

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

POSTAL BALLOT AND E-VOTING NOTICE TO THE MEMBERS OF THE COMPANY

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (**"the Act"**), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act and read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (**"the Rules"**), the Articles of Association of the Company, read with the General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 with all the subsequent circulars issued in this regard, including the General Circular No. 09/2023 dated 25th September 2023, issued by the Ministry of Corporate Affairs, Government of India (**"MCA"**) (hereinafter collectively referred to as **"MCA Circulars"**), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"SEBI Listing Regulations"**), Secretarial Standards on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India (**"ICSI"**), as amended and other applicable laws and regulations, (including any statutory modification(s) or re-enactment(s) thereof), if any, Saregama India Limited (**"the Company"**) hereby seeks your approval by way of a Special Resolution for the matter listed in Item no. 1 as set out in this Postal Ballot Notice (**"Postal Ballot Notice/Notice"**) for appointment of Ms. Kusum Dadoo (DIN: 06967827) as a Non-Executive Independent Woman Director on the Board of the Company by way of remote e-Voting (**"remote e-Voting"**) facility to enable the Members to cast their votes electronically. The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules, pertaining to the said resolution setting out the material facts and the reasons thereof is appended to this Notice.

Members are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. The communication of the assent or dissent of the Members would only take place through the remote e-Voting facility.

In compliance with MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail address are registered with the Company/ its Registrar and Share Transfer Agent Agent (**"RTA"**) / Depositories as on Friday, 1st December, 2023 (**"Cut-off date"**). If any Member's e-mail address is not registered with the Company/ Depositories, then please follow the process provided in the Notes to receive this Notice, login ID and password for remote e-Voting.

Members are requested to read the instructions in the notes under the section 'General information and instructions relating to e-Voting' in this Notice to cast their votes electronically from their respective locations.

The Board of Directors (**"Board"**) of the Company, in its meeting held on Wednesday, 1st November, 2023, has appointed Mr. Pankaj Kumar, Company Secretary in practice of M/s. PVK and Associates, (Membership No. A12288 and CP No: 20994) as the Scrutinizer (**"Scrutinizer"**) for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner. Further, the Company has engaged National Securities Depository Limited (**"NSDL"**) to provide e-Voting facility to the Members of the Company.

The remote e-Voting period commences at 9:00 A.M. (IST) on Wednesday, 6th December, 2023 and will conclude at 5:00 P.M. (IST) on Thursday, 4th January, 2024, (**"Remote e-Voting Period"**) thereafter, the remote e-Voting will be disabled, and voting shall not be allowed beyond the said time.

Members are requested to cast their votes through the remote e-Voting process within the Remote e-Voting Period, failing which it will be strictly considered that no vote has been received from the concerned Member.

Upon completion of the votes cast through remote e-Voting, the Scrutinizer shall submit his report to the Chairman or the Managing Director or the Company Secretary of the Company. The results of the e-Voting along with the Scrutinizer's Report shall be announced by the Chairman or the Managing Director or the Company Secretary of the Company, as the case may be within two working days of the conclusion of the Postal Ballot process through remote e-Voting at the Registered Office of the Company at 33, Jessore Road, Dum Dum, Kolkata - 700028. The results along with the Scrutinizer's Report will be displayed on the Notice Board of the Company at the Registered Office and shall be communicated to the National Stock Exchange of India Limited and BSE Limited ("**Stock Exchanges**") where the Equity Shares of the Company are listed and will be displayed on the Company's website at www.saregama.com as well as on the website of NSDL.

The Resolution, if passed by requisite majority, shall be deemed to have been passed on Thursday, 4th January, 2024, being the last day of remote e-Voting.

SPECIAL BUSINESS

ITEM NO. 1

Appointment of Ms. Kusum Dadoo (DIN: 06967827) as a Non-Executive Independent Woman Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV, and any other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI Listing Regulations**") (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and such other approval(s), consent(s) or permission(s), as may be required, and on the basis of recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Ms. Kusum Dadoo (DIN: 06967827) who was appointed as an Additional Director in the capacity of Non-Executive Independent Woman Director with effect from 1st November, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive Independent Woman Director of the Company for a term of 5 (five) consecutive years commencing from 1st November, 2023 upto 31st October, 2028 and shall not be liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to Regulation 17 (1A) of the SEBI Listing Regulations, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, consent of the Members be and is hereby accorded to appoint Ms. Kusum Dadoo (DIN: 06967827) as a Non-Executive Independent Woman Director who will attain the age of 75 years during her proposed tenure (i.e. up to 31st October, 2028);

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."

