

NOTICE

SAREGAMA INDIA LIMITED

CIN: L22213WB1946PLC014346

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

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

Notice to the Members

Notice is hereby given that the **78th Annual General Meeting ('AGM')** of the Members of Saregama India Limited ('the Company') will be held on **Wednesday, 10th September, 2025 at 11:00 a.m.** Indian Standard Time (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt :

- a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 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 31st March, 2025 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 Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 together with 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 31st March, 2025 together with the reports of the Auditors thereon, as circulated to the Members;

be and are hereby received, considered and adopted."

2. To Confirm the payment of Interim Dividend for the Financial Year ended 31st March, 2025.

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

"RESOLVED THAT the Interim Dividend @ 450% (i.e. ₹ 4.50/- per share on 19,28,09,490 Equity Shares) paid to the members for the financial year ended 31st March, 2025, be and is hereby noted and confirmed."

3. To appoint a director in place of Ms. Avarna Jain (DIN: 02106305), who retires by rotation and being eligible, offers herself for re-appointment.

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

"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, Ms. Avarna Jain (DIN: 02106305) who retires by rotation at this 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 payable to Cost Auditor for the financial year ended on 31st March, 2026.

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) 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), and based on the recommendation of the Audit Committee and approval of the Board of Directors, the remuneration of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand only) plus applicable taxes and reimbursement of actual travelling and out-of-pocket expenses, payable to M/s. Shome & Banerjee, Cost Accountants (Firm Registration No. 000001), appointed as Cost Auditors for the financial year ending 31st March, 2026, be and is hereby ratified and confirmed.

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

5. **Appointment of M/s. Alwyn Jay & Co., Practicing Company Secretaries as the Secretarial Auditor of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Alwyn Jay & Co., Practicing Company Secretaries (Firm Registration Number: P2010MH021500) be and are hereby appointed as the Secretarial Auditors of the Company, for a term of five (5) consecutive years from the financial year 2025-2026 upto financial year 2029-2030, on such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to take all decisions, including finalizing the remuneration of the Secretarial Auditor, from time to time, and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

6. **Appointment of Mr. Pratip Chaudhuri (DIN: 00915201) as a Non-Executive, Independent 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 other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the provisions of Regulations 16(1) (b), 17 and 25 (2A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended and that of the Articles of Association of the Company and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Pratip Chaudhuri (DIN: 00915201), who was appointed as an Additional Director (in the category of Non-Executive, Independent Director) of the Company with effect from 31st July, 2025 in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Independent Director of the Company, as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years with effect from 31st July, 2025 to 30th July, 2030.

RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, as amended 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 for continuation of directorship of Mr. Pratip Chaudhuri (DIN: 00915201), a Non-Executive, Independent Director who will attain the age of 75 years during his tenure, for the remainder of his term ending 30th July, 2030, by way of special resolution, with justification annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as '**the Board**', which term shall include any duly authorised committee constituted by the Board), be and is hereby authorised to do all such acts, deeds, and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors or Officers of the Company."

7. Appointment of Mr. Vinod Kumar (DIN: 01800577) as a Non-Executive, Independent 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 other applicable provisions, if any, of the Companies Act, 2013 ('**the Act**'), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the provisions of Regulations 16(1) (b), 17 and 25 (2A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), as amended and that of the Articles of Association of the Company and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Vinod Kumar (DIN: 01800577), who was appointed as an Additional Director (in the category of Non-Executive, Independent Director) of the Company with effect from 31st July, 2025 in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Independent Director of the Company, as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years with effect from 31st July, 2025 to 30th July, 2030.

RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, as amended 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 for continuation of directorship of Mr. Vinod Kumar (DIN: 01800577), a Non-Executive, Independent Director who will attain the age of 75 years during his tenure, for the remainder of his term ending 30th July, 2030, by way of special resolution, with justification annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as '**the Board**', which term shall include any duly authorised committee constituted by the Board), be and is hereby authorised to do all such acts, deeds, and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors or Officers of the Company."

