

## 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](mailto:co.sec@saregama.com), Web: [www.saregama.com](http://www.saregama.com)

#### Notice to the Members

Notice is hereby given that the **Seventy-Seventh Annual General Meeting ('AGM')** of the Members of Saregama India Limited ('the Company/Saregama') will be held on **Tuesday, 27<sup>th</sup> August, 2024** 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. Consideration and adoption of :

- a) the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2024 and the Report of Auditors thereon and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

##### "RESOLVED THAT:

- (i) the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 and the reports of the Board of Directors and the Auditors thereon, as circulated to the Members; and
- (ii) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 and reports of the Auditors thereon, as circulated to the Members;

be and are hereby considered and adopted.

##### 2. Confirmation of the payment of Interim Dividend for the Financial Year ended 31<sup>st</sup> March 2024.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the Interim Dividend @ 400% (i.e. ₹ 4/- per share on 19,28,09,490 Equity Shares) paid to the shareholders for the financial year ended 31<sup>st</sup> March, 2024, be and is hereby noted and confirmed."

##### 3. Re-appointment of Dr. Sanjiv Goenka (DIN: 00074796), as a Director who retires by rotation.

"**RESOLVED THAT** in accordance with the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Articles of Association of the Company, Dr. Sanjiv Goenka (DIN: 00074796) who retires by rotation at this Annual General Meeting, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

#### SPECIAL BUSINESS

##### 4. Ratification of remuneration of Cost Auditor for the financial year ended on 31<sup>st</sup> March, 2025.

To consider and, if thought fit, to pass 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'**) read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), 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 31<sup>st</sup> March, 2025 with a remuneration of ₹ 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, Chief Financial or Company Secretary be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

**5. Re-appointment of Mr. Vikram Mehra (DIN: 03556680) as Managing Director of the Company and fixation of remuneration payable to him.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee (**'NRC'**) and that of Board of Directors (**'Board'**) and in accordance with the provisions of sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and rules made thereunder, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**) (including any statutory modifications or any re-enactment thereof, for the time being in force), the Articles of Association of the Company and subject to such other consent(s), permission(s) and approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Vikram Mehra (DIN: 03556680) as the Managing Director of the Company for a period of 5 (five) years with effect from 27<sup>th</sup> October, 2024 on such terms and conditions as per the statement attached herewith and forming part of the notice and whose period of office shall be liable to determination by retirement of directors by rotation.

**RESOLVED FURTHER THAT** the consent of the Members of the Company be and is hereby accorded for the terms of remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of re-appointment of Mr. Vikram Mehra (DIN: 03556680), Managing Director of the Company for a period of 3 (three) years from 27<sup>th</sup> October, 2024 to 26<sup>th</sup> October, 2027 on the terms and conditions, as set out in the Statement annexed to the Notice convening this meeting, with liberty to the Directors / NRC to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed between the Directors and Mr. Vikram Mehra.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any Committee thereof), Chief Financial Officer or Company Secretary be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

**Registered Office:**

33, Jessore Road, Dum Dum  
Kolkata-700 028

Date: 23<sup>rd</sup> May, 2024

Place: Kolkata

CIN: L22213WB1946PLC014346

**By Order of the Board**

**Priyanka Motwani**  
Company Secretary  
ACS: 58041

**NOTES:**

1. The relevant Statement pursuant to section 102 of the Companies Act, 2013 ('Act'), in respect of the Special Business under Item Nos. 4 and 5 set out above and the relevant details of the Directors under Item No. 3 and 5 as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended ('SEBI Listing Regulations') and Secretarial Standards on General Meetings (**SS-2**) issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs, Govt. of India in respect of the Directors seeking re-appointment at the forthcoming Annual General Meeting is annexed hereto as '**Annexure A**'. A Statement pursuant to section 102 of the Act setting out material facts relating to Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
2. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with all the subsequent circulars issued in this regard, the latest being General Circular No. 9/2023 dated 25<sup>th</sup> September, 2023 ('MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 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 30<sup>th</sup> September, 2024, which does not require physical presence of Members at a common venue. The deemed venue for the 77<sup>th</sup> 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. 23 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](mailto:goenkamohan@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
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 **Wednesday, 21<sup>st</sup> August, 2024 to Tuesday, 27<sup>th</sup> August, 2024 (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 16<sup>th</sup> March, 2023 to the Company by sending an email to [silagm2024@rpsg.in](mailto:silagm2024@rpsg.in) or to Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The Company has dispatched reminder letters, to update KYC details pursuant to SEBI Circulars No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17<sup>th</sup> November, 2023 & SEBI/HO/MIRSD/

MIRSD-PoD- 1 / P/ CIR/ 2023 / 37 dated 16<sup>th</sup> March, 2023 (now rescinded due to issuance of Master Circular dated 17<sup>th</sup> May, 2023) and SEBI directive vide e-mail to RTA on 17<sup>th</sup> January, 2024.