By Order of the Board

Registered Office:
33, Jessore Road, Dum Dum
Kolkata-700028
CIN: L22213WB1946PLC014346

Priyanka Motwani
Company Secretary and Compliance Officer
ICSI Membership No: ACS: 58041

Place: Kolkata
Date: 1st November, 2023

NOTES:

1. The Statement pursuant to Section 102(1) and Section 110 of the Act, as amended read with Regulation 36 of the SEBI Listing Regulations, and SS-2, which sets out details relating to Special Business mentioned in the Postal Ballot Notice is annexed herewith and forms part of this Notice.
2. As per the MCA Circulars, physical copies of this Postal Ballot Notice and Postal Ballot forms are not being sent to Members. Members are requested to provide their assent or dissent through remote e-Voting only.
3. For purpose of providing remote e-Voting facility, the Company has entered into an agreement with NSDL for facilitating e-Voting and enabling the Members to cast their votes electronically.
4. The Notice is being sent by electronic mode to those Members whose names appear in the Register of Members / Beneficial Owners as received from NSDL and Central Depository Services (India) Limited (“CDSL”) as on cut-off date, i.e., Friday, 1st December, 2023 and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 10. Further, the Members whose names appear in the Register of Members/ List of Beneficial Owners as on the cut-off date are entitled to vote on the Resolution set forth in this Postal Ballot Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. The voting through electronic means will commence on Wednesday, 6th December, 2023 at 9:00 A.M. (IST) and will end on Thursday, 4th January, 2024, at 05:00 P.M. (IST). The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
6. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Friday, 1st December, 2023. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to do e-Voting on the resolution included in the Postal Ballot Notice.
7. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same has been passed at a General Meeting of the Members.
8. A Member cannot exercise his/her vote by proxy on Postal Ballot.
9. Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed to Ms. Priyanka Motwani, Company Secretary and Compliance Officer at Email: co.sec@saregama.com or for any query / grievance with respect to e-Voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of www.evoting.nsdl.com or send a request to NSDL at email id : evoting@nsdl.co.in. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-Voting User ID and password will be sent to registered e-mail address, upon request received from the Members.

PROCEDURE FOR KYC UPDATION AS MANDATED BY SEBI

10. 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 M/s Link Intime India Private Limited (the Company’s “RTA”) at C 101, Embassy 247, L.B.S Marg, Vikhroli (west), Mumbai – 400083. The Members are requested to update their KYC details with Company/Company’s RTA. The Company has dispatched reminder letters along with Business Reply Envelopes, providing instruction for submitting the required documents.
11. Members may please note that SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/CIR/2023/70 dated 17th May, 2023 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.

12. 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 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 RTA's website for assistance in this regard.
13. 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.
14. 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>.
15. 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.
16. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the address: M/s Link Intime India Private Limited C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083.
17. SEBI vide its Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/14 dated 11th August 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The ODR portal can be accessed at <https://smartodr.in/login/login> and also on Company's Website at <https://www.saregama.com/static/investors>.
18. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of www.evoting.nsdl.com or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at email id: evoting@nsdl.co.in.

DETAILS OF SCRUTINIZER AND VOTING RESULTS

19. The Scrutinizer shall after the conclusion of the e-Voting on Thursday, 4th January, 2024 at 05:00 P.M. (IST), unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make Scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any, and submit the report to the Chairman/Managing Director/Company Secretary or a person authorized by him in writing, who shall countersign the same and declare the result of the e-Voting of the Postal Ballot forthwith. The Resolution, if passed by requisite majority, shall be deemed to have been passed on Thursday, 4th January, 2024, being the last day of remote e-Voting.

20. Results of voting shall be declared within two working days from the time of conclusion of the remote e-Voting. The results along with the Scrutinizers' report would be intimated to the Stock Exchanges where securities of the Company are listed, and will be displayed on the Company's website at www.saregama.com and on the website of NSDL www.evoting.nsdl.com and on the Notice board at the Registered Office of the Company.

PROCEDURE FOR REMOTE E-VOTING

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.	<p>i. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.</p> <p>ii. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii. 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 (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.</p> <p>iv. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> i. 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. ii. 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. iii. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration iv. 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	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.

Important note: Shareholders/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 evoting@nsdl.co.in
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?

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 Shareholders/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 Shareholders/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 Shareholders/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.
- 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- i. 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 is in active status.
- ii. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. 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.
- v. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. 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 cspankajgumla@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. 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.
3. 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 send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.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 Resolution set out in this notice:

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to co.sec@saregama.com.
- ii. 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 for Individual shareholders holding securities in demat mode**.
- iii. Alternatively Shareholder/Member may send a request to evoting@nsdl.co.in for procuring User ID and password for e-Voting by providing above mentioned documents.
- iv. 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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THE POSTAL BALLOT NOTICE

Resolution No. 1

Consequent to resignation of Ms. Suhana Murshed due to her personal reasons and in view of the provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“SEBI Listing Regulations”), the Board of Directors (“Board”) of the Company, in their meeting held on 1st November, 2023, has appointed Ms. Kusum Dadoo (DIN: 06967827) as an Additional Director in the capacity of Non-Executive Independent Woman Director of the Company, not liable to retire by rotation, effective from 1st November, 2023. The Company has received from Ms. Kusum Dadoo (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Rules”), (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sections 164(1) and 164(2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and qualifies for being appointed as a Non-Executive Independent Woman Director of the Company.

