

Notice

SAREGAMA INDIA LIMITED

CIN: L22213WB1946PLC014346

Regd. Office: 33, Jessore Road, Dum Dum, Kolkata - 700028.

Tel.: 033-2551 2984/4773, E-mail: co.sec@saregama.com, Web: www.saregama.com

Notice to the Members

Notice is hereby given that the **Seventy-Sixth Annual General Meeting ('AGM')** of the Members of Saregama India Limited (**the Company**) will be held on **Thursday, 31st August, 2023 at 11:00 A.M.** Indian Standard Time (**IST**) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

- a) the Revised Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon.
- b) the Revised Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Report of Auditors thereon.

2. To take on record the payment of Interim Dividend @ 300%, (i.e., Rs. 3/- per equity share of Re.1/- each), already paid for the Financial Year ended 31st March, 2023.

3. To appoint a Director in place of Mrs. Preeti Goenka (DIN: 05199069), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

4. Ratification of remuneration of Cost Auditor.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (**Act**) and the Companies (Audit and Auditors) Rules, 2014, the consent of the Members of the Company be and is hereby accorded for the ratification of the remuneration of M/s. Shome & Banerjee, Cost Accountants (Firm Registration No. 000001), being the Cost Auditors appointed by the Board of Directors of the Company (**the Board**) for the Financial Year ending 31st March, 2024 with a remuneration of Rs.1,20,000/- (Rupees One Lakh Twenty Thousand only) plus taxes and reimbursement of traveling and out of pocket expense.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

5. Variation in the remuneration payable to Mr. Vikram Mehra (DIN: 03556680), Managing Director of the Company.

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board of Directors of the Company in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the **Act**) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent

of the Members of the Company be and is hereby accorded for revision in the remuneration payable to Mr. Vikram Mehra (DIN: 03556680), Managing Director of the Company, effective from 1st January, 2024 till his remainder period of tenure i.e. 26th October, 2024, upon the terms and conditions set out in the Explanatory Statement annexed to this Notice, with liberty to the Board of Directors/Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board of Directors and Mr. Vikram Mehra.

RESOLVED FURTHER THAT the Board of Directors or the Chief Financial Officer or the Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, and expedient to give effect to this resolution."

6. Place for keeping and inspection of registers and returns at any place other than the registered office of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and Rules framed there under (including any amendments thereto or re-enactment thereof) the consent of Members of the Company be is and hereby accorded to keep and maintain the Register and Index of Members pursuant to Section 88 of the Act, and copies of all Annual Returns prepared under Section 92 of the Act together with other statutory registers and the copies of annual returns, certificates and documents required to be annexed thereto or any other documents as maybe required, at the office of the Company's Registrar and Transfer Agent ('RTA'), M/s Link Intime India Private Limited, presently situated at Unit - Saregama India Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, or at such other place within the city of Mumbai or any other office or place within the city of Mumbai, instead of the registered office of the Company.

FURTHER RESOLVED THAT the Registers, Indexes, Returns, Books, Certificates, and Documents of the Company required to be maintained and kept open for inspection under the provisions of the Act, be kept open for such inspection, at the place where they are kept, by the persons entitled thereto, to the extent, in the manner and on payment of fees, if any, specified in the aforesaid Act during 11:00 A.M. to 4:00 P.M. on any working day except when the Registers and books are closed under the provisions of the Act or the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors or Company Financial Officer or Company Secretary of the Company be and is hereby be and are hereby severally authorized to file the necessary documents/ form(s) with the relevant Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

7. Approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ('Act') and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose off, in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever ('Assets') and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders registered with or regulated by the Reserve Bank of India, to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act.

RESOLVED FURTHER THAT the Board of Directors or Chief Financial Officer be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to executing such documents/ deeds/ writings/ papers/ agreements/ undertakings as may be required, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act and settling any question, difficulty or doubt that may arise in regard to creating mortgage/ charge/ pledge / hypothecation as mentioned aforesaid."

8. Approval for making amendments in the Employee Stock Option Scheme - 2013.

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

"RESOLVED THAT Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the '**Act**'), and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2012 ('**SBEB&SE Regulations**'), issued by the Securities and Exchange Board of India ('**SEBI**') and any other rules framed there under, any other rules, regulations and guidelines issued by any other regulatory or governmental authority and such approvals, consents, permissions and sanctions, as may be required and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (including but not limited to the committees of the Board and the Nomination and Remuneration Committee) (hereinafter referred to as the '**Board**') to amend the Employee Stock Option Scheme - 2013 (hereinafter referred to as the '**Scheme**'), incorporating the following amendments (i) such changes to the clauses of the Scheme which accord ease in administering the Scheme; (ii) amendment to the clauses relating to vesting period; (iii) clarification to the provisions relating to treatment of Options in case of corporate action and providing clarification thereof; and (iv) to the clauses in order to bring the provisions of the Scheme in line with the provisions of the SBEB&SE Regulations.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to the Board to amend Clause 7.3 of the Scheme such that the Vesting criteria and period of the Options granted to an Eligible Employee shall be determined by the Nomination and Remuneration Committee and communicated to the Eligible Employees in the respective letter of grant.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to the Board to introduce new Clause 3.1(e) to the Scheme, that is, the definition of 'Corporate Action', and the subsequent changes to the new Clauses 5.2.11 and Clause 15, to clarify that the existence of the Scheme shall not affect the ability of the Company to undertake Corporate Action and the Board shall have the power to adjust the Grants made to employees in the event of such Corporate Action.