Registered Office:

33, Jessore Road, Dum Dum Kolkata-700 028

By Order of the Board

Priyanka Motwani
Company Secretary
ACS: 58041

Date: 31st July, 2025

Place: Kolkata

CIN: L22213WB1946PLC014346

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), in respect of the Special Business under Item Nos. 4, 5, 6 and 7 set out above and the relevant details of the Directors under Item No. 3, 6 and 7 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 / appointment at this 78th Annual General Meeting. 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 Business(es) 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 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020 read with all the subsequent circulars issued in this regard, the latest being General Circular No. 9/2024 dated 19th September, 2024 ('MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 and other applicable circulars ('SEBI Circulars'), have allowed the Companies to conduct the AGM through Video Conferencing ('VC') or through Other Audio Visual Means ('OAVM') upto 30th September, 2025, which does not require physical presence of Members at a common venue. The deemed venue for the 78th AGM shall be at RPSG House, 2/4 Judges Court Road, Alipore, Kolkata - 700027. Accordingly, the AGM of the Company is being held through VC/OAVM, and video recording and transcript of the same shall be made available on the website of the Company. 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, Bodies Corporate are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-Voting. Corporate Member(s) intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/ authorisation letter to the Scrutinizer by sending an e-mail to goenkamohan@gmail.com; with a copy marked to evoting@nsdl.co.in.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 4th September, 2025 to Wednesday, 10th September, 2025** (both days inclusive).
6. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a. For shares held in electronic form: to their Depository Participants ('DPs'); and
 - b. For shares held in physical form: submit Form ISR-1 and other forms as prescribed by SEBI Circular No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 to the Company by sending an email to silagm2025@rpsg.in or to Company's RTA at rnt.helpdesk@in.mpms.mufig.com. 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 17th November, 2023 & SEBI/HO/MIRSD/ MIRSD-PoD- 1 / P/ CIR/ 2023 / 37 dated 16th March, 2023 (now rescinded due to issuance of Master Circular dated 23rd June, 2025) and SEBI directive vide e-mail to RTA on 17th January, 2024.
8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests

viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at <https://www.saregama.com/static/investors> and on the website of the Company's RTA, M/s. MUFG Intime India Private Limited at <https://web.in.mpms.mufig.com/client-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 3rd November, 2021 (subsequently amended by circulars dated 14th December, 2021, 16th March, 2023 and 17th 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 1st April, 2024, only upon furnishing the PAN, contact details including mobile number, bank account details and specimen signature.
10. 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 (Contact: Mr. Pankaj Chaturvedi), Telephone: (022) 66886200, Email: co.sec@saregama.com or the Company's Registrar and Transfer Agent, M/s. MUFG Intime India Private Limited (formerly known as Link Intime India Pvt Ltd, 'RTA'), at their Registered office at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083, Telephone: +91 2249186000, Email: rnt.helpdesk@in.mpms.mufig.com 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 Registrar and Share Transfer Agents of the Company at the following address:
M/s MUFG 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 dematerialized 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. MUFG Intime India Private Limited at <https://web.in.mpms.mufig.com/KYC-downloads.html>.
14. 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.
15. Members who wish to claim dividends that remain unclaimed/unpaid are requested to write to the Company at co.sec@saregama.com or Company's RTA at rnt.helpdesk@in.mpms.mufig.com. Members are requested to note that dividends that are not claimed or remain unpaid for 7 (seven) years from the date of transfer to the Company's unpaid dividend account are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, equity shares in respect of which dividend remains unclaimed/unpaid for 7 (seven) consecutive years shall also be transferred to the IEPF as per Section 124 of the Act read with rules notified thereunder, as may be amended from time to time. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5. The said form is available on the website of IEPF at: Weblink: www.iepf.gov.in.

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 Annual Report for the financial year 2024-2025 and the Notice of the 78th AGM will also be available on the website of the Company 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.
18. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023 (updated as on 4th August, 2023) has specified that a Member 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 Member 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 member is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Members are requested to take note of the same.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

19. The Annual Report for the financial year 2024-2025, the Notice of the 78th AGM and all documents referred to in the Notice and the Explanatory Statement will be available for inspection on the 'Investor Relations' segment on the website of the Company 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 Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 shall be made available at the commencement of the meeting and shall remain open and accessible to the Members during the continuance of the 78th 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 ANNUAL REPORT:

21. Pursuant to the MCA and SEBI Circulars, Notice of the AGM along with the Integrated Annual Report for financial year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/Depository Participant providing the weblink of Company's website from where the Integrated Annual Report for financial year 2024-25 can be accessed.

