

Compliance Report on Corporate Governance

1. Name of Listed Entity : SAREGAMA INDIA LIMITED

2. Quarter ended : 31 MARCH 2016

I. Composition of Board of Directors									
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	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
MR.	SANJIV GOENKA	00074796	AEFPG4689G	Chairperson-Non-Executive	30-07-2014	NA	5	4	2
MRS.	PREETI GOENKA	05199069	AEFPG4690B	Non-Executive	26-07-2013	NA	1	-	-
MRS.	SUSHILA GOENKA	00087692	AEFPG4688H	Non-Executive	31-07-2015	NA	1	-	-
MR.	PRADIPTA KUMAR MOHAPATRA	00066239	AAJPM4942Q	Non-Executive-Independent	01-04-2014	2 years	5	8	1
MR.	BHASKAR RAYCHAUDHURI	00277913	ADBPR3094F	Non-Executive-Independent	01-04-2014	2 years	1	1	1
MR.	UMANG KANORIA	00081108	AGEPK6971A	Non-Executive-Independent	28-09-2015	186 days	4	6	2
MR.	SANTANU BHATTACHARYA	01794958	ADXPB4146J	Non-Executive-Independent	22-12-2015	101 days	1	2	-
MR.	ARINDAM SARKAR	06938957	BCXPS5299B	Non-Executive-Independent	22-12-2015	101 days	2	-	-
MR.	VIKRAM MEHRA	03556680	ACRPM4046P	Executive	27-10-2014	NA	1	-	-
MR.	GHANASHYAM BHAGWAN AAYEER	00087760	AABPA3618B	Executive	31-07-2015	NA	1	-	-

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)
22-12-2015 and 28-12-2015	29-01-2016	31

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	09-11-2015	80
29-01-2016			
<u>Nomination and Remuneration Committee</u>	N.A.	09-11-2015	-
-			
<u>Stakeholder Relationship Committee</u>	N.A.	22-12.2015	-
-			

V. Related Party Transactions	
Subject	Compliance status(Yes/No/NA)
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
VI.Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : Yes</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: Yes</p> <p>b. Nomination & remuneration committee: Yes</p> <p>c. Stakeholders relationship committee: Yes</p> <p>d. Risk management committee (applicable to the top 100 listed entities): NA</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: Yes</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: Yes</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.: Yes Any comments/observations/advice of Board of Directors may be mentioned here.</p>	

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of listing Regulations	
Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil machanism/ whistle blower policy	Yes
Criteria of making payments to non-executive directors	No/ The Company furnishes the same in its Annual Report w.r.t Reg 46(2) (f) of SEBI(LODR)Regulation 2015
Policy on dealing with related party transactions	Yes
Policy for determining 'material ' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and / or their associates	NA
New name and the old name of the listed entity	NA

II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	NA
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independentn Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2)(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate governance requirements with respect to subsidiary of listed entry	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) &(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by NonExecutive Directors	26(4)	NA
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	NA
III Affirmations:		
The listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. Yes		