RESOLVED FURTHER THAT it is hereby noted that the amendments to the Scheme are not prejudicial to the interests of the Optionees.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme (including but not limited to terms of grant under the Scheme) subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SBEB&SE Regulations and any other applicable laws in force.

RESOLVED FURTHER THAT any of the Directors, Group Chief Executive Officer, Group Chief Financial Officer, the Chief Compliance Officer, the Company Secretary, the Chief Financial Officer of the Company and the Nomination and Remuneration Committee be and are hereby severally authorized to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution, and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

9. Approval for amending the 'Pool', that is, the number of Options available for Grant under the Employee Stock Option Scheme - 2013.

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

"RESOLVED THAT Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the '**Act**'), and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('**SBEB&SE Regulations**'), issued by the Securities and Exchange Board of India ('**SEBI**') and any other rules framed there under, any other rules, regulations and guidelines issued by any other regulatory or governmental authority and such approvals, consents, permissions and sanctions, as may be required and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (including but not limited to the committees of the Board and the Nomination and Remuneration Committee) (hereinafter referred to as the '**Board**') to amend the Employee Stock Option Scheme - 2013 (hereinafter referred to as the '**Scheme**'), to increase the issue of equity shares of the Company having face value of Re. 1/- ('**Equity Shares**') pursuant to exercise of Options under the Scheme from 5% of the issued and subscribed equity share capital of the Company ('**Equity Share Capital**') as on the date of the introduction of the Scheme, that is as on 26th July, 2013 to 5% of the Equity Share Capital as on the date of passing this special resolution, that is as on 31st August, 2023.

RESOLVED FURTHER THAT it is hereby noted that the amendments to the Scheme are not prejudicial to the interests of the Optionees.

RESOLVED FURTHER THAT the Board is empowered to make fair and reasonable adjustment, in its sole and absolute discretion in accordance with applicable law to the terms of grant and/or offer made under the Scheme in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, or sub-division or consolidation of Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme (including but not limited to terms of grant under the Scheme) subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SBEB&SE Regulations and any other applicable laws in force.

RESOLVED FURTHER THAT any of the Directors, Group Chief Executive Officer, Group Chief Financial Officer, the Chief Compliance Officer, the Chief Financial Officer, the Company Secretary of the Company and the Nomination and Remuneration Committee be and are hereby severally authorized to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution, and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

By Order of the Board

Registered Office:

33, Jessore Road, Dum Dum,
Kolkata-700 028

Priyanka Motwani
Company Secretary
ACS: 58041

Dated: 27th July, 2023

Place: Kolkata

CIN: L22213WB1946PLC014346

NOTES:

1. The relevant Explanatory Statement(s) pursuant to Section 102 of the Companies Act, 2013 (the '**Act**') setting out material facts relating to Special Businesses under Item Nos. 4 to 9 set out above to be transacted at this AGM is annexed hereto. Further, the relevant details of the Director under Item No. 3 & 5 as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended ('**SEBI Listing Regulations**') and Secretarial Standard on General Meetings ('**SS-2**') in respect of the Directors seeking re-appointment and variation in remuneration at this Annual General Meeting is annexed hereto as '**Annexure - A**'.
2. The Ministry of Corporate Affairs ('**MCA**'), vide its General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020 read with all the subsequent circulars issued in this regard, the latest being General Circular No. 10/2022 dated 28th December, 2022 ('**MCA Circulars**') and the Securities and Exchange Board of India ('**SEBI**') vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and other applicable circulars ('**SEBI Circulars**'), have allowed the Companies to conduct the AGM through Video Conferencing ('**VC**') or through Other Audio Visual Means ('**OAVM**') upto 30th September, 2023, which does not require physical presence of Members at a common venue. The deemed venue for the 76th AGM shall be at RPSG House, 2/4 Judges Court Road, Alipore, Kolkata - 700027. Hence, Members can attend and participate in the AGM through VC/OAVM only. National Securities Depositories Limited ('**NSDL**') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The detailed procedure for participating in the Meeting through VC/OAVM is annexed herewith (Refer Serial No. 21 of these Notes).
3. As the AGM shall be conducted through VC/ OAVM, where physical attendance of Members has been dispensed with, there is no requirement of proxies and hence, the facility to appoint proxy to attend and cast vote on behalf of the Members is not available for this AGM. Thus, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-Voting. Corporate Member(s) intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorisation letter to the Scrutinizer by sending an e-mail to goenkamohan@gmail.com; with a copy marked to evoting@nsdl.co.in.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 25th August, 2023 to Thursday, 31st August, 2023 (both days inclusive).
6. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number ('**PAN**'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a. For shares held in electronic form: to their Depository Participants ('**DPs**'); and
 - b. For shares held in physical form: submit Form ISR-1 and other forms as prescribed by SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 to the Company by sending an email to silagm2023@rpsg.in or to Company's RTA at rnt.helpdesk@linkintime.co.in. The folios wherein document/details mentioned above are not available on or after 1st October, 2023, shall be frozen by the RTA. The Company has dispatched reminder letters along with Business Reply Envelopes, providing instructions for submitting the required documents.
8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of

