188.66
<b>Total trade payables</b>	<b>2,225.81</b>	<b>3,285.02</b>
<b>Note 10 (c): Other financial liabilities</b>		
<b>Current</b>		
Current maturities of long-term debt		
- Listed redeemable non-convertible debentures (refer note 10 (a))	-	9,986.87
Interest accrued	35.88	111.62
Employee benefits payable	1,133.71	1,218.57
<b>Total other current financial liabilities</b>	<b>1,169.59</b>	<b>11,317.06</b>

## NOTE 11: EMPLOYEE BENEFIT OBLIGATIONS

	As at March 31, 2018			As at March 31, 2017		
	Current	Non-current	Total	Current	Non-current	Total
Leave obligations (i)	72.83	312.56	385.39	58.70	256.57	315.27
Gratuity (ii)	-	47.74	47.74	87.89	283.47	371.36
<b>Total employee benefit obligations</b>	<b>72.83</b>	<b>360.30</b>	<b>433.13</b>	<b>146.59</b>	<b>540.04</b>	<b>686.63</b>

### (i) Leave obligations

The leave obligations cover the Company's liability for earned leave.

### (ii) Post-employment obligations

#### Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972, except that there is no benefit ceiling. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days' salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company has taken an insurance policy for the purpose. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

## (iii) Defined contribution plans

## Provident fund

The Company also has a defined contribution plan. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual or any constructive obligation. The expense recognised during the year towards defined contribution plan is ₹ 261.01 (March 31, 2017: ₹ 239.02).

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Employer's contribution to provident fund	192.80	181.35
Employer's contribution to Employees' Pension Scheme, 1995	68.21	57.67
<b>Total</b>	<b>261.01</b>	<b>239.02</b>

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

## Balance sheet amounts - Gratuity

Particulars	Present value of obligation	Fair value of plan assets	Net amount
<b>April 1, 2016</b>	372.01	(102.85)	269.16
Current service cost	63.51	-	63.51
Past service cost and loss/(gain) on curtailments and settlements	(0.24)	-	(0.24)
Interest expense/(income)	27.55	(8.26)	19.29
<b>Total amount recognised in profit or loss</b>	<b>90.82</b>	<b>(8.26)</b>	<b>82.56</b>
<b>Remeasurements</b>			
Return on plan assets, excluding amounts included in interest expense/(income)	-	(3.50)	(3.50)
(Gain)/loss from change in demographic assumptions	5.63	-	5.63
(Gain)/loss from change in financial assumptions	101.00	-	101.00
Experience (gains)/losses	67.04	-	67.04
<b>Total amount recognised in other comprehensive income</b>	<b>173.67</b>	<b>(3.50)</b>	<b>170.17</b>
Employer contributions	-	-	-
Benefit payments	(150.53)	-	(150.53)
<b>March 31, 2017</b>	<b>485.97</b>	<b>(114.61)</b>	<b>371.36</b>

Particulars	Present value of obligation	Fair value of plan assets	Net amount
<b>April 1, 2017</b>	485.97	(114.61)	371.36
Current service cost	87.88	-	87.88
Interest expense/(income)	32.02	(9.09)	22.93
<b>Total amount recognised in profit or loss</b>	<b>119.90</b>	<b>(9.09)</b>	<b>110.81</b>
<b>Remeasurements</b>			
Return on plan assets, excluding amounts included in interest expense/(income)	-	(5.49)	(5.49)
(Gain)/loss from change in financial assumptions	(22.21)	-	(22.21)
Experience (gains)/losses	22.20	-	22.20
<b>Total amount recognised in other comprehensive income</b>	<b>(0.01)</b>	<b>(5.49)</b>	<b>(5.50)</b>
Employer contributions	-	(400.00)	(400.00)
Benefit payments	(28.93)	-	(28.93)
<b>March 31, 2018</b>	<b>576.93</b>	<b>(529.19)</b>	<b>47.74</b>



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

The net liability disclosed above relating to funded plan is as follows:

Particulars	As at March 31, 2018	As at March 31, 2017
Present value of funded obligations	576.93	485.97
Fair value of plan assets	(529.19)	(114.61)
<b>Deficit of funded plan (gratuity)</b>	<b>47.74</b>	<b>371.36</b>

**(iv) Significant actuarial assumptions were as follows:**

Actuarial assumptions	March 31, 2018	March 31, 2017
Discount rate	7.55%	7.00%
Salary growth rate	10.00%	10.00%
Expected average remaining working lives of employees	26.26 years	26.60 years
Rate of return on plan assets	7.55%	7.00%
Withdrawal rates	25% at younger ages reducing to 2% at older ages	25% at younger ages reducing to 2% at older ages