Ms. Kusum Dadoo shall be entitled to receive sitting fees for attending each meeting of the Board and any committees thereof as detailed in the letter of appointment dated 1st November, 2023 issued to Ms. Kusum Dadoo, as may be determined by the Board from time to time.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV thereto and the Rules made thereunder, and in terms of Regulation 17 read with Regulation 25 (2A) of SEBI Listing Regulations for appointment of Ms. Kusum Dadoo as a Non-Executive Independent Director of the Company, who shall not be liable to retire by rotation, for a period commencing from 1st November, 2023 upto 31st October, 2028.

In the opinion of the Board, Ms. Kusum Dadoo is a person of integrity, possesses appropriate skills, experience and knowledge and fulfils the conditions specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and is independent of the Management of the Company.

Members are informed that, pursuant to the Regulation 17(1A) of the SEBI Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be. Accordingly, the justification for appointment of Ms. Kusum Dadoo, who is presently 70 years old, will reach the stipulated age threshold of 75 years during her proposed term as an Independent Director is appended below, as reviewed and recommended by the Board of Directors of the Company.

A Copy of the draft letter of appointment of Non-Executive Independent Woman Director setting out terms and conditions, would be available for inspection at the ‘Investor Relations’ section of the website of the Company.

Skills and capabilities required and the manner in which Ms. Kusum Dadoo meets such requirements:

The Board is of the view that the association of Ms. Kusum Dadoo would benefit the Company and support the Board in discharging its responsibility, functions, and duties effectively.

Brief resume of Ms.Dadoo, nature of her expertise in specific functional areas and names of companies in which she holds directorship and membership/chairmanship of Board Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36(3) of SEBI Listing Regulations and the SS-2 issued by the ICSI has been annexed and forms part of this notice, are provided in “Annexure A” to the Notice of Postal Ballot.

In the opinion of the Board of Directors, Ms. Kusum Dadoo is eligible to be appointed as an Independent Director for a term of 5 consecutive years and fulfils the conditions specified in the Act and SEBI Listing Regulations for her appointment as an Independent Director of the Company and is independent of the Management.

Except Ms. Kusum Dadoo, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out in this Notice.

The Board of Directors recommends the resolution as set out in this Notice for approval of the Members by way of a Special Resolution.

By Order of the Board

Registered Office:
33, Jessore Road, Dum Dum
Kolkata-700028
CIN: L22213WB1946PLC014346

Priyanka Motwani
Company Secretary and Compliance Officer
ICSI Membership No: ACS: 58041

Place: Kolkata
Date: 1st November, 2023

Details of Director seeking appointment through postal ballot by remote e-Voting process

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)

Name of the Director	Ms. Kusum Dadoo		
Director Identification Number	06967827		
Date of Birth & Age	Date of Birth: 2 nd January, 1953 Age: 70 Years		
Date of Appointment	1 st November 2023.		
Relationship with other Directors, Manager and Key Managerial Personnel	Ms. Dadoo is not related to any of the Directors of the Company.		
Brief resume and expertise in Specific Functional Areas	Ms. Kusum Dadoo has done attorneyship from Calcutta High Court. She was associated with Khaitan & Co. Advocates, one of the leading firms of India, for over 40 plus years having expertise in Real Estate, Banking and Finance & Audit.		
Qualification(s)	Ms. Dadoo is a Science Graduate from Bethune College and a Law Graduate from Calcutta University.		
Terms and conditions of appointment	Being appointed as a Non-Executive Independent Woman Director, not liable to retire by rotation, for a period of 5 consecutive years commencing from 1 st November, 2023 upto 31 st October, 2028. A Copy of the draft letter for appointment of Ms. Dadoo setting out terms and conditions would be available for inspection at the 'Investor Relations' section of the website of the Company.		
Remuneration last drawn (including sitting fees)	None up to the date of dispatch of Postal Ballot notice.		
Number of meetings of the Board attended during the financial year 2023-24 (up to the date of dispatch of Postal Ballot notice)	None up to the date of dispatch of Postal Ballot notice.		
Board Membership in other Indian listed companies as on the date of this postal ballot notice	1. Bhiwani Vanaspati Limited. 2. RPSG Ventures Limited.		
Chairmanship of committees in other Indian listed companies as on the date of this postal ballot notice	Name of Company	Name of the Committee	Position held (Chairperson/ Member)
	RPSG Ventures Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
	Bhiwani Vanaspati Limited	Audit Committee	Chairperson
		Nomination & Remuneration Committee	Member
		Stakeholders Relationship Committee	Member
Number of shares held in the Company as on the date of this postal ballot notice	Nil		
Listed companies from which the Director has resigned in the past three years	i. STEL Holdings Limited ii. Saregama India Limited iii. Harrisons Malayalam Ltd iv. GKW Limited v. PCBL Limited		