

SAAVN MEDIA LIMITED

(formerly known as Saavn Media Private Limited)

Registered Office: A Wing, 19th Floor, One BKC, G Block, BKC, Bandra East, Mumbai – 400 051

CIN: U72300MH2011PLC221359 || Email: contact.in@saavn.com || Tel: +91-22-35662700

Notice

NOTICE is hereby given that the Tenth Annual General Meeting of the members of Saavn Media Limited will be held on Thursday, August 26, 2021 at 5:30 p.m. (IST) through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”), to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Ms. Jyoti Deshpande, who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Jyoti Deshpande (DIN: 02303283), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

3. To appoint Mr. Paramdeep Singh, who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Paramdeep Singh (DIN: 03579758), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

4. To appoint Mr. Vinodh Bhat, who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vinodh Bhat (DIN: 08093958), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

By Order of the Board of Directors

Rahul Sawale
Company Secretary
ICSI Membership No. A29314

Date : July 30, 2021

Place : Mumbai

Registered Office:

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Mumbai - 400051

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Notes:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“**MCA**”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as “**MCA Circulars**”) permitted convening the Annual General Meeting (“**AGM**” / “**Meeting**”) through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (the “**Act**”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company’s website www.jiosaavn.com/corporate.com.
3. Generally, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
7. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to rahul.sawale@saavn.com.
8. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Thursday, August 19, 2021 through email on rahul.sawale@saavn.com. The same will be replied by the Company suitably.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
11. In terms of the provisions of Section 152 of the Act, Ms. Jyoti Deshpande, Mr. Paramdeep Singh and Mr. Vinodh Bhat retires by rotation at the Meeting. The Board of Directors of the Company commend their re-appointment.

Ms. Jyoti Deshpande is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to her re-appointment. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested,

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financially or otherwise, in the resolutions set out under Item Nos. 1 to 4 of the Notice.

Mr. Paramdeep Singh is interested in the Ordinary Resolution set out at Item No. 3 of the Notice with regard to his re-appointment. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out under Item Nos. 1 to 4 of the Notice.

Mr. Vinodh Bhat is interested in the Ordinary Resolution set out at Item No. 4 of the Notice with regard to his re-appointment. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out under Item Nos. 1 to 4 of the Notice.

12. Details of Ms. Jyoti Deshpande, Mr. Paramdeep Singh and Mr. Vinodh Bhat, Directors retiring by rotation at this Meeting are provided in the “**Annexure I**” to the Notice.
13. Detailed instructions to attend, participate and vote at the Meeting through VC / OAVM is attached as “**Annexure II**”.

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Annexure I

Details of Directors retiring by rotation at the ensuing Annual General Meeting is as under:

Ms. Jyoti Deshpande	
Age	50 years
Qualifications	Ms. Jyoti Deshpande has done her Bachelor's in Commerce & Economics and Master's in Business Administration from Mumbai University.
Experience (including expertise in specific functional area) / Brief Resume	<p>Ms. Jyoti Deshpande has over 27 years of experience in media and entertainment across advertising, media consulting, television and film. Ms. Deshpande is the President – Content and Media Platforms for Reliance Industries Limited and leads the company's initiatives to create original content such as films and web series across Hindi and multiple languages under the Jio Studios banner. She also has a critical oversight role across all of RIL's media investments such as Network 18 group, Balaji Telefilms and Saavn with a view to integrate the synergies across these diverse media companies and build maximum value.</p> <p>Ms. Deshpande regularly features among Fortune India's 50 Most Powerful Women in Business as well as Business Today's MPW list, both of which celebrate the journeys and triumphs of women who not only impact their organization but are also thought leaders in their industry. Ms. Deshpande was also featured in Forbes Emergent 25 business women in Asia list.</p>
Terms and Conditions of Re-appointment	Non-executive Director, liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	07.04.2018
Shareholding in the Company as on March 31, 2021	Nil
Relationship with other Directors / Key Managerial Personnel	None
Number of meetings of the Board attended during the financial year 2020-21	5
Directorships of other Boards as on March 31, 2021	<ul style="list-style-type: none">• Network18 Media & Investments Limited• TV18 Broadcast Limited• Balaji Telefilms Limited• Indiacast Media Distribution Private Limited• Viacom 18 Media Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2021	Viacom 18 Media Private Limited Chairperson - Nomination and Remuneration Committee

Mr. Paramdeep Singh	
Age	40 years
Qualifications	Mr. Paramdeep Singh graduated from the College of Arts & Sciences at Tufts University with degrees in International Relations, Economics and Entrepreneurship.

