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SAREGAMA INDIA LIMITED
Corporate Identification Number (CIN): L22213WB1946PLC014346
Registered Office: 33, Jessore Road, Dum Dum, Kolkata-700 028, West Bengal
Phone: 033-2551 2984/4773 | **Fax:** +91 33 2550 0817
Email: co.sec@saregama.com |**Website:** www.saregama.com

NOTICE CONVENING MEETING OF EQUITY SHAREHOLDERS OF SAREGAMA INDIA LIMITED PURSUANT TO ORDER DATED 18TH NOVEMBER, 2022 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH

MEETING	
Day	Wednesday
Date	21st December, 2022
Time	11 A.M. (IST)
Mode of Meeting	As per the directions of the Hon'ble National Company Law Tribunal, Kolkata Bench, the meeting shall be conducted through Video Conferencing (**"VC"**)/ Other Audio Visual Means (**"OAVM"**)
Cut-off date for e-Voting	Wednesday, 14th December, 2022
Remote e-Voting start date and time	Saturday, 17th December, 2022 at 9.00 a.m. (IST)
Remote e-Voting end date and time	Tuesday, 20th December, 2022 at 5.00 p.m. (IST)

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The Notice of the Meeting, Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules (page nos. 1 to 60 and Annexure I to Annexure XII (page nos 61 to 128 constitute a single and complete set of documents and should be read together as they form an integral part of this document.

FORM NO. CAA. 2
[Pursuant to Section 230 (3) and rule 6 and 7]

IN THE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH
CA (CAA) No. 141/KB/2022
IN THE MATTER OF SECTIONS 230 TO 232
AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013
AND
IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN SAREGAMA INDIA LIMITED AND DIGIDRIVE DISTRIBUTORS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Saregama India Limited, a public company incorporated under the India Companies Act, 1913 having Corporate Identification Number: L22213WB1946PLC014346 and its registered office at 33, Jessore Road, Dum Dum, Kolkata-700 028, West Bengal, India.	)	**... Company/ Demerged Company**

NOTICE CONVENING MEETING OF EQUITY SHAREHOLDERS

To,
The Equity Shareholders of
Saregama India Limited

1. NOTICE is hereby given that, in accordance with the Order dated 18th November, 2022 in the above mentioned Company Application, passed by the Hon'ble National Company Law Tribunal, Kolkata Bench ("**Tribunal**") ("**Tribunal Order**"), a Meeting of the Equity Shareholders of the Company, will be held for the purpose of their considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between Saregama India Limited ("**Company**" or "**Demerged Company**") and Digidrive Distributors Limited ("**Resulting Company**") and their respective shareholders and creditors ("**Scheme**") on **Wednesday, 21st December, 2022** at **11:00 a.m. (IST)**.

2. Pursuant to the said Tribunal Order and as directed therein, the Meeting of the Equity Shareholders of the Company ("**Meeting**") will be held through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**OAVM**"), in compliance with the applicable provisions of the Companies Act, 2013 ("**Act**") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") to consider, and if thought fit, to pass, with or without modification(s), the following resolution for approval of the Scheme by requisite majority as prescribed under Section 230(1) and (6) read with Section 232(1) of the Act, as amended:

*"**RESOLVED THAT** pursuant to the provisions of Sections 230 and 232 of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India*

*(Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) and circulars issued thereof, for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble jurisdictional National Company Law Tribunal ("**Tribunal**") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement between Saregama India Limited and Digidrive Distributors Limited and their respective shareholders and creditors ("**Scheme**"), be and is hereby approved;*

***RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."*

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3. **TAKE FURTHER NOTICE** that the Equity Shareholders shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes (a) through e-voting system available at the Meeting to be held virtually ("**e-Voting at the Meeting**"); or (b) by remote electronic voting ("**remote e-Voting**") during the period as stated below:

REMOTE E-VOTING PERIOD	
Commencement of voting	Saturday, 17th December, 2022 at 9.00 a.m. (IST)
End of voting	Tuesday, 20th December, 2022 at 5.00 p.m. (IST)

4. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e., Wednesday**,** 14th December**,** 2022 only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an Equity Shareholder as on the cut-off date, should treat the Notice for information purpose only.

5. A copy of the said Scheme, statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules along with all annexures to such

statement are appended. A copy of this Notice and the accompanying documents are also placed on the website of the Company and can be accessed at www.saregama.com; the website of National Securities and Depository Limited (**"NSDL"**) viz. www.evoting.nsdl.com, being the agency appointed by the Company to provide the e-voting and other facilities for convening of the Meeting and the website of the Stock Exchanges i.e., BSE Limited ("**BSE**") viz. www.bseindia.com and the National Stock Exchange of India Limited ("**NSE**") viz. www.nseindia.com.

6. The Tribunal has appointed Mr Avishek Guha, Advocate to be the Chairperson for the Meeting and Ms Aisha Amin, Advocate to be the Scrutinizer for the Meeting.

7. The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent sanction of the Tribunal and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

Sd/-
Avishek Guha
Chairperson appointed by the Tribunal for the Meeting

Kolkata, 19th November, 2022

Registered Office:
33, Jessore Road, Dum Dum, Kolkata-700 028, West Bengal
CIN: L22213WB1946PLC014346
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Notes for Meeting of Equity Shareholders of the Company

1. General instructions for accessing and participating in the Meeting through VC/ OAVM Facility and voting through electronic means including remote e-voting

(a) Pursuant to the directions of the Hon'ble National Company Law Tribunal, Kolkata Bench ("**Tribunal**"), *vide* its Order dated 18th November, 2022 ("**Tribunal Order**"), the Meeting of the Equity Shareholders of the Company is being conducted through Video Conference ("**VC**")/ Other Audio Visual Means ("**OAVM**") facility to transact the business set out in the Notice convening this Meeting, which does not require physical presence of the Equity Shareholders at a common venue. The deemed venue for the Meeting shall be the registered office of the Company.

(b) The statement pursuant to Sections 230 and 232 read with Section 102 and other applicable provisions of the Companies Act, 2013 ("**Act**") and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**CAA Rules**") in respect of the business set out in the Notice of the Meeting is annexed hereto.

(c) A person, whose name appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Wednesday, 14th December, 2022 only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an Equity Shareholder as on the cut-off date, should treat the Notice for information purpose only.

(d) Since this Meeting is being held through VC/ OAVM, physical attendance of Equity Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Equity Shareholders will not be available for the Meeting and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in pursuance of Section 113 of the Act, authorized representatives of institutional/ corporate shareholders may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/ OAVM facility and e-voting during the Meeting provided that such shareholder sends a scanned copy (PDF/JPG Format) of its board or governing body resolution/ authorization etc., authorizing its representative to attend the Meeting through VC/ OAVM on its behalf, vote through e-voting at the Meeting and/or to vote through remote e-voting, on its behalf. The scanned image of the abovementioned documents should be in the name format 'Authorization Letter'. The said resolution/ authorization shall be sent to the scrutinizer by email through his registered email id address to adv.aishaamin@gmail.com and to the Company at co.sec@saregama.com, before the VC/ OAVM Meeting or before the remote e-voting, as the case may be, not later than 48 (forty eight) hours before the time for holding such Meeting.

(e) The proceedings of this Meeting would be deemed to have been conducted at the registered office of the Company located at 33, Jessore Road, Dum Dum, Kolkata-700 028, West Bengal.

(f) No route map of the venue of the Meeting is annexed hereto, since this Meeting is being held

through VC/ OAVM.

(g) In case of joint holders attending the Meeting, the Equity Shareholder whose name appears as the first holder in order of names as per Register of Members will be entitled to vote.

(h) 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 or Company's Registrars and Share Transfer Agents, MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata – 700045 (Contacts: Mr. P. Basu / Mr. S. Ghosh / Mr. P. Mukherjee), Telephone: (033) 4072 4051 – 53, Fax: (033) 4072 4050, Email: mcssta@rediffmail.com for assistance in this regard.

(i) Equity Shareholders attending the Meeting through VC/ OAVM shall be reckoned for the purpose of quorum. Quorum for the Meeting shall be in terms of the Tribunal Order and Section 103 of the Act.

(j) As per directions of the Tribunal Order, the Notice of the Meeting and the accompanying documents mentioned in the Index are being sent through email to the Equity Shareholders of the Company at their registered or last known email address or addresses as per the records of the Company/ Depositories, in accordance with various circulars issued by Securities and Exchange Board of India / stock exchanges and the Ministry of Corporate Affairs, to the extent applicable. The aforesaid particulars are being sent to all the Equity Shareholders whose names appear in the register of members/ list of beneficial owners as on Friday, 11th November, 2022.

(k) The Equity Shareholders may note that the aforesaid documents are also available on the website of the Company at www.saregama.com, the website of National Securities and Depository Limited (**"NSDL"**) viz. www.evoting.nsdl.com, being the agency appointed by the Company to provide the e-voting and other facilities for convening of the Meeting and the website of the Stock Exchanges i.e., BSE Limited ("**BSE**") viz. www.bseindia.com and the National Stock Exchange of India Limited ("**NSE**") viz. www.nseindia.com.

(l) If so desired, Equity Shareholders may obtain a copy of the Notice and the accompanying documents, i.e., Scheme and the Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and CAA Rules etc., free of charge from the registered office of the Company, or by sending an email to the Company at co.sec@saregama.com.

(m) A written request in this regard, along with details of your shareholding in the Company, may be addressed to the Company at co.sec@saregama.com.

(n) The Notice convening the Meeting will be published through advertisement in 'Financial Express' in English having nation-wide circulation, and 'Aajkaal' in Bengali having circulation in Kolkata.

(o) The Scheme shall be considered approved by the Equity Shareholders of the Company if the resolution mentioned in the Notice has been approved by majority of persons representing three-fourth in value of the Equity Shareholders casting votes collectively both during the Meeting held through VC/ OAVM or by remote e-voting, in terms of the provisions of Sections 230 – 232 of the Act.

(o) The voting rights of the Equity Shareholders shall be in proportion to their shareholding of the paid up equity share capital of the Company as on Cut-Off Date, i.e. Wednesday, 14th December, 2022.

(p) Securities and Exchange Board of India ("**SEBI**") has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Equity Shareholders holding shares in electronic form are requested to submit their PAN to their Depository Participants, and those holding shares in physical form are requested to submit their PAN to the Company's RTA.

(q) All grievances connected with the facility for voting by electronic means may be addressed to Company's RTA, Mr. P. Mukherjee or call on (033) 4072 4051 or (033) 4072 4053.

2. Procedure for joining the Meeting through VC/ OAVM

(a) Equity Shareholders will be provided with a facility to attend the Meeting through VC/ OAVM through the NSDL e-Voting system. Equity Shareholders may access by following the steps mentioned below for "Procedure and Instructions relating to e-Voting" for access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under 'Join Meeting' menu against company name. You are requested to click on "VC/OAVM link" placed under Join Meeting menu. The link for VC/ OAVM will be available in Shareholder/ Member login where the 'EVEN' of Saregama India Limited will be displayed.

(b) Equity Shareholders 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.

(c) Equity Shareholders are requested to join the Meeting through laptops, smartphones, tablets or iPads for better experience and will be required to allow camera and use internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected 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 glitches.

(d) Facility to join the Meeting will be opened fifteen minutes before the scheduled time of the Meeting and will be kept open throughout the proceedings of the Meeting.

(e) As the Meeting is being conducted through VC/ OAVM, Equity Shareholders can submit their questions in advance with regard to the Scheme or any other matter placed at the Meeting, from their registered email address, mentioning their name, DP ID and Client ID/ Folio No., PAN, Mobile Number to co.sec@saregama.com to enable smooth conduct of the Meeting. Questions/ Queries received by the Company on or before Wednesday, 14th December, 2022, on the aforementioned e-mail ID shall be considered and responded during the Meeting.

(f) Equity Shareholders who would like to express their views or ask questions during the Meeting may register themselves as Speakers by sending their request from their registered email address mentioning their name, DP ID and Client ID/ Folio No., PAN, Mobile Number to co.sec@saregama.com on or before Wednesday, 14th December, 2022. Those Equity Shareholders who have registered themselves as Speakers will only be allowed to express their views/ ask questions during the Meeting. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.

(g) The Chairman, at its discretion reserves the right to restrict the number of questions and number of Speakers, depending upon availability of time as appropriate for smooth conduct of the Meeting.

(h) Equity Shareholders who need assistance before or during the Meeting, can contact NSDL at www.evoting.nsdl.com or call toll free numbers 1800 1020 990/ 1800 224 430 or contact Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at evoting@ nsdl.co.in.

3. Procedure and Instructions for remote e-voting and e-voting at the Meeting

(i) INSTRUCTIONS RELATING TO E-VOTING

(a) Pursuant to the directions of the Tribunal given under the Tribunal Order, the Company is providing its Equity Shareholders facility to exercise their right to vote on the resolution proposed to be passed (i) remotely, using an electronic voting system on the dates specified in the Notice ("**remote e-Voting**''); and (ii) at the Meeting by electronic means ("**e-Voting at the Meeting**").

(b) The Company has engaged the services of NSDL as the agency to provide the facility for remote e-Voting and e-Voting at the Meeting. The manner of voting, including voting remotely by (i) individual shareholders holding shares of the Company in demat mode, (ii) Equity Shareholders other than individuals holding shares of the Company in demat mode, (iii) Equity Shareholders holding shares of the Company in physical mode, and (iv) Equity Shareholders who have not registered their e-mail address, is explained in the instructions given hereinbelow.

(c) The remote e-Voting will not be allowed beyond the end date and time specified in the voting period as stated in the Notice and the remote e-Voting module shall be forthwith

disabled by NSDL upon expiry of the aforesaid period.

(d) Further, the facility for voting through electronic voting system will also be made available at the Meeting. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till the resolution proposed in the Notice is considered and voted upon at the Meeting and may be used for voting only by the Equity Shareholders holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

(e) The Equity Shareholders who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on the resolution is cast by an Equity Shareholder, whether partially or otherwise, the Equity Shareholder will not be allowed to change it subsequently or cast the vote again.

(f) An Equity Shareholder can opt for only single mode of voting i.e., either through remote e-Voting or e-Voting at the Meeting.

(g) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Wednesday, 14th December, 2022 shall be entitled to avail the facility of remote e-Voting or for participation and e-Voting at the Meeting. A person who is not an Equity Shareholder as on the cut-off date should treat the Notice for information purpose only.

(h) The voting rights of Equity Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, 14th December, 2022.

(i) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes shareholder of the Company after the Notice is send through e-mail and holding shares as of the cut-off date i.e. Wednesday, 14th December, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in. 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 Shareholder of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Wednesday, 14th December, 2022 may follow steps mentioned in the Notice of the Meeting under "Access to NSDL e-Voting system".

(ii) PROCEDURE FOR E-VOTING:

The remote e-voting period commences on Saturday, 17th December, 2022 at 9:00 a.m. (IST) and ends on Tuesday, 20th December, 2022 at 5:00 p.m. (IST).

The details of the process and manner for remote e-Voting and e-Voting at the Meeting are explained below:

Step 1: Access to NSDL e-Voting system
Step 2: Cast your vote electronically on NSDL e-Voting system

Step 1: Access to NSDL e-voting system

(A) Login Method for e-Voting and joining the virtual meeting for individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 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.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	**I. NSDL IDeAS Faciliy:** a. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL: https://eservices.nsdl.com/ Once the home page of e-services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. Please enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against the Company's name or e-Voting service provider i.e. NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-voting period or joining the virtual meeting and voting during the Meeting. b. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/ Select 'Register Online for IDeAS' on the Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	II. E-voting website of NSDL: a. Visit the e-Voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsdl.com/ 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 16 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 options available against the Company's 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 meetinhg and voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL.	a. Existing users who have opted for Easi / Easiest, they can login through their User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and then click on New System Myeasi. b. After successful login of Easi / Easiest, the user will also be able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. c. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration d. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link at www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile no. & e-mail address as recorded in the demat account. After successful authentication, user will be provided links for the respective e-Voting service provider i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once you login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/

demat mode) login through their depository participants	CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against the Company's 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 the virtual meeting and voting during the meeting.

Important Note: Equity Shareholders who are unable to retrieve User Id / Password are advised to use Forget User Id and Forgot 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	Equity Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430.
Individual Shareholders holding securities in demat mode with CDSL	Equity Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43.

(B) Login Method for e-voting and joining the virtual meeting for Equity Shareholders other than individual shareholders holding securities in demat mode and Equity Shareholders holding securities in physical mode:

How to Log-in to NSDL e-voting website?

(i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/

(ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member / Creditor' section.

(iii) 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://www.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.

(iv) 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 EVEN is 101456 and Folio number is 001***, then user ID is 101456001***

(v) Your password details 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 by NSDL. Once you retrieve your 'initial password', you need to enter the same and the system will force you to change your password.

(c) How to retrieve your 'initial password'?

- If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail id. Trace the email sent to you from NSDL from your mailbox. The email contains your 'User ID' and your 'initial password'.

- In case you have not registered your e-mail address with the Company/ Depository, please follow steps mentioned below in 'Process for those Equity Shareholders whose email ids are not registered'.

(vi) If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- 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.

- "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- 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 No., your PAN, your name and your registered address.

- Members can also use the one-time password (OTP) based login for casting the votes on the e-voting system of NSDL.

(vii) After entering your password, click on agree to "Terms and Conditions" by selecting on the check box.

(viii) Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

i. After successful login at Step 1, you will be able to see 'EVEN' of all the Companies in which you are holding shares and whose voting cycle and General Meeting is in active status.

ii. Select 'EVEN' of Company for which you wish to cast your vote during remote e-Voting period and during the Meeting. For joining the Meeting, you need to click on 'VC / OAVM' link placed under 'Join Meeting'.

iii. Now you are ready for e-Voting as the voting page opens.

iv. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

v. Upon confirmation, the message 'Vote cast successfully' will be displayed.

vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those Equity Shareholders whose email ids are not registered with the Depositories for procuring User ID and Password for e-Voting:

Equity Shareholders may send a request to evoting@nsdl.co.in for procuring User ID and Password for e-Voting:

a. In case shares are held in physical mode, please provide folio no., name of Equity Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).

b. In case shares are held in demat mode, please provide 8 Character DP ID followed by 8 Digit Client ID in case NSDL account or 16 digit beneficiary ID in case of CDSL account, Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card) and AADHAR (self-attested scanned copy of Aadhar Card).

c. If you are an individual shareholder holding shares in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Method for e-Voting and joining the virtual meeting for individual shareholders holding securities in demat mode.

d. In terms of SEBI circular dated December 9, 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.

Instructions for e-voting on the day of the Meeting:

a. The procedure for e-voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.

b. Only those Equity Shareholders, who will be present in the Meeting through VC/ OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the Meeting.

c. Details of persons who may be contacted for any grievances connected with the facility for e-voting on the day of the Meeting is the same as that mentioned for remote e-voting.

GENERAL INSTRUCTIONS FOR EQUITY SHAREHOLDERS:

a. Institutional/ Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution/ Power of Attorney/ Authority Letter by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab on this screen or send legible scanned certified true copy (PDF/JPG Format) of the relevant Board Resolution/ Power of Attorney/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company by e-mail to co.sec@saregama.com and to MCS Share Transfer Agent Limited, Registrar and Share Transfer Agents at mcssta@rediffmail.com with a copy marked to

evoting@nsdl.co.in. Institutional Shareholders (i.e. other than Individual, 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.

b. Any non-individual shareholder, who acquires shares of the Company and becomes member of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, 11th November, 2022, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in. 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 forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. Individual shareholders holding securities in demat mode who acquire shares of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, 11th November, 2022 may follow steps mentioned in Step 1 above i.e. Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode.

c. 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.

d. The Company reserves the right to limit the number of Equity Shareholders asking questions depending on the availability of time at the Meeting.

e. During the Meeting, the Chairperson shall, after response to the questions raised by the Equity Shareholders in advance or as a speaker at the Meeting, formally propose to the Equity Shareholders participating through VC/ OAVM facility to vote on the resolutions as set out in the Notice of the Meeting and announce the start of the casting of vote through the e-voting system. After the Equity Shareholders participating through VC/OAVM facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the Meeting.

f. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) available at www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or contact Mr. Amit Vishal, Assistant Vice President, or Ms. Pallavi Mhatre, Manager, National Securities Depository Limited, at the designated email IDs: evoting@nsdl.co.in.

Procedure for registration of email addresses

a. Equity shareholders holding securities in physical mode, who have not registered/ updated their email addresses with the Company are requested to register/ update the same by sending request to the Company's Registrar and Share Transfer Agents, MCS Share Transfer Agent Limited at mcssta@rediffmail.com / Tel: 022-49186270.

b. Equity Shareholders holding shares in dematerialised mode, who have not registered their e-mail

addresses with their Depository Participant(s), are requested to register/ update their email addresses with the Depository Participant(s) with whom they maintain their demat account.