which is available on the Company's website at <https://www.saregama.com/static/investors> and on the website of the Company's RTA, M/s. Link Intime India Private Limited at <https://web.linkintime.co.in/KYC-downloads.html>

However, as per above SEBI circular, the Company/Company's RTA will issue Letter of Confirmation (LOC) in lieu of share certificate, which should be dematerialised within 120 days from the date of issue of LOC.

It may be noted that any service request can be processed only after the folio is KYC Compliant.

9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company at their Corporate office address at 2nd Floor, Spencer Building, 30 Forjett Street, Grant Road (West), Mumbai- 400036 (Contacts: Ms. Priyanka Motwani), Telephone: (022)66886200, Email: co.sec@saregama.com or the Company's New Registrar and Transfer Agent, M/s. Link Intime India Private Limited (RTA), at their Registered office at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Telephone: +91 2249186000, Email: rnt.helpdesk@linkintime.co.in or refer FAQs available on RTAs website for assistance in this regard.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or the RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at <https://www.saregama.com/static/investors> or from the website of the Company's RTA, M/s. Link Intime India Private Limited at <https://web.linkintime.co.in/KYC-downloads.html>
12. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
13. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the following address:

M/s Link Intime India Private Limited
C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.
14. Members who wish to claim dividends that remain unclaimed/unpaid are requested to write to the Company at co.sec@saregama.com or Company's RTA at rnt.helpdesk@linkintime.co.in. Members are requested to note that dividends that are not claimed or remain unpaid for 7 (seven) years from the date of transfer to the Company's unpaid dividend account are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, equity shares in respect of which dividend remains unclaimed/unpaid for 7 (seven) consecutive years shall also be transferred to the IEPF as per Section 124 of the Act read with rules notified thereunder, as may be amended from time to time. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5. The said form is available on the website of IEPF at: Weblink: (<https://www.iepf.gov.in/IEPF/corporates.html>).
15. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
16. Members may also note that the Annual Report for the financial year 2022-2023 and the Notice of the 76th AGM will also be available on the website of the Company at www.saregama.com, on the website of Stock Exchanges i.e. BSE & NSE and on the website of NSDL at www.evoting.nsdl.com.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

17. The Annual Report for the financial year 2022-2023, the Notice of the 76th AGM and all documents referred to in the accompanying Notice of the 76th AGM and the Explanatory Statement shall be available for inspection in the 'Investor Relations' section of the website of the Company at www.saregama.com.
18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and the Certificate from Secretarial Auditors of the Company certifying that the ESOP Scheme of the Company is being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 shall be made available at the commencement of the meeting and shall remain open and accessible to the Members during the continuance of the 76th AGM. During the AGM, Members may access the scanned copy of these documents, upon Logging into NSDL e-Voting system at <https://www.evoting.nsdl.com>.

ELECTRONIC DESPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

19. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses with the Company or Depositories. In accordance with the Circulars issued by MCA and SEBI, the Annual Report containing financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), and such statements including the Notice of the 76th AGM are being sent through electronic mode to those Members whose e-mail address is registered with the Company or the Depositories. Members may note that the Notice of the 76th AGM and the Annual Report 2022-23 are also available on the Company's website at www.saregama.com, website of the Stock exchanges i.e. BSE Limited: www.bseindia.com and National Stock Exchange of India Limited: www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL i.e. www.evotingindia.com.
20. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at co.sec@saregama.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any proof of address (eg.: Driving License, Election Identity Card, Passport) of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to co.sec@saregama.com.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

21. Members are requested to join the AGM on through VC/OAVM mode latest by 10.45 A.M. IST by clicking on the link <https://www.evoting.nsdl.com/> under Members login by using the remote evoting credentials and following the procedures mentioned later in these Notes. The VC/OAVM shall be kept open for the Members from 11:00 a.m. IST and may be closed at 12:00 Noon IST, or, soon thereafter.
22. The facility of attending the AGM will be made available to 1,000 Members on a first-come-first-served. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
23. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
24. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.
25. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

