

## Compliance Report on Corporate Governance

**1. Name of Listed Entity : SAREGAMA INDIA LIMITED**

**2. Quarter ended : 31 DECEMBER 2016**

<b>I. Composition of Board of Directors</b>									
Title	Name of the Director	DIN	PAN	Category (Chairperson/Executive / Non-Executive / Independent / Nominee)	Date of Appointment in the current term	Tenure	No of Directorship in listed entities including this listed entity (Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Regulation 26(1) of Listing Regulations)
MR.	SANJIV GOENKA	00074796	AEFPG4689G	Chairperson-Non-Executive	30-07-2014	NA	1	3	2
MRS.	PREETI GOENKA	05199069	AEFPG4690B	Non-Executive	26-07-2013	NA	-	-	-
MRS.	SUSHILA GOENKA	00087692	AEFPG4688H	Non-Executive	31-07-2015	NA	-	-	-
MR.	PRADIPTA KUMAR MOHAPATRA	00066239	AAJPM4942Q	Non-Executive-Independent	01-04-2014	2 yrs. 9 mnths.	5	6	1
MR.	BHASKAR RAYCHAUDHURI	00277913	ADBPR3094F	Non-Executive-Independent	01-04-2014	2 yrs. 9 mnths.	1	1	1
MR.	UMANG KANORIA	00081108	AGEPK6971A	Non-Executive-Independent	28-09-2015	1 yr. 94 days	2	6	2
MR.	SANTANU BHATTACHARYA	01794958	ADXPB4146J	Non-Executive-Independent	22-12-2015	376 days	1	-	-
MR.	ARINDAM SARKAR	06938957	BCXPS5299B	Non-Executive-Independent	22-12-2015	376 days	2	-	-
MR.	VIKRAM MEHRA	03556680	ACRPM4046P	Executive	27-10-2014	NA	-	-	-
MR.	GHANASHYAM BHAGWAN AAYEER	00087760	AABPA3618B	Executive	31-07-2015	NA	-	-	-

**II. Composition of Committees**

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Mr. Bhaskar Raychaudhuri	Chairperson - Non Executive - Independent
	Mr. Pradipta Kumar Mohapatra	Non Executive - Independent
	Mr. Umang Kanoria	Non Executive - Independent
2. Nomination & Remuneration Committee	Mr. Bhaskar Raychaudhuri	Chairperson - Non Executive - Independent
	Mr. Pradipta Kumar Mohapatra	Non Executive - Independent
	Mr. Umang Kanoria	Non Executive - Independent
3. Risk Management Committee	N.A. *	N.A. *
4. Stakeholders Relationship Committee	Mr. Sanjiv Goenka	Chairperson - Non Executive
	Mr. Pradipta Kumar Mohapatra	Non Executive - Independent
	Mr. Umang Kanoria	Non Executive - Independent

\* Not appearing in NSE list of top 100 companies

**III. Meeting of Board of Directors**

Date of Meeting in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
02-08-2016	09-11-2016	98

**IV. Meeting of Committees**

Date of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
<u>Audit Committee</u>	Yes	02-08-2016	98
09-11-2016			
<u>Nomination and Remuneration Committee</u>	Yes	-	-
09-11-2016			
<u>Stakeholder Relationship Committee</u>	Yes	-	-
09-11-2016			

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status(Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
<b>VI.Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : <b>Yes</b></p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:</p> <p>a. Audit Committee: <b>Yes</b></p> <p>b. Nomination &amp; remuneration committee: <b>Yes</b></p> <p>c. Stakeholders relationship committee: <b>Yes</b></p> <p>d. Risk management committee (applicable to the top 100 listed entities): <b>NA</b></p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015: <b>Yes</b></p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015: <b>Yes</b></p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.: <b>Yes</b> Any comments/observations/advice of Board of Directors may be mentioned here. -</p>	
<p style="text-align: right;"><b>For Saregama India Limited</b>  <b>Tony Paul</b>  <b>Company Secretary</b></p>	