Other Information:

a. Pursuant to Tribunal Order, Ms Aisha Amin, Advocate shall act as Scrutinizer to scrutinize the process of remote e-voting and e-voting at the Meeting in a fair and transparent manner.

b. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson of the Meeting. The results of the Meeting shall be announced by the Chairperson within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company i.e. www.saregama.com and on the website of NSDL at https://www.evoting.nsdl.com. The Company shall also submit the results to BSE and NSE and the same be placed on their website at www.bseindia.com and www.nseindia.com, respectively.

c. Subject to receipt of requisite majority of votes in favour of the Scheme i.e., majority in number representing three-fourth in value (as per Sections 230 to 232 of the Act), the Resolution shall be deemed to have been passed on the date of the Meeting i.e. Wednesday, 21st December, 2022.

Equity Shareholders are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting, manner of casting vote through remote e-Voting or e-Voting at the Meeting.

IN THE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH
CA (CAA) No. 141/KB/2022
IN THE MATTER OF SECTIONS 230 TO 232
AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013
AND
IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN SAREGAMA INDIA LIMITED AND DIGIDRIVE DISTRIBUTORS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Saregama India Limited, a public company incorporated under the India Companies Act, 1913 having Corporate Identification Number: L22213WB1946PLC014346 and its registered office at 33, Jessore Road, Dum Dum, Kolkata-700 028, West Bengal, India.	**… Company/ Demerged Company**

STATEMENT UNDER SECTIONS 230 AND 232 READ WITH SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("ACT") AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 ("CAA RULES") TO THE NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS OF SAREGAMA INDIA LIMITED CONVENED PURSUANT TO ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH ("TRIBUNAL") DATED 18TH NOVEMBER, 2022 ("TRIBUNAL ORDER")

1. MEETING FOR THE SCHEME

This is a statement accompanying the Notice convening the Meeting of Equity Shareholders of Saregama India Limited ("**Company**" or "**Demerged Company**"), for the purpose of their considering and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between Saregama India Limited ("**Company**" or "**Demerged Company**") and Digidrive Distributors Limited ("**Resulting Company**") and their respective shareholders and creditors ("**Scheme**"). The Scheme provides for the for the demerger, transfer and vesting of the Demerged Undertaking (*as defined in the Scheme*) from the Company into the Resulting Company on a going concern basis.

The salient features of the Scheme are given in paragraph 5 of this Statement. The detailed terms of the arrangement may be referred in the Scheme, appended as '**Annexure I'.**

2. DATE, TIME AND MODE OF MEETING

Pursuant to an Order dated Friday, 18th November, 2022, passed by the Hon'ble Tribunal in Company Application viz. CA (CAA) No. 141/KB/2022, the Meeting of the Equity Shareholders of the Company, will be held for the purpose of their considering and, if thought fit approving by the Equity Shareholders, with or without modification(s), the said Scheme through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**OAVM**") on **Wednesday**, **21st December, 2022** at **11:00 a.m. (IST)**.

3. RATIONALE AND BENEFITS OF THE SCHEME

The circumstances which justify and/or have necessitated the said Scheme and the benefits of the same are, *inter alia*, as follows:

"The Demerged Company sells all its physical products including carvaan, directly and through distributors, appointed exclusively for selling on digital media medium. Online marketplace has considerable potential, and skills acquired by the Demerged Company in the recent past can be utilized to manage end-to-end distribution activity, and with a potential to add many more products. This will also benefit the Demerged Company's business, as the negotiation strength generated by the distributors by selling a suite of products will help accelerate carvaan sales too.

Therefore, the Demerged Company intends to create a specialized master distributor for retailing all its physical products including carvaan on all digital marketplaces. Such distributor may also offer its sales & marketing services to other market participant. Accordingly, the Demerged Company intends to demerge its E-Commerce Distribution Business alongwith identified non-core assets, into the Resulting Company which, inter alia, will result in the following benefits:

(i) unlocking the value of each of the business for the shareholders of the Demerged Company, attracting investors and providing better flexibility in accessing capital;

(ii) segregating different businesses having different risk profiles and returns, and providing investors with better flexibility to select investments which best suit their investment strategies and risk profile; and

(iii) enabling focused growth strategy for each of the businesses for exploiting opportunities specific to each business.

The Scheme is in the best interests of the shareholders, employees and the creditors of each of the Parties."

4. BACKGROUND OF THE COMPANIES:

A. Particulars of the Company (Saregama India Limited)

1. Saregama India Limited was incorporated on 13th August 1946 under the provisions of the Indian Companies Act, 1913 as a public company limited by shares. The registered office of the Company is situated at 33, Jessore Road, Dum Dum, Kolkata-700 028, West Bengal. The Company is accordingly registered with the Registrar of Companies, Kolkata, having Corporate Identification Number (CIN) L22213WB1946PLC014346. Its Permanent Account Number with the Income Tax Department is AAACT9815B. The email address of the Company is co.sec@saregama.com and website is www.saregama.com. During the last five years, there has been no change in the name

and registered office of the Company. The equity shares of the Company are listed on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") ("**Stock Exchanges**").

2. Main objects of the Company have been reproduced as below:

"A. 1. To carry on the businesses of producers, manufacturers, distributors, exporters, importers, lessors, licensors, exploiters, wholesalers, retailers of and dealers in all types of sound recordings of every description, in particular, records, audio cassettes, compact discs, laser discs or in any other format, now or hereinafter known or in existence and in any audio visual media, video tapes, motion pictures, films, animation software, web casting, simulcasting, broadbanding, acquisition/setting up of portals or vortals or any other such net related content operations, photographs, holograms, etc. transmission of music through cable, internet and all other web related areas or any other media now or hereinafter known and/or deal in or otherwise use the copyright therein and/or any other performing rights therein in all parts of the world, in any and every form and manner and by any and every method and means, now or hereafter known or in existence and all rights and interests therein and thereto.

2. To copyright, print, reprint, publish, manufacture, copy, distribute, exploit, vend, purchase, obtain or licence or otherwise acquire, sell, offer for sale, transfer, grant, licence and dispose of, translate, make versions of, dismantise, arrange, adapt, transpose, transcribe, perform, represent, record, produce, reproduce, make or procure the making of any transcription or record, deal in or otherwise use music, musical compositions, numbers and works and literary and dramatic works/property and materials, pictures, photographs, sketchings, drawings or the reproductions of any of them and the copyrights thereon in any and every form and manner and by any and every method and means, now or hereafter known or in existence and any and all rights and interests therein and thereto, of every nature and description, anywhere in the world.

3. To carry on the business of general music and book publishers and printers and of recording and video company any of compliers, publishers and binders of books, sheet, music, scores, librettes etc. and to engage, provide and employ to act as agents in the

engaging, providing and employing of authors and composers of musical dramatic compositions of all kinds.

4. To carry on the business of producing theatrical, musical, operatic, broadcasting, broadcasting through satellite, webradio broadcasting, motion picture, motion picture photoplay, television, radio and other entertainment including shows, units, skits, plays, dramas, concerts, musical comedies, lectures, pantomies, ballets, pageants, spectacular effects, tableaux, exhibitions and amusement devices, features and ideas of every kind, nature and description, in any part of the world, and to furnish for hire and/or under license any musical, literary and dramatic work, vocal and instrumental music of any kind and description, to anybody in any part of the world and to organise competition and encourage talent in the arts and crafts in any part of the world."

During the last five years, there has been no change in the objects clause of the Company.

3. The Company is engaged in the business of manufacturing and sale of music storage device viz. carvaan, music card, audio compact discs, digital versatile discs and dealing with related music rights. The Company is also engaged in production and sale/ telecast/ broadcast of films, TV serials, pre-recorded programmes and dealing in film rights.

4. The share capital of the Company (as on date of this Notice) is as follows:

Particulars	Amount in INR
Authorised share capital	
25,00,00,000 equity shares of INR 1 each	25,00,00,000
Total	**25,00,00,000**
Issued and subscribed and paid up share capital	
19,28,09,490 equity shares of INR 1 each	19,28,09,490
Total	**19,28,09,490**

The Company has outstanding employee stock options under its existing stock option scheme, the exercise of which may result in an increase in the issued and paid-up share capital of the Company.

5. The latest annual financial statements of the Company have been audited for the financial year ended on 31st March 2022. The copy of the financial results along with auditor's report of the Company as on 30th September 2022 is appended as '**Annexure II'**.

6. The details of Promoters and Directors of the Company (as on the date of the Notice) along with their addresses are mentioned herein below:

Sr. No.	Name	Category	Address
Promoter & Promoter Group			
1	Composure Services Private Limited	**Promoter**	31, Netaji Subhas Road, Kolkata, West Bengal - 700001
2	Quest Capital Markets Limited	**Promoter Group**	Duncan House, 31, Netaji Subhas Road Kolkata, West Bengal - 700001
3	Stel Holdings Limited	**Promoter Group**	24/1624 Bristow Roadwillingdon Island, Ernamkulam, Kerala - 682003
4	Sarala Real Estate Limited	**Promoter Group**	Duncan House, 31, Netaji Subhas Road Kolkata, West Bengal - 700001
Directors			
1	Dr. Sanjiv Goenka	Chairman, Non-executive Director	19, Dr. Rama Prasad Goenka Sarani, Kolkata - 700 027
2	Ms. Avarna Jain	Vice Chairperson Non-Executive Director	47 Golf Links New Delhi - 110003
3	Mr. Vikram Mehra	Managing Director	901, 9th Floor, A Wing, Signia Pearl, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051
4	Ms. Preeti Goenka	Non-executive Director	19, Dr. Rama Prasad Goenka Sarani, Kolkata - 700 027
5	Mr. Umang Kanoria	Non-Executive Independent Director	12C Judges Court Road, Kolkatar700 027
6	Mr. Arindam Sarkar	Non-Executive Independent Director	Flat 19-B, Tower 4, Active Acres, 54/10 D C Dey Road, Off EM Bye pass, Kolkata 700 015
7	Mr. Santanu Bhattacharya	Non-Executive Independent Director	House No. 607, Block – O, Flat No. 2B, New Alipore, Kolkata – 700053
8	Mr. Noshir Naval Framjee	Non-Executive Independent Director	22, Block H, New Alipore, Kolkata – 700053
9	Ms. Suhana Murshed	Non-Executive Independent Director	15, Nasiruddin Road, Near Quest Mall, Circus Avenue, Kolkatta, West Bengal, India 700017

B. Particulars of the Resulting Company (Digidrive Distributors Limited)

1. The Resulting Company was incorporated on the 15th March 2022 under the provisions of the Companies Act, 2013 as a public company limited by shares. The registered office of the Resulting Company is situated at 33, Jessore Road, Dum Dum, Kolkata- 700028, West Bengal. The Resulting Company is accordingly registered with the Registrar of Companies, Kolkata, having Corporate Identification Number U51909WB2022PLC252287. Its Permanent Account Number with the Income Tax Department is AAJCD1446K. The email address of the Resulting Company is digidrive.sec@rpsg.in. There has been no change in the name and registered office of the Resulting Company since its incorporation.

2. Main objects of the Resulting Company have been summarized as below for the perusal of the shareholders:

> *"(A) 1. To create a specialized master distributor for retailing goods on all Digital Marketplaces."*

Since the incorporation of the Resulting Company, there has been no change in the objects clause.

3. The Resulting Company is incorporated to create a specialised master distributor for retailing goods on all digital marketplaces.

4. The share capital of the Resulting Company (as on date of this Notice) is as follows:

Particulars	Amount in INR
Authorised share capital	
1,00,000 equity shares of INR 1 each	1,00,000
Total	**1,00,000**
Issued, Subscribed and Paid-up Capital	
1,00,000 equity shares of INR 1 each	1,00,000
Total	**1,00,000**

5. The special purpose interim financial statements of the Resulting Company have been audited for the period ended on 30th June 2022. The copy of the financial results along with auditor's report of the Resulting Company as on 30th June 2022 is appended as '**Annexure III**'.

6. The details of Promoters and Directors of the Resulting Company (as on the date of the Notice) along with their addresses are mentioned herein below:

Sr. No.	Name	Category	Address
Promoter & Promoter Group			
1	Saregama India Limited	Promoter	33, Jessore Road, Dum Dum, Kolkata 700028
Directors			
1	Mr. Alok Kalani	Director	Ganges Garden, Block-B2, Flat-3F, 106 Kiran Chand Singha Road, Shibpur, Howrah, West Bengal, 711102
2	Mr. Gopal Rathi	Director	34 C, SHIB Krishna Daw Lane, Kankurgachi S.O., Kankurgachi, Kolkata, West Bengal, 700054
3	Mr. Sunil Kumar Sanganeria	Director	1330 Jessore Road, 2nd Floor, Naskar Bagan, Near China Temple, Kolkata, West Bengal, 700055

5. SALIENT FEATURES OF THE SCHEME

The salient features of the Scheme are, *inter-alia*, as stated below. The capitalized terms used herein shall have the same meaning as ascribed to them in Clause 1 of Part I of the Scheme:

(i) The Scheme provides for the demerger, transfer and vesting of the Demerged Undertaking from the Company into the Resulting Company on a *going concern* basis.

(ii) The "Appointed Date" of the Scheme shall be opening hours of April 1, 2022 or such other date as may be agreed between the Parties and "Effective Date" shall be the date on which last of the conditions specified in Clause 17 (Conditions Precedent) of the Scheme are complied with or Appointed Date, whichever is later;

(iii) The Scheme, as may be approved or imposed or directed by the Tribunal shall become effective from the Appointed Date but shall be operative from the Effective Date;

(iv) Share Entitlement Ratio for the demerger, transfer and vesting of the Demerged Undertaking from the Company into the Resulting Company

- The Resulting Company shall, issue and allot, on a proportionate basis to each shareholder of the Company:

  1 (One) fully paid up equity share of INR 10 (Indian Rupees Ten only) each of the Resulting Company, credited as fully paid up, for every 5 (Five) equity shares of INR 1 (Indian Rupees One only) each of the Demerged Company. ("**Share Exchange Ratio**").

- The said equity shares issued by the Resulting Company will be listed on BSE and NSE, post receipt of requisite approvals.

Note: The above details are the salient features of the Scheme. The shareholders are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.

6. RELATIONSHIP SUBSISTING BETWEEN PARTIES TO THE SCHEME

The Resulting Company is a wholly owned subsidiary of the Company.

7. BOARD APPROVALS

i. The Board of Directors of the Company at its Board Meeting held on 30th March, 2022, by resolution passed unanimously approved the Scheme, as detailed below:

Name of Director	Voted in favour/ against/ did not participate or vote
Dr. Sanjiv Goenka	In favour
Ms. Avarna Jain	In favour
Mr. Vikram Mehra	In favour
Ms. Preeti Goenka	In favour
Mr. Arindam Sarkar	In favour
Mr. Santanu Bhattacharya	In favour
Mr. Noshir Naval Framjee	In favour
Mr. Umang Kanoria	In favour

ii. The Board of Directors of the Resulting Company at its Board Meeting held on 30th March, 2022 by resolution passed unanimously approved the Scheme, as detailed below:

Name of Director	Voted in favour/ against/ did not participate or vote
Mr. Alok Kalani	In favour
Mr. Gopal Rathi	In favour
Mr. Sunil Kumar Sanganeria	In favour

8. INTEREST OF DIRECTORS, KEY MANAGERIAL PERSONNEL (KMPs) AND THEIR RELATIVES

Details of shares held by the present Directors and KMPs of the Company and the Resulting Company, either individually or jointly, as a first holder or second holder or as a nominee and by their relatives, in the respective companies, are as under:

i. **Company:**

Sr. No.	Name of the Director/ KMPs and relatives of directors and KMPs	Designation	Number of equity shares held as on 31st October, 2022
1.	Dr. Sanjiv Goenka	Chairman (Non-Executive)	Nil
2.	Ms. Avarna Jain	Vice Chairperson and Non-Executive Director	Nil
3.	Mr. Vikram Mehra	Managing Director	29,00,000
4.	Ms. Preeti Goenka	Non-Executive Director	Nil
5.	Mr. Noshir Naval Framjee	Non-Executive Independent Director	Nil
6.	Mr. Santanu Bhattacharya	Non-Executive Independent Director	Nil
7.	Mr. Umang kanoria	Non-Executive Independent Director	Nil
8.	Mr. Arindam sarkar	Non-Executive Independent Director	Nil
9.	Ms. Suhana Murshed	Non-Executive Independent Director	Nil
10.	Mr. Pankaj Mahesh Chaturvedi	Chief Financial Officer	Nil
11.	Ms. Priyanka Motwani	Company Secretary and Compliance Officer	Nil

ii. **Resulting Company**

Sr. No.	Name of the Director/ KMPs and relatives of directors and KMPs	Designation	Number of equity shares held as on 31st October, 2022
1	Mr. Alok Kalani*	Non-Executive Director	Nil
2	Mr. Gopal Rathi*	Non-Executive Director	Nil
3	Mr. Sunil Kumar Sanganeria*	Non-Executive Director	Nil

**Holding 1 equity share each as nominee on behalf of Saregama India Limited.*

Save as aforesaid, none of the Directors and KMPs of the said companies and their relatives have any concern or interest in the Scheme.

9. EFFECT OF SCHEME ON STAKEHOLDERS.

The effect of the Scheme on various stakeholders is summarized below:

i. Shareholders, Key Managerial Personnel, Promoter and Non-Promoter Shareholders

The effect of the Scheme on the Shareholders, key managerial personnel, promoter and non-promoter shareholders of the Company and the Resulting Company are appended in the attached reports i.e. '**Annexure IV and V'**, adopted by the respective Board of Directors of the Company and the Resulting Company, respectively, at their meeting held on 30th March, 2022, pursuant to the provisions of Section 232(2)I of the Act.

ii. Directors

(a) The Scheme will have no effect on the office of existing Directors of the Company and the Resulting Company. The Directors of the Company and the Resulting Company will continue to be Directors of the Company and the Resulting Company, respectively, as before.

(b) It is clarified that the composition of the Board of Directors of the companies may change by appointments, retirements or resignations in accordance with the provisions of the Act, SEBI Listing Regulations and Memorandum and Articles of Association of such companies but the Scheme itself does not affect the office of Directors of such companies.

(c) The effect of the Scheme on Directors of the respective companies in their capacity as shareholders of such companies are the same as in case of other shareholders of such company, as mentioned in the aforesaid report, appended as '**Annexure IV and V'**.

iii. Employees

Employees engaged in the Company and the Resulting Company will continue to be employees of the Company and the Resulting Company, respectively, on the same terms and conditions, as before. Under the Scheme, employees of the Company forming part of the Demerged Undertaking shall become the employees of the Resulting Company without any interruption in service, on terms and conditions not less favourable than those on which they are engaged by the Company.

iv. Creditors

Except as stated in the Scheme, the creditors of the Company and the Resulting Company will continue to be creditors of the Company and the Resulting Company, respectively, on the same terms and conditions, post the Scheme becoming effective. Under the Scheme, creditors of the Company forming a part of the Demerged Undertaking will become creditors of the Resulting Company, on the same terms and conditions as were applicable to the Company, post the Scheme becoming effective.

v. Debenture holders and Debenture Trustees

The Company and the Resulting Company have not issued any debentures. Further, no debenture trustees have been appointed by the said companies.

vi. Depositors and Deposit Trustees

The Company and the Resulting Company have not taken term deposits from depositors. Further, no deposit trustees have been appointed by the said companies.

There will be no adverse effect on account of the Scheme on the aforesaid stakeholders. The Scheme is proposed to the advantage of all concerned, including the said stakeholders.

10. NO INVESTIGATION PROCEEDINGS

There are no proceedings pending under Sections 210 to 227 of the Act against the Company and the Resulting Company.

11. AMOUNTS DUE TO UNSECURED CREDITORS

i. The amount due to unsecured creditors by the respective companies, as on 31st October, 2022 is as follows:

Sr. No.	Particulars	Amount in INR Lakhs
1.	Saregama India Limited	6907.84
2.	Digidrive Distributors Limited	NIL

ii. The Scheme embodies the arrangement between the Company and the Resulting Company, and its shareholders. No change in value or terms or any compromise or arrangement is proposed under the Scheme with any of the creditors of the Company and the Resulting Company. The Scheme does not involve any debt restructuring and therefore the requirement to disclose details of debt restructuring is not applicable.

12. VALUATION REPORT AND FAIRNESS OPINION

i. A copy of the equity share entitlement ratio report dated 30th March, 2022 issued by M/s. RBSA Valuation Advisors LLP (Registration No. IBBI/RV-E/05/2019/110), Registered Valuer ("**Equity Share Entitlement Ratio Report**"), including addendum(s) issued thereto, in connection with the Scheme is appended as '**Annexure VI**'.

ii. A copy of the fairness opinion report dated 30th March, 2022 issued by VC Corporate Advisors Private Limited (Registration No. INM0000011096), an Independent SEBI registered Merchant

Banker, have also confirmed that the Equity Share Entitlement Ratio Report is fair and proper by presenting their fairness opinion appended as '**Annexure VII**'.