26. Members who would like to express any views, or, during the AGM ask questions may do so in advance by sending in writing their views or questions, as may be, along with their name, DP ID and Client ID number/folio number, email id, mobile number, to reach the Company's email address at silagm2023@rpsq.in latest by Friday, 25th August, 2023 by 05:00 P.M. IST.
27. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
28. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good & stable internet speed.
29. The Company reserves the right to restrict the number of questions/speakers, as appropriate for smooth conduct of the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

30. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has appointed National Securities Depository Limited ('NSDL') for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
31. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 24th August, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
32. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 A. M. IST on Monday, 28th August, 2023 and will end at 5.00 P. M. IST on Wednesday, 30th August, 2023. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.
33. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned below for remote e-voting.
34. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
35. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
36. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

PROCEDURE FOR REMOVE E-VOTING AND E-VOTING

37. The details of the process and manner for remote e-voting are explained herein below:





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 - 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, 4th August, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, 4th August, 2023 may follow steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-Voting system" (Above).

3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Senior Manager at evotingnsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. Members holding share(s) in physical mode are requested to register/update their information by providing the signed Form ISR-1 mentioning all the details including Folio Number, Name of shareholder, Mobile no., email id, Bank Account details such as Bank and Branch name, Account no., and IFSC Code and self-attested scanned copy of PAN card by email to the Company at silagm2023@rpsq.in or to the RTA at rnt.helpdesk@linkintime.co.in. The said form can be downloaded from the website of our RTA at (<https://www.linkintime.co.in/>).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to co.sec@saregama.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at silagm2023@rpsq.in latest by Friday, 25th August, 2023 by 05:00 P.M. IST.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at silagm2023@rpsq.in latest by Friday, 25th August, 2023 by 05:00 P.M. IST. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting, but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990/1800 22 44 30.

DIVIDEND RELATED INFORMATION

38. **UNCLAIMED DIVIDEND:** Details of dividend unclaimed by Members for the past years which have not yet been transferred to the Central Government have been uploaded on the Company's website at www.saregama.com. Members are advised to view the lists and lodge their claim with our Registrars & Share Transfer Agents for dividend which have remained unclaimed.
39. **TRANSFER TO IEPF:** Dividend not claimed within 7 years will be transferred to the Investor Education and Protection Fund (IEPF). All unpaid / unclaimed dividend/ shares for the Financial Year ended 31st March, 2016 is due to be transferred to the aforesaid account on or before 27th August, 2023. Claims for payment of such dividend should, therefore be lodged to the Company or Company or Company's RTA, M/s Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 immediately.

OTHERS

1. Members are requested to:
 - a. intimate any change in their addresses/mandates and address all their queries relating to shares of the Company to the Company's RTA i.e. M/s Link Intime India Private Limited, for shares held in physical form.
 - b. quote Client ID and DP ID in respect of shares held in dematerialized form and ledger folio number in respect of shares held in physical form in all the correspondence.
 - c. make nomination in respect of the shares held in physical form in the Company. The Nomination Form as prescribed by the Ministry of Corporate Affairs can be obtained from the Registrar and Share Transfer Agents of the Company. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.
2. Non-Resident Indian Members are requested to inform the RTA
 - a. the change in residential status on return to India for permanent settlement; and
 - b. the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank, if not furnished earlier.

3. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and ease of portfolio management. Members can contact the Company or the RTA for assistance in this regard.
4. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
5. Mr. Mohan Ram Goenka, Practicing Company Secretary (Membership No. F4515 and CP no: 2551) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. Members are requested to note that SEBI vide its circular dated 30th May, 2022 have framed standard (SOP) for resolving investor grievances through arbitration mechanism. Link of the SEBI circular is as follows:
https://www.sebi.gov.in/legal/circulars/may-2022/standard-operating-procedures-sop-for-dispute-resolution-under-the-stock-exchange-arbitration-mechanism-for-disputes-between-a-listed-company-and-or-registrars-to-an-issue-and-share-transfer-agents-_59345.html
7. The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at www.saregama.com.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company on such remuneration as may be determined by the Members.

On the recommendation of the Audit Committee at its meeting held on 27th July, 2023, the Board has considered and approved the appointment of M/s Shome & Banerjee, Cost Accountants as the Cost Auditor for the financial year 2023-2024 at a remuneration of Rs. 1,20,000/- (Rupees One Lakh Twenty thousand only) plus applicable taxes and travelling and reimbursement of out-of-pocket expenses subject to approval of the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any. The Board recommends the resolution at Item No. 4 to be passed as Ordinary Resolution.

