

Sameer Gupta

Puran Niwas,
7/51, Tilak Nagar
Kanpur - 208005

October 09, 2017

To,
Board of Directors,
Music Broadcast Limited
5th Floor, RNA Corporate Park,
Off Western Express Highway, Kalanagar, Bandra (East)
Mumbai – 400 051

Subject: Resignation as Director of the Company

Dear Sirs,

I would like to inform to the board that my name has been reflected in the list of directors disqualified under section 164(2)(a) of the Companies Act, 2013, published by the Ministry of Corporate Affairs (the "MCA List") consequent to non-filing of annual accounts of Jagran Prakashan (MPC) Private Limited ("JMPC") and Jagran Publications Private Limited ("JPPL") for several years wherein I am also a director as nominee of Jagran Prakashan Limited ("JPL").

A brief background in relation to JMPC and JPPL are provided below:-

The investments made by JPL in JMPC and JPPL did not perform as per the expectations. This resulted in an acrimonious relationship between JPL and the other shareholders of JMPC and JPPL with respect to the manner in which the business of these companies were to be conducted and operated.

In terms of the articles of associations of JMPC and JPPL, the quorum for board meeting in JMPC and JPPL mandatorily requires the presence of directors representing the other shareholders of JMPC and JPPL along with presence of the nominee directors of JPL. As a result of the above and since the operations of JMPC and JPPL was with the other shareholders, the JPL nominee directors in JMPC and JPPL had no opportunity to initiate or conduct board meetings / shareholders meetings in JMPC and JPPL without the co-operation of the other shareholders of JMPC and JPPL. Hence both JPMC and JPPL has not conducted any shareholder meetings or made any filings from several years with the relevant registrar of companies.

In view of above and considering my disqualification which is beyond my control, I hereby submit my resignation as Director on Board of Music Broadcast Limited with immediate effect.

Request the board to kindly acknowledge the same and arrange to submit the requisite e-form with Registrar of Companies, Mumbai and complete any other statutory compliances in relation thereto.

I thank the Board for all the cooperation extended to me during my tenure as the Director of the Company.

Your sincerely



Sameer Gupta
DIN: 00039353