13. ABRIDGED PROSPECTUS

Abridged prospectus providing information pertaining to the unlisted entity i.e. Resulting Company involved in the scheme as per the format specified in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are appended as '**Annexures VIII**'.

14. SHAREHOLDING PATTERN

A. The pre/ post-arrangement shareholding pattern of the parties to the Scheme:

i. Company

The pre-arrangement shareholding pattern of the Company is as follows (based on shareholding data as on 30th September, 2022:

Sr. No.	Particulars of Shareholder	No of Shares held	% Holding
A	**Promoter and Promoter Group**		
1	Individuals	-	-
2	Bodies Corporate / Trust	11,27,69,790	58.49
	TOTAL (A)	**11,27,69,790**	**58.49**
B	**Public**		
(I)	**Institutions**		
1	Mutual Funds	9,10,539	0.47
2	Alternate Investment Funds	42,04,735	2.18
3	Banks	2,920	0.00
4	Insurance Companies	17,060	0.01
5	NBFCs registered with RBI	1,000	0.00
6	Other Financial Institutions	4,700	0.00
7	Central Government/ State Government(s)	740	0.00
8	Foreign Portfolio Investors Category	3,32,45,148	17.24
	TOTAL B(I)	**3,83,86,842**	**19.91**
(II)	**Non-Institutions**		
1	Individual Shareholder holding nominal share capital upto Rs. 2 Lakhs	2,06,93,518	10.73

Sr. No.	Particulars of Shareholder	No of Shares held	% Holding
2	Individual Shareholder holding nominal share capital in excess Rs. 2 Lakhs	75,35,825	3.91
3	IEPF	7,76,040	0.40
4	Trusts	37,779	0.02
5	HUF	7,31,011	0.38
6	Non-Resident Indians	20,82,652	1.08
7	LLP	-	-
8	Clearing Members	1,57,200	0.08
9	Bodies Corporate	93,95,130	4.87
10	Others	23,703	0.01
	TOTAL B(II)	**4,14,32,858**	**21.49**
	TOTAL (B)	**7,98,19,700**	**41.40**
C	**Non Promoter-Non Public**		
1	Employee Benefit Trust	2,20,000	0.11
	TOTAL C	**2,20,000**	**0.11**
	GRAND TOTAL (A+B)	**19,28,09,490**	**100**

Post-arrangement, there will be no change in the shareholding pattern of the Company.

ii. Resulting Company

The pre-arrangement shareholding pattern of the Resulting Company is as follows (based on shareholding data as on 30th September, 2022:

Sr. No.	Particulars of Shareholder	No of Shares held	% Holding
A	**Promoter and Promoter Group**		
1	Saregama India Limited*	1,00,000	100
	TOTAL	**1,00,000**	**100**

** Includes 6 nominee shareholders holding 1 equity share each on behalf of Saregama India Limited*

The post-arrangement shareholding pattern of the Resulting Company is as follows (based on shareholding data as on 30 September, 2022):

Sr. No.	Particulars of Shareholder	No of Shares held	% Holding
A	**Promoter and Promoter Group**		
1	Individuals	-	-
2	Bodies Corporate / Trust	2,25,53,958	58.49
	TOTAL (A)	**2,25,53,958**	**58.49**
B	**Public**		
(I)	**Institutions**		
1	Mutual Funds	1,82,108	0.47
2	Alternate Investment Funds	8,40,947	2.18
3	Banks	584	0.00
4	Insurance Companies	3,412	0.01
5	NBFCs registered with RBI	200	0.00
6	Other Financial Institutions	940	0.00
7	Central Government/ State Government(s)	148	0.00
8	Foreign Portfolio Investors Category	66,49,030	17.24
	TOTAL B(I)	**76,77,369**	**19.91**
(II)	**Non-Institutions**		
1	Individual Shareholder holding nominal share capital upto Rs. 2 Lakhs	41,38,704	10.73%
2	Individual Shareholder holding nominal share capital in excess Rs. 2 Lakhs	15,07,165	3.91%
3	IEPF	1,55,208	0.40%
4	Trusts	7,556	0.02%
5	HUF	1,46,202	0.38%
6	Non-Resident Indians	4,16,530	1.08%
7	LLP	-	
8	Clearing Members	31,440	0.08%
9	Bodies Corporate	18,79,026	4.87%
10	Others	4,740	0.01%
	TOTAL B(II)	**82,86,571**	**21.49**
	TOTAL (B)	**1,59,63,940**	**41.40**
C	**Non Promoter-Non Public**		
1	Employee Benefit Trust	44,000	0.11
	TOTAL C	**44,000**	**0.11**
	GRAND TOTAL (A+B)	**3,85,61,898**	**100**

B. Pre/ post Arrangement capital structure of the parties to the Scheme.

i. Company

The pre-arrangement capital structure of the Company is given in paragraph 4.A(4) above. The post arrangement capital structure of the Company will be as follows:

Class of Shares (Equity Shares)	Authorised Capital	Issued Capital	Subscribed Capital	Paid up Capital
Number of equity shares	25,00,00,000	19,28,09,490	19,28,09,490	19,28,09,490
Face value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	25,00,00,000	19,28,09,490	19,28,09,490	19,28,09,490

ii. Resulting Company

The pre-arrangement capital structure of the Resulting Company is given in paragraph 4.B(4) above. The post arrangement capital structure of the Resulting Company will be as follows:

Class of Shares (Equity Shares)	Issued Capital	Subscribed Capital	Paid up Capital
Number of equity shares	3,85,61,898	3,85,61,898	3,85,61,898
Face value per share (in rupees)	10	10	10
Total amount of equity shares (in rupees)	38,56,18,980	38,56,18,980	38,56,18,980

Note: Share capital of the Resulting Company shall be reorganized/ classified/ increased appropriately, for issue and allotment of the shares pursuant to the Scheme.

15. AUDITORS CERTIFICATE OF CONFORMITY OF ACCOUNTING TREATMENT IN THE SCHEME WITH ACCOUNTING STANDARDS

The Auditor of the Company and the Resulting Company, respectively, have confirmed that the accounting treatment in the said Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013.

16. APPROVALS AND INTIMATIONS IN RELATION TO THE SCHEME

i. The shares of the Company are listed on BSE and NSE. The Company had filed the Scheme with BSE and NSE in terms of Regulation 37 of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ("**SEBI Master Circular**") for their respective observation letters. Apart from the same, the Company also submitted the Report of its Audit Committee on the Scheme and various other documents to BSE and NSE and also

displayed the same on their website in terms of the SEBI Master Circular and addressed all queries on the said documents. The Complaints Report required to be filed in terms of the said SEBI Master Circular was also duly filed by the said Company. BSE and NSE by their respective letter dated 18th August 2022, issued to the Company have since confirmed that there are no adverse observation on the Scheme pursuant to the said SEBI Master Circular. A copy of the complaint reports filed by the Company with BSE and NSE dated 2nd June 2022 and 7th June 2022, respectively are appended as '**Annexure IX and X'**. A copy of the observation letters dated 18th August 2022, respectively, issued to the Company are appended as '**Annexure XI and XII'.**

ii. A copy of the Scheme has been filed by the Company with the Registrar of Companies, Kolkata.

iii. The notice of the Meeting along with the copy of the Scheme in the prescribed form, will be served on all concerned authorities in terms of the Tribunal Order.

iv. All approvals as stated in clause 17 (Conditions Precedent) of the Scheme, in order to give effect to the Scheme will be obtained.

17. <u>DISCLOSURES IN TERMS OF THE OBSERVATION LETTERS OF THE STOCK EXCHANGES</u>

Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Demerged Company, its promoters and directors as on 31st August 2022:

(a) There are no ongoing adjudication & recovery proceedings, prosecution initiated, and enforcement action taken, against the promoters and directors of the Demerged Company;

(b) The Demerged Company is involved in various legal proceedings from time to time, arising in the ordinary course of business. These legal proceedings are primarily in the nature of notices for tax/ duties disputes, alleged copyright/ trademark infringements, civil suits, criminal complaints, consumer complaints and demand, writ petitions, statutory appeals and such other disputes pending before various adjudicating forums. Further, in terms of the Demerged Company's "Policy on determination of materiality of an event" framed in accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, there are two outstanding litigations in relation to the Demerged Company that have been disclosed to the Stock Exchanges and which are mentioned below:

(i) Zee Entertainment Enterprises Limited ("**Complainant**") filed a criminal complaint ("**Complaint**") on 19 December 2017 with the Gamdevi Police Station, Mumbai ("**Police Station**") against the Demerged Company and its three employees ("**Accused**") for cheating, causing wrongful loss and forgery of valuable security. The Demerged Company and the Complainant had entered into a music license agreement dated 15 May 2015 ("**Agreement**") wherein a non-exclusive license was granted to the Complainant in respect of the sound recordings/songs and music videos for which the copyright lies with the Demerged Company. The Complainant in

the Complaint has alleged that the Accused have misrepresented themselves in the Agreement and that the Demerged Company does not have copyright to all songs identified in the Agreement thereby inducing the Complainant to deliver property to the tune of INR 415 lakh based on cheating, false assurances and representations. Pursuant to an order dated 29 October 2018 ("Order") of the Additional Metropolitan Magistrate, 40th Court, Girgaon, Mumbai ("**Magistrate Court**"), the Police Station was directed to register a first information report based on the Complaint. On the basis of the Order, a first information report dated 26 November 2018 ("**FIR**") was registered against the Demerged Company by the Police Station under Sections 417, 418, 420, 465, 468 and 471 read with Section 120-B and Section 34 of the Indian Penal Code, 1860.

However, prior to the registration of the FIR, the individual Accused ("**Applicant**") in the Complaint filed an application for anticipatory bail ("**Application**") under Section 438 of the Criminal Procedure Code, 1973 before the Sessions Court at Greater Bombay. The Application was allowed in the case of each Applicant, by an order dated 14 November 2018 ("**Interim Order**"), on the execution of personal bond of INR 1 lakh along with imposition of certain other conditions. While observing that the current matter appears to be civil in nature, the Sessions Court at Greater Bombay, by an order dated 5 December 2019, confirmed the Interim Order. Thereafter, the Police Station has filed a C-summary report, under Rule 219 (3) of the Bombay Police Manual, 1959, i.e. the case is neither true nor false and has been filed due to mistake of fact or the matter is of civil nature. The case is currently pending before the Magistrate Court.

(ii) An application was filed by the Life Insurance Corporation of India ("**Original Applicant**") before the Estate Officer praying for the eviction of the Demerged Company from T.C. No. 1229, ground floor, 2nd and 3rd floor, Universal Insurance building, Sir P.M. Road, Fort, Mumbai ("**Premises**") along with recovery of arrears of rent from June 2011 to May 2013 and recovery of damages with interest for the alleged unauthorised occupation of the Premises under the provisions of the Public Premises (Eviction of Unauthorized Occupants) Act, 1971 ("**Act**") ("**Eviction Application**"). The Estate Officer, *vide* order dated 31 May 2017 ("**Order**"), directed the eviction of the Demerged Company from the premises along with payment of arrears of rent amounting to INR 555.64 lakh plus 9% interest per annum and damages of INR 1,490.42 lakh plus 9% interest per annum. Aggrieved by the Order, the Demerged Company filed an appeal no. 6253 of 2017 in case no. 101 and 101A of 2014 ("**Appeal**") before the City Civil Court at Bombay ("**Appellate Court**") to quash and set aside the Order and to stay the operation and execution of the Order pending the hearing and disposal of the Appeal. The Appeal was filed by the Demerged Company on the grounds that, *inter alia*, the Estate Officer did not have the jurisdiction to entertain the Eviction Application as the Premises was not covered under the Act and the Demerged Company was exempted from the application of the Act in terms of the judgement of Supreme Court of India in Suhas H. Pophale v. Oriental Insurance Company Limited and its Estate Officer ("**SC Judgement**") as it was

in occupation of the Premises prior to September 16, 1958. On June 20, 2017, the Appellate Court directed the Demerged Company ("**Arrears Order**") to deposit the arrears of rent with effect from 1 June 2011, in four weekly instalments. The Arrears Order was challenged by the Demerged Company before the High Court of Bombay which was partly allowed and by order dated 23 June 2017 the Demerged Company was directed to deposit only half of the amount directed to be paid in the Arrears Order in four monthly instalments. Thereafter, the Appellate Court by its order dated 19 January 2018 observed that the SC Judgement has been referred to a larger bench of the Supreme Court of India and accordingly the Appeal would be kept pending till the issues related to the SC Judgement are finally decided by the Supreme Court. Therefore, the Appeal is currently pending before the Appellate Court.

(c) Further, apart from the above, there are no ongoing adjudication & recovery proceedings, prosecution initiated, and enforcement action taken, against the Demerged Company, which if results in an adverse outcome may materially and adversely affect the Scheme, the Demerged Company's operations or its financial position of the Demerged Company, as the case may be.

18. INSPECTION OF DOCUMENTS

In addition to the documents appended hereto, the electronic copy of following documents will be available for inspection in the investor section of the website of the Company at www.saregama.com:

a. Copy of the Tribunal Order;

b. Memorandum and Articles of Association of the Company and the Resulting Company;

c. Audited financial statements of the Company for the year ended 31st March 2022;

d. Copy of the Scheme;

e. Certificate of the Statutory Auditor of the Company and the Resulting Company, respectively, confirming that the accounting treatment prescribed under the Scheme is in compliance with Section 133 of the Act and applicable accounting standards; and

f. All other documents displayed on the Company's website in terms of the SEBI Master Circular, including Report of the Audit Committee of the Company.

Based on the above and considering the rationale and benefits, in the opinion of the Board, the Scheme will be of advantage to, beneficial and in the interest of the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable. The Board of Directors of the Company recommend the Scheme for approval of the Equity Shareholders.

Sd/-
Avishek Guha
Chairperson appointed by the Tribunal for the Meeting

Kolkata, 19th November, 2022

Registered Office:
33, Jessore Road, Dum Dum, Kolkata-700 028, West Bengal
CIN: L22213WB1946PLC014346
Website: www.saregama.com
E-mail: co.sec@saregama.com
Tel.: 033-2551 2984/4773
Fax: +91 33 2550 0817

SCHEME OF ARRANGEMENT

BETWEEN

SAREGAMA INDIA LIMITED
("DEMERGED COMPANY")

AND

DIGIDRIVE DISTRIBUTORS LIMITED
("RESULTING COMPANY")

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

(A) DESCRIPTION OF COMPANIES

1. **Saregama India Limited ("Demerged Company")** is a public company incorporated under the provisions of the Indian Companies Act, 1913. The Demerged Company is engaged in the business of manufacturing and sale of music storage device viz. carvaan, music card, audio compact discs, digital versatile discs and dealing with related music rights. The Demerged Company is also engaged in production and sale/ telecast/ broadcast of films, TV serials, pre-recorded programmes and dealing in film rights. The equity shares of the Demerged Company are listed on BSE Limited and the National Stock Exchange of India Limited.

2. **Digidrive Distributors Limited ("Resulting Company")** is a public company incorporated under the provisions of the Act (*as defined hereinafter*). The Resulting Company is incorporated to create a specialised master distributor for retailing goods on all digital marketplaces. The Resulting Company is a wholly owned subsidiary of the Demerged Company.

(B) OVERVIEW OF THE SCHEME

1. This Scheme (*as defined hereinafter*) is presented under Sections 230 to 232 and other applicable provisions of the Act read with Section 2(19AA) and other applicable provisions of the Income Tax Act (*as defined hereinafter*) and provides for the demerger, transfer and vesting of the Demerged Undertaking (*as defined hereinafter*) from the Demerged Company into the Resulting Company on a *going concern* basis.

2. This Scheme also provides for various other matters consequent and incidental thereto.

(C) RATIONALE

The Demerged Company sells all its physical products including carvaan, directly and through distributors, appointed exclusively for selling on digital media medium. Online marketplace has considerable potential, and skills acquired by the Demerged Company in the recent past can be utilized to manage end-to-end distribution activity, and with a potential to add many more products. This will also benefit the Demerged Company's business, as the negotiation strength generated by the distributors by selling a suite of products will help accelerate carvaan sales too.

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Therefore, the Demerged Company intends to create a specialized master distributor for retailing all its physical products including carvaan on all digital marketplaces. Such distributor may also offer its sales & marketing services to other market participant. Accordingly, the Demerged Company intends to demerge its E-Commerce Distribution Business alongwith identified non-core assets, into the Resulting Company which, *inter alia*, will result in the following benefits:

(a) unlocking the value of each of the business for the shareholders of the Demerged Company, attracting investors and providing better flexibility in accessing capital;

(b) segregating different businesses having different risk profiles and returns, and providing investors with better flexibility to select investments which best suit their investment strategies and risk profile; and

(c) enabling focused growth strategy for each of the businesses for exploiting opportunities specific to each business.

The Scheme is in the best interests of the shareholders, employees and the creditors of each of the Parties.

(D) PARTS OF THE SCHEME

The Scheme is divided into the following parts:

1. **PART I** deals with the definitions, share capital of the Parties, date of taking effect and implementation of this Scheme;

2. **PART II** deals with the demerger, transfer and vesting of the Demerged Undertaking from the Demerged Company into the Resulting Company on a *going concern* basis; and

3. **PART III** deals with the general terms and conditions applicable to this Scheme.

PART I

DEFINITIONS, SHARE CAPITAL OF THE PARTIES AND DATE OF TAKING EFFECT AND IMPLEMENTATION OF THIS SCHEME

1. DEFINITIONS

1.1 In this Scheme, (a) capitalised terms defined by inclusion in quotations and/ or parenthesis shall have the meanings so ascribed; and (b) the following expressions shall have the meanings ascribed hereunder:

"**Act**" means the Companies Act, 2013;

"**Applicable Law**" or "**Law**" means any applicable national, foreign, provincial, local or other law including applicable provisions of all (a) constitutions, decrees, treaties, statutes, laws (including the common law), codes, notifications, rules, regulations, policies, guidelines, circulars, directions, directives, ordinances or orders of any Appropriate Authority, statutory authority, court, Tribunal; (b) Permits; and (c) orders, decisions, injunctions, judgments,

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awards and decrees of or agreements with any Appropriate Authority (*as defined hereinafter*) having jurisdiction over the Parties as may be in force from time to time;

"**Appointed Date**" means the opening business hours of 1 April 2022 or such other date as may be agreed between the Parties;

"**Appropriate Authority**" means:

(a) the government of any jurisdiction (including any national, state, municipal or local government or any political or administrative subdivision thereof) and any department, ministry, agency, instrumentality, court, tribunals, central bank, commission or other authority thereof;

(b) any governmental, quasi-governmental or private body, self regulatory organisation, or agency lawfully exercising, or entitled to exercise, any administrative, executive, judicial, legislative, regulatory, licensing, competition, Tax, importing, exporting or other governmental or quasi-governmental authority including without limitation, SEBI, Stock Exchanges; and

(c) the Tribunal.