Item No. 5

The Members of the Company in the Annual General Meeting held on 19th July, 2019 approved the re-appointment of Mr. Vikram Mehra (DIN: 03556680) as Managing Director for a period of 5 years, effective from 27th October, 2019 to 26th October, 2024. Subsequently, on 16th August, 2021 the Members also approved a variation in the remuneration paid/payable to Mr. Vikram Mehra's remuneration effective from 1st January, 2021 until 31st December, 2023.

Taking into consideration his present salary and future revisions, if any and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors decided to recommend a revision in Mr. Vikram Mehra's remuneration from 1st January, 2024 until the remainder period of his tenure on 26th October 2024.

Details of revised remuneration payable to Mr. Vikram Mehra (DIN: 03556680) is given below:

Basic Salary	Rs. 1,96,38,894 per annum
House Rent Allowance	Rs. 1,19,63,327 per annum
Customized Allowance Pool (comprising of Management Allowance)	Rs. 4,48,90,670 per annum
Car	Rs. 40,30,194 per annum
Driver, Petrol and others	Rs. 15,71,120 per annum
Medical	Rs. 49,122 per annum
Performance Bonus	Rs. 2,82,00,000 This is only an indicative amount. The actual Bonus is based on performance of both individual and Company; as per company's policy and will be decided by the Nomination Remuneration Committee/Board of Directors.
Provident Fund	Rs. 23,56,673 per annum
Total	Rs. 11,27,00,000 per annum

The annual salary and increments will be decided by the Nomination and Remuneration Committee/Board of Directors depending on the performance of Mr. Vikram Mehra, the profitability of the Company and other relevant Factors.

- Term Life Insurance: The Company shall take out a Term Life Insurance policy for Mr. Vikram Mehra as per the Rules of the Company.
- Hospitalization Insurance: The Company shall pay premium for medical insurance for Mr. Vikram Mehra as per the Rules of the Company.
- Club Fees: Fees of one Corporate Club Membership in Mumbai including entrance and other fees.
- Company's contribution towards Provident Fund for Mr. Vikram Mehra will be as per Rules of the Company and shall be subject to the ceilings as may be prescribed from time to time under the Income Tax Act, 1961 and the Rules framed thereunder provided that these either singly or put together are not taxable under the Income Tax Act, 1961.
- Gratuity payable to Mr. Vikram Mehra shall be in accordance with the Rules of the Company.
- Reimbursement of telephone expenses: One landline and one mobile connection.
- Earned leave: As per Company Policy.
- Perquisites arise on exercise of share options or as defined under Income Tax Act.

The aggregate of salary and perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion pay to the above mentioned Director from time to time, Accordingly, remuneration calculated as per section 2(78) of companies act 2013 may exceed the limits prescribed from time to time under Sections 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force).

Further, as on 31st March, 2023 Mr. Vikram Mehra holds 29,00,000 equity shares of face value Re. 1/- each which have been allotted to him pursuant to employee stock options granted to him over period of time.

Mr. Vikram Mehra, currently has 12,00,000 outstanding Stock Options which was granted to him by the Nomination and Remuneration Committee on 23rd December, 2022, under the Employee Stock Options Scheme- 2013. In accordance with the definition of perquisites as under the Income-tax Act, 1961, the remuneration includes the value of stock incentives only on those shares that have been exercised during the period. Accordingly, all the perquisites value arising out of stock options exercised during the year shall form part of his remuneration.

The Information as required under Schedule V of the Companies Act, 2013 is mentioned below:

I. General Information:

- Nature of Industry: Media and entertainment
Date or expected date of Commencement of commercial Production: Not applicable (The Company is an existing company).
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
- Financial information based on given indicators (Standalone) of last 3 years:

Particulars	FY 2019-20	FY 2020-21	(Rs. in Lakhs)
			FY 2021-22
Total Income	51,159.65	46,332.60	60,171.84
Profit after Tax	4,899.27	10,701.79	15,041.44

Foreign investments or Collaborators, if any:

The Company has made direct investments in the following international subsidiaries:

1. Saregama Limited (formerly known as Saregama Plc)
2. RPG Global Music Ltd
3. Saregama FZE

II. Information about the Managing Director:

1. Background Details:

Mr. Vikram Mehra is the Managing Director of the Company since 27th October, 2014. Before joining Saregama, Mr. Mehra served as Chief Marketing Officer and Chief Commercial Officer at Tata Sky Limited until October 2014. In his decade-long stint at Tata Sky, he was responsible for subscription revenue management, brand marketing, new product development, customer analytics, interactive service operations, consumer research and PR. Mr. Mehra has a wealth of experience in handling the ever developing digital platforms. His deep understanding of various aspects and facets of digital media spearheads the growth momentum at Saregama of transforming and expanding the music label into a digital business. He started his career with Tata Consultancy Services as Senior Systems Analyst. After spending two years there, he moved to Tata Administrative Services as a Manager. He has also worked with Tata Motors during his seven year stint with Tata Group. Prior to joining Tata Sky, he was with News Corp owned STAR TV from 2000 to 2004 as Vice President, where he led its foray into DTH and cable services in India. He has been a Managing Director at Saregama India Limited since October 27, 2014. Mr. Mehra holds MBA from IIM Lucknow and a B.Tech in Computer Science from IIT Roorkee.