**(v) Sensitivity analysis**

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Change in assumption		Impact on defined benefit obligation					
	March 31, 2018	March 31, 2017	Increase in assumption			Decrease in assumption		
				March 31, 2018	March 31, 2017		March 31, 2018	March 31, 2017
Discount rate	0.50%	0.50%	decrease by	3.28%	3.40%	increase by	3.49%	3.60%
Salary growth	0.50%	0.50%	increase by	3.39%	3.50%	decrease by	3.22%	3.30%
Withdrawal rate	20%	20%	decrease by	3.28%	3.93%	increase by	4.14%	5.10%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

**(vi) The major categories of plan assets are as follows:**

Composition of the plan assets	As at March 31, 2018	As at March 31, 2017
Policy of insurance	100%	100%
<b>Total</b>	<b>100%</b>	<b>100%</b>

**(vii) Risk exposure**

Through its defined benefit plan, the Company is exposed to a number of risks, the most significant of which are detailed below:

**Asset volatility :**

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. These are subject to interest rate risk.

**(viii) Defined benefit liability and employer contributions**

Funding levels are monitored on an annual basis and the current agreed contribution rate is 12% of the basic salaries

Expected contribution to post-employment benefit plan for the year ending 31 March 2019 are ₹ 95.

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

The weighted average duration of the defined benefit obligation as at March 31, 2018 is 6.68 years (March 31, 2017: 6.67 years).

The expected maturity analysis of undiscounted gratuity is as follows:

Expected maturity analysis	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years
March 31, 2018	66.42	64.14	173.67	777.59
March 31, 2017	57.45	53.51	147.50	210.28

**NOTE 12: DEFERRED TAX ASSETS (NET)**

The balance comprises temporary differences attributable to:

	As at March 31, 2018	As at March 31, 2017
<b>Deferred tax liabilities (DTL)</b>		
Property, plant and equipment and intangible assets	3,384.20	2,220.86
Financial assets at fair value through profit or loss	-	17.02
<b>Total</b>	<b>3,384.20</b>	<b>2,237.88</b>
<b>Deferred tax assets (DTA)</b>		
Financial assets at fair value through profit or loss	12.71	-
Unused tax credits (MAT credit)	4,179.63	2,693.50
Allowance for doubtful debts and advances	675.77	600.76
Employee benefits obligations	149.90	237.63
Unabsorbed tax losses	-	987.94
Others	185.70	242.15
<b>Total</b>	<b>5,203.71</b>	<b>4,761.98</b>
<b>Net deferred tax assets/(liabilities)</b>	<b>1,819.51</b>	<b>2,524.10</b>

**Movements in deferred tax assets and liabilities**

	Property, plant and equipment and intangible assets	Financial assets at fair value through profit or loss	Unused tax credits (MAT credit)	Other Items	Total
<b>At April 1, 2016 [DTA/(DTL)]</b>	(806.96)	(28.07)	1,358.45	2,640.66	3,164.08
(Charged)/credited					
- to profit or loss	(1,413.90)	11.05	1,335.05	(631.07)	(698.87)
- to other comprehensive income	-	-	-	58.89	58.89
<b>At March 31, 2017</b>	<b>(2,220.86)</b>	<b>(17.02)</b>	<b>2,693.50</b>	<b>2,068.48</b>	<b>2,524.10</b>
(Charged)/credited					
- to profit or loss	(1,163.34)	29.73	1,486.13	(1,055.21)	(702.69)
- to other comprehensive income	-	-	-	(1.90)	(1.90)
<b>At March 31, 2018</b>	<b>(3,384.20)</b>	<b>12.71</b>	<b>4,179.63</b>	<b>1,011.37</b>	<b>1,819.51</b>

**NOTE 13: OTHER CURRENT LIABILITIES**

	As at March 31, 2018	As at March 31, 2017
Advance from customers	135.71	196.64
Statutory taxes payable	533.09	401.55
Other liabilities	385.06	422.40
<b>Total other current liabilities</b>	<b>1,053.86</b>	<b>1,020.59</b>





# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 14: REVENUE FROM OPERATIONS

	Notes	Year ended March 31, 2018	Year ended March 31, 2017
<b>Sale of services</b>			
Revenue from radio airtime*		29,824.78	27,141.61
<b>Total revenue from operations</b>		<b>29,824.78</b>	<b>27,141.61</b>

\*Including revenue from exchange of services of ₹ 1,955.20 (March 31, 2017 : ₹ 1,497.73)