Members may note that the Notice of the 78th AGM and the Annual Report 2024-25 are also available on the Company's website at www.saregama.com, website of the Stock exchanges i.e. BSE Limited: www.bseindia.com and National Stock Exchange of India Limited: www.nseindia.com. The AGM Notice is also disseminated on the website of NSDL at 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 along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any proof of address (eg.: Driving License, Election Identity Card, Passport) of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to co.sec@saregama.com.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

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 tab using the remote evoting credentials and following the procedures mentioned later in these Notes.
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 silagm2025@rpsg.in latest by **Wednesday, 3rd September, 2025** 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 Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ('NSDL') for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting during the AGM will be provided by NSDL.
33. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Wednesday, 3rd September, 2025** 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 informational 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 **Sunday, 7th September, 2025** and will end at **5.00 p.m. IST** on **Tuesday, 9th September, 2025**. 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 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 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. 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 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 held 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.

Type of shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div>  App Store  Google Play </div> <div>   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing use id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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.
- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **Wednesday, 3rd September, 2025** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990** and **1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Wednesday, 3rd September, 2025 may follow steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-Voting system"(Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / evoting@nsdl.com

Process for those Members 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, 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 the Company at silagm2025@rpsq.in or to the RTA at rnt.helpdesk@in.mpms.mufg.com. The said form can be downloaded from the website of our RTA at (<https://web.in.mpms.mufg.com/client-downloads.html>).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to co.sec@saregama.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members 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 silagm2025@rpsq.in latest by **Wednesday, 3rd September, 2025 by 5 p.m. IST**. The same will be replied by the company suitably.
6. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. 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.

8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
9. Members who need assistance before or during the AGM, can contact Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / evoting@nsdl.com or call on 022 4886 7000.

DIVIDEND RELATED INFORMATION

40. **UNCLAIMED DIVIDEND:** Details of dividend unclaimed by Members for the past years which have not yet been transferred to the Investor Education and Protection Fund ('IEPF') have been uploaded on the Company's website at www.saregama.com. Members are advised to view the lists and lodge their claim with our Registrars & Share Transfer Agents for dividend which have remained unclaimed.
41. **TRANSFER TO IEPF:** Dividend not claimed within 7 years will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. All unpaid / unclaimed dividend/ shares for the financial year ended 31st March, 2018 is due to be transferred to the aforesaid account on or before **Monday, 25th August, 2025**. Claims for payment of such dividend should, therefore be lodged to the Company or Company's RTA, M/s MUFG Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 by submitting your application on or before **Wednesday, 20th August, 2025**.

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 MUFG Intime India Private Limited, for shares held in physical form.
 - b. quote Client ID and DP ID in respect of shares held in dematerialized form and ledger folio number in respect of shares held in physical form in all the correspondence.
 - c. make nomination in respect of the shares held in physical form in the Company. The Nomination Form as prescribed by the Ministry of Corporate Affairs can be obtained from the Registrar and Share Transfer Agents of the Company. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.
2. Non-Resident Indian Members are requested to inform the RTA:
 - a. the change in residential status on return to India for permanent settlement; and
 - b. the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank, if not furnished earlier.
3. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and ease of portfolio management. Members can contact the Company or the RTA for assistance in this regard.
4. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
5. Mr. Mohan Ram Goenka, Practicing Company Secretary (Membership No. F4515 and CP no: 2551) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. Members are requested to note that SEBI vide its circular dated 30th May, 2022 have framed standard (SOP) for resolving investor grievances through arbitration mechanism. Link of the SEBI circular is as follows:
<https://www.sebi.gov.in/legal/circulars/may-2022/standard-operating-procedures-sop-for-dispute-resolution-under-the-stock-exchange-arbitration-mechanism-for-disputes-between-a-listedcompany-and-or-registrars-to-an-issue-andshare-transfer-agents-59345.html>

7. The Scrutiniser shall provide, not later than two working days of conclusion of the e voting at the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or in his absence, a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.saregama.com and on the website of NSDL at www.evoting.nsdl.com. Immediately after the result declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM, i.e. Wednesday, 10th September, 2025.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE SEVENTY-EIGHTH 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.

Based on the market trend and current industry practices, the Audit Committee reviews the proposal for appointment and remuneration payable to the Cost Auditors and recommends the same to the Board for its approval. The remuneration of the Cost Auditors is determined in consensus with them, taking into consideration the agreed scope of work, the performance of the Cost Auditors, and the scale and complexity of the Company's operations.