2. Past remuneration:

Rs. 9,37,83,000

3. Recognition or awards:

Mr. Vikram Mehra is widely recognized by the industry as a leader setting new directions to tap unexplored potentials of the industry. Adopting a contrarian approach, He made stupendous success out of a physical music device Carvaan in the music physical market facing extinction. Under his stewardship, the Company re-entered the film business but with a disciplinarian approach to cater to newly evolved digital market for the films. Mr. Mehra won prestigious Chairman's special award for outstanding contribution and leadership in 2018.

4. Job profile and his suitability:

Mr. Vikram Mehra is the Managing Director of the Company since 27th October, 2014. Mr. Mehra has wealth of experience in handling complexities of IP based businesses for the new age highly competitive markets. He has lead the launch of innovative physical device "Carvaan"; which took the market by storm immediately after its introduction. Under his leadership, the Company has posted all round improvements in its operations and profitability.

5. Remuneration proposed:

As mentioned in Explanatory statement of Item no. 5 of the Notice of 76th Annual General Meeting.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)

The remuneration payable to the Managing Directors has been benchmarked with the remuneration being drawn by similar positions in the Media and Entertainment industry.

7. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel or other Director, if any:

The Managing Director have no pecuniary relationship directly or indirectly with the Company except to the extent of their remuneration and shareholdings/ESOPs in the Company.

III. Other Information:**1. Reasons of loss or inadequate profits:**

The proposed remuneration may not fall within the limits as specified in Companies Act, 2013. However, it is in line with the industry standards.

2. Steps taken or proposed to be taken for improvement:

The Company remains committed to generate superior returns for its stakeholders and has been successfully taking business initiatives to grow size of its operations and the profits.

3. Expected increase in productivity and profits in measurable terms:

The parameters of assessing productivity have been widely accepted norms of market share and profitability/financial ratios. The Company has shown appreciable improvements on these parameters besides reporting healthy profits.

IV. Disclosures:

The past and proposed remuneration of the Managing Director is mentioned under the heading "Information about the Managing Director" above.

- 1) Remuneration package of the managerial person:
Same is fully described in the respective Resolution and/or Explanatory Statement;
- 2) Following disclosures forms part of the Annual Report:
 - All elements of remuneration package such as salary, benefits, stock options, pension etc. of all the directors;
 - Details of fixed component and performance linked incentives along with the performance criteria;
 - Service contracts, notice period, severance fees;
 - Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

The Board recommends the resolution set forth in Item no. 5 for the approval of the Members as a Special Resolution. Except Mr. Vikram Mehra (DIN: 03556680), none of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 6

Pursuant to Section 94(1) of the Companies Act, 2013, (the 'Act') the registers required to be kept and maintained by a Company under Section 88 of the Act, such as the Register of Members and Index of Members and other related documents including copies of the annual return filed under Section 92 of the Act shall be kept at the Registered Office of the Company.

Provided that such registers or copies of return may also be kept at any other place in India in which more than one-tenth of the total number of Members entered in the register of Members reside, if approved by a special resolution passed at a general meeting of the company.

The Company has appointed M/s Link Intime India Private Limited having its office at Unit - Saregama India Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 as the Company's Registrar and Share Transfer Agent (**RTA**). M/s Link Intime being the Company's RTA, has been providing depository related services for the shares held in demat mode and also acting as the Share Transfer Agent for the shares held in physical segment.

As such, it would be desirable to keep the aforesaid documents at the office of the Company's RTA.

In view of the above, the approval of the Members is sought in terms of Section 94(1) of the Act, for keeping the aforementioned Registers and documents at the premises of the RTA as stated in the resolution or such other place within the city of Mumbai or any other office or place within the city of Mumbai, instead of the registered office of the Company.

Further, pursuant to the provisions of Section 94(2) of the Companies Act, 2013 and Rules made thereunder it is also proposed that the aforesaid documents be kept open for inspection, by the persons entitled thereto, to the extent, in the manner and on payment of fees, if any as specified in the aforesaid Act during 11:00 A.M. to 4:00 P.M. on any working day except when the Registers and books are closed under the provisions of the Act or the Articles of Association of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any. The Board recommends the resolution at Item no. 6 to be passed as Special Resolution.

Item No. 7

Considering the Company's long-term strategic and business objectives, there may be a requirement for additional funds. To fulfill this need, the Company may from time to time finance from various banks, financial institutions, investors, debenture trustees or any other lenders registered with or regulated by the Reserve Bank of India. This borrowing, in combination with the monies previously borrowed by the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business), do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act.