## NOTE 15 (A): OTHER INCOME

	Notes	Year ended March 31, 2018	Year ended March 31, 2017
Interest Income			
- On fixed deposits	5 (d)	1,225.15	161.65
- On income tax refund		-	71.81
Dividend income from investments mandatorily measured at fair value through profit or loss		5.67	-
Unwinding of discount on security deposits	5 (e)	58.97	54.55
<b>Total other income</b>		<b>1,289.79</b>	<b>288.01</b>

## Note 15 (b): Other gains/(losses)

	Notes	Year ended March 31, 2018	Year ended March 31, 2017
Net gain on financial assets mandatorily measured at fair value through profit or loss	5 (a)	498.44	42.20
Net gain on sale of investments		129.66	76.77
Net gain on disposal of property, plant and equipment	3	6.97	2.87
Liabilities no longer required written-back		-	3.23
Miscellaneous income		13.48	30.57
<b>Total other gains/(losses)</b>		<b>648.55</b>	<b>155.64</b>

## NOTE 16: EMPLOYEE BENEFIT EXPENSE

	Notes	Year ended March 31, 2018	Year ended March 31, 2017
Salary, wages and bonus		6,274.34	5,944.71
Contribution to provident and other funds		265.24	239.93
Gratuity	11	110.81	82.56
Leave compensation	11	97.18	156.66
Staff welfare expenses		141.69	83.28
<b>Total employee benefits expense</b>		<b>6,889.26</b>	<b>6,507.14</b>

## NOTE 17: DEPRECIATION AND AMORTISATION EXPENSE

	Notes	Year ended March 31, 2018	Year ended March 31, 2017
Depreciation of property, plant and equipment	3	531.35	262.09
Amortisation of intangible assets	4	2,095.57	1,705.60
<b>Total depreciation and amortisation expense</b>		<b>2,626.92</b>	<b>1,967.69</b>

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 18: OTHER EXPENSES

	Year ended March 31, 2018	Year ended March 31, 2017
Repairs and maintenance:		
Building	98.28	40.95
Plant and machinery	172.94	150.28
Office maintenance charges	505.94	404.76
Power and fuel expenses	970.42	906.88
Rates and taxes	27.72	41.11
Travelling and conveyance	305.44	337.12
Communication cost	174.98	109.37
Marketing and advertisement expenses	2,745.41	2,397.74
Insurance	25.94	28.28
Corporate social responsibility expenditure [refer note 18(b) below]	103.26	79.52
Allowances for doubtful debts and advances	216.74	76.05
Payments to auditors (refer note 18(a) below)	51.07	44.08
Royalty	1,395.72	1,176.98
Programming costs	1,404.12	1,103.85
Rent (refer note 26 (b))	1,865.18	1,697.09
Annual software license maintenance fee	387.85	373.90
Legal and professional charges	253.92	292.56
Professional fees to director	75.98	57.57
Advances written off	-	25.00
Miscellaneous expenses	318.49	244.23
<b>Total other expenses</b>	<b>11,099.40</b>	<b>9,587.32</b>

	Year ended March 31, 2018	Year ended March 31, 2017
<b>(a) Details of payments to auditors (including tax)</b>		
<b>Payments to auditors</b>		
<b>As auditor:</b>		
Audit fees	43.66	39.68
<b>In other capacities</b>		
Certification fees	9.44	8.63
Reimbursement of expenses	7.16	2.39
<b>Total payments to auditors</b>	<b>60.26</b>	<b>50.70</b>

In addition to the above, during the year ended March 31, 2017 the Company paid an amount of ₹ 148.40 to auditors for Initial Public Offering (IPO) matters which has been reduced from securities premium reserves as transaction cost arising on share issue.

	Year ended March 31, 2018	Year ended March 31, 2017
<b>(b) Corporate social responsibility expenditure</b>		
Contribution to various societies for creating free support, awareness and education for children and their families	103.26	79.52
<b>Total</b>	<b>103.26</b>	<b>79.52</b>
Amount required to be spent as per Section 135 of the Act	102.42	78.62
Amount spent during the year on		
(i) Construction/acquisition of an asset	-	-
(ii) On purposes other than (i) above	103.26	79.52



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 19: FINANCE COSTS

	Year ended March 31, 2018	Year ended March 31, 2017
Interest and finance charges on financial liabilities not at fair value through profit or loss	1,436.22	2,360.96
Other borrowing costs	61.64	40.72
Less: Amount transferred to Intangible assets under development (refer note below)	-	500.36
<b>Finance costs expensed in profit or loss</b>	<b>1,497.86</b>	<b>1,901.32</b>

Note: Interest expense incurred on borrowing utilised for acquisition of 11 FM stations in Phase III auctions.