On the recommendation of the Audit Committee at its meeting held on 15th May, 2025, the Board considered and approved the appointment of M/s Shome & Banerjee, Cost Accountants as the Cost Auditor for the financial year 2025-26, to conduct the audit of the cost records of all applicable products of the Company, at a remuneration of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand only) plus applicable taxes, along with reimbursement of travelling and out-of-pocket expenses at actuals, subject to ratification by the Members.

M/s Shome & Banerjee is a well-established Cost Accounting and Cost Audit firm in practice for several decades, providing effective cost accounting reports and offering a wide range of services in the area of Cost & Management Accounting. Based on the certification received from the Cost Auditors, it is confirmed that they do not suffer from any disqualifications as specified under Section 141(3) of the Companies Act, 2013 and their appointment is in accordance with the limits specified under Section 141(3)(g) of the Act.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, requires ratification by the Members of the Company.

Basis the rationale and justification provided above, the Board recommends Ordinary Resolution under Item No. 4 of the accompanying Notice for approval of Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Item No. 5

Pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report a Secretarial Audit Report issued by a Company Secretary in Practice.

Further, in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended from time to time, every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Company Secretary in Practice. Such appointment is required to be approved by the Members of the Company at a general meeting.

In view of the above, and after evaluating various parameters including industry experience, competence of the audit team, efficiency in conduct of audit, and independence, the Audit Committee and the Board of Directors at their respective meetings held on 15th May, 2025, subject to the approval of the Members, approved the appointment of **M/s. Alwyn Jay & Co., Peer Reviewed Firm of Company**

Secretaries in Practice (Firm Registration Number: P2010MH021500), as the Secretarial Auditors of the Company for a term of **five consecutive financial years commencing from FY 2025-26 to FY 2029-30** (i.e., from 1st April, 2025 to 31st March, 2030).

Credentials of the Secretarial Auditor:

M/s. Alwyn Jay & Co (Firm Registration Number: P2010MH021500), a Secretarial Audit Firm, established in the year 2010, is a reputed firm of Company Secretaries. Specialization of the firm includes, but not limited to, Secretarial Audit, Corporate laws & taxation, Securities law including Corporate Governance & CSR, Capital markets, RBI, etc.

Over the years, M/s. Alwyn Jay & Co. has built a diverse client base and has served over 100 Corporate clients. Its clientele spans across corporates in the public sector, listed and multinational companies, leading corporates, MSMEs and firms.

The firm is Peer reviewed and Quality reviewed in terms of the guidelines issued by the ICSI.

M/s. Alwyn Jay & Co., have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated 31st December, 2024.

Terms and conditions of appointment & remuneration:

- a. Term of appointment: 5(Five) consecutive years commencing from 01st April, 2025 upto 31st March, 2030.
- b. Remuneration: ₹ 1,50,000/- (Rupees one lakh fifty thousand only) per annum plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial audit for Financial Year ending 31st March, 2026.

The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

Fee for subsequent year(s): As determined by the Audit Committee and/or the Board of Directors.

- c. Basis of recommendations: The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of the Partners in providing Secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

Basis the rationale and justification provided above, the Board recommends Ordinary resolution under Item No. 5 of the accompanying Notice for approval of Members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 6

On the recommendation of the Nomination and Remuneration Committee, **Mr. Pratip Chaudhuri (DIN: 00915201)**, aged **71 years**, was appointed as an Additional Director of the Company, in the category of a Non-Executive, Independent Director, by the Board of Directors, with effect from **31st July, 2025**, pursuant to Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to the provisions of the said Section 161 of the Act, Mr. Chaudhuri shall hold office up to the date of the ensuing Annual General Meeting.

In terms of **Regulation 25(2A)** of the SEBI Listing Regulations, the appointment of an Independent Director is subject to the approval of the Members by way of a **Special Resolution**. Further, under Regulation 17(1C) of the SEBI Listing Regulations, such approval shall be obtained at the next general meeting or within three months from the date of appointment, whichever is earlier. Accordingly, appointment of Mr. Chaudhuri as an Independent Director is being placed before the Members for approval in view of the aforesaid regulatory requirements.

The Company has received a notice in writing under Section 160(1) of the Act from a Member proposing the candidature of Mr. Pratip Chaudhuri for the office of Independent Director.