"**Board**" in relation to the Parties, means the board of directors of such Party, and shall include a committee of directors or any person authorized by such board of directors or such committee of directors duly constituted and authorized for the matters pertaining to this Scheme or any other matter relating hereto;

"**Demerged Company**" means Saregama India Limited, a public company incorporated under the Indian Companies Act, 1913 and having its corporate identity number L22213WB1946PLC014346 and registered office at 33, Jessore Road, Dum Dum, Kolkata-700 028, West Bengal;

"**Demerged Undertaking**" means the entire E-Commerce Distribution Business along with its ancillary services, units, undertakings, assets, properties, investments , and liabilities of whatsoever nature and kind and wherever situated, (other than the Remaining Business) of the Demerged Company, together in relation to and pertaining to or identified as relating to the E-Commerce Distribution Business, as of the Appointed Date, and shall include (without limitation):

(a) all the movable and immovable properties, tangible or intangible, including all computers and accessories, software (including firmware and other software embedded in hardware devices), software code (including source code and executable or object code), subroutines, interfaces, including application programming interfaces, and necessary algorithms, applications and related data, furniture, fixtures, vehicles, stocks and inventory, leasehold assets and other properties, real, corporeal and incorporeal, in possession or reversion, present and contingent assets (whether tangible or intangible) of whatsoever nature, cash in hand, amounts lying in the banks, investments, escrow accounts, claims, powers, authorities, allotments, approvals, consents, letters of intent, registrations, contracts, engagements, arrangements, rights, credits, titles, interests, benefits, advantages, freehold/ leasehold rights, brands, sub-letting tenancy rights, rights as lessee, leave and license permissions, goodwill, customer relationships and other intangibles, websites, portals, domain names, or any applications for the above, assignments and

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grants in respect thereof, right to use and avail of telephones, telex, facsimile, email, internet, leased lines and other communication facilities, connections, installations and equipment, electricity and electronic and all other services of every kind, nature and description whatsoever, provisions, funds, and benefits (including all work-in progress), of all agreements, arrangements, deposits, advances, recoverable and receivables, whether from government, semi-government, local authorities or any other Person including customers, contractors or other counter parties, etc., all earnest monies and/ or deposits, privileges, liberties, easements, advantages, benefits, exemptions, licenses, privileges and approvals of whatsoever nature and wheresoever situated, belonging to or in the ownership, power or possession or control of or vested in or granted in favour of or enjoyed by the Demerged Company in relation to and pertaining to the E-Commerce Distribution Business;

(b) any and all memberships and registrations of the Demerged Company in relation to and pertaining to the E-Commerce Distribution Business;

(c) all receivables, loans and advances, including accrued interest thereon, all advance payments, earnest monies and/ or security deposits, payment against warrants, if any, or other entitlements of the Demerged Company in relation to and pertaining to the E-Commerce Distribution Business;

(d) all contracts, agreements, declarations, statements, purchase orders/ service orders, agreement with customers, purchase and other agreements with the distributor(s), supplier/ service providers, other arrangements, undertakings, deeds, bonds, schemes, insurance covers and claims and clearances and other instruments of whatsoever nature and description including all client registration forms/ KYC (know your customer) records/ POAs (power of attorney) issued by clients, client records, authorisations, client details, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder pertaining to the E-Commerce Distribution Business;

(e) all other rights including sales tax deferrals and exemptions and other benefits, the input credit balances (including, State Goods & Service Tax ("**SGST**"), Integrated Goods and Services Tax ("**IGST**") and Central Goods and Service Tax ("**CGST**") credits under the goods and service tax laws, CENVAT/ MODVAT credit balances under Central Excise Act, 1944, sales tax law, duty drawback claims, rebate receivables, refund and advance, all customs duty benefits and exemptions, export and import incentives and benefits or any other benefits/ incentives/ exemptions given under any policy announcements issued or promulgated by the government of India or state government or any other government body or authority or any other like benefits under any statute) receivables, and liabilities related thereto, licenses, powers and facilities of every kind, nature and description whatsoever provisions and benefits of all agreements, contracts and arrangements and all other interests in connection with or relating to the E-Commerce Distribution Business, whether or not so recorded in the books of the Demerged Company;

(f) all Tax credits, refunds, reimbursements, claims, concessions, exemptions, benefits under Tax Laws including minimum alternate tax paid under Section 115JA/ 115JB of the Income Tax Act, advance taxes, tax deducted at source, right to carry forward and set-off accumulated losses and unabsorbed depreciation, if any, deferred tax assets, minimum alternate tax credit, goods and service tax credit, deductions and benefits under the Income Tax Act or any other Taxation statute enjoyed by the Demerged

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Company pertaining to the E-Commerce Distribution Business;

(g) all debts, borrowings and liabilities, whether present, future or contingent or deferred tax liabilities, whether secured or unsecured, pertaining to the E-Commerce Distribution Business;

(h) all Permits, licences, approvals, registrations, powers, authorities, allotments, consents, rights, benefits, advantages, municipal permissions, trademarks, designs, copyrights, patents and other intellectual property rights of the Demerged Company pertaining to its E-Commerce Distribution Business, whether registered or unregistered and powers of every kind, nature and description whatsoever, whether from the government bodies or otherwise, pertaining to or relating to the E-Commerce Distribution Business;

(i) entire experience, credentials, past record and market share of the Demerged Company pertaining to the E-Commerce Distribution Business;

(j) all books, records, files, papers, records of standard operating procedures, computer programs along with their licenses, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records whether in physical or electronic form, pertaining to the E-Commerce Distribution Business of the Demerged Company; and

(k) all employees of the Demerged Company engaged in the E-Commerce Distribution Business.

Any question that may arise as to whether a specific asset (tangible or intangible) or liability or employee pertains or does not pertain to the Demerged Undertaking shall be decided mutually by the Boards of the Demerged Company and the Resulting Company.

"**E-Commerce Distribution Business**" means and includes the entire distribution business of the Demerged Company relating to sale of all its physical products including carvaan on digital marketplaces alongwith identified non-core assets and other activities and/ or arrangements incidental or relating thereto;

"**Effective Date**" means the date on which last of the conditions specified in Clause 17 (Conditions Precedent) of this Scheme are complied with or Appointed Date, whichever is later. Reference in this Scheme to the date of "**coming into effect of this Scheme**" or "**effectiveness of this Scheme**" or "**effect of this Scheme**" or "**upon the Scheme becoming effective**" shall mean the Effective Date;

"**Encumbrance**" means (a) any charge, lien (statutory or other), or mortgage, any easement, encroachment, right of way, right of first refusal or other encumbrance or security interest securing any obligation of any Person; (b) pre-emption right, option, right to acquire, right to set off or other third party right or claim of any kind, including any restriction on use, voting, transfer, receipt of income or exercise; or (c) any hypothecation, title retention, restriction, power of sale or other preferential arrangement; or (d) any agreement to create any of the above; and the term "**Encumber**" shall be construed accordingly;

"**Income Tax Act**" means the Income-tax Act, 1961;

"**INR**" or "**Rupee(s)**" means Indian Rupee, the lawful currency of the Republic of India;

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"**Parties**" means collectively the Demerged Company and the Resulting Company and "**Party**" shall mean each of them, individually;

"**Permits**" means all consents, licences, permits, certificates, permissions, authorisations, clarifications, approvals, clearances, confirmations, declarations, waivers, exemptions, registrations, filings, no objections, whether governmental, statutory, regulatory or otherwise as required under Applicable Law;

"**Person**" means an individual, a partnership, a corporation, a limited liability partnership, a limited liability company, an association, a joint stock company, a trust, a joint venture, an unincorporated organization or an Appropriate Authority;

"**Record Date**" means the date to be fixed by the Board of the Demerged Company in consultation with the Resulting Company for the purpose of determining the shareholders of the Demerged Company for allotment of the Resulting Company New Equity Shares;

"**Remaining Business**" means all the business, units, divisions, undertakings and assets and liabilities of the Demerged Company other than those forming part of the Demerged Undertaking;

"**Resulting Company**" means Digidrive Distributors Limited, a public company incorporated under the provisions of the Act and having its corporate identification number U51909WB2022PLC252287 and registered office at 33, Jessore Road, Dum Dum, Kolkata-700 028, West Bengal;

"**RoC**" means the relevant jurisdictional Registrar of Companies having jurisdiction over the Parties;

"**Saregama ESOPs**" means the Saregama Employee Stock Option Scheme 2013 issued by the Demerged Company under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

"**Scheme**" or "**this Scheme**" means this composite scheme of arrangement, as may be modified;

"**SEBI**" means the Securities and Exchange Board of India;

"**SEBI Circular**" means the circular issued by the SEBI, being SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, and any amendments thereof, modifications issued pursuant to regulations 11, 37 and 94 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015;

"**SEBI LODR Regulations**" means SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and any amendments thereof;

"**Stock Exchanges**" means National Stock Exchange of India Limited and BSE Limited collectively and Stock Exchange shall mean each of them individually;

"**Tax Laws**" means all applicable laws dealing with Taxes including but not limited to income-tax, wealth tax, sales tax/ value added tax, service tax, goods and service tax, excise duty, customs duty or any other levy of similar nature;

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"**Taxation**" or "**Tax**" or "**Taxes**" means all forms of taxes and statutory, governmental, state, provincial, local governmental or municipal impositions, duties, contributions and levies, whether levied by reference to income, profits, book profits, gains, net wealth, asset values, turnover, added value, goods and services or otherwise and shall further include payments in respect of or on account of Tax, whether by way of deduction at source, collection at source, dividend distribution tax, advance tax, minimum alternate tax, goods and services tax or otherwise or attributable directly or primarily to any of the Parties or any other Person and all penalties, charges, costs and interest relating thereto; and

"**Tribunal**" means the jurisdictional bench of the National Company Law Tribunal having jurisdiction over the Parties.

1.2 In this Scheme, unless the context otherwise requires:

1.2.1 words denoting the singular shall include the plural and *vice versa*;

1.2.2 any Person includes that Person's legal heirs, administrators, executors, liquidators, successors, successors-in-interest and permitted assigns, as the case may be;

1.2.3 reference to any law or legislation or regulation shall include amendment(s), circulars, notifications, clarifications or supplement(s) to, or replacement or amendment of, that law or legislation or regulation;

1.2.4 headings, sub-headings, titles, sub-titles to clauses, sub-clauses and paragraphs are for information and convenience only and shall be ignored in construing the same; and

1.2.5 the words "include" and "including" are to be construed without limitation.

2. SHARE CAPITAL

2.1 The share capital structure of the Demerged Company as on 25 March 2022 is as follows:

Particulars	Amount in INR
Authorised share capital	
2,50,00,000 equity shares of INR 10 each	25,00,00,000
Total	**25,00,00,000**
Issued and subscribed and paid up share capital	
1,92,80,949 equity shares of INR 10 each	19,28,09,490
Total	**19,28,09,490**

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However, the Board of the Demerged Company at its meeting held on 24 February 2022 has approved sub-division (split) of 1 (One) equity share of the Demerged Company having a face value of INR 10 each (fully paid-up) to be sub-divided into 10 (Ten) equity shares of face value of INR 1 each (fully paid-up). Pursuant to the above, upon implementation of sub-division of the share capital, the share capital of the Demerged Company would be as follows:

Particulars	Amount in INR
Authorised share capital	
25,00,00,000 equity shares of INR 1 each	25,00,00,000
Total	**25,00,00,000**
Issued and subscribed and paid up share capital	
19,28,09,490 equity shares of INR 1 each	19,28,09,490
Total	**19,28,09,490**

There has been no further change in the authorised, issued, subscribed and paid-up share capital of the Demerged Company until the date of approval of the Scheme by the Board of the Demerged Company.

The Demerged Company has outstanding employee stock options under its existing stock option scheme, the exercise of which may result in an increase in the issued and paid-up share capital of the Demerged Company.

The Demerged Company may, from time to time, in accordance with the Act, rules and regulations framed by the SEBI including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other Applicable Laws, issue securities to any persons (including by way of a rights issue, preferential allotment or bonus issue).

2.2 The share capital structure of the Resulting Company as on 25 March 2022 is as follows:

Particulars	Amount in INR
Authorised share capital	
1,00,000 equity shares of INR 1 each	1,00,000
Total	**1,00,000**
Issued, Subscribed and Paid-up Capital	
1,00,000 equity shares of INR 1 each	1,00,000
Total	**1,00,000**

The entire equity share capital of the Resulting Company is held by the Demerged Company.

3. DATE OF TAKING EFFECT AND IMPLEMENTATION OF THIS SCHEME

This Scheme in its present form or with any modification(s) made as per Clause 16 of this Scheme, shall become operative from the Effective Date and effective from the Appointed Date.

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PART II

DEMERGER AND VESTING OF THE DEMERGED UNDERTAKING

4. DEMERGER AND VESTING OF THE DEMERGED UNDERTAKING

4.1 Upon the Scheme coming into effect and with effect from the Appointed Date and in accordance with the provisions of this Scheme and pursuant to Sections 230 to 232 and other applicable provisions of the Act and Section 2(19AA) of the Income Tax Act, the Demerged Undertaking along with all its assets, Permits, contracts, liabilities, loan, duties and obligations of the Demerged Company shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in the Resulting Company on a *going concern* basis, so as to become as and from the Appointed Date, the assets, Permits, contracts, liabilities, loan, debentures, duties and obligations of the Resulting Company by virtue of operation of law, and in the manner provided in this Scheme.

This Scheme complies with the definition of "demerger" as per Section 2(19AA), 2(19AAA), 47, 72A of the Income Tax Act. If any terms of this Scheme are found to be or interpreted to be inconsistent with provisions of the Income Tax Act, then this Scheme shall stand modified to be in accordance with aforesaid provisions of the Income Tax Act.

4.2 Without prejudice to the generality of the provisions of Clause 4.1 above, the manner of transfer and vesting of assets and liabilities forming part of the Demerged Undertaking under this Scheme, is as follows:

4.2.1 In respect of such of the assets and properties forming part of the Demerged Undertaking which are movable in nature (including but not limited to all intangible assets, brands, trademarks of the Demerged Undertaking, whether registered or unregistered trademarks along with all rights of commercial nature including attached goodwill, title, interest, labels and brand registrations, copyrights trademarks and all such other industrial and intellectual property rights of whatsoever nature) or are otherwise capable of transfer by delivery or possession or by endorsement, shall stand transferred upon the Scheme coming into effect and shall, *ipso facto* and without any other order to this effect, become the assets and properties of the Resulting Company without requiring any deed or instrument of conveyance for transfer of the same. The vesting pursuant to this sub-clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery or by vesting and recordal, pursuant to this Scheme, as appropriate to the property being vested, and title to the property shall be deemed to have been transferred accordingly;

4.2.2 Subject to Clause 4.2.3 below, with respect to the assets forming part of the Demerged Undertaking other than those referred to in Clause 4.2.1 above, including all rights including lease rental rights, title and interests in the agreements (including agreements for lease or license of the properties), investments in shares, mutual funds, bonds and any other securities, sundry debtors, claims from customers or otherwise, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with any Appropriate Authority, customers and other Persons, whether or not the same is held in the name of the Demerged Company, the same shall, without any further act, instrument or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Resulting Company, with effect from the Appointed Date by operation

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of law as transmission in favour of Resulting Company. With regard to the licenses of the properties, the Resulting Company will enter into novation agreements, if it is so required;

4.2.3 In respect of such of the assets and properties forming part of the Demerged Undertaking which are immovable in nature, whether or not included in the books of the Demerged Company, including rights, interest and easements in relation thereto, the same shall stand transferred to the Resulting Company with effect from the Appointed Date, without any act or deed or conveyance being required to be done or executed by the Demerged Company and/ or the Resulting Company;

4.2.4 The Demerged Company may, at its sole discretion but without being obliged to, give notice in such form as it may deem fit and proper, to such Persons, as the case may be, that any debt, receivable, bill, credit, loan, advance, debenture or deposit, contracts or policies relating to the Demerged Undertaking stands transferred to and vested in the Resulting Company and that appropriate modification should be made in their respective books/ records to reflect the aforesaid changes;

4.2.5 Upon effectiveness of the Scheme, all debts, liabilities, debentures, loans, obligations and duties of the Demerged Company as on the Appointed Date and relatable to the Demerged Undertaking ("**Demerged Liabilities**") shall, without any further act, instrument or deed, be and stand transferred to and be deemed to be transferred to the Resulting Company to the extent that they are outstanding as on the Appointed Date and the Resulting Company shall meet, discharge and satisfy the same. The term "**Demerged Liabilities**" shall include without limitation:

(a) the debts, liabilities, debentures and obligations incurred and duties of any kind, nature or description (including contingent liabilities) which arise out of the activities or operations of the Demerged Undertaking;

(b) the specific loans, credit facilities, overdraft facilities and borrowings (including debentures, bonds, notes and other debt securities) raised, incurred and utilized solely for the activities or operations of the Demerged Undertaking; and

(c) in cases other than those referred to in Clause 4.2.5(a) or 4.2.5(b) above, so much of the amounts of general or multipurpose borrowings, if any, of the Demerged Company, as stand in the same proportion which the value of the assets transferred pursuant to the demerger of the Demerged Undertaking bear to the total value of the assets of the Demerged Company immediately prior to the Appointed Date.

However, Tax liabilities and Tax demands or refunds received or to be received by the Demerged Company for a period prior to the Appointed Date in relation to the Demerged Company, shall not be transferred as part of the Demerged Undertaking to the Resulting Company.

4.2.6 Unless otherwise agreed to between the Demerged Company and the Resulting Company, the vesting of all the assets of the Demerged Company forming part of the Demerged Undertaking, as aforesaid, shall be subject to the Encumbrances, if any, over or in respect of any of the assets or any part thereof, provided however that such

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Encumbrances shall be confined only to the relevant assets forming part of the Demerged Undertaking of the Demerged Company or part thereof on or over which they are subsisting on and vesting of such assets in the Resulting Company and no such Encumbrances shall extend over or apply to any other asset(s) of Resulting Company. Any reference in any security documents or arrangements (to which Demerged Company is a party) related to any assets of Demerged Company shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of Resulting Company. Similarly, Resulting Company shall not be required to create any additional security over assets vested under this Scheme for any loans, debentures, deposits or other financial assistance already availed of/ to be availed of by it, and the Encumbrances in respect of such indebtedness of the Demerged Company shall not extend or be deemed to extend or apply to the assets so vested;

4.2.7 In so far as any Encumbrance in respect of Demerged Liabilities is concerned, such Encumbrance shall without any further act, instrument or deed being required to be modified and, if so agreed, shall be extended to and shall operate over the assets of the Resulting Company. For the avoidance of doubt, it is hereby clarified that in so far as the assets comprising the Remaining Business are concerned, the Encumbrance, if any, over such assets relating to the Demerged Liabilities, without any further act, instrument or deed being required, be released and discharged from the obligations and Encumbrances relating to the same. Further, in so far as the assets comprised in the Demerged Undertaking are concerned, the Encumbrance over such assets relating to any loans, borrowings or other debts which are not transferred to the Resulting Company pursuant to this Scheme and which shall continue with the Demerged Company, shall without any further act or deed be released from such Encumbrance and shall no longer be available as security in relation to such liabilities;

4.2.8 Taxes, if any, paid or payable by the Demerged Company after the Appointed Date and specifically pertaining to Demerged Undertaking shall be treated as paid or payable by the Resulting Company and the Resulting Company shall be entitled to claim the credit, refund or adjustment for the same as may be applicable;

4.2.9 If the Demerged Company is entitled to any unutilized credits (including unutilised credits and unabsorbed depreciation, minimum alternate tax credit), balances or advances, benefits under the incentive schemes and policies including tax holiday or concessions relating to the Demerged Undertaking under any Tax Laws or Applicable Law(s), the Resulting Company shall be entitled as an integral part of the Scheme to claim such benefit or incentives or unutilised credits, as the case may be, without any specific approval or permission;

4.2.10 Upon the Scheme becoming effective, the Demerged Company and the Resulting Company shall have the right to revise their respective financial statements and returns along with prescribed forms, filings and annexures under the Tax Laws and to claim refunds and/ or credit for Taxes paid and for matters incidental thereto, if required, to give effect to the provisions of the Scheme. The Demerged Company and the Resulting Company are expressly permitted to revise and file its income tax returns and other statutory returns, even beyond the due date, if required, including tax deducted/ collected at source returns, service tax returns, excise tax returns, sales tax/ value added tax/ goods and service tax returns, as may be applicable and has expressly reserved the right to make such provision in its returns and to claim refunds,

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advance tax credits, credit of tax deducted at source, credit of foreign taxes paid/ withheld, etc. if any, as may be required for the purposes of implementation of the Scheme. It is further clarified that the Resulting Company shall be entitled to claim deduction under Section 43B of the Income Tax Act in respect of unpaid liabilities transferred to it as part of the Demerged Undertaking to the extent not claimed by the Demerged Company;

4.2.11 Subject to Clause 4 and any other provisions of the Scheme, in respect of any refund, benefit, incentive, grant or subsidy in relation to or in connection with the Demerged Undertaking, the Demerged Company shall, if so required by the Resulting Company, issue notices in such form as the Resulting Company may deem fit and proper, stating that pursuant to the Tribunal having sanctioned this Scheme, the relevant refund, benefit, incentive, grant or subsidy be paid or made good to or held on account of the Resulting Company, as the Person entitled thereto, to the end and intent that the right of the Demerged Company to recover or realise the same stands transferred to the Resulting Company and that appropriate entries should be passed in their respective books to record the aforesaid changes;

4.2.12 On and from the Effective Date and till such time that the name of the bank accounts of the Demerged Company, in relation to or in connection with the Demerged Undertaking, have been replaced with that of the Resulting Company, the Resulting Company shall be entitled to maintain and operate such bank accounts of the Demerged Company, in the name of the Demerged Company for such time as may be determined to be necessary by the Resulting Company. On and from the Effective Date, all cheques and other negotiable instruments and payment orders received or presented for encashment which are in the name of the Demerged Company and are in relation to or in connection with the Demerged Undertaking, shall be accepted by the bankers of the Resulting Company and credited to the account of Resulting Company, if presented by Resulting Company;

4.2.13 Permits, including the benefits attached thereto of the Demerged Company, in relation to the Demerged Undertaking, shall be transferred to the Resulting Company from the Appointed Date, without any further act, instrument or deed and shall be appropriately mutated or endorsed by the Appropriate Authorities concerned therewith in favour of Resulting Company as if the same were originally given by, issued to or executed in favour of Resulting Company and the Resulting Company shall be bound by the terms, obligations and duties thereunder, and the rights and benefits under the same shall be available to the Demerged Company to carry on the operations of the Demerged Undertaking without any hindrance, whatsoever; and

4.2.14 Contracts in relation to the Demerged Undertaking, where the Demerged Company is a party, shall stand transferred to and vested in the Resulting Company pursuant to the Scheme becoming effective. The absence of any formal amendment which may be required by a third party to effect such transfer and vesting shall not affect the operation of the foregoing sentence. The Demerged Company and Resulting Company shall, wherever necessary, enter into and/ or execute deeds, writings, confirmations or novations to all such contracts, if necessary, in order to give formal effect to the provisions of this Clause.