## NOTE 20: INCOME TAX EXPENSE

	Year ended March 31, 2018	Year ended March 31, 2017
<b>(a) Income tax expense</b>		
Current tax		
Current tax on profits	1,676.66	1,235.42
Adjustments for current tax of prior periods	(28.59)	99.64
<b>Total current tax expense</b>	<b>1,648.07</b>	<b>1,335.06</b>
Deferred tax		
Decrease/(increase) in deferred tax assets	(430.92)	(703.99)
(Decrease)/increase in deferred tax liabilities	1,133.60	1,402.86
<b>Total deferred tax expense/(benefit)</b>	<b>702.68</b>	<b>698.87</b>
<b>Income tax expense</b>	<b>2,350.75</b>	<b>2,033.93</b>
<b>(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:</b>		
Profit before income tax expense	7,522.45	5,699.84
Tax at the Indian tax rate of 34.608% (2016-2017 – 34.608%)	2,603.37	1,972.60
Amount inadmissible u/s 36(1)(va) Corporate Social responsibility expense	35.74	27.52
Other items	(288.36)	33.81
<b>Income tax expense</b>	<b>2,350.75</b>	<b>2,033.93</b>

## NOTE 21: FAIR VALUE MEASUREMENTS

The financial instruments are classified in the following categories and are summarised in the table below

- Fair value through profit and loss (FVTPL)
- Fair value through other comprehensive income (FVOCI)
- Amortised cost

### Financial instruments by category

Particulars	March 31, 2018			March 31, 2017		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
<b>Financial assets</b>						
Investments						
- Mutual funds	15,585.53	-	-	2,674.92	-	-
Trade receivables	-	-	11,042.30	-	-	8,165.70
Cash and cash equivalents	-	-	1,313.94	-	-	8,552.29
Security and other deposits	-	-	1,439.38	-	-	1,567.74
Other bank balances	-	-	6,303.63	-	-	18,251.60
<b>Total financial assets</b>	<b>15,585.53</b>	<b>-</b>	<b>20,099.25</b>	<b>2,674.92</b>	<b>-</b>	<b>36,537.33</b>
<b>Financial liabilities</b>						
Borrowings	-	-	5,027.00	-	-	15,089.59
Trade payables	-	-	2,225.81	-	-	3,285.02
Employee benefits payable	-	-	1,133.71	-	-	1,218.57
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>8,386.52</b>	<b>-</b>	<b>-</b>	<b>19,593.18</b>

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

(i) **Fair value hierarchy:** The following table summarises the financial instruments at fair value by valuation methods. The different levels have been defined as follows:-

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes mutual funds that have quoted price. The mutual funds are valued using the closing NAV.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. There are no financial instruments measured using level 2 valuation techniques.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

## Financial assets and liabilities measured at fair value - recurring fair value measurements

Particulars	Notes	As at March 31, 2018				As at March 31, 2017			
		Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>									
<b>Financial Investments at FVPL:</b>									
Mutual funds	5 (a)	15,585.53	-	-	15,585.53	2,674.92	-	-	2,674.92
<b>Total financial assets</b>		<b>15,585.53</b>	<b>-</b>	<b>-</b>	<b>15,585.53</b>	<b>2,674.92</b>	<b>-</b>	<b>-</b>	<b>2,674.92</b>

**Note:** There are no financial liabilities in the category: measured at fair value - recurring fair value measurements

The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period. There are no transfers between levels 1, 2 and 3 during the year.

## (ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments.

## (iii) Valuation process

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Chief Financial Officer (CFO). Discussions of valuation processes and results are held between the CFO and the valuation team at least once every three months, in line with the Company's quarterly reporting periods.

## NOTE 22: FINANCIAL RISK MANAGEMENT

The Company's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

Risk management is carried out under policies approved by the board of directors which provide principles for overall risk management.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost	Ageing analysis	Diversification of bank deposits, credit limits and periodic monitoring of realizable value
Liquidity risk	Borrowings and other liabilities	Cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk – foreign exchange	Recognised financial assets and liabilities not denominated in Indian rupee (₹)	Cash flow forecasting Sensitivity analysis	By minimising the exposure in foreign currency



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

## (A) Credit risk

The credit risk arises from cash and cash equivalents, deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables.

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks/ institutions with which balances are maintained. The Company does not maintain significant cash and deposit balances other than those required for its day to day operations.

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings with the Company for extension of credit to customers. The Company monitors the payment track record of the customers.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments when they fall due or when the extended credit period expires. This definition of default is determined by considering the business environment in which the Company operates and other macro-economic factors.