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Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Paramdeep Singh has played a crucial role in driving the rapid growth of the business, recruiting key talent to the team, and acquiring major assets that have become the building blocks of the company. He oversees all content acquisition, original content development and business development, and works with the Indian government on matters including piracy, copyright and publishing. He has been instrumental in sourcing and developing key strategic partnerships with all the major and independent record labels, as well as telecom operators and smartphone OEMs.</p> <p>He is a serial entrepreneur with experience in ventures across numerous verticals, including Music, Media and Technology, Retail, Real Estate and Hospitality.</p> <p>In 2018, Mr. Paramdeep Singh was named one of India's 40 Under 40 achievers by Business World.</p>
Terms and Conditions of Re-appointment	Non-executive Director, liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Not Applicable
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	07.04.2018
Shareholding in the Company as on March 31, 2021	Nil
Relationship with other Directors / Key Managerial Personnel	None
Number of meetings of the Board attended during the financial year 2020-21	5
Directorships of other Boards as on March 31, 2021	<ol style="list-style-type: none">1. LeagueApps2. iTutor3. SMPL India Holdings, Ltd.4. Authorgen Technologies Private Limited5. Saavn Inc.6. Saavn LLC
Membership / Chairmanship of Committees of other Boards as on March 31, 2021	Saavn Media Limited Member – Allotment Committee Member – Finance Committee

Mr. Vinodh Bhat	
Age	45 years
Qualifications	Mr. Vinodh Bhat graduated with a B.S. in Finance and Marketing from the McIntire School of Commerce at the University of Virginia, where he was an Echols Scholar.
Experience (including expertise in specific functional area) / Brief Resume	Mr. Vinodh Bhat has over 19 years of experience in the media, entertainment and technology industries and has played a crucial role in defining the company's purpose and vision, recruiting talented individuals to join the JioSaavn team, developing its revenue streams, and initiating strategic partnerships in Silicon Valley for growth in India. Mr. Bhat has

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	<p>been a recognized speaker at industry conferences around the world and served on the boards of IAMA, MMA and 3AF. He is also a Founding Partner at New York City-based venture development firm, 212MEDIA. Prior to JioSaavn and 212MEDIA, he co-founded and led Sales, Business and Market Development at Simile, a contextual advertising platform that advised various business units of Time Warner, McClatchy Newspaper Group, and Scripps.</p> <p>He began his career at the investment bank Donaldson, Lufkin & Jenrette (DLJ) and helped advise and raise capital for media & telecom companies such as Voyager, Earthlink, AT&T, @Home, Akamai, and several others.</p>
Terms and Conditions of Re-appointment	Non-executive director, liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Not Applicable
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	April 7, 2018 as an additional director
Shareholding in the Company as on March 31, 2021	Nil
Relationship with other Directors / Key Managerial Personnel	None
Number of meetings of the Board attended during the financial year 2020-21	5
Directorships of other Boards as on March 31, 2021	SMPL India Holdings, Ltd.
Membership / Chairmanship of Committees of other Boards as on March 31, 2021	None

By Order of the Board of Directors

Rahul Sawale
Company Secretary
ICSI Membership No. A29314

Date : July 30, 2021
Place : Mumbai

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Annexure II

1. Members would have received an email from the Company to participate in the Meeting through video-conference on your email address registered with the Company.
2. The Meeting through video-conference would be conducted through “JioMeet” which enables two-way audio and video conference. Members are requested to join the Meeting using the following link:

<https://jiomeetpro.jio.com/shortener?meetingId=9061511328&pwd=u31YS>

or enter below Meeting ID to join meeting by entering the Password:

Meeting ID: 906 151 1328

Password: u31YS

Detailed instructions on installing Jio Meet is attached as **Annexure III**.

3. The link to join the Meeting shall be active from 15 (fifteen) minutes prior to the time of the Meeting.
4. E-mail address of the Company Secretary of the Company, Mr. Rahul Sawale rahul.sawale@saavn.com is designated for correspondences and all other purposes related to the Meeting.
5. For any assistance (including with technology) before or during the Meeting, members may contact Mr. Rahul Sawale, Company Secretary on +91- 9372764221.

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Annexure III

1. Members would have received an email from the Company Secretary, Mr. Rahul Sawale to participate in the Meeting through video-conference on your email address registered with the Company.
2. In case you already have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, click on meeting link. You will connect to the meeting. Alternatively, you may open JioMeet, click on “Join a Meeting” option on JioMeet. Mention meeting code (10 digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)
3. In case you do not have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

Option 1

For installing JioMeet App on your **iPad / apple devices / iPad / Android devices:**

Click on meeting link from the email invitation/calendar events



System will prompt you to download JioMeet App from respective Appstore / Playstore



Download and Install JioMeet. You may signup using your Indian Mobile number for OTP based login or Email address & then sign in. Signup is optional. You may also join the meeting without login



Once installed, click on invitation once again on meeting link from the email invitation/calendar events You will be prompted to start JioMeet App.



State your name & mention meeting code (10-digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)



Click on “**Join meeting**” option



You will Join the meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.

Option 2

For participating through **Windows / Apple powered Laptops / Computer devices:**

Open the <https://jiomeet.jio.com> using **Google Chrome** browser



Simply click on “**Join A Meeting**” option from the website top panel.



A new Browser window would open. Mention meeting code (10 digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)



You will enter the Meeting. Make sure you give permission to start your camera and the microphone may be kept on “Mute” when not speaking.