4.3 Without prejudice to the provisions of the foregoing sub-clauses of this Clause, the Demerged Company and the Resulting Company may execute any and all instruments or documents and

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do all the acts, deeds and things as may be required, including executing necessary confirmatory deeds for filing with the trademark registry and Appropriate Authorities, filing of necessary particulars and/ or modification(s) of charge, necessary applications, notices, intimations or letters with any Appropriate Authority or Person to give effect to the Scheme. Any procedural requirements required to be fulfilled solely by the Demerged Company or upon the Scheme becoming effective, shall be fulfilled by the Resulting Company as if it were the duly constituted attorney of the Demerged Company. The Resulting Company shall take such actions as may be necessary and permissible to get the assets, Permits and contracts forming part of the Demerged Undertaking transferred and/ or registered in its name.

5. EMPLOYEES

5.1 With effect from the Effective Date, the Resulting Company undertakes to engage, without any interruption in service, all employees of the Demerged Company, engaged in or in relation to the Demerged Undertaking, on the terms and conditions not less favourable than those on which they are engaged by the Demerged Company. The Resulting Company undertakes to continue to abide by any agreement/ settlement or arrangement, if any, entered into or deemed to have been entered into by the Demerged Company with any of the aforesaid employees or union representing them. The Resulting Company agrees that the services of all such employees with the Demerged Company prior to the demerger shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retiral/ terminal benefits. The decision on whether or not an employee is part of the Demerged Undertaking, be decided by the Demerged Company, and shall be final and binding on all concerned.

5.2 The accumulated balances, if any, standing to the credit of the aforesaid employees in the existing provident fund, gratuity fund and superannuation fund of which they are members, as the case may be, will be transferred respectively to such provident fund, gratuity fund and superannuation funds nominated by the Resulting Company and/ or such new provident fund, gratuity fund and superannuation fund to be established in accordance with Applicable Law and caused to be recognized by the Appropriate Authorities, by the Resulting Company. Pending the transfer as aforesaid, the provident fund, gratuity fund and superannuation fund dues of the said employees would be continued to be deposited in the existing provident fund, gratuity fund and superannuation fund respectively of the Demerged Company.

5.3 <u>Employee stock options</u>

5.3.1 Upon coming into effect of the Scheme and in consideration for the demerger of the Demerged Undertaking of the Demerged Company into the Resulting Company, the Demerged Company shall take necessary steps to modify the Saregama ESOPs in a manner considered appropriate, in order to enable the continuance of the employee stock options in the hands of the employees of the Demerged Company, subject to the approval of the Stock Exchanges and the relevant regulatory authorities, if required under Applicable Law;

5.3.2 The employee stock options granted by the Demerged Company under the Saregama ESOPs shall be restructured by the Board of the Demerged Company in such a manner that the employees on exercise of such employee stock options will be entitled to the same benefit in terms of value of equity shares of the Demerged Company as they would have received on exercise of the employee stock options prior to the demerger;

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5.3.3 The existing exercise price of the stock options granted by the Demerged Company under the Saregama ESOPs, shall be modified and the Board of the Demerged Company shall determine the exercise price consequent to the demerger; and

5.3.4 The Board of the Demerged Company shall take such actions and execute such further documents as may be necessary or desirable for the purpose of giving effect to the provisions of this Clause 5.3, if required. Approval granted to the Scheme by the shareholders of the Demerged Company shall also be deemed to be approval granted to any modifications made to the Saregama ESOPs of the Demerged Company.

6. LEGAL PROCEEDINGS

6.1 With effect from the Effective Date, all suits, actions, administrative proceedings, tribunals proceedings, show cause notices, demands and legal proceedings of whatsoever nature (except proceedings with respect to Income Tax Act) by or against the Demerged Company pending and/or arising on or before the Appointed Date or which may be instituted any time thereafter and in each case relating to the Demerged Undertaking shall not abate or be discontinued or be in any way prejudicially affected by reason of this Scheme or by anything contained in this Scheme but shall be continued and be enforced by or against the Resulting Company with effect from the Appointed Date in the same manner and to the same extent as would or might have been continued and enforced by or against the Demerged Company. Except as otherwise provided herein, the Demerged Company shall in no event be responsible or liable in relation to any such legal or other proceedings that stand transferred to the Resulting Company. The Resulting Company shall be substituted in place of the Demerged Company or added as party to such proceedings and shall prosecute or defend such proceedings at its own cost, in cooperation with the Demerged Company and the liability of the Demerged Company shall consequently stand nullified. The Demerged Company shall in no event be responsible or liable in relation to any such legal or other proceedings in relation to the Demerged Undertaking.

6.2 The Resulting Company undertakes to have all legal and other proceedings (except proceedings with respect to Income Tax Act) initiated by or against the Demerged Company referred to in Clause 6.1 above transferred to its name as soon as is reasonably practicable after the Effective Date and to have the same continued, prosecuted and enforced by or against the Resulting Company to the exclusion of the Demerged Company on priority. The concerned Parties shall make relevant applications and take all steps as may be required in this regard. It is clarified that all income tax proceedings in relation to the Demerged Undertaking for a period prior to the Appointed Date shall be enforced against the Demerged Company and pertaining to the period after the Appointed Date shall be enforced against the Resulting Company.

6.3 Notwithstanding anything contained hereinabove, so far as the claims arising on the Demerged Company on account of on-going income tax disputes or on account of demands that may arise on the Demerged Company under the Income Tax Act, for the period prior to the Effective Date, the Resulting Company undertakes and agrees with Demerged Company that the Resulting Company shall take all such steps that may be required to defend such proceedings and/or claims including making payments towards the demands in the proceedings before the Appropriate Authority. However, if the Resulting Company does not and/or is unable to defend the said proceedings or claims, for whatsoever reasons, the Demerged Company shall defend the same or deal with such demand in accordance with the advice of the Resulting Company and at the cost of the Resulting Company and the latter shall

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reimburse to the Demerged Company all liabilities and obligations incurred by the Demerged Company in respect thereof.

6.4 Further, without prejudice to the aforesaid, if at any time after the Effective Date, the Demerged Company is in receipt of any demand, claim, notice and/ or is impleaded as a party in any proceedings before any Appropriate Authority, in each case in relation to the Demerged Undertaking, the Demerged Company shall, in view of the transfer and vesting of the Demerged Undertaking pursuant to this Scheme, take all such steps in the proceedings before the Appropriate Authority to replace the Demerged Company with the Resulting Company. However, if the Demerged Company is unable to get the Resulting Company replaced in such proceedings, the Demerged Company shall defend the same or deal with such demand in accordance with the advice of the Resulting Company and at the cost of the Resulting Company and the latter shall reimburse to the Demerged Company all liabilities and obligations incurred by the Demerged Company in respect thereof.

7. CONSIDERATION

7.1 Upon effectiveness of this Scheme and in consideration of and subject to the provisions of this Scheme, the Resulting Company shall, without any further application, act, deed, consent, acts, instrument or deed, issue and allot, on a proportionate basis to each shareholder of the Demerged Company whose name is recorded in the register of members and records of the depository as members of the Demerged Company as on the Record Date, as under:

*1 (One) fully paid up equity share of INR 10 (Indian Rupees Ten only) each of the Resulting Company ("**Resulting Company New Equity Shares**"), credited as fully paid up, for every 5 (Five) equity shares of INR 1 (Indian Rupees One only) each of the Demerged Company.*

7.2 The Resulting Company New Equity Shares shall be subject to the provisions of the memorandum of association and articles of association of Resulting Company, as the case may be, and shall rank *pari passu* in all respects with any existing equity shares of Resulting Company, as the case may be, after the Effective Date including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached to the equity shares of the Resulting Company.

7.3 The issue and allotment of Resulting Company New Equity Shares, is an integral part hereof and shall be deemed to have been carried out under the orders passed by the Tribunal without requiring any further act on the part of the Resulting Company or the Demerged Company or their shareholders and as if the procedure laid down under the Act and such other Applicable Law(s) as may be applicable were duly complied with. It is clarified that the approval of the members and creditors of the Resulting Company and/ or the Demerged Company to this Scheme, shall be deemed to be their consent/ approval for the issue and allotment of Resulting Company New Equity Shares.

7.4 Subject to the Applicable Law, the Resulting Company New Equity Shares that are to be issued in terms of this Scheme shall be issued in dematerialised form. The register of members maintained by the Resulting Company and/ or, other relevant records, whether in physical or electronic form, maintained by the Resulting Company, the relevant depository and registrar and transfer agent in terms of Applicable Law(s) shall (as deemed necessary by the Board of the Resulting Company) be updated to reflect the issue of Resulting Company New Equity Shares in terms of this Scheme. The shareholders of the Demerged Company who hold shares in physical form, should provide the requisite details relating to his/ her/ its account with a

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depository participant or other confirmations as may be required, to the Resulting Company, prior to the Record Date to enable it to issue the Resulting Company New Shares.

However, if no such details have been provided to the Resulting Company by the shareholders of the Demerged Company holding shares in physical share certificates on or before the Record Date, the Resulting Company shall deal with the relevant shares in such manner as may be permissible under the Applicable Law, including by way of issuing the corresponding shares in dematerialised form to a trustee nominated by the Board of Resulting Company ("**Trustee of Resulting Company**") who shall hold these shares in trust for the benefit of such shareholder. The Resulting Company New Equity Shares held by the Trustee of Resulting Company for the benefit of the shareholder shall be transferred to the respective shareholder once such shareholder provides details of his/her/its demat account to the Trustee of Resulting Company, along with such other documents as may be required by the Trustee of Resulting Company. The respective shareholders shall have all the rights of the shareholders of the Resulting Company, including the right to receive dividend, voting rights and other corporate benefits, pending the transfer of shares from the Trustee of Resulting Company. All costs and expenses incurred in this respect shall be borne by Resulting Company.

7.5 For the purpose of the allotment of the Resulting Company New Equity Shares pursuant to this Scheme, in case any shareholder's holding in any of the Demerged Company is such that the shareholder becomes entitled to a fraction of a share of the Resulting Company, the Resulting Company shall not issue fractional shares to such shareholder but shall consolidate all such fractions and round up the aggregate of such fractions to the next whole number and issue consolidated shares to a trustee (nominated by the Resulting Company in that behalf), who shall hold such shares, with all additions or accretions thereto, in trust for the benefit of the respective shareholders to whom they belong for the specific purpose of selling such shares in the market at such price or prices and at any time within a period of 90 days from the date of allotment of Resulting Company New Equity Shares, as the trustee may, in its sole discretion, decide and distribute the net sale proceeds (after deduction of the expenses incurred and applicable income tax) to the respective shareholders in the same proportion of their fractional entitlements. Any fractional entitlements from such net proceeds shall be rounded off to the next Rupee. It is clarified that any such distribution shall take place only on the sale of all the shares of the Resulting Company pertaining to the fractional entitlements.

7.6 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Demerged Company, the Board of the Demerged Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in the registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor or transferee of shares in the Demerged Company, after effectiveness of this Scheme.

7.7 The Resulting Company New Equity Shares to be issued pursuant to this Scheme in respect of any shares of the Demerged Company which are held in abeyance under the provisions of Section 126 of the Act or otherwise shall pending allotment or settlement of dispute by order of Court or otherwise, be held in abeyance by the Resulting Company.

7.8 The shares to be issued by the Resulting Company *in lieu* of the shares of the Demerged Company held in the unclaimed suspense account shall be issued to a new unclaimed suspense account created for shareholders of the Demerged Company. The shares to be issued by the Resulting Company *in lieu* of the shares of the Demerged Company held in the investor education protection fund shall be issued to investor education protection fund in favour of such shareholders of the Demerged Company.

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7.9 In the event, the Parties restructure their share capital by way of share split / consolidation / issue of bonus shares during the pendency of the Scheme, the share entitlement ratio, per Clause 7.1 above shall be adjusted accordingly, to consider the effect of any such corporate actions.

7.10 The Resulting Company shall apply for listing of the Resulting Company New Equity Shares on the Stock Exchanges in terms of and in compliance of SEBI LODR Regulations, SEBI Circular and other relevant provisions as may be applicable. The Resulting Company New Equity Shares, issued pursuant to the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the designated Stock Exchange.

7.11 Further, the Resulting Company shall, and to the extent required, take all the necessary steps and approvals required to increase / reclassify / reorganize its share capital on or before the Effective Date for issuance of the Resulting Company New Equity Shares as per this Clause 7.

7.12 The Resulting Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with Applicable Law for complying with the provisions stated above.

8. ACCOUNTING TREATMENT BY THE PARTIES IN RESPECT OF THEIR RESPECTIVE BOOKS OF ACCOUNTS

The Demerged Company and the Resulting Company shall account for the Scheme in their respective books/financial statements in accordance with applicable Indian Accounting Standards ("**Ind-AS**") notified under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder, and generally accepted accounting principles in India as amended from time to time including as provided herein below:

8.1 Accounting treatment in the books of the Demerged Company:

8.1.1 Upon coming into effect of this Scheme and with effect from the Appointed Date, the Demerged Company shall reduce the book value of all assets, liabilities and balance in Other Comprehensive Income reserves pertaining to the Demerged Undertaking transferred to the Resulting Company from its books of accounts;

8.1.2 The Demerged Company shall derecognise the carrying amount of investments in the Resulting Company cancelled pursuant to the Scheme;

8.1.3 Loans and advances and other dues outstanding as on the Appointed Date between the Demerged Company pertaining to the Demerged Undertaking and the Resulting Company will stand cancelled and there shall be no further obligation/ outstanding in that behalf;

8.1.4 The difference between the book value of assets pertaining to the Demerged Undertaking and the book value of liabilities and balance in Other Comprehensive Income reserves pertaining to the Demerged Undertaking transferred to the Resulting Company shall be adjusted with the Retained Earnings of the Demerged Company; and

8.1.5 Till the time demerger is effective and approved by the NCLT, the Resulting Company will be considered as a wholly owned subsidiary of the Demerged Company and thus consolidated financial statement from incorporation till the date the Scheme becomes effective will be prepared by the Demerged Company.

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8.2 Accounting treatment in the books of the Resulting Company:

8.2.1 The Resulting Company shall record the assets and liabilities comprised in the Demerged Undertaking transferred to and vested in it pursuant to this Scheme, at the same value appearing in the books of the Demerged Company as on the Appointed Date;

8.2.2 The shareholding (represented by equity shares) of the Demerged Company in the Resulting Company as on the Appointed Date will stand cancelled and the difference between the above and share capital of Resulting Company, if any, shall be adjusted in capital reserve(s);

8.2.3 The Resulting Company shall credit its share capital account in its books of account with the aggregate face value of the equity shares issued to the shareholders of the Demerged Company pursuant to Clause 7.1 of this Scheme;

8.2.4 The identity of the Other Comprehensive Income reserves pertaining to the Demerged Undertaking of the Demerged Company shall be preserved and shall appear in the financial statements of the Resulting Company in the same form and manner, in which they appeared in the financial statements of the Demerged Company;

8.2.5 The surplus/ deficit, if any, of book value of the assets over the liabilities pertaining to the Demerged Undertaking transferred from the Demerged Company and recorded by the Resulting Company in accordance with Clause 8.2.1 above, over the amount credited as share capital as per Clause 8.2.3 above, and after giving effect to 8.2.4 above, shall be adjusted in capital reserve;

8.2.6 Loans and advances and other dues outstanding as on the Appointed Date between the Demerged Company pertaining to the Demerged Undertaking and the Resulting Company will stand cancelled and there shall be no further obligation/ outstanding in that behalf; and

8.2.7 In case of any differences in accounting policy between the Demerged Company and the Resulting Company, the accounting policies followed by the Resulting Company will prevail and the difference shall be adjusted appropriately as per the applicable Ind-AS.

9. REDUCTION OF SHARE CAPITAL OF THE RESULTING COMPANY

9.1 With effect from the Effective Date and upon allotment of the Resulting Company New Equity Shares, the entire paid up equity share capital, as on Effective Date, of the Resulting Company ("**Resulting Company Cancelled Shares**") shall stand cancelled, extinguished and annulled on and from the Effective Date and the paid up equity share capital of the Resulting Company to that effect shall stand cancelled and reduced.

9.2 The reduction of the share capital of the Resulting Company shall be effected as an integral part of this Scheme itself under Sections 230 to 232 of the Act, without having to follow the process under Section 66 of the Act separately and the order of the Tribunal sanctioning this Scheme shall be deemed to be an order confirming the said reduction.

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9.3 On effecting the reduction of the share capital as stated in Clause 9.1 above, the share certificates in respect of the Resulting Company Cancelled Shares held by their respective holders shall also be deemed to have been cancelled.

9.4 On the Effective Date, the Resulting Company shall debit its share capital account in its books of account with the aggregate face value of the Resulting Company Cancelled Shares.

9.5 The capital reserve in the books of the Resulting Company shall be increased to the extent of the amount of the Resulting Company Cancelled Shares.

9.6 Notwithstanding the reduction in the equity share capital of the Resulting Company, the Resulting Company shall not be required to add "And Reduced" as suffix to its name.

PART III
GENERAL TERMS & CONDITIONS

10. REMAINING BUSINESSES

10.1 The Remaining Business of the Demerged Company and all the assets, investments, liabilities and obligations of the Demerged Company, shall continue to belong to and be vested in and be managed by the Demerged Company. With effect from the Effective Date, only the Demerged Company shall be liable to perform and discharge all liabilities and obligations in relation to the Remaining Business of the Demerged Company and the Resulting Company shall not have any liability or obligation in relation to the Remaining Business of the Demerged Company.

10.2 All legal, Tax and/or other proceedings by or against the Demerged Company under any statute, whether pending on the Effective Date or which may be instituted at any time thereafter, and relating to the Remaining Business of the Demerged Company (including those relating to any property, right, power, liability, obligation or duties of the Demerged Company in respect of the Remaining Business of the Demerged Company) shall be continued and enforced against the Demerged Company. The Resulting Company shall in no event be responsible or liable in relation to any such legal, Tax or other proceedings in relation to the Remaining Business of the Demerged Company.

10.3 If the Resulting Company is in receipt of any demand, claim, notice and/or is impleaded as a party in any proceedings before any Appropriate Authority, in each case in relation to the Remaining Business of the Demerged Company, the Resulting Company shall, in view of the transfer and vesting of the Demerged Undertaking, pursuant to this Scheme, take all such steps in the proceedings before the Appropriate Authority to substitute the Resulting Company with the Demerged Company. However, if the Resulting Company, is unable to get the Demerged Company so substituted in such proceedings, it shall defend the same or deal with such demand in accordance with the advice of the Demerged Company and at the cost of the Demerged Company and the latter shall reimburse the Resulting Company, against all liabilities and obligations incurred by or against the Resulting Company, in respect thereof.

11. VALIDITY OF EXISTING RESOLUTIONS, ETC.

11.1 Upon coming into effect of this Scheme, the resolutions and power of attorney of/ executed by the Demerged Company, as are considered necessary by the Board of the Resulting Company, pertaining to the Demerged Undertaking, and that are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions and

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power of attorney passed/ executed by the Resulting Company, and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then said limits as are considered necessary by the Board of the Resulting Company shall be added to the limits, if any, under like resolutions passed by the Resulting Company and shall constitute the aggregate of the said limits in the Resulting Company.

12. BUSINESS UNTIL EFFECTIVE DATE

12.1 With effect from the Appointed Date and up to and including the Effective Date:

12.1.1 The Demerged Company with respect to the Demerged Undertaking shall be deemed to have been carrying on and shall carry on its business and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of the assets for and on account of, and in trust for the Resulting Company;

12.1.2 All profits or income arising or accruing to the Demerged Company with respect to the Demerged Undertaking and all taxes paid thereon (including but not limited to advance tax, tax deducted or collected at source, minimum alternate tax, dividend distribution tax, securities transaction tax, taxes withheld/ paid in a foreign country, etc.) or losses arising or incurred by the Demerged Company with respect to the Demerged Undertaking shall, for all purposes, be treated as and deemed to be the profits or income, taxes or losses, as the case may be, of the Resulting Company; and

12.1.3 All loans raised and all liabilities and obligations incurred by the Demerged Company with respect to the Demerged Undertaking after the Appointed Date and prior to the Effective Date, shall subject to the terms of this Scheme, be deemed to have been raised, used or incurred for and on behalf of the Resulting Company as the case may be and to the extent they are outstanding on the Effective Date, shall also, without any further act or deed be and be deemed to become the debts, liabilities, duties and obligations of the Resulting Company.