The Company provides for expected credit loss when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or failing to engage in a repayment plan with the Company. The Company categorises a provision when a customer fails to make contractual payments as per agreed terms. Where loans or receivables have been impaired, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

	Amount
<b>(i) Reconciliation of loss allowance/provision - Advances and deposits</b>	
<b>Loss allowance on April 1, 2016</b>	399.39
Changes in loss allowances	-
<b>Loss allowance on March 31, 2017</b>	399.39
Changes in loss allowances	
<b>Loss allowance on March 31, 2018</b>	399.39
<b>(ii) Reconciliation of loss allowance/provision - Trade receivables</b>	
<b>Loss allowance on April 1, 2016</b>	1,359.92
Changes in loss allowance	70.69
<b>Loss allowance on March 31, 2017</b>	1,430.61
Changes in loss allowance	216.74
<b>Loss allowance on March 31, 2018</b>	1,647.35

## Significant estimates and judgements

### Impairment of financial assets

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

## (B) Liquidity risk

The Company relies on a mix of excess operating cash flows, investments in marketable securities, borrowings and capital infusion to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium term expansion needs. The Company monitors rolling forecasts of the liquidity position, cash and cash equivalents on the basis of expected cash flows to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times.

### (i) Financing arrangements

The company has access to the following undrawn borrowing facilities at the end of the reporting period:

	March 31, 2018	March 31, 2017
<b>Floating rate</b>		
- Expiring within one year (bank overdraft facility)	2,500.00	-
- Expiring beyond one year (bank loans)	-	-
	<b>2,500.00</b>	<b>-</b>

The bank overdraft facilities may be drawn and terminated at any time by the bank without any prior notice. This facility is secured by lien against mutual funds.

### (ii) Maturities of financial liabilities

The tables below analyse, the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities. There are no derivative financial instruments in respect of reporting periods disclosed under these financial statements.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total
<b>March 31, 2018</b>				
<b>Non-derivatives</b>				
Borrowings	35.88	5,000.00	-	5,035.88
Trade payables	2,225.81	-	-	2,225.81
Other financial liabilities	1,133.71	-	-	1,133.71
<b>Total non-derivative liabilities</b>	<b>3,395.40</b>	<b>5,000.00</b>	<b>-</b>	<b>8,395.40</b>

Contractual maturities of financial liabilities	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total
<b>March 31, 2017</b>				
<b>Non-derivatives</b>				
Borrowings	10,111.62	-	5,000.00	15,111.62
Trade payables	3,285.02	-	-	3,285.02
Other financial liabilities	1,218.57	-	-	1,218.57
<b>Total non-derivative liabilities</b>	<b>14,615.21</b>	<b>-</b>	<b>5,000.00</b>	<b>19,615.21</b>

## (C) Market risk

### (i) Foreign currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (₹). The risk is measured through a forecast of highly probable foreign currency cash flows.



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

(a) **Foreign currency risk exposure:**

The Company's exposure to foreign currency risk at the end of the reporting period expressed in ₹, are as follows

Particulars	March 31, 2018	March 31, 2017
	USD	USD
Financial assets:		
Trade receivables	0.35	1.17
<b>Net exposure to foreign currency risk</b>	<b>0.35</b>	<b>1.17</b>

(b) **Sensitivity**

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments:

Particulars	Impact on profit after tax	
	March 31, 2018	March 31, 2017
USD sensitivity		
₹/USD Increase by 2% (March 31, 2017 - 2%)*	0.01	0.02
₹/USD Decrease by 2% (March 31, 2017 - 2%)*	(0.01)	(0.02)

\*Holding all other variables constant

(ii) **Cash flow and fair value interest rate risk**

The Company's borrowings are fixed rate borrowings and are carried at amortised cost. They are, therefore, not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

**Interest rate risk exposure**

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

	As at March 31, 2018	As at March 31, 2017
Variable rate borrowings	-	-
Fixed rate borrowings	4,991.12	4,991.10
<b>Total borrowings</b>	<b>4,991.12</b>	<b>4,991.10</b>
Variable rate borrowings as a % of total loans	-	-

## NOTE 23: CAPITAL MANAGEMENT

### Risk management

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for stakeholders. The Company also proposes to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust any dividend payments, return capital to shareholders or issue new shares.

Consistent with the industry standards the Company monitors capital on the basis of debt to equity ratio where debt comprises of total borrowings, net off cash and cash equivalents and equity comprises of equity share capital, reserves and surplus and other reserves.