8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> 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. SEBI, vide its circular dated 3<sup>rd</sup> November, 2021 (subsequently amended by circulars dated 14<sup>th</sup> December, 2021, 16<sup>th</sup> March, 2023 and 17<sup>th</sup> November, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1<sup>st</sup> April, 2024, only upon furnishing the PAN, contact details including mobile number, bank account details and specimen signature.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf).

10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1<sup>st</sup> 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 dematerialised form. Members can contact the Company at their Corporate office address at 2<sup>nd</sup> Floor, Spencer Building, 30 Forjett Street, Grant Road (West), Mumbai- 400036 (Contact: Ms. Priyanka Motwani), Telephone: (022)66886200, Email: [co.sec@saregama.com](mailto:co.sec@saregama.com) or the Company's 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](mailto:rnt.helpdesk@linkintime.co.in) or refer FAQs available on RTAs website for assistance in this regard.
11. Members are requested to send all communications relating to shares to the RTA 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.
12. 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 dematerialised form.
13. 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>
14. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and to RTA in case the shares are held in physical form.

15. Members who wish to claim dividends that remain unclaimed/unpaid are requested to write to the Company at [co.sec@saregama.com](mailto:co.sec@saregama.com) or Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto: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: (<https://www.iepf.gov.in/IEPF/corporates.html>).
16. 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.
17. Members may also note that the Integrated Annual Report for the financial year 2023-24 and the Notice of the 77<sup>th</sup> AGM will also be available on the website of the Company [www.saregama.com](http://www.saregama.com), on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
18. SEBI vide Circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated 31<sup>st</sup> July, 2023 (updated as on 4<sup>th</sup> August, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same.

#### **PROCEDURE FOR INSPECTION OF DOCUMENTS:**

19. The Integrated Annual Report for the financial year 2023-24, the Notice of the 77<sup>th</sup> AGM and all documents referred to in the Notice and the Statement will be available for inspection on the 'Investor Relations' segment on the website of the Company [www.saregama.com](http://www.saregama.com).
20. 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 SEBI (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 77<sup>th</sup> 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 DISPATCH OF INTEGRATED ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF INTEGRATED ANNUAL REPORT:**

21. 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 Integrated 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 77<sup>th</sup> 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 77<sup>th</sup> AGM and the Integrated Annual Report 2023-24 are also available on the Company's website at [www.saregama.com](http://www.saregama.com), website of the Stock exchanges i.e. BSE Limited: [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited: [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also disseminated on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

22. 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](mailto: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](mailto:co.sec@saregama.com).

#### PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

23. Members are requested to join the AGM 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.
24. The facility of attending the AGM will be made available to 1,000 members on a first-come-first-served basis. 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.
25. 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.
26. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.
27. 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:

28. 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 [silagm2024@rpsg.in](mailto:silagm2024@rpsg.in) latest by **Tuesday, 20<sup>th</sup> August, 2024** by 05:00 P.M. IST.
29. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
30. 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.
31. 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:

32. Pursuant to section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI LODR 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 entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised 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.

33. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Tuesday, 20<sup>th</sup> August, 2024**, 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.
34. 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 Saturday, 24<sup>th</sup> August, 2024** and will end at **5.00 p.m. IST on Monday, 26<sup>th</sup> August, 2024**. 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/>.
35. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned below for remote e-voting.
36. 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.
37. 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.
38. 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 REMOTE E-VOTING AND E-VOTING

39. 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 9<sup>th</sup> 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"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDEAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDEAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>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 <b>e-Voting service provider i.e. NSDL</b>. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered one for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
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 &amp; 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 abovementioned website.



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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 022 - 48867000.
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, 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.