12.2 With effect from the date of approval of the Scheme by the respective Boards of the Parties and up to and including the Effective Date:

12.2.1 The Demerged Company shall, with respect to the Demerged Undertaking, carry on its businesses with reasonable diligence and business prudence and in the same manner as the Demerged Company and the Resulting Company had been doing hitherto; and

12.2.2 The Demerged Company shall, with respect to the Demerged Undertaking shall be entitled, pending the sanction of the Scheme, to apply to the Appropriate Authorities concerned as necessary under Applicable Law for such consents, approvals and sanctions which the Resulting Company may require to carry on the relevant business of the Demerged Company and to give effect to the Scheme.

12.3 For the purpose of giving effect to the order passed under Sections 230 to 232 and other applicable provisions of the Act in respect of this Scheme by the Tribunal, the Resulting Company shall, at any time pursuant to the orders approving this Scheme, be entitled to get the recordal of the change in the legal right(s) upon the demerger of the Demerged Undertaking, in accordance with the provisions of Sections 230 to 232 of the Act. The Resulting Company shall always be deemed to have been authorized to execute any pleadings, applications, forms, etc, as may be required to remove any difficulties and facilitate and carry

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out any formalities or compliances as are necessary for the implementation of this Scheme. For the purpose of giving effect to the vesting order passed under Section 232 of the Act in respect of this Scheme, the Resulting Company shall be entitled to exercise all rights and privileges, and be liable to pay all taxes and charges and fulfil all its obligations, in relation to or applicable to all immovable properties, including mutation and/ or substitution of the ownership or the title to, or interest in the immovable properties which shall be made and duly recorded by the Appropriate Authority(ies) in favour of the Resulting Company pursuant to the sanction of the Scheme by the Tribunal and upon the effectiveness of this Scheme in accordance with the terms hereof, without any further act or deed to be done or executed by the Resulting Company. It is clarified that the Resulting Company shall be entitled to engage in such correspondence and make such representations, as may be necessary, for the purposes of the aforesaid mutation and/ or substitution.

13. FACILITATION PROVISIONS

13.1 Immediately upon the Scheme being effective, the concerned Parties shall enter into agreements as may be necessary, *inter alia* in relation to use by the Parties of office space, infrastructure facilities, information technology services, security personnel, trademarks and other intellectual property rights, legal, administrative and other services, etc. on such terms and conditions that may be mutually agreed between them.

13.2 It is clarified that approval of the Scheme by the shareholders of Demerged Company and Resulting Company under Sections 230 to 232 of the Act shall be deemed to have their approval under Section 188 and other applicable provisions of the Act and Regulation 23 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that no separate approval of the of the Board or audit committee or shareholders shall be required to be sought by the Parties, including, under Section 177 of the Act.

13.3 It is clarified that all guarantees provided by the Demerged Company in respect of the Demerged Undertaking shall be valid and subsisting till adequate arrangements/ guarantees have been provided in respect of the same by the Resulting Company.

14. PROPERTY IN TRUST

Notwithstanding anything contained in this Scheme, on or after Effective Date, until any property, asset, license, approval, permission, contract, agreement and rights and benefits arising therefrom pertaining to the Demerged Undertaking are transferred, vested, recorded, effected and/ or perfected, in the records of any Appropriate Authority, regulatory bodies or otherwise, in favour of the Resulting Company such company is deemed to be authorized to enjoy the property, asset or the rights and benefits arising from the license, approval, permission, contract or agreement as if it were the owner of the property or asset or as if it were the original party to the license, approval, permission, contract or agreement. It is clarified that till entry is made in the records of the Appropriate Authorities and till such time as may be mutually agreed by the relevant Parties, the Demerged Company will continue to hold the property and/or the asset, license, permission, approval, contract or agreement and rights and benefits arising therefrom, as the case may be, in trust for and on behalf of the Resulting Company.

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15. APPLICATIONS/ PETITIONS TO THE TRIBUNAL

The Parties shall make and file all applications and petitions under Sections 230 to 232 and other applicable provisions of the Act before the Tribunal, for sanction of this Scheme under the provisions of the Act.

16. MODIFICATION OR AMENDMENTS TO THIS SCHEME

16.1 The Board of the Parties may make any modifications or amendments to this Scheme at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or appropriate. The Board of the Parties may consent to any conditions or limitations that the Tribunal or any other Appropriate Authority may impose.

16.2 For the purposes of giving effect to this Scheme, the Board of the Parties may give such directions including directions for settling any question or difficulty that may arise and such directions shall be binding on all Parties as if the same were specifically incorporated in this Scheme.

17. CONDITIONS PRECEDENT

17.1 Unless otherwise decided (or waived) by Parties, the Scheme is conditional upon and subject to the following conditions precedent:

17.1.1 obtaining no-objection letter from the Stock Exchanges in relation to the Scheme under Regulation 37 of the SEBI LODR Regulations;

17.1.2 approval of the Scheme by the requisite majority of each class of shareholders and such other classes of Persons of the Parties, if any, as applicable or as may be required under the Act and as may be directed by the Tribunal. Further, the Demerged Company complying with other provisions of the SEBI Circular, including seeking approval of the shareholders of the Demerged Company through e-voting, as applicable;

17.1.3 the sanctions and orders of the Tribunal, under Sections 230 to 232 of the Act being obtained by the Parties;

17.1.4 certified/ authenticated copies of the orders of the Tribunal, sanctioning the Scheme, being filed with the RoC having jurisdiction over the Parties; and

17.1.5 the requisite consent, approval or permission of Appropriate Authority or any other Person which by Applicable Law or contract, agreement may be necessary for the implementation of this Scheme.

17.2 It is hereby clarified that submission of this Scheme to the Tribunal and to the Appropriate Authorities for their respective approvals is without prejudice to all rights, interests, title, or defences that Parties may have under or pursuant to all Applicable Law(s).

17.3 On the approval of this Scheme by the shareholders of the Parties and such other classes of Persons of the Parties, if any, pursuant to Clause 17.1.1, such shareholders and classes of Persons shall also be deemed to have resolved and accorded all relevant consents under the Act or otherwise to the same extent applicable in relation to the Scheme.

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18. WITHDRAWAL OF THIS SCHEME AND NON-RECEIPT OF APPROVALS

18.1 Parties, acting jointly, shall be at liberty to withdraw the Scheme, any time before the Scheme is effective.

18.2 In the event of withdrawal of the Scheme under Clause 18.1 above, no rights and liabilities whatsoever shall accrue to or be incurred *inter se* the Parties or their respective shareholders or creditors or employees or any other Person.

18.3 In the event of any of the requisite sanctions and approvals not being obtained on or before such date as may be agreed to by the Parties, this Scheme or relevant part(s) of this Scheme shall become null and void and each Party shall bear and pay its respective costs, charges and expenses for and/ or in connection with this Scheme.

18.4 In the event of revocation/ withdrawal of the Scheme under Clause 18.1 or Clause 18.2 above, no rights and liabilities whatsoever shall accrue to or be incurred *inter se* the Parties or their respective shareholders or creditors or employees or any other Person, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or in accordance with Applicable Law and in such case, each Party shall bear its own costs, unless otherwise mutually agreed.

19. DIVIDENDS

19.1 During the pendency of the Scheme, the Parties shall be entitled to declare and pay dividends, to their respective shareholders in consistent with the past practice or in ordinary course of business, whether interim or final. Any other dividend shall be recommended/declared only by the mutual consent of the concerned Parties.

19.2 It is clarified that the aforesaid provisions in respect of declaration of dividends (whether interim or final) are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Parties to demand or claim or be entitled to any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the respective Boards of the Parties as the case may be, and subject to approval, if required, of the shareholders of the Parties as the case may be.

20. SAVING OF CONCLUDED TRANSACTIONS

Nothing in this Scheme shall affect any transaction or proceedings already concluded or liabilities incurred by the Demerged Company with respect to the Demerged Undertaking until the Appointed Date, to the end and intent that the Resulting Company shall accept and adopt all acts, deeds and things done and executed by the Demerged Company with respect to the Demerged Undertaking in respect thereto as done and executed on behalf of the Resulting Company.

21. COSTS AND EXPENSES

All costs, charges and expenses (including, but not limited to, any taxes and duties, registration charges, etc.) of the Parties, respectively in relation to carrying out, implementing and completing the terms and provisions of this Scheme and/ or incidental to the completion of this Scheme shall be borne by the Demerged Company.

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DIGIDRIVE DISTRIBUTORS LIMITED

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Chartered Accountants

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Limited Review Report on unaudited consolidated financial results of Saregama India Limited for the three months ended 30 September 2022 and year-to-date consolidated financial results for the period from 01 April 2022 to 30 September 2022 pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To the Board of Directors of Saregama India Limited

1. We have reviewed the accompanying Statement of unaudited consolidated financial results of Saregama India Limited ("the Parent"), and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") for the quarter ended 30 September 2022 and year-to-date results for the period from 01 April 2022 to 30 September 2022 ("the Statement"), being submitted by the Parent pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

2. This Statement, which is the responsibility of the Parent's management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "*Interim Financial Reporting*" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 *"Review of Interim Financial Information Performed by the Independent Auditor of the Entity",* issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the results of the following entities:

Parent:

Saregama India Limited

Subsidiaries:

a. Kolkata Metro Networks Limited

b. Open Media Network Private Limited

c. RPG Global Music Limited

d. Saregama Limited (formerly known as Saregama Plc.)

e. Saregama FZE

f. Digidrive Distributors Limited

g. Saregama Inc. (Step-down subsidiary of Saregama India Limited)

5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. The Statement includes the interim financial information of seven subsidiaries (including one step-down subsidiary) which have not been reviewed, whose interim financial information reflect total assets of Rs. 6,966 lakhs (before consolidation adjustments) as at 30 September 2022, total revenues of Rs. 2,801 lakhs and Rs. 5,022 lakhs (before consolidation adjustments), total net loss after tax of Rs. 53 lakhs and Rs. 85 lakhs (before consolidation adjustments) and total comprehensive income of Rs. 62 lakhs and Rs. 12 lakhs (before consolidation adjustments), for the quarter ended 30 September 2022 and for the period from 01 April 2022 to 30 September 2022, respectively, and net cash inflows of Rs. 1,561 lakhs for the period from 01 April 2022 to 30 September 2022, as considered in the Statement. According to the information and explanations given to us by the Parent's management, these interim financial information are not material to the Group.

   Our conclusion is not modified in respect of this matter.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

JAYANTA MUKHOPADHYAY

Digitally signed by JAYANTA MUKHOPADHYAY
Date: 2022.10.31 13:05:24 +05'30'

Jayanta Mukhopadhyay

Partner

Membership No.: 055757

UDIN:22055757BBKQRG2313

Kolkata

31 October 2022

RP - Sanjiv Goenka Group

saregama

Saregama India Limited
Registered Office: 33, Jessore Road, Dum Dum, Kolkata - 700 028
web: www.saregama.com, Email id: co.sec@saregama.com, Phone no: 033-2551-2984
CIN:L22213WB1946PLC014346

(Rs. in Lakhs)

Statement of Consolidated Financial Results for the Three Months and Six Months Ended 30 September 2022

Sl. No.	Particulars	3 Months ended 30 September 2022 (Unaudited)	3 Months ended 30 June 2022 (Unaudited)	3 Months ended 30 September 2021 (Unaudited)	6 Months ended 30 September 2022 (Unaudited)	6 Months ended 30 September 2021 (Unaudited)	Year ended 31 March 2022 (Audited)
1	**Income**						
	(a) Revenue from operations	**18,916**	16,930	14,509	**35,846**	25,005	58,063
	(b) Other income	**1,138**	985	515	**2,123**	795	3,491
	Total Income	**20,054**	17,915	15,024	**37,969**	25,800	61,554
2	**Expenses**						
	(a) Operational cost*	**5,349**	4,986	3,411	**10,335**	4,907	14,311
	(b) Employee benefits expense	**2,223**	1,868	2,075	**4,091**	3,750	7,345
	(c) Finance costs	**131**	140	141	**271**	209	452
	(d) Depreciation and amortisation expense	**456**	410	276	**866**	506	1,310
	(e) Advertisement and sales promotion	**1,832**	1,716	1,371	**3,548**	2,210	5,205
	(f) Royalty expense	**1,509**	1,253	1,764	**2,762**	3,206	6,314
	(g) Other expenses	**2,350**	1,965	1,453	**4,315**	2,800	6,176
	Total Expenses	**13,850**	12,338	10,491	**26,188**	17,588	41,113
3	**Profit before exceptional items and tax (1-2)**	**6,204**	5,577	4,533	**11,781**	8,212	20,441
4	**Exceptional Items**	**-**	-	-	**-**	-	-
5	**Profit before tax (3-4)**	**6,204**	5,577	4,533	**11,781**	8,212	20,441
6	**Tax Expense**						
	(a) Current Tax	**1,711**	1,440	1,171	**3,151**	2,145	5,027
	(b) Deferred Tax (net)	**(118)**	(6)	(18)	**(124)**	(46)	149
	Total tax expense	**1,593**	1,434	1,153	**3,027**	2,099	5,176
7	**Profit for the period (5-6)**	**4,611**	4,143	3,380	**8,754**	6,113	15,265
8	**Other Comprehensive Income (net of taxes)**						
	(a) Items that will be reclassified to profit or loss	**112**	(18)	7	**94**	11	26
	(b) Items that will not be reclassified to profit or loss	**943**	(992)	3,532	**(49)**	7,359	3,817
	Total other comprehensive income	**1,055**	(1,010)	3,539	**45**	7,370	3,843
9	**Total comprehensive income for the period (7+8)**	**5,666**	3,133	6,919	**8,799**	13,483	19,108
10	**Profit for the period attributable to:**						
	(a) Owner of the Company	**4,607**	4,141	3,380	**8,748**	6,099	15,260
	(b) Non-controlling Interest**	**4**	2	0	**6**	14	5
11	**Other Comprehensive Income for the period attributable to:**						
	(a) Owner of the Company	**1,026**	(1,006)	3,536	**20**	7,366	3,838
	(b) Non-controlling Interest	**29**	(4)	3	**25**	4	5
12	**Total Comprehensive Income for the period attributable to:**						
	(a) Owner of the Company	**5,633**	3,135	6,916	**8,768**	13,465	19,098
	(b) Non-controlling Interest	**33**	(2)	3	**31**	18	10
13	Paid-up Equity Share Capital (Face Value of Re.1/- each) (Refer Note 2)	**1,928**	1,928	1,743	**1,928**	1,743	1,928
14	Other equity						1,35,842
15	Earnings Per Share (Face Value Re.1/- each): # (Refer Note 2)						
	(a) Basic (Rs.)	**2.39**	2.15	1.95	**4.54**	3.52	8.43
	(b) Diluted (Rs.)	**2.39**	2.15	1.94	**4.54**	3.51	8.42

*Includes media content cost, contract manufacturing charges and cost of production of films, television serials and events.

**Represents value of less than Rs. 0.50 Lakh.

#Figures for three months and six months are not annualised.

RP - Sanjiv Goenka Group

saregama

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CIN:L22213WB1946PLC014346

(Rs. in Lakhs)

Consolidated Segment wise Revenue, Results, Assets and Liabilities for the Three Months and Six Months Ended 30 September 2022

Sl. No.	Particulars	3 Months ended 30 September 2022 (Unaudited)	3 Months ended 30 June 2022 (Unaudited)	3 Months ended 30 September 2021 (Unaudited)	6 Months ended 30 September 2022 (Unaudited)	6 Months ended 30 September 2021 (Unaudited)	Year ended 31 March 2022 (Audited)
1	**Segment Revenue**						
	(a) Music	**15,090**	12,742	12,158	**27,832**	21,338	47,381
	(b) Films, Television serials and Events	**3,408**	3,862	2,235	**7,270**	3,428	10,239
	(c) Publication	**418**	326	116	**744**	239	443
	Total Segment Revenue	**18,916**	16,930	14,509	**35,846**	25,005	58,063
	Less: Inter Segment Revenue	**-**	-	-	**-**	-	-
	Total Revenue from Operations	**18,916**	16,930	14,509	**35,846**	25,005	58,063
2	**Segment Results**						
	(a) Music	**6,697**	6,048	5,675	**12,745**	10,318	22,519
	(b) Films, Television serials and Events	**27**	93	321	**120**	427	1,491
	(c) Publication	**(40)**	(37)	(334)	**(77)**	(615)	(1,177)
	Total	**6,684**	6,104	5,662	**12,788**	10,130	22,833
	Less:						
	(a) Finance costs	**131**	140	141	**271**	209	452
	(b) Other unallocable expenditure net of unallocable income	**349**	387	988	**736**	1,709	1,940
	Total Profit Before Tax	**6,204**	5,577	4,533	**11,781**	8,212	20,441
3	**Segment Assets**						
	(a) Music	**58,186**	54,412	45,519	**58,186**	45,519	50,398
	(b) Films, Television serials and Events	**13,874**	12,100	6,715	**13,874**	6,715	11,077
	(c) Publication	**579**	553	560	**579**	560	528
	(d) Unallocated	**1,14,066**	1,03,595	38,858	**1,14,066**	38,858	1,06,784
	Total Segment Assets	**1,86,705**	1,70,660	91,652	**1,86,705**	91,652	1,68,787
4	**Segment Liabilities**						
	(a) Music	**30,695**	19,601	18,186	**30,695**	18,186	20,404
	(b) Films, Television serials and Events	**2,515**	2,703	1,050	**2,515**	1,050	2,757
	(c) Publication	**424**	358	354	**424**	354	296
	(d) Unallocated	**6,890**	6,760	7,358	**6,890**	7,358	7,237
	Total Segment Liabilities	**40,524**	29,422	26,948	**40,524**	26,948	30,694

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CIN:L22213WB1946PLC014346

(Rs. in Lakhs)

Consolidated Statement of Assets and Liabilities

Sl. No.	Particulars	As at 30 September 2022 (Unaudited)	As at 31 March 2022 (Audited)
	ASSETS		
1	**Non-current assets**		
	(a) Property, plant and equipment	**21,403**	21,411
	(b) Right-of-use assets	**155**	126
	(c) Investment properties	**217**	219
	(d) Intangible assets	**7,746**	6,017
	(e) Intangible assets under development	**263**	175
	(f) Financial assets		
	(i) Investments	**14,476**	14,528
	(ii) Other financial assets	**240**	197
	(g) Other non-current assets	**4,515**	2,916
	Total non-current assets	**49,015**	45,589
2	**Current assets**		
	(a) Inventories	**14,113**	10,544
	(b) Financial assets		
	(i) Investment	**43,789**	53,076
	(ii) Trade receivables	**11,871**	10,780
	(iii) Cash and cash equivalents	**5,753**	15,273
	(iv) Bank balances other than (iii) above	**43,700**	17,101
	(v) Loans	**2,621**	2,282
	(vi) Other financial assets	**3,247**	793
	(c) Current tax assets (net)	**1,822**	2,567
	(d) Other current assets	**10,774**	10,782
	Total current assets	**1,37,690**	1,23,198
	TOTAL ASSETS	**1,86,705**	1,68,787
	EQUITY AND LIABILITIES		
1	**Equity**		
	(a) Equity share capital	**1,928**	1,928
	(b) Other equity	**1,43,899**	1,35,842
	Equity Attributable to Owners of the Company	**1,45,827**	1,37,770
	Non-controlling interest	**354**	323
	Total Equity	**1,46,181**	1,38,093
	Liabilities		
2	**Non-current liabilities**		
	(a) Financial liabilities		
	(i) Lease liabilities	**67**	71
	(b) Employee benefit obligations	**432**	419
	(c) Deferred tax liabilities (net)	**5,483**	5,616
	Total non-current liabilities	**5,982**	6,106
3	**Current liabilities**		
	(a) Financial liabilities		
	(i) Lease liabilities	**95**	59
	(ii) Trade payables		
	a) Total outstanding dues of micro enterprises and small enterprises	**39**	1
	b) Total outstanding dues of creditors other than micro enterprises and small enterprises	**6,299**	6,452
	(iii) Other financial liabilities	**4,750**	4,306
	(b) Other current liabilities	**14,863**	4,661
	(c) Provisions	**8,412**	9,018
	(d) Employee benefit obligations	**81**	78
	(e) Current tax liabilities (net)	**3**	13
	Total current liabilities	**34,542**	24,588
	Total liabilities	**40,524**	30,694
	TOTAL EQUITY AND LIABILITIES	**1,86,705**	1,68,787

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(Rs. in Lakhs)

Consolidated Statement of Cash Flows

Sl. No.	Particulars	6 Months ended 30 September 2022 (Unaudited)		6 Months ended 30 September 2021 (Unaudited)	
	Profit Before Tax		**11,781**		8,212
A.	**Cash Flow from Operating Activities**				
	Adjustments for:				
	Depreciation and amortisation expense	**866**		506	
	Allowance for expected credit loss / provision for doubtful advances	**790**		5	
	Finance costs	**271**		209	
	Liabilities/Provisions no longer required written back	**(1)**		(2)	
	Interest income	**(855)**		(584)	
	Share based payment expense	**37**		45	
	Bad debts/advances written off*	**0**		-	
	Profit on sale of Investment in Mutual Fund	**(751)**		(25)	
	Fair value gain on Mutual Fund at FVTPL	**(308)**		-	
	Net loss on unrealised foreign currency transactions/ translation	**22**		3	
			71		157
	Operating profit before Working Capital Changes		**11,852**		8,369
	Adjustments for:				
	Increase in Other current assets, Loans, Other non-current assets, Other financial assets	**(2,754)**		(3,382)	
	Increase in Other financial liabilities, Provisions, Other current liabilities	**9,961**		2,156	
	Decrease in Trade payables	**(115)**		(139)	
	Decrease in Employee benefit obligations	**(3)**		(24)	
	Increase in Trade receivables	**(1,903)**		(252)	
	Increase in Inventories	**(3,570)**		(1,830)	
			1,616		(3,471)
	Cash generated from operations		**13,468**		4,898
	Income taxes paid (net of refund)		**(2,404)**		(2,122)
	Net cash generated from Operating Activities (A)		**11,064**		2,776
B.	**Cash Flow from Investing Activities**				
	Purchase of Property, plant and equipment and intangible assets	**(4,229)**		(1,534)	
	Interest received	**679**		145	
	Investment in Mutual Funds	**(37,014)**		-	
	Proceeds from sale of Investment in Mutual Funds	**47,360**		2,541	
	Fixed deposits placed with banks (with remaining maturity more than 3 months)	**(26,648)**		(483)	
	Net cash (used in) / generated from Investing Activities (B)		**(19,852)**		669
C.	**Cash Flow from Financing Activities**				
	Proceeds from issue of shares*	**-**		0	
	Share premium received on issue of shares	**-**		5	
	(Purchase)/Sale of Investment by Saregama Welfare Trust (Treasury Shares) (net)	**(743)**		258	
	Repayment of principal portion of lease liabilities	**(44)**		(17)	
	Interest paid on lease liabilities	**(9)**		(5)	
	Interest paid on others	**(12)**		(8)	
	Net cash (used in) / generated from Financing Activities (C)		**(808)**		233
	Net (decrease) / increase in cash and cash equivalents (A+B+C)		**(9,596)**		3,678
	Cash and Cash Equivalents at the beginning of the period		**15,273**		1,113
	Effect of exchange rate changes		**76**		11
	Cash and Cash Equivalents at the end of the period		**5,753**		4,802

*Represents value of less than Rs. 0.50 Lakh

Note: The above Consolidated Statement of Cash Flow has been prepared under the "Indirect Method" as set out in Ind AS 7 - "Statement of Cash Flows".