The Debt to Equity position at each reporting date is summarised below:

	As at March 31, 2018	As at March 31, 2017
Net debt	3,677.18	6,425.68
Total equity	59,986.14	54,810.84
<b>Net debt to equity ratio</b>	<b>0.06</b>	<b>0.12</b>

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

## (i) Loan covenants

Under the terms of borrowing facility, the Company is required to maintain security cover at a minimum of 1.0x until the NCD holders are repaid.

The Company has complied with this covenant throughout the reporting period.

## NOTE 24: RELATED PARTY TRANSACTIONS

### (a) Parent entities

The Company is controlled by the following Company:

Name	Type	Place of incorporation	Ownership interest	
			March 31, 2018	March 31, 2017
Jagran Media Network Investment Private Limited	Ultimate Parent Company	India	0.00%	0.00%
Jagran Prakashan Limited	Immediate Parent Company	India	70.58%	70.58%

### (b) Fellow subsidiaries

Name	Type	Place of incorporation
Midday Infomedia Limited	Fellow subsidiary	India

### (c) Entities in which KMP/relatives of KMP can exercise significant influence

Name	Type	Place of incorporation
Music Broadcast Employee Welfare Trust	Other related party	India
DDB Mudra Private Limited (W.e.f May 25, 2017 till December 31, 2017)	Other related party	India
Shri Puran Multimedia Limited	Other related party	India

### (d) Other related parties

Name	Type	Relationship
Key management personnel (KMP)	Rahul Gupta	Non executive director(w.e.f June 10, 2015)
	Sameer Gupta	Non executive Director (upto October 9, 2017)
	Apurva Purohit	Non executive director(w.e.f July 1, 2016)
	Vijay Tandon	Chairman, Non executive director (w.e.f November 24, 2016)
	Anuj Puri	Non executive director (w.e.f May 30, 2016)
	Madhukar Kamath	Non executive director (w.e.f. May 25, 2017)
	Abraham Thomas	Chief Executive Officer
	Prashant Domadia	Chief Financial Officer
Relative of KMP	Chirag Bagadia	Company Secretary
	Bharat Gupta	

### (e) Key management personnel compensation

#### (i) Remuneration paid to Key Management Personnel

	March 31, 2018	March 31, 2017
Short term employee benefits	278.85	343.03
Post employment benefits	20.58	14.27
Long term employee benefits	21.62	19.70
<b>Total compensation</b>	<b>321.05</b>	<b>377.00</b>

#### (ii) Transaction with non executive directors

	March 31, 2018	March 31, 2017
Sitting fees	7.01	4.90
Professional fees to director	75.98	57.57
<b>Total</b>	<b>82.99</b>	<b>62.47</b>

The remuneration of directors and key management personnel is determined by the Nomination and Remuneration Committee of the Board having regard to the performance of the respective individual and the market trends.



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

## (f) Transactions with related parties

The following transaction occurred with related parties

	March 31, 2018	March 31, 2017
<b>Sale and purchase of services</b>		
<b>Purchase of advertisement space / material:</b>		
- Jagran Prakashan Limited	231.52	384.32
- Midday Infomedia Limited	14.45	42.80
<b>Advertisement income</b>		
- Jagran Prakashan Limited	137.29	98.95
- Midday Infomedia Limited	7.63	35.97
- DDB Mudra Private Limited	7.31	-
<b>Other transaction</b>		
<b>Rent charged by related parties for use of common facilities / utilities:</b>		
- Jagran Prakashan Limited	29.76	10.76
<b>Expenses written off</b>		
- Music Broadcast Employee Welfare Trust	-	25.00
<b>Loans repayment received</b>		
- Music Broadcast Employee Welfare Trust	-	285.00
<b>Loans/borrowings taken</b>		
- Jagran Prakashan Limited	-	2,750.00
- Midday Infomedia Limited	-	1,500.00
<b>Repayment of Loans/borrowings taken</b>		
- Jagran Prakashan Limited	-	12,974.00
- Midday Infomedia Limited	-	1,500.00
- Rahul Gupta (KMP)	-	200.00
- Bharat Gupta	-	150.00
<b>Interest Expenses</b>		
- Jagran Prakashan Limited	-	402.82
- Midday Infomedia Limited	-	7.10
- Rahul Gupta (KMP)	-	8.83
- Bharat Gupta	-	7.59
<b>Expenses reimbursement paid</b>		
- Jagran Prakashan Limited	23.46	10.40
- Midday Infomedia Limited	-	0.06
<b>Expenses reimbursement received</b>		
- Jagran Prakashan Limited	171.19	70.03
- Midday Infomedia Limited	47.48	2.14
- Shri Puran Multimedia Limited	-	4.49