In order to secure the borrowings undertaken by the Company, it becomes necessary to create a charge/mortgage on the assets or a part of the undertaking of the Company. Additionally, as per Section 180(1)(a) of the Companies Act, 2013, the Company has the power to sell, lease, or dispose of the whole or substantially the whole of its undertaking, subject to approval from the Members in a General Meeting.

In summary, the Company may need additional funds to achieve its long-term objectives and intends to borrow, to secure these borrowings, the Company may create a charge on its assets or undertaking.

Regulation 37A of SEBI Listing Regulations, shall not be applicable to this resolution as the already borrowed and proposed borrowing will be availed through entities that are registered with or regulated by Reserve Bank of India.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any. The Board recommends the resolution at Item no. 7 to be passed as Special Resolution.

Item No. 8 and 9

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan. Your Company believes in rewarding its employees including Directors of the Company for their continuous hard work, dedication and support, which has led the Company on the growth path. Accordingly, the Company had implemented the

Employee Stock Option Scheme - 2013 (hereinafter referred to as the **'Scheme'**) to align the interests of its employees with the long-term interests of the Company by motivating the employees with incentives and reward opportunities under the Scheme to create a sense of ownership and participation amongst the employees in the sustained growth of the Company. The Scheme was adopted by the Company's Board of Directors (**'Board'**) through resolution dated 25th March, 2013 and thereafter approved by the Members of the Company on 26th July, 2013.

With a view to ensure better efficacy and administration of the Scheme, it is proposed to amend the Scheme to provide for more efficient administration, clarifications to provisions where required and to bring the provisions of the extant Scheme in line with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as **'SBEB&SE Regulations'**) as permitted under Clause 10 of the Scheme and the SBEB&SE Regulations. The aforesaid amendment is not prejudicial to the interest of the Optionees under the Scheme.

A copy of the amended Scheme will be available for inspection by the Members at the Registered office of the Company during normal business hours and on all working days except Saturday, Sunday and National Holidays up to the date of the Annual General Meeting.

The following are the salient features of the Scheme, and various disclosures as required in terms of SBEB&SE Regulations, to be interpreted in conjunction with the Scheme or its modifications as applicable. The other terms of the Scheme remain the same as approved by the Members dated 19th July, 2019.

1. Introduction of Corporate Action and providing Company opportunity to make adjustments (Clause 3.1.(e) and Clause 15)

Under the amended Scheme, in the event of a 'Corporate Action' as defined in Clause 3.1 (e) of the amended Scheme and change in control, a Grant made under the Scheme will be subject to adjustment by the Nomination and Remuneration Committee at its discretion including but not limited to the number of Options or Vesting criteria or Exercise Price or cancellation of Options (whether Vested or Unvested) in lieu of such consideration as may be determined by the Nomination and Remuneration Committee in its sole discretion. This is to ensure that the Nomination and Remuneration Committee is able to ensure that such actions / transactional events do not affect the smooth administration / implementation of the Scheme or vice versa.

2. Introduction of definition of nominee (Clause 3.1(r))

The amended Scheme has provided for a definition of the Nominee, who shall have the right to Exercise the Options in the unfortunate event of the death of an Optionee as provided for in the extant Scheme.

3. Increase in 'Pool' size (Clause 4.2)

Given the growth of the Company since the introduction of the Scheme in 2018, largely due to the contribution of its dedicated employees, there has been an increase in the number of employees of the Company itself. An increase in the 'Pool', that is, the number of Options that may be issued under this Scheme, will provide the Company with increased headroom to incentivise new talent to join the Company and motivate and retain the existing employees, enabling these employees to participate in and work toward the growth of the Company which would align with the objective of wealth creation for themselves.

4. Clarification on status of grant on expiry / cancellation (Clause 4.6)

The amended Scheme clarifies under Clause 4.6, that if the Options expires or becomes not exercisable without having been Exercised in full, the Shares which were subject to such Options, shall become available for future Grant under the Scheme unless the Scheme stands terminated.

5. Expansion of administration powers of the Nomination and Remuneration Committee (Clause 5.2)

For provision of administrative ease to the Nomination and Remuneration Committee, the committee may specify the method which the Company shall use to value its Options and also lay down the procedure for cashless Exercise of Options, if required.

6. Removal of fixed vesting schedule (Clause 7.3)

With a view to provide flexibility and administrative ease and to determine the vesting schedule of employees belonging to different grades, roles, performance, pay, contribution to the growth of the Company, the Nomination and Remuneration Committee has now been given the authority to determine the vesting schedule, after due consideration of the circumstances, the grade of employee, etc, for the Options and communicate the same in the Letter of Grant.