NOTES:

1	The aforementioned results for the three months and six months ended 30 September 2022 have been reviewed and recommended by the Audit Committee in their meeting held on 31 October 2022 and approved by the Board of Directors of the Parent Company at their meeting held on even date. These results have been subjected to limited review by the Statutory Auditors of the Parent Company who have issued an unmodified review report on the consolidated financial results for the three months and six months ended 30 September 2022.
2	Pursuant to the Special Resolution passed by the Shareholders of the Parent Company by way of Postal Ballot through electronic means on 31 March 2022, the Parent Company has sub-divided its equity share of face value of Rs.10/- (Rs. Ten only) each fully paid up, into 10 (Ten) equity shares of face value Re.1/- (Rupee One only) each fully paid-up, effective from 28 April 2022. Hence, shares have now been adjusted on account of sub-division of share done by the Parent Company. This has been considered for calculating weighted average number of equity shares for all periods presented, as per Ind AS 33- Earnings Per Share.
3	The Consolidated financial results are prepared in accordance with the principles and procedures as set out in Ind AS 110, notified by Ministry of Corporate Affairs. The consolidated financial results of the Company include its seven subsidiaries (including one step-down subsidiary), i.e. Saregama Limited (formerly known as Saregama Plc.), RPG Global Music Limited, Saregama FZE, Kolkata Metro Networks Limited, Open Media Network Private Limited, Digidrive Distributors Limited and Saregama Inc. (Step-down subsidiary of Saregama India Limited) (hereinafter referred as "Group") combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses eliminating intra-company balances and transactions and resulting unrealised gains/losses. The Consolidated financial results are prepared applying uniform accounting policies. The Group has one joint venture i.e. Saregama Regency Optimedia Private Limited, which is under liquidation with effect from 19 September 2016. Accordingly, this entity has not been consolidated by the Group.
4	Based on the guiding principles given in Ind AS 108 on "Operating Segments", the Group's business activity falls within three operating segments, namely: (a) Music (b) Films, Television serials and Events (c) Publication Segment Revenue, Results, Assets and Liabilities represent amounts identifiable to each of the segments. Other "unallocable expenditure net of unallocable income" mainly includes interest income, expenses on common services not directly identifiable to individual segments and corporate expenses. Segment Assets and Segment Liabilities are as at 30 September 2022, 30 June 2022, 30 September 2021 and 31 March 2022. Unallocable corporate assets less unallocable corporate liabilities mainly represent investment of surplus funds and cash and bank balances.
5	In view of pandemic relating to COVID – 19, the Group has considered internal and external information available up to the date of approval of these consolidated financial results and has performed analysis in assessing the recoverability of its assets including trade receivables, inventories, investments, other financial and non-financial assets, for possible impact on these consolidated financial results. The Group has also assessed the impact of this whole situation on its capital and financial resources, profitability, liquidity position, etc. On the basis of its present assessment and current indicators of future economic conditions, the Group does not anticipate any material impact on these consolidated financial results. However, the actual impact of COVID – 19 on the Group's financial results may differ from that estimated and the Group will continue to closely monitor any material changes to future economic conditions.
6	For more details on Results, visit Investor Relations section of our website at http://www.saregama.com and Financial Results under Corporates section of www.nseindia.com and www.bseindia.com.

For and on behalf of the Board of Directors of Saregama India Limited

VIKRAM MEHRA
Digitally signed by VIKRAM MEHRA
Date: 2022.10.31 12:27:08 +05'30'

Vikram Mehra
Managing Director
DIN: 03556680

Kolkata
31 October 2022

B S R & Co. LLP
Chartered Accountants

Unit No. 603, 6th Floor, Tower 1,
Plot No. 5, Block – DP, Godrej Waterside,
Sector V, Salt Lake, Kolkata – 700091

Telephone: +91 33 4035 4200
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Limited Review Report on unaudited standalone financial results of Saregama India Limited for the three months ended 30 September 2022 and year-to-date standalone financial results for the period from 01 April 2022 to 30 September 2022 pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors of Saregama India Limited

1. We have reviewed the accompanying Statement of unaudited standalone financial results of Saregama India Limited ("the Company") for the quarter ended 30 September 2022 and year-to-date results for the period from 01 April 2022 to 30 September 2022 ("the Statement").

2. This Statement, which is the responsibility of the Company's management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "*Interim Financial Reporting*" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Our responsibility is to issue a report on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 *"Review of Interim Financial Information Performed by the Independent Auditor of the Entity"* issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with applicable accounting standards and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

JAYANTA MUKHOPADHYAY
Digitally signed by JAYANTA MUKHOPADHYAY
Date: 2022.10.31 13:06:14 +05'30'

Jayanta Mukhopadhyay
Partner
Membership No.: 055757
UDIN:22055757BBKQOA6580

Kolkata
31 October 2022

RP - Sanjiv Goenka Group

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(Rs. in Lakhs)

Statement of Standalone Financial Results for the Three Months and Six Months Ended 30 September 2022

Sl. No.	Particulars	3 Months ended 30 September 2022 (Unaudited)	3 Months ended 30 June 2022 (Unaudited)	3 Months ended 30 September 2021 (Unaudited)	6 Months ended 30 September 2022 (Unaudited)	6 Months ended 30 September 2021 (Unaudited)	Year ended 31 March 2022 (Audited)
1	**Income**						
	(a) Revenue from operations	**16,421**	14,786	14,213	**31,207**	24,436	56,831
	(b) Other income	**1,152**	978	519	**2,130**	801	3,341
	Total Income	**17,573**	15,764	14,732	**33,337**	25,237	60,172
2	**Expenses**						
	(a) Operational cost*	**3,536**	3,322	3,319	**6,858**	4,779	14,053
	(b) Employee benefits expense	**1,889**	1,589	1,711	**3,478**	3,066	6,108
	(c) Finance costs	**129**	138	141	**267**	209	451
	(d) Depreciation and amortisation expense	**446**	399	274	**845**	502	1,302
	(e) Advertisement and sales promotion	**1,721**	1,637	1,715	**3,358**	2,732	6,197
	(f) Royalty expense	**1,509**	1,253	1,764	**2,762**	3,206	6,320
	(g) Other expenses	**2,135**	1,838	1,330	**3,973**	2,556	5,542
	Total Expenses	**11,365**	10,176	10,254	**21,541**	17,050	39,973
3	**Profit before exceptional items and tax (1-2)**	**6,208**	5,588	4,478	**11,796**	8,187	20,199
4	**Exceptional Items**	**-**	-	-	**-**	-	-
5	**Profit before tax (3-4)**	**6,208**	5,588	4,478	**11,796**	8,187	20,199
6	**Tax Expense**						
	(a) Current Tax	**1,711**	1,441	1,171	**3,152**	2,145	4,986
	(b) Deferred Tax (net)	**(125)**	(14)	(18)	**(139)**	(46)	171
	Total tax expense	**1,586**	1,427	1,153	**3,013**	2,099	5,157
7	**Profit for the period (5-6)**	**4,622**	4,161	3,325	**8,783**	6,088	15,042
8	**Other Comprehensive Income (net of taxes)**						
	(a) Items that will be reclassified to profit or loss	**-**	-	-	**-**	-	-
	(b) Items that will not be reclassified to profit or loss	**941**	(993)	2,879	**(52)**	6,135	3,215
	Total other comprehensive income	**941**	(993)	2,879	**(52)**	6,135	3,215
9	**Total comprehensive income for the period (7+8)**	**5,563**	3,168	6,204	**8,731**	12,223	18,257
10	Paid-up Equity Share Capital (Face Value of Re.1/- each) (Refer Note 2)	**1,928**	1,928	1,743	**1,928**	1,743	1,928
11	Other equity						1,35,255
12	Earnings Per Share (Face Value Re.1/- each): # (Refer Note 2)						
	(a) Basic (Rs.)	**2.40**	2.16	1.91	**4.56**	3.51	8.31
	(b) Diluted (Rs.)	**2.40**	2.16	1.91	**4.56**	3.50	8.30

*Includes media content cost, contract manufacturing charges and cost of production of films, television serials and events.
#Figures for three months and six months are not annualised.

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(Rs. in Lakhs)

Standalone Segment wise Revenue, Results, Assets and Liabilities for the Three Months and Six Months Ended 30 September 2022

Sl. No.	Particulars	3 Months ended 30 September 2022 (Unaudited)	3 Months ended 30 June 2022 (Unaudited)	3 Months ended 30 September 2021 (Unaudited)	6 Months ended 30 September 2022 (Unaudited)	6 Months ended 30 September 2021 (Unaudited)	Year ended 31 March 2022 (Audited)
1	**Segment Revenue**						
	(a) Music	**14,889**	12,620	11,978	**27,509**	21,008	46,592
	(b) Films, Television serials and Events	**1,532**	2,166	2,235	**3,698**	3,428	10,239
	Total segment revenue	**16,421**	14,786	14,213	**31,207**	24,436	56,831
	Less: Inter Segment Revenue	**-**	-	-	**-**	-	-
	Total Revenue from Operations	**16,421**	14,786	14,213	**31,207**	24,436	56,831
2	**Segment Results**						
	(a) Music	**6,830**	6,087	5,280	**12,917**	9,669	21,082
	(b) Films, Television serials and Events	**(122)**	7	321	**(115)**	427	1,491
	Total	**6,708**	6,094	5,601	**12,802**	10,096	22,573
	Less:						
	(a) Finance costs	**129**	138	141	**267**	209	451
	(b) Other unallocable expenditure net of unallocable income	**371**	368	982	**739**	1,700	1,923
	Total Profit Before Tax	**6,208**	5,588	4,478	**11,796**	8,187	20,199
3	**Segment Assets**						
	(a) Music	**59,671**	55,963	44,984	**59,671**	44,984	49,828
	(b) Films, Television serials and Events	**13,187**	11,413	6,715	**13,187**	6,715	11,077
	(c) Unallocated	**1,11,633**	1,01,158	37,537	**1,11,633**	37,537	1,06,251
	Total Segment Assets	**1,84,491**	1,68,534	89,236	**1,84,491**	89,236	1,67,156
4	**Segment Liabilities**						
	(a) Music	**30,432**	19,248	17,613	**30,432**	17,613	19,978
	(b) Films, Television serials and Events	**1,944**	2,132	1,050	**1,944**	1,050	2,757
	(c) Unallocated	**6,911**	6,790	7,067	**6,911**	7,067	7,238
	Total Segment Liabilities	**39,287**	28,170	25,730	**39,287**	25,730	29,973

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(Rs. in Lakhs)

Standalone Statement of Assets and Liabilities

Sl. No.	Particulars	As at 30 September 2022 (Unaudited)	As at 31 March 2022 (Audited)
	ASSETS		
1	**Non-current assets**		
	(a) Property, plant and equipment	**21,390**	21,398
	(b) Right-of-use assets	**96**	126
	(c) Investment properties	**217**	219
	(d) Intangible assets	**7,745**	6,013
	(e) Intangible assets under development	**263**	175
	(f) Financial assets		
	(i) Investments	**16,342**	16,394
	(ii) Other financial assets	**240**	195
	(g) Other non-current assets	**4,515**	2,916
	Total non-current assets	**50,808**	47,436
2	**Current assets**		
	(a) Inventories	**13,894**	10,317
	(b) Financial assets		
	(i) Investments	**41,226**	50,571
	(ii) Trade receivables	**11,820**	10,751
	(iii) Cash and cash equivalents	**3,625**	14,706
	(iv) Bank balances other than (iii) above	**43,700**	17,101
	(v) Loans	**2,727**	2,385
	(vi) Other financial assets	**3,293**	787
	(c) Current tax assets (net)	**1,715**	2,516
	(d) Other current assets	**11,683**	10,586
	Total current assets	**1,33,683**	1,19,720
	TOTAL ASSETS	**1,84,491**	1,67,156
	EQUITY AND LIABILITIES		
1	**Equity**		
	(a) Equity share capital	**1,928**	1,928
	(b) Other equity	**1,43,276**	1,35,255
	Total Equity	**1,45,204**	1,37,183
	Liabilities		
2	**Non-current liabilities**		
	(a) Financial liabilities		
	(i) Lease liabilities	**39**	71
	(b) Employee benefit obligations	**380**	367
	(c) Deferred tax liabilities (net)	**5,507**	5,655
	Total non-current liabilities	**5,926**	6,093
3	**Current liabilities**		
	(a) Financial liabilities		
	(i) Lease liabilities	**62**	59
	(ii) Trade payables		
	a) Total outstanding dues of micro enterprises and small enterprises	**39**	1
	b) Total outstanding dues of creditors other than micro enterprises and small enterprises	**6,088**	6,163
	(iii) Other financial liabilities	**4,171**	4,090
	(b) Other current liabilities	**14,524**	4,493
	(c) Provisions	**8,403**	9,003
	(d) Employee benefit obligations	**74**	71
	Total current liabilities	**33,361**	23,880
	Total liabilities	**39,287**	29,973
	TOTAL EQUITY AND LIABILITIES	**1,84,491**	1,67,156

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(Rs. in Lakhs)

Standalone Statement of Cash Flows

Sl. No.	Particulars	6 Months ended 30 September 2022 (Unaudited)		6 Months ended 30 September 2021 (Unaudited)	
	Profit Before Tax		**11,796**		8,187
A.	**Cash Flow from Operating Activities**				
	Adjustments for:				
	Depreciation and amortisation expense	**845**		502	
	Allowance for expected credit loss / provision for doubtful advances	**846**		16	
	Finance costs	**267**		209	
	Liabilities/Provisions no longer required written back	**-**		(2)	
	Interest income	**(910)**		(593)	
	Share based payment expense	**37**		45	
	Bad debts/advances written off*	**0**		-	
	Profit on sale of Investment in Mutual Fund	**(751)**		(25)	
	Fair value gain on Mutual Fund at FVTPL	**(251)**		-	
	Net loss on unrealised foreign currency transactions	**3**		3	
			86		155
	Operating profit before Working Capital Changes		**11,882**		8,342
	Adjustments for:				
	Increase in Other current assets, Loans, Other non-current assets, Other financial assets	**(3,855)**		(3,391)	
	Increase in Other financial liabilities, Provisions, Other current liabilities	**9,432**		2,085	
	Decrease in Trade payables	**(37)**		(149)	
	Decrease in Employee benefit obligations	**(8)**		(24)	
	Increase in Trade receivables	**(1,927)**		(175)	
	Increase in Inventories	**(3,577)**		(1,892)	
			28		(3,546)
	Cash generated from operations		**11,910**		4,796
	Income taxes paid (net of refund)		**(2,351)**		(2,100)
	Net cash generated from Operating Activities (A)		**9,559**		2,696
B.	**Cash Flow from Investing Activities**				
	Purchase of Property, plant and equipment and intangible assets	**(4,227)**		(1,525)	
	Interest received	**679**		145	
	Loan to subsidiary companies (net)	**-**		(9)	
	Investment in Mutual Funds	**(37,014)**		-	
	Proceeds from sale of Investment in Mutual Funds	**47,360**		2,541	
	Fixed deposits placed with banks (with remaining maturity more than 3 months)	**(26,648)**		(483)	
	Net cash (used in) / generated from Investing Activities (B)		**(19,850)**		669
C.	**Cash Flow from Financing Activities**				
	Proceeds from issue of shares*	**-**		0	
	Share premium received on issue of shares	**-**		5	
	(Purchase)/Sale of Investment by Saregama Welfare Trust (Treasury Shares) (net)	**(743)**		258	
	Repayment of principal portion of lease liabilities	**(29)**		(17)	
	Interest paid on lease liabilities	**(6)**		(5)	
	Interest paid on others	**(12)**		(8)	
	Net cash (used in) / generated from Financing Activities (C)		**(790)**		233
	Net (decrease) / increase in cash and cash equivalents (A+B+C)		**(11,081)**		3,598
	Cash and Cash Equivalents at the beginning of the period		**14,706**		630
	Cash and Cash Equivalents at the end of the period		**3,625**		4,228

*Represents value of less than Rs. 0.50 Lakh.

Note: The above Standalone Statement of Cash Flow has been prepared under the "Indirect Method" as set out in Ind AS 7 - "Statement of Cash Flows".

RP - Sanjiv Goenka Group

saregama

NOTES:

1	The aforementioned results for the three months and six months ended 30 September 2022 have been reviewed and recommended by the Audit Committee in their meeting held on 31 October 2022 and approved by the Board of Directors of the Company at their meeting held on even date. These results have been subjected to limited review by the Statutory Auditors of the Company who have issued an unmodified review report on the standalone financial results for the three months and six months ended 30 September 2022.
2	Pursuant to the Special Resolution passed by the Shareholders of the Company by way of Postal Ballot through electronic means on 31 March 2022, the Company has sub-divided its equity share of face value of Rs.10/- (Rs. Ten only) each fully paid up, into 10 (Ten) equity shares of face value Re.1/- (Rupee One only) each fully paid-up, effective from 28 April 2022. Hence, shares have now been adjusted on account of sub-division of share done by the Company. This has also been considered for calculating weighted average number of equity shares for all periods presented, as per Ind AS 33- Earnings Per Share.
3	Out of the 53,38,628 equity shares of Rs.10/- each issued for cash at a premium of Rs.35/- (issue price - Rs.45/-) pursuant to the Rights Issue in 2005, allotment of 5,290 equity shares of face value Rs.10/- each (relating to cases under litigation / pending clearance from concerned authorities) were in abeyance till 30 September 2022. These shares have now been adjusted on account of sub-division of share done by Company as explained in note 2 above.
4	In order to lay specific focus on the e-commerce distribution business of the Company alongwith identified non-core assets (including investment(s) in publication business) and other activities and/ or arrangements incidental or relating thereto, the Board of the Directors of the Company at its meeting held on 30 March 2022 approved, subject to necessary approvals, Scheme of Arrangement between the Company and Digidrive Distributors Limited, a wholly owned subsidiary ("Resulting Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme") which inter alia provides for the demerger, transfer and vesting of the Demerged Undertaking (as defined in the Scheme) from the Company into the Resulting Company, on a going concern basis. The appointed date being 1 April 2022. Upon implementation of the Scheme, each shareholder of the Company would be entitled to fully paid shares of the respective companies in the ratio set out in the Scheme. Necessary accounting effect of the Scheme will be given in due course, upon receipt of the requisite approvals.
5	Based on the guiding principles given in Ind AS 108 on "Operating Segments", the Company's business activity falls within two operating segments, namely: (a) Music (b) Films, Television serials and Events Segment Revenue, Results, Assets and Liabilities represent amounts identifiable to each of the segments. Other "unallocable expenditure net of unallocable income" mainly includes interest income, expenses on common services not directly identifiable to individual segments and corporate expenses. Segment Assets and Segment Liabilities are as at 30 September 2022, 30 June 2022, 30 September 2021 and 31 March 2022. Unallocable corporate assets less unallocable corporate liabilities mainly represent investment of surplus funds and cash and bank balances.
6	In view of pandemic relating to COVID – 19, the Company has considered internal and external information available up to the date of approval of these standalone financial results and has performed analysis in assessing the recoverability of its assets including trade receivables, inventories, investments, other financial and non-financial assets, for possible impact on these standalone financial results. The Company has also assessed the impact of this whole situation on its capital and financial resources, profitability, liquidity position, etc. On the basis of its present assessment and current indicators of future economic conditions, the Company does not anticipate any material impact on these standalone financial results. However, the actual impact of COVID – 19 on the Company's financial results may differ from that estimated and the Company will continue to closely monitor any material changes to future economic conditions.
7	For more details on Results, visit Investor Relations section of our website at http://www.saregama.com and Financial Results under Corporates section of www.nseindia.com and www.bseindia.com.