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

**(g) Outstanding balances arising from sales/purchases of services.**

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

	March 31, 2018	March 31, 2017
<b>Trade payables:</b>		
- Jagran Prakashan Limited	27.90	151.42
- Midday Infomedia Limited	-	37.24
<b>Total payables to related parties (note 10(b))</b>	<b>27.90</b>	<b>188.66</b>
<b>Other liabilities:</b>		
- Jagran Prakashan Limited	20.27	48.34
- Midday Infomedia Limited	1.99	-
<b>Other liabilities to related parties (note 13)</b>	<b>22.26</b>	<b>48.34</b>
<b>Trade receivables:</b>		
- Jagran Prakashan Limited	64.28	66.14
- Midday Infomedia Limited	0.73	6.15
<b>Total receivables from related parties (note 5(b))</b>	<b>65.02</b>	<b>72.29</b>
<b>Other receivables:</b>		
- Jagran Prakashan Limited	25.61	17.36
- Midday Infomedia Limited	9.23	11.40
<b>Other receivables from related parties (note 8)</b>	<b>34.84</b>	<b>28.76</b>
<b>Advances</b>		
- Shri Puran Multimedia Limited	-	41.30
<b>Total advances to related parties (note 8)</b>	<b>-</b>	<b>41.30</b>

**(h) Terms and conditions**

The sales, purchases and other transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash except barter balances, which are settled on receipt/provision of service by the parties. For the year ended March 31, 2018, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2017: ₹ Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

**NOTE 25: CONTINGENT LIABILITIES**

a) The Company has received certain claims towards royalty for use of sound recordings over its radio stations amounting to ₹ 429.17 (March 31, 2017: ₹ 517.04). Out of the above, the Company has paid ₹ 200 (March 31, 2017: Nil) under protest (refer note 8). Based on the external legal counsel advice, the Company believes that more likely than not no outflow of resources will be required.

b) In respect of defamation case, it is either not quantifiable or cannot be reliably estimated. Hence the same has not be disclosed.

**NOTE 26: (A) CAPITAL COMMITMENTS**

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

Particulars	As at March 31, 2018	As at March 31, 2017
Property, plant and equipment	40.50	104.66
<b>Total</b>	<b>40.50</b>	<b>104.66</b>





# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

## Event occurring after the reporting period

The Board of Directors at their meeting held on April 23, 2018 approved the acquisition of Radio Business Undertaking of Ananda Offset Private Limited, engaged in Radio Broadcasting Business under the brand name "Friends 91.9 FM" in Kolkata, through a slump sale, subject to receipt of approval from Ministry of Information and Broadcasting, for a cash consideration of ₹ 3,500 lakhs (minus) Net External Debt (plus/minus) adjustment of normalised working capital of ₹ 924 lakhs and actual working capital.

## (b) Leases

The Company is obligated under non-cancellable leases for offices renewable on a periodic basis at the option of lessor and lessee. The leases have varying terms and on renewal, the terms of escalation clauses of the leases are re-negotiated.

Commitments for minimum lease payments under non-cancellable operating leases are as follows:

Particulars	As at March 31, 2018	As at March 31, 2017
Not later than one year	1,886.75	1,523.40
Later than one year but less than five years	8,298.16	6,478.49
Later than five years	9,908.50	11,890.94
<b>Total</b>	<b>20,093.41</b>	<b>19,892.83</b>

## NOTE 27: EARNINGS PER SHARE

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
<b>a Basic earnings per share</b>		
Basic earnings per share attributable to the equity holders of the Company	9.06	8.05
<b>b Diluted earnings per share</b>		
Diluted earnings per share attributable to the equity holders of the Company	9.06	8.05
<b>c Reconciliations of earnings used in calculating earnings per share</b>		
Basic earnings per share		
Profit attributable to the equity holders of the Company used in calculating basis earnings per share	5,171.69	3,665.92
Diluted earnings per share:		
Profit attributable to the equity holders of the Company used in calculating diluted earnings per share	5,171.69	3,665.92
<b>d Weighted average number of equity shares used as the denominator</b>		
Weighted average number of equity shares used as the denominator in calculating basic/diluted earnings per share	57,054,779	45,536,411

## NOTE 28: DUES TO MICRO AND SMALL ENTERPRISES

Disclosures pursuant to The Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') are as follows :-

Sr. No.	Particulars	March 31, 2018	March 31, 2017
1	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
2	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
3	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
4	Interest paid, other than under Section 16 of the MSMED Act, to suppliers registered MSMED Act, beyond the appointed day during the year	-	-
5	Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
6	Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
7	Further, interest remaining due and payable for earlier years	-	-

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2018

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 29 UTILISATION OF INITIAL PUBLIC OFFERING ('IPO') PROCEEDS

### A Amount utilised for share issue expenses

Amount utilised for share issue expenses ₹ 1,988.63 includes payments made to merchant bankers, attorneys, consultants and registrars towards IPO of shares.