In terms of **Section 149(10)** of the Act, an Independent Director can be appointed for a term of up to five consecutive years. The Board, after considering the recommendation of the Nomination and Remuneration Committee and reviewing the skills, background,

and experience of Mr. Chaudhuri, has recommended his appointment as an Independent Director for a term of five years from 31st July, 2025 to 30th July, 2030.

In accordance with **Regulation 17(1A)** of the SEBI Listing Regulations, no listed entity shall appoint or continue the directorship of a non-executive director who has attained the age of seventy-five years unless a **special resolution** is passed to that effect. Mr. Pratip Chaudhuri would attain the age of 75 years during the currency of his tenure as an Independent Director, hence a special resolution is proposed seeking approval of the Members for the continuation of his directorship in the Company even after attaining the said age.

The Board believes that Mr. Chaudhuri's association will be of immense benefit to the Company and its stakeholders given his distinguished career and proven leadership. He has held prominent positions in leading organizations, bringing with him decades of expertise in corporate governance, strategic planning, and risk oversight.

Mr. Chaudhuri's ability to provide independent judgement, his deep understanding of complex business environments, and his strategic insights are expected to significantly contribute to the Board's deliberations. His wide network and experience in guiding organizations through periods of transformation will support the Company's continued growth and value creation in the media and entertainment sector.

The Company has received a declaration from Mr. Pratip Chaudhuri confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. He has further confirmed that, in terms of NSE circular no. NSE/CML/2018/24 and BSE circular no. LIST/COMP/14/2018-19 dated 20th June, 2018, he is not debarred from holding the office of Director pursuant to any order of SEBI or any other authority. Additionally, Mr. Chaudhuri has submitted a declaration of compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Further, the Company has received from Mr. Chaudhuri: (i) his consent to act as Director in Form DIR-2 pursuant to Rule 8 of the said Rules; and (ii) an intimation in Form DIR-8 confirming that he is not disqualified under Sections 164(1) and 164(2) of the Act. Based on the above, Mr. Chaudhuri qualifies for being appointed as a Non-Executive, Independent Director of the Company.

In the opinion of the Board, Mr. Pratip Chaudhuri is a person of integrity, possesses relevant expertise and experience, and fulfills the conditions specified in the Act and SEBI Listing Regulations for his appointment as an Independent Director. He is independent of the management and is not disqualified from being appointed as a Director under Section 164 of the Act.

A brief profile of Mr. Chaudhuri and other relevant details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 are provided in the annexure to this Notice.

A Copy of the draft letter of appointment of Independent Director setting out the terms and conditions, would be available for inspection at the 'Investor Relations' section of the website of the Company which *inter-alia* provides that Mr. Chaudhuri would be entitled to sitting fees for attending the meetings of the Board of Directors and committees thereof, of which he is a member.

Basis the rationale and justification provided above, the Board recommends Special resolution under Item No. 6 of the accompanying Notice for approval of Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Pratip Chaudhuri and his relatives (to the extent of their shareholding interest, if any), are concerned or interested, financially or otherwise, in this resolution.

Item No. 7

On the recommendation of the Nomination and Remuneration Committee, **Mr. Vinod Kumar (DIN: 01800577)**, aged **70 years**, was appointed as an Additional Director of the Company, in the category of a Non-Executive, Independent Director, by the Board of Directors, with effect from **31st July, 2025**, pursuant to Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to the provisions of the said Section 161 of the Act, Mr. Kumar shall hold office up to the date of the ensuing Annual General Meeting.

In terms of **Regulation 25(2A)** of the SEBI Listing Regulations, the appointment of an Independent Director is subject to the approval of the Members by way of a **Special Resolution**. Further, under Regulation 17(1C) of the SEBI Listing Regulations, such approval shall be obtained at the next general meeting or within three months from the date of appointment, whichever is earlier. Accordingly, appointment of Mr. Kumar as an Independent Director is being placed before the Members for approval in view of the aforesaid regulatory requirements.

The Company has received a notice in writing under Section 160(1) of the Act from a Member proposing the candidature of Mr. Vinod Kumar, for the office of Independent Director.

In terms of **Section 149(10)** of the Act, an Independent Director can be appointed for a term of up to five consecutive years. The Board, after considering the recommendation of the Nomination and Remuneration Committee and reviewing the skills, background, and experience of Mr. Kumar, has recommended his appointment as an Independent Director for a term of five years from 31st July, 2025 to 30th July, 2030.