7. Provisions of various methods for exercise of Options (Clause 7.3.7)

For provision of flexibility to the Optionee and the Nomination and Remuneration Committee, the methods by which the Optionee may make payment of the Exercise price including by way of cheque, online payment, deduction from salary, cashless exercise, any other method, or a combination of the above.

8. Clarification on right to Grant (Clause 19.1)

While this has always been the case, the amended Scheme clarifies that the adoption of the Scheme or any action of the Nomination and Remuneration Committee shall not be deemed to give an Eligible Employee any right to be Granted any Options to acquire Shares or to any other rights hereunder except as may be evidenced by Letter of Grant signed and counter signed by the Company and the Eligible Employee, respectively.

9. Clarification on status of Options on dissolution / liquidation of the Company (Clause 19.2)

The amended Scheme clarifies that in the event of a dissolution or liquidation, the Nomination and Remuneration Committee shall inform each Optionee, as soon as practicable/ permissible under Applicable Law, of the same and communicate regarding the treatment of Options held by the Optionee.

10. Provision of option to the Optionee to surrender Option of their own volition (Clause 19.3)

The amended Scheme provides the Optionee a right (but not an obligation) to by way of written request tender all or any of its Options for surrender of their own volition. The Nomination and Remuneration Committee on receipt of such request, shall consider it and cancel such surrendered Options vis-à-vis the Optionee. The Company and the Nomination and Remuneration Committee shall have no obligation towards such surrendered and cancelled Options.

The directors and key managerial personnel of the Company and/or their relatives may be deemed to be concerned or interested in these Resolutions only to the extent of any options that may be granted to them (along with the resultant Equity Shares issued) that may be offered to them in accordance with the Scheme. The Board recommends the resolution at Item no. 8 and 9 to be passed as Special Resolution.

Registered Office:

33, Jessore Road, Dum Dum,
Kolkata-700 028

Dated: 27th July, 2023

Place: Kolkata

CIN: L22213WB1946PLC014346

By Order of the Board

Priyanka Motwani

Company Secretary

ACS: 58041

'ANNEXURE A' TO THE NOTICE OF ANNUAL GENERAL MEETING

Details of Director seeking Re-appointment and Variation in Remuneration at the Annual General Meeting

Name of the Director	Mrs. Preeti Goenka	Mr. Vikram Mehra
DIN	05199069	03556680
Date of Birth	16 th July, 1962	30 th July, 1971
Date of first Appointment on the Board	27 th May, 2013	27 th October, 2014
Brief resume and expertise in Specific Functional Areas	<p>Mrs. Preeti Goenka completed her schooling at Welham Girls' High School in Dehradun. Later, she pursued Interior Designing at South Delhi Polytechnic, earning a diploma in the field. With a wealth of experience in interior designing, she has successfully managed numerous prestigious projects, both residential and commercial. Apart from her successful career, she is also the co-founder of Stylefile, a well-known movement in Kolkata dedicated to promoting art in everyday life and supporting creative talents in various lifestyle fields.</p> <p>In the past, Mrs. Preeti Goenka served as the President of the Ladies Study Group of the Indian Chamber of Commerce in Kolkata. Presently, she holds the position of Executive Committee Member at the Birla Industrial Technological Museum, Kolkata. She possesses the necessary expertise in General Administration.</p>	As mentioned in the Item No. 5 of the Explanatory Statement attached to the Notice to 76 th Annual General meeting.
Qualifications	Mrs. Preeti Goenka completed her schooling from Welham's Girls High School, Dehradun and later studied Interior Designing at South Delhi Polytechnic to secure a diploma.	As mentioned in the Item No. 5 of the Explanatory Statement attached to the Notice to 76 th Annual General meeting.
Directorship held in other public companies (excluding foreign and private companies, but includes directorship held in private companies which are subsidiaries of public companies)	PCBL Limited	The Indian Performing Right Society Limited
Membership/Chairmanship of committees of other Public Limited Companies [other than Saregama India Limited] (Audit Committee and Stakeholder's Relationship Committee only)	Nil	Nil
Disclosure of relationships between directors inter-se and Manager and other Key Managerial Personnel of the Company	Mrs. Preeti Goenka, Dr. Sanjiv Goenka and Mrs. Avarna Jain are related to each other. Mrs. Preeti Goenka is the wife of Dr. Sanjiv Goenka and Mrs. Avarna Jain is the daughter of Mrs. Goenka.	Nil
Terms and conditions of appointment or re-appointment	Mrs. Preeti Goenka will be re-appointed as a Non-Executive Director of the Company.	NA
Details of remuneration sought to be paid and the remuneration last drawn by such person	Nil except sitting fees	As mentioned in the Item No. 5 of the Explanatory Statement attached to the Notice to 76 th Annual General meeting
No. of shares held in the company as on the date of notice	Nil	21,12,970 Equity Shares of face value Re. 1/- each
Number of Board meetings attended during the year	5	5
Performance evaluation done or not	Yes	Yes