### B Utilisation of funds raised through fresh issue of equity shares pursuant to IPO is as follows:

	Amount
Issue proceeds	40,000.00
Less: Transaction costs arising on share issue	1,773.41
Net proceeds from IPO (net amount payable to shareholders under offer for sale)	38,226.59
Less: Amount utilised as per the objects of the issue as per prospectus	33,226.59
Funds to be utilised (kept in fixed deposits with banks)	5,000.00

## NOTE 30 DISCLOSURES RELATED TO 'SPECIFIED BANK NOTES (SBNS)'

Details of SBNS held and transacted during the period from November 8, 2016 to December 30, 2016 are as follows:

	SBNS	Other denominations	Total
Closing cash in hand as on November 8, 2016	-	0.21	0.21
Add : Permitted receipts	-	0.03	0.03
Cash withdrawals	-	0.80	0.80
Less: Permitted payments	-	0.80	0.80
Amount deposited in banks	-	-	-
Closing cash in hand as on December 30, 2016	-	0.24	0.24

Specified Bank Notes (SBNS) means the bank notes of denominations of the existing series of the value of five hundred rupees and one thousand rupees and one thousand rupees as defined under the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs no. S.O 3407(E), dated November 8, 2016.

## NOTE 31 SEGMENT INFORMATION

The Company is engaged primarily in the business of operating private FM radio stations constitutes a single reportable segment. Revenues of approximately ₹ 4,002.09 (March 31, 2017: ₹ 3,567.58) are derived from a single external customer.

For Price Waterhouse Chartered Accountants LLP For and on behalf of the Board of Directors

Firm Registration Number 012754N/N500016

Chartered Accountants

### Anurag Khandelwal

Partner

Membership Number 078571

### Vijay Tandon

Chairman

DIN 00156305

### Apurva Purohit

Director

DIN 00190097

### Anuj Puri

Director

DIN 00048386

### Madhukar Kamath

Director

DIN 00230316

### Abraham Thomas Prashant Domadia Chirag Bagadia

Chief Executive Officer

Chief Financial Officer

Company Secretary

Place: Mumbai

Date: May 22, 2018

Place: Mumbai

Date: May 22, 2018

# WE ARE THE BEAT, THE PULSE AND THE ADRENALINE RUSH OF A CITY

"MUST WATCH, AMAZING SHORT  
FILM BY RADIO CITY.  
IT TRULY TOUCHED MY HEART"

ANAMIKA MISHRA



"THIS IS A BEAUTIFUL  
SHORT FILM BY RADIO CITY"

SUMIT SETHI



"TAXI DRIVER BY RADIO CITY TRULY  
INSPIRES US TO EXPERIENCE THE CITY  
WITH OUR EYES CLOSED"

DALER MEHNDI



"VERY GOOD BRAND ASSOCIATION.  
BEST RADIO FILM I HAVE SEEN SO FAR"

DARSHAN TRIVEDI (MICA)



"THIS BEAUTIFUL SHORT FILM  
ABOUT LOVE FOR ONE'S CITY WILL TRULY  
MELT YOUR HEART!"

THE LOGICAL INDIAN



## KAANO SE DEKHO CITY.

### 95.27 MILLION+VIEWS

TAXI DRIVER CAMPAIGN WAS VERY WELL RECEIVED BY THE AUDIENCE AS WELL AS THE CRITICS. RADIO CITY AMPED UP THE BRAND RECALL BY INTEGRATING THE FILM AT THE MAHARASHTRA STATE POLICE GAMES EVENT IN NAVI MUMBAI. THE FILM WAS ALSO SCREENED AT THE MALAD MASTI EVENT WHICH WITNESSED THOUSANDS OF PARTICIPANTS. OVERALL THE ON-GROUND ACTIVATIONS WERE ABLE TO REACH MORE THAN 25 LAKH PEOPLE. THE CAMPAIGN WAS PICKED UP BY ALMOST EVERY MEDIA PUBLISHER OUT THERE, RIGHT FROM BUSINESS STANDARD TO AFAQS, INDIAN TELEVISION, IANS LIVE, TELEVISION POST, EXCHANGE 4 MEDIA, RASHTRIYA SAHARA AND MANY MORE, GARNERING A TOTAL PR AVE EXPOSURE OF 7 MN+.



**RAG RAG MEIN  
DAUDE CITY.**



**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](http://www.radiocity.in)**