In accordance with **Regulation 17(1A)** of the SEBI Listing Regulations, no listed entity shall appoint or continue the directorship of a non-executive director who has attained the age of seventy-five years unless a **special resolution** is passed to that effect. Mr. Vinod Kumar would attain the age of 75 years during the currency of his tenure as an Independent Director, hence a special resolution is proposed seeking approval of the Members for the continuation of his directorship in the Company even after attaining the said age.

The Board believes that Mr. Vinod Kumar's association will be of immense benefit to the Company and its stakeholders given his distinguished career and proven leadership. He possesses rich and varied experience spanning over four decades in strategic planning, project appraisal, corporate financial management, and other allied areas. Armed with a B.Tech in Mechanical Engineering from IIT Kharagpur and a Post Graduate Diploma in Business Management from XLRI Jamshedpur and with over 35 years of experience across reputed organisations such as Tata Steel, Tata Power, Jindal Power, and CESC Limited, Mr. Kumar brings rich expertise in business strategy and operations. His proven track record in steering large organisations through periods of transformation, coupled with his ability to provide balanced and independent judgement, will significantly contribute to the Company's strategic direction, operational oversight, and long-term value creation in the media and entertainment sector.

The Company has received a declaration from Mr. Vinod Kumar confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. He has further confirmed that, in terms of NSE circular no. NSE/CML/2018/24 and BSE circular no. LIST/COMP/14/2018-19 dated 20th June, 2018, he is not debarred from holding the office of Director pursuant to any order of SEBI or any other authority. Additionally, Mr. Kumar has submitted a declaration of compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Further, the Company has received from Mr. Kumar: (i) his consent to act as Director in Form DIR-2 pursuant to Rule 8 of the said Rules; and (ii) an intimation in Form DIR-8 confirming that he is not disqualified under Sections 164(1) and 164(2) of the Act. Based on the above, Mr. Kumar qualifies for being appointed as a Non-Executive, Independent Director of the Company.

In the opinion of the Board, Mr. Vinod Kumar is a person of integrity, possesses relevant expertise and experience, and fulfills the conditions specified in the Act and SEBI Listing Regulations for his appointment as an Independent Director. He is independent of the management and is not disqualified from being appointed as a Director under Section 164 of the Act.

A brief profile of Mr. Kumar and other relevant details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 are provided in the annexure to this Notice.

A Copy of the draft letter of appointment of Independent Director setting out the terms and conditions, would be available for inspection at the 'Investor Relations' section of the website of the Company which *inter-alia* provides that Mr. Kumar would be entitled to sitting fees for attending the meetings of the Board of Directors and committees thereof, of which he is a member.

Basis the rationale and justification provided above, the Board recommends the Special resolution as set out under Item No. 7 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Vinod Kumar and his relatives (to the extent of their shareholding interest, if any), are concerned or interested, financially or otherwise, in this resolution.

Registered Office:

33, Jessore Road, Dum Dum
Kolkata-700 028

Date: 31st July, 2025

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 Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard-2 on General Meetings.**