For and on behalf of the Board of Directors of Saregama India Limited

VIKRAM MEHRA
Digitally signed by VIKRAM MEHRA
Date: 2022.10.31 12:26:00 +05'30'

Vikram Mehra
Managing Director
DIN: 03556680

Kolkata
31 October 2022

VIDYA & CO.
CHARTERED ACCOUNTANTS

50, WESTON STREET, ROOM - 404
KOLKATA - 700 012
PHONE : 40085450
E-Mail : jnagar@gmail.com

INDEPENDENT AUDITORS' REPORT ON AUDIT OF SPECIAL PURPOSE INTERIM FINANCIAL STATEMENTS

To the Board of Directors of Digidrive Distributors Limited

Opinion

We have audited the accompanying Special Purpose Interim financial statements of Digidrive Distributors Limited (the "Company") which comprise the interim Balance Sheet as at 30 June 2022, the interim Statement of Profit and Loss, including interim Statement of other comprehensive income, interim Statement of Cash Flows and the interim Statement of Changes in Equity for the period 15 March 2022 to 30 June 2022, and a summary of select explanatory notes (together hereinafter referred to as the "Special Purpose Interim Financial Statements").

These Special Purpose Interim Financial Statements have been prepared by the Management inter alia for the purpose of submission to the Securities and Exchange Board of India, National Stock Exchange of India Ltd, BSE Ltd and further onward submission with the National Company Law Tribunal, Kolkata Bench, in connection with the Scheme of Arrangement between Saregama India Limited and Digidrive Distributors Limited and their respective shareholders and creditors ("Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") and pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, and for inclusion, in full or in part, in documents issued in relation to the aforesaid Scheme.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Special Purpose Interim Financial Statements have been prepared in all material respects in accordance with the basis of preparation as specified in Note 1 of the Special Purpose Interim Financial Statements.

Basis for Opinion

We conducted our audit of the Special Purpose Interim Financial Statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the 'Auditors' Responsibilities for the Audit of the Special Purpose Interim Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Special Purpose Interim Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Special Purpose Interim financial statements.

Responsibilities of Management for the Special Purpose Interim Financial Statements

The Company's Board of Directors is responsible for the preparation of these Special Purpose Interim financial statements in accordance with the basis of preparation as specified in Note 1 of the Special Purpose Interim Financial Statements. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of these Special Purpose Interim Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Special Purpose Interim Financial Statements, Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company' s financial reporting process.

VIDYA & CO. ★ Kolkata ★ Chartered Accountants

VIDYA & CO.
CHARTERED ACCOUNTANTS

50, WESTON STREET, ROOM - 404
KOLKATA - 700 012
PHONE : 40085450
E-Mail : jnagar@gmail.com

Auditors' Responsibilities for the Audit of the Special Purpose Interim Financial Statements

Our objectives are to obtain reasonable assurance about whether the Special Purpose Interim Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Special Purpose Interim Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Special Purpose Interim Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override ofinternal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company' s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's report to the related disclosures in the Special Purpose Interim Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For **Vidya & Co.**
Chartered Accountants
Firm Registration No. 308022E



Jitendra Nagar
Partner
Membership No. 055659
UDIN: 22055659ASMQAZ7522

Place: Kolkata
Date: 16 September 2022

DIGIDRIVE DISTRIBUTORS LIMITED
Special Purpose Interim Balance Sheet as at 30 June 2022
(Amount in Rupees, except otherwise stated)

Particulars	Notes	As at 30 June 2022
ASSETS		
(1) Current assets		
(a) Financial assets		
(i) Cash and cash equivalents	2	1,00,000
Total current assets		1,00,000
TOTAL ASSETS		1,00,000
EQUITY AND LIABILITIES		
Equity		
(a) Equity share capital	3	1,00,000
Total equity		1,00,000
TOTAL EQUITY AND LIABILITIES		1,00,000

The accompanying notes 1 to 5 are an integral part of these special purpose interim financial statements

As per our report of even date attached

For **Vidya & Co.**
Chartered Accountants
Firm's Registration No.: 308022E

VIDYA & CO. ★ Kolkata ★ Chartered Accountants

Jitendra Nagar
Partner
Membership Number: 055689

Place : Kolkata
Date : 16 September 2022

DIGIDRIVE DISTRIBUTORS LIMITED

For and on behalf of the Board of Directors of
Digidrive Distributors Limited
CIN : U51909WB2022PLC252287

Alok Kalani
Director
DIN: 03082801

Place : Kolkata
Date : 16 September 2022

SNGanganeria

Sunil Kumar Sanganeria
Director
DIN: 03563648

Place : Kolkata
Date : 16 September 2022

DIGIDRIVE DISTRIBUTORS LIMITED

Special Purpose Interim Statement of Changes in Equity for the period ended 30 June 2022

(Amount in Rupees, except otherwise stated)

A. Equity share capital

Description	Number of shares	Amount
As at 15 March 2022	1,00,000	1,00,000
Changes in equity share capital	-	-
As at 30 June 2022	**1,00,000**	**1,00,000**

The accompanying notes 1 to 5 are an integral part of these special purpose interim financial statements

As per our report of even date attached

For **Vidya & Co.**
Chartered Accountants
Firm's Registration No.: 308022E

Jitendra Nagar
Partner
Membership Number: 055659

Place : Kolkata
Date : 16 September 2022

For and on behalf of the Board of Directors of
Digidrive Distributors Limited
CIN : U51909WB2022PLC252287

Alok Kalani
Director
DIN: 03082801

Place : Kolkata
Date : 16 September 2022

Sunil Kumar Sanganeria
Director
DIN: 03568648

Place : Kolkata
Date : 16 September 2022

DIGIDRIVE DISTRIBUTORS LIMITED
Special Purpose Interim Statement of Cash Flow for the period ended 30 June 2022
(Amount in Rupees, except otherwise stated)

	Period ended 30 June 2022	
A. Cash Flow from Operating Activities		
Profit Before Tax		-
Net cash generated from Operating Activities (A)		-
B. Cash Flow from Financing Activities		
Proceeds form issue of shares	**1,00,000**	**1,00,000**
Net cash generated from Financing Activities (B)		**1,00,000**
Net increase in cash and cash equivalents (A+B)		**1,00,000**
Cash and Cash Equivalents at the beginning of the period (Refer Note 2)		-
Cash and Cash Equivalents at the end of the period (Refer Note 2)		**1,00,000**

Notes:

1 The above Cash Flow Statement has been prepared under the Indirect Method as set out in Ind AS - 7 "Statement of Cash Flows".

The accompanying notes 1 to 5 are an integral part of these special purpose interim financial statements

As per our report of even date attached

For **Vidya & Co.**
Chartered Accountants
Firm's Registration No.: 308022E

VIDYA & CO. Chartered Accountants Kolkata

Jitendra Nagar
Partner
Membership Number: 055659

Place : Kolkata
Date : 16 September 2022

DIGIDRIVE DISTRIBUTORS LIMITED

For and on behalf of the Board of Directors of
Digidrive Distributors Limited
CIN : U51909WB2022PLC252287

Alok Kalani
Director
DIN: 03082801

Place : Kolkata
Date : 16 September 2022

Sunil Kumar Sanganeria
Director
DIN: 03568648

Place : Kolkata
Date : 16 September 2022

Background

Digidrive Distributors Limited ("the Company") is a Company limited by shares, incorporated and domiciled in India. The Company is incorporated to create a specialised master distributor for retailing goods on all digital marketplaces. The Company is a wholly owned subsidiary of Saregama India Limited. The Registered Office of the Company is located in Kolkata, West Bengal, India.

The special purpose interim financial statements were approved and authorised for issue with the resolution of the Board of Directors on 16 September 2022.

1 **Basis of preparation**

(i) Compliance with Ind AS

These special purpose interim financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the 'Act') [Companies (Accounting Standards) Rules, 2015] and other relevent provisions of the Act.

(ii) Basis of measurement

(a) Historical cost convention

The special purpose interim financial statements have been prepared on a historical cost basis, except for the following:
- Certain financial assets and liabilities (including derivative instruments) that is measured at fair value;
- Net Defined benefit (assets)/Liability - Fair value of plan assets less present value of defined benefit obligations; and
- Share based payments

(b) Functional and presentation currency

Items included in the special purpose interim financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The special purpose interim financial statements are presented in Indian Rupee (Rs.), which is the Company's functional and presentation currency.

(iii) Current versus non-current classification

All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013 and Ind AS 1 - Presentation of financial statement based on the nature of products / service and the time between the acquisition of assets for processing / providing the services and their realisation in cash and cash equivalents. The Company has ascertained its operating cycle as 12 months for the purpose of current, non current classification of assets and liabilities.

Assets

An asset is classified as current when it satisfies any of the following criteria:
(a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
(b) it is held primarily for the purpose of being traded;
(c) it is expected to be realised within 12 months after the reporting date; or
(d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.
All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:
(a) it is expected to be settled in the Company's normal operating cycle;
(b) it is held primarily for the purpose of being traded;
(c) it is due to be settled within 12 months after the reporting date; or
(d) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.
All other liabilities are classified as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(iv) Critical estimates and judgements

In preparing these special purpose interim financial statements, management has made judgements and estimates that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses.Actual results may differ from these estimates.

(v) Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 23 March 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from 1 April 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact on the special purpose interim financial statements.

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment on the special purpose interim financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact on the special purpose interim financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact on the special purpose interim financial statements.

Ind AS 106 – Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact on the special purpose interim financial statements.

VIDYA & CO. Kolkata Chartered Accountants

DIGIDRIVE DISTRIBUTORS LIMITED

DIGIDRIVE DISTRIBUTORS LIMITED

Notes to the Special Purpose Interim Financial Statements for the period ended 30 June 2022
(Amount in Rupees, except otherwise stated)

2 Cash and cash equivalents

Particulars	As at 30 June 2022
Balances with banks - Current accounts	1,00,000
Total cash and cash equivalents	**1,00,000**

VIDYA & CO. Kolkata Chartered Accountants

DIGIDRIVE DISTRIBUTORS LIMITED

DIGIDRIVE DISTRIBUTORS LIMITED
Notes to the Special Purpose Interim Financial Statements for the period ended 30 June 2022
(Amount in Rupees, except otherwise stated)

3 Equity share capital

Particulars	As at 30 June 2022	
	Number of shares	Amount
Authorised		
Ordinary Shares of Re.1 each	1,00,000	1,00,000
Issued		
Ordinary Shares of Re.1 each	1,00,000	1,00,000
Subscribed and fully paid up		
Ordinary Shares of Re.1 each	1,00,000	1,00,000

Reconciliation of number of ordinary shares and amount outstanding

Particulars	As at 30 June 2022	
	Number of shares	Amount
As at 15 March 2022	1,00,000	1,00,000
Add: Issued during the period	-	-
As at the end of the period	1,00,000	1,00,000

Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares having a par value of Re. 1 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting except in case of interim dividend.

In the event of liquidation of the Company, the holder of equity shares are eligible to receive remaining assets of the Company in proportion to their shareholding.

Details of shares held by each shareholders holding more than 5% of the aggregate shares in the Company

Name of the Shareholder	As at 30 June 2022	
	Number of shares held	Holding percentage
Saregama India Limited	1,00,000	100.00%

Disclosure of shareholding of promoters

Name of the Shareholder	As at 30 June 2022	
	Number of shares held	Holding percentage
Saregama India Limited	1,00,000	100.00%

VIDYA & CO. Kolkata Chartered Accountants

DIGIDRIVE DISTRIBUTORS LIMITED

DIGIDRIVE DISTRIBUTORS LIMITED
Notes to the Special Purpose Interim Financial Statements for the period ended 30 June 2022
(Amount in Rupees, except otherwise stated)

4 The Company has not entered into any transaction effecting Statement of Profit and Loss. Hence, Managemnt has not prepared any Statement of Profit and Loss for the period 15 March 2022 i.e. from the date of incorporation till the period ended 30 June 2022. This being the first financial statement, there are no corresponding figures for previous year.

5 The Company will prepare its first set of Ind AS financial statements for the period ending 31 March 2023. Accordingly, the accounting policies adopted by the Company in the preparation of these Special Purpose Interim Financial Statements may undergo a change for any exemptions that may be availed or changes in accounting policies.

As per our report of even date attached

For **Vidya & Co.**
Chartered Accountants
Firm's Registration No.: 308022E

Jitendra Nagar
Partner
Membership Number: 055659

Place: Kolkata
Date: 16 September 2022

For and on behalf of the Board of Directors of
Digidrive Distributors Limited
CIN : U51909WB2022PLC252287

Alok Kalani
Director
DIN: 03082801

Place: Kolkata
Date: 16 September 2022

Sunil Kumar Sanganeria
Director
DIN: 03568648

Place: Kolkata
Date: 16 September 2022

RP-Sanjiv Goenka Group

Growing Legacies

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SAREGAMA INDIA LIMITED AT ITS MEETING HELD ON WEDNESDAY, MARCH 30, 2022 EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT BETWEEN SAREGAMA INDIA LIMITED AND DIGIDRIVE DISTRIBUTORS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS ON ITS EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

1. Background

1.1. The Board of Directors of Saregama India Limited ("**Board**") at its meeting held on Wednesday, March 30, 2022, have approved the Scheme of Arrangement between Saregama India Limited ("**Company**" or "**Demerged Company**") and Digidrive Distributors Limited ("**Resulting Company**") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**") ("**Scheme**").

1.2. Pursuant to Section 232(2)(c) of the Act, the Board of the Company is required to adopt a report explaining the effect of the arrangement on each class of shareholders, key managerial personnel ("**KMPs**"), promoters and non-promoter shareholders of the Company laying out in particular the share entitlement ratio and specifying any special valuation difficulties and the same is required to be circulated as part of the notice of the meeting(s) to be held for the purpose of approving the Scheme.

1.3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.

1.4. Under the Scheme, it is proposed to demerge, transfer and vest the Demerged Undertaking (*as defined in the Scheme*) from the Company into the Resulting Company, on a going concern basis, and in consideration thereof, the Resulting Company shall issue its equity shares to equity shareholders of the Company in the same proportion as their holding in the Company.

1.5. The following documents were, *inter alia*, placed before the Board, duly initialed by the Managing DIrector of the Company for the purpose of identification:

(a) Draft Scheme;

(b) Share Entitlement Ratio Report Report dated March 30, 2022 issued by RBSA Valuation Advisors LLP (Registration No. IBBI/RV-E/05/2019/110), Registered Valuer ("**Share Entitlement Ratio Report**"), describing the methodology adopted by them in arriving at the share entitlement ratio;

(c) Fairness Opinion Report dated March 30, 2022 issued by VC Corporate Advisors Private Limited (Registration No. INM0000011096), an Independent SEBI registered Merchant Banker ("**Fairness Opinion**"), providing an opinion on the share entitlement ratio specified in the Share Entitlement Ratio Report;

(d) Certificate dated March 30, 2022, issued by M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), the Statutory Auditors of the Company, confirming the accounting treatment prescribed in the Scheme;

Saudamini Bhattacharya

(e) Draft undertaking on non-applicability of conditions specified in Paragraph 10(b) read with Paragraph 10(a) of Part I of the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ("**SEBI Master Circular**") and certificate dated March 30, 2022 issued by M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), Statutory Auditors of the Company certifying the said undertaking;

(f) Report dated March 30, 2022 of the Audit Committee of the Company; and

(g) Report dated March 30, 2022 of the Committee of the Independent Directors of the Company.

2. Share Entitlement Ratio Report | Share Entitlement Ratio

2.1. The share entitlement ratio for issue of consideration pursuant to the Scheme is summarized as follows:

"2 (Two) fully paid up equity shares of INR 10/- (Indian Rupees Ten only) each of the Resulting Company, credited as fully paid up, for every 1 (One) equity share of INR 10/- (Indian Rupees Ten only) each of the Demerged Company."

Further, the Company is currently in process of seeking its shareholders approval for sub-division (split) of 1 (One) equity share of the Company having a face value of INR 10/- each (fully paid-up) to be sub-divided into 10 (Ten) equity shares of face value of INR 1/- each (fully paid-up). In case the same is approved by the shareholders of the Company, the share entitlement ratio for the proposed Scheme would be as follows:

"1 (One) fully paid up equity share of INR 10/- (Indian Rupees Ten only) each of the Resulting Company, credited as fully paid up, for every 5 (Five) equity shares of INR 1/- (Indian Rupee One only) each of the Demerged Company."

The Share Entitlement Ratio Report and the Fairness Opinion have been duly considered by the Board, and the Board has come to the conclusion that share entitlement ratio specified in the Scheme is fair and reasonable.

2.2. The new equity shares issued by the Resulting Company ("**Resulting Company New Equity Shares**") shall be subject to the provisions of the memorandum of association and articles of association of Resulting Company, as the case may be, and shall rank pari passu in all respects with any existing equity shares of Resulting Company, as the case may be, after the Effective Date *(as defined in the Scheme)* including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached to the equity shares of the Resulting Company.

2.3. Immediately with effect from the Effective Date and upon allotment of Resulting Company New Equity Shares, the entire pre-demerger paid up equity share capital, as on the Effective Date, of the Resulting Company shall stand cancelled, extinguished and annulled on and from the Effective Date.

2.4. No special valuation difficulties were reported.

Santanu Bhattacharya

3. Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company

3.1. In consideration for the transfer and vesting of the Demerged Undertaking of the Company to the Resulting Company, all the equity shareholders (promoter and non-promoter) of the Company, as on the Record Date (*as defined in the Scheme*) shall receive equity shares of the Resulting Company in the same proportion as their holding in the Company. There will be no change in the economic interest of the shareholders of the Company, before and after Scheme. Further, once the Scheme is effective, the Resulting Company will have replica/mirror shareholding of the Demerged Company; and

3.2. After the effectiveness of the Scheme and subject to receipt of regulatory approvals, the equity shares of the Resulting Company issued as consideration pursuant to the Scheme, shall be listed on BSE Limited and the National Stock Exchange of India Limited.

4. Effect of the Scheme on the KMPs of the Company

None of the KMPs of the Company have any interest in the Scheme except to the extent of the equity shares held by them, if any, in the Company. There shall be no effect of the Scheme on KMPs of the Company.

In the opinion of the Board, Scheme will be of advantage and beneficial to the Company, its shareholders and other stakeholders.

By Order of the Board of Directors

For and on Behalf of **SAREGAMA INDIA LIMITED**

Name: Santanu Bhattacharya
Director
DIN: 01794958

Place: Mumbai
Date: March 30, 2022

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF DIGIDRIVE DISTRIBUTORS LIMITED AT ITS MEETING HELD ON WEDNESDAY, MARCH 30, 2022 EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT BETWEEN SAREGAMA INDIA LIMITED AND DIGIDRIVE DISTRIBUTORS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS ON ITS EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

1. Background

1.1. The Board of Directors ("**Board**") of Digidrive Distributors Limited at its meeting held on Wednesday, March 30, 2022, have approved the Scheme of Arrangement between Saregama India Limited ("**Demerged Company**") and Digidrive Distributors Limited ("**Company**" or "**Resulting Company**") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**") ("**Scheme**").

1.2. Pursuant to Section 232(2)(c) of the Act, the Board of the Company is required to adopt a report explaining the effect of the arrangement on each class of shareholders, key managerial personnel ("**KMPs**"), promoters and non-promoter shareholders of the Company laying out in particular the