4. 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***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.
  - c) How to retrieve your 'initial password'?
    - (i) 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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to [goenkamohan@gmail.com](mailto:goenkamohan@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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 send through e-mail and holding shares as of the cut-off date i.e. **Friday, 2<sup>nd</sup> August, 2024**, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) 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](http://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, 2<sup>nd</sup> August, 2024 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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: **022 - 48867000** or send a request to Mr. Amit Vishal, Assistant Vice President and /or Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com).

#### **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 [silagm2024@rpsg.in](mailto:silagm2024@rpsg.in) or to the RTA at [rnt.helpdesk@linkintime.co.in](mailto: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](mailto: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 shareholders/Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> 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 EGM/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 [co.sec@saregama.com](mailto:co.sec@saregama.com) latest by Tuesday, 20<sup>th</sup> August, 2024 by 5 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 [co.sec@saregama.com](mailto:co.sec@saregama.com) latest by Tuesday, 20<sup>th</sup> August, 2024 by 5 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 Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call 022 - 48867000.

### DIVIDEND RELATED INFORMATION

40. **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](http://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.
41. **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 31<sup>st</sup> March, 2017 is due to be transferred to the aforesaid account on or before **Monday, 26<sup>th</sup> August, 2024**. Claims for payment of such dividend should, therefore be lodged to the 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 Registrar and Share Transfer Agents 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 dematerialised 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 dematerialised 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.com](mailto:evoting@nsdl.com).
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 30<sup>th</sup> May, 2022 have framed standard operating process (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](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](http://www.saregama.com).

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESSES SET OUT IN THE NOTICE CONVENING THE SEVENTY-SEVENTH ANNUAL GENERAL MEETING OF THE COMPANY

### 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 23<sup>rd</sup> May, 2024, the Board has, considered and approved the appointment of M/s Shome & Banerjee, Cost Accountants as the Cost Auditor for the financial year 2024-25 at a remuneration of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand only) plus applicable taxes and travelling and reimbursement of out-of-pocket expenses subject to ratification of the Members of the Company.

The Board recommends the resolution at Item no. 4 of the accompanying notice for the approval of members of the Company as an **Ordinary Resolution**.

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 except to the extent of their shareholding in the Company, if any.

### Item No. 5

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

The present tenure of Mr. Vikram Mehra (DIN: 03556680) Managing Director expires on 26<sup>th</sup> October, 2024.

Considering Mr. Mehra's level of competence and outstanding contribution towards developments in Company's business areas, the future business and financial growth of the Company, the Board of Directors of the Company ('Board'), on the recommendation of Nomination and Remuneration Committee ('NRC') in its meeting held on 23<sup>rd</sup> May, 2024, has approved the re-appointment of Mr. Vikram Mehra, Managing Director of the Company for a period of 5 (five) years w.e.f. 27<sup>th</sup> October, 2024 to 26<sup>th</sup> October, 2029 (both days inclusive) on revised terms and conditions including the remuneration, subject to the approval of the Members of the Company.

#### The terms and conditions of re-appointment are detailed below:

Basic Salary	₹ 2,78,25,000 per annum
House Rent Allowance	₹ 1,39,12,500 per annum
Customized Allowance Pool (comprising of Management Allowance)	₹ 5,45,97,804 per annum
Car	₹ 33,73,992 per annum
Driver, Petrol and others	₹ 19,51,707 per annum
Performance Bonus	₹ 3,50,00,000
	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	₹ 33,39,000 per annum
Total	₹ 14,00,00,000 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(s) thereof, for the time being in force).

Further, as on 31<sup>st</sup> March, 2024 Mr. Vikram Mehra holds 18,97,926 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 NRC on 23<sup>rd</sup> 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 since 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:

(₹ in Lakhs)

Particulars	FY 2020-21	FY 2021-22	FY 2022-23
T Total Income	46,332.60	60,171.84	74,848.47
Pr Profit after Tax	10,701.79	15,041.44	18,047.83

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 Limited
3. Saregama FZE

## II. Information about Managing Director

### 1. Background Details:

Mr. Vikram Mehra has been the Managing Director of the Company since 27<sup>th</sup> 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 Public Relations. 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. Mr. Mehra holds an MBA from IIM Lucknow and a B. Tech in Computer Science from IIT Roorkee.

### 2. Past Remuneration:

₹ 11,27,00,000 per annum

### 3. Recognition or awards:

Mr. Vikram Mehra is widely recognised 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 27<sup>th</sup> 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 Statement in item no. 5 of the 77<sup>th</sup> Annual General Meeting Notice.

### 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 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:

Not applicable as the Company has posted a profit of ₹ 19,755.93 Lakhs on a consolidated basis for the financial year 2023-24.



**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 business and operations.

**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 Statement;

**2) Following disclosures forms part of the Integrated 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, 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 in the resolution except to the extent of their shareholding in the Company, if any.

**Registered Office:**

33, Jessore Road, Dum Dum  
Kolkata-700 028

Date: 23<sup>rd</sup> May, 2024

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 Appointment/re-appointment at the Annual General Meeting**

Name of the Director	Dr. Sanjiv Goenka	Mr. Vikram Mehra
DIN	00074796	03556680
Date of Birth	29-01-1961	30-07-1971
Date of first Appointment on the Board	17 <sup>th</sup> August, 1991	27 <sup>th</sup> October, 2014
Age	63 years 3 months	52 years 9 months
Brief resume and expertise in Specific Functional Areas	<p>Dr. Sanjiv Goenka, is the Chairman of the 7 Bn dollar RP Sanjiv Goenka Group. The Group has over 50,000 employees worldwide and more than 1 million shareholders.</p> <p>Dr. Goenka was the youngest ever President of the Confederation of Indian Industry ( CII ) as also the youngest ever President of the Indian Chamber of Commerce ( ICC ). He was the former President of the All India Management Association (AIMA).</p> <p>Dr. Goenka has served as the Chairman of the prestigious Board of Governors of the Indian Institute of Technology, Kharagpur (IIT-KGP) for a record of four terms and also was the Chairman of the Board of Governors of Indian Institute of Technology, Gandhinagar (IT-GN). He is the Chairman of the reputed International Management Institute (IMI) of Delhi, Kolkata and Bhubaneswar.</p> <p>Dr. Goenka has consistently been ranked in the top 25 in India Today's list of 50 Most Powerful People in India over the last seven years.</p>	As mentioned in the Item No. 5 of the Statement attached to the Notice of 77 <sup>th</sup> Annual General Meeting
Qualifications	Dr. Goenka is a Commerce Graduate from St. Xavier's College, Kolkata and has received numerous awards and three Honorary Doctoral Degrees.	As mentioned in the Item No. 5 of the Statement attached to the Notice of 77 <sup>th</sup> 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)	Firstsource Solutions Limited, Spencer and Company Limited, Haldia Energy Limited, CESC Limited, RPSG Ventures Limited, PCBL Limited, Spencer International Hotels Limited	<ol style="list-style-type: none"> <li>1. The Indian Performing Right Society Limited</li> <li>2. Pocket Aces Pictures Private Limited (Deemed Public Company)</li> </ol>

Membership/Chairmanship of committees of other Public Limited Companies  (other than Saregama India Limited) (Audit Committee and Stakeholder's Relationship Committee only)	Saregama India Limited 1. Stakeholder Relationship Committee CESC Limited 1. Stakeholder Relationship Committee 2. Corporate Social Responsibility Committee 3. Nomination and Remuneration Committee 4. Audit Committee RPSG Ventures Limited 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholder Relationship Committee	Saregama India Limited 1. Risk Management Committee 2. Finance Committee
Disclosure of relationships between directors inter-se and Manager and other Key Managerial Personnel of the Company	Dr. Sanjiv Goenka is related to Mrs. Preeti Goenka and Mrs. Avarna Jain, the Non-Executive Directors of the Company.	Nil
Listed companies from which the Director has resigned in the past 3 (three) years	1. Spencer's Retail Limited	Nil
Terms and conditions of appointment or re-appointment	Dr. Sanjiv Goenka will be re-appointed as a Non- Executive Director of the Company	As mentioned in the Item No. 5 of the Notice to 77 <sup>th</sup> Annual General meeting
Details of remuneration sought to be paid and the remuneration last drawn by such person	Past remuneration: Nil except sitting fees Proposed remuneration: Sitting fees	As mentioned in the Item No. 5 of the Notice to 77 <sup>th</sup> Annual General meeting
No. of shares held in the Company as on the date of notice	Nil	18,97,926
Number of Board meetings attended during the year	4	4
Performance evaluation done or not	Yes	Yes
Remuneration last drawn	₹ 1,60,000	₹ 11,27,00,000