Name of the Director	Ms. Avarna Jain	Mr. Pratip Chaudhuri	Mr. Vinod Kumar
DIN	02106305	00915201	01800577
Date of Birth	2 nd October, 1985	12 th September, 1953	20 th November, 1954
Date of first Appointment on the Board	29 th May, 2018	31 st July, 2025	31 st July, 2025
Age	39 years	71 Years	70 Years
Brief resume/ Experience/ nature of expertise in specific functional areas	Ms. Avarna Jain holds professional qualification of Bachelor of Arts in communication from University of Pennsylvania and has hands on experience in business dealing with consumer preferences and high end innovative products.	Mr. Pratip Chaudhuri served as the Chairman of the State Bank of India. Prior to becoming the Chairman of SBI, he served as a Dy. Managing Director (International Banking). He was also ex-officio Chairman of SBI Global Factors Ltd., State Bank of Mysore, State Bank of Bikaner & Jaipur, State Bank of Travancore, State Bank of Patiala and State Bank of Hyderabad, SBI Cards & SBI Life. He was also a Director on the Board of Export-Import Bank of India (EXIM Bank).	Mr. Vinod Kumar has over 35 years of experience with companies such as Tata Steel, Tata Power, Jindal Power, and CESC Limited. He was associated with CESC Limited as an Executive Director.
Qualification	Ms. Avarna Jain holds professional qualification of Bachelor of Arts in communication from University of Pennsylvania	Mr. Pratip Chaudhuri holds a BSc. (Hons) degree from St. Stephen's College, Delhi University, and is an alumnus of University Business School, Chandigarh. He also holds a professional certification from the Certified Associate of the Indian Institute of Bankers (CAIIB).	Mr. Vinod Kumar holds a B.Tech degree in Mechanical Engineering from IIT Kharagpur and a Post Graduate Diploma in Business Management (PGDBM) from XLRI Jamshedpur.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Mr. Chaudhuri possesses the required Industry Knowledge / Experience, Operational, Risk Management Skills, Governance Competencies and Behavioural Competencies along with sound financial acumen, independent judgment, including extensive experience in corporate finance, treasury, asset management, and international banking required for the role, arising out of the rich and diverse exposure he has gained over the course of his career.	Mr. Vinod Kumar possesses the required Industry Knowledge / Experience, Technical, Operational, Risk Management Skills, Governance Competencies and Behavioural Competencies required for the role, arising out of the rich and diverse exposure he has had during his career.

Directorship of other Boards	<ol style="list-style-type: none"> 1. Grand Royale Enterprises Limited 2. Spencer International Hotels Limited 	<ol style="list-style-type: none"> 1. Cosmo First Limited 2. Spencer's Retail Limited 	<ol style="list-style-type: none"> 1. Bentec India Limited 2. Integrated Coal Mining Ltd 3. Noida Power Company Limited 4. RPSG Sports Private Limited 5. RPSG Sports Ventures Private Limited 6. Apricot Foods Private Limited 7. Crescent Power Limited 8. Digidrive Distributors Limited
Membership/ Chairmanship of committees of the other Boards	Nil	Audit Committee : <ol style="list-style-type: none"> 1. Cosmo First Limited 2. Spencer's Retail Limited Nomination and Remuneration Committee: <ol style="list-style-type: none"> 1. Spencer's Retail Limited 	Audit Committee : <ol style="list-style-type: none"> 1. Digidrive Distributors Limited (Chairman) 2. Noida Power Company Limited 3. RPSG Sports Private Limited 4. RPSG Sports Ventures Private Limited 5. Integrated Coal Mining Ltd 6. Crescent Power Limited 7. Apricot Foods Private Limited Nomination and Remuneration Committee: <ol style="list-style-type: none"> 1. Digidrive Distributors Limited (Chairman) 2. Noida Power Company Limited
Listed companies from which the Director has resigned in the past 3 (three) years	Nil	<ol style="list-style-type: none"> 1. CESC Ltd 2. Firstsource Solutions Limited 3. Muthoot Finance Limited 	Nil
Disclosure of relationships between directors inter-se and Manager and other Key Managerial Personnel of the Company	Ms. Avarna Jain is related to Dr. Sanjiv Goenka and Mrs. Preeti Goenka, Non-Executive Directors of the Company	None	None

Terms and conditions of appointment or re-appointment	Ms. Avarna Jain will be re-appointed as Non- Executive Director of the Company and shall be liable to retirement by rotation.	Appointment as an Independent Director for a period of five consecutive years effective from 31 st July, 2025 to 30 th July, 2030 (both days inclusive). For further details refer to the Notice and Explanatory Statement.	Appointment as an Independent Director for a period of five consecutive years effective from 31 st July, 2025 to 30 th July, 2030 (both days inclusive). For further details refer to the Notice and Explanatory Statement.
Details of remuneration sought to be paid and remuneration last drawn (FY 2024-25), if applicable.	Proposed remuneration: Sitting fees Remuneration last drawn: Nil except sitting fees	Sitting fees for attending Board and Committee Meetings. Remuneration last drawn: Not applicable	Sitting fees for attending Board and Committee Meetings. Remuneration last drawn: Not applicable
Shareholding in the company including shareholding as a beneficial owner	Nil	Nil	Nil
Number of Board meetings attended during the year	3 (three)	Not applicable, since Mr. Pratip Chaudhuri was appointed on 31 st July, 2025	Not applicable, since Mr. Vinod Kumar was appointed on 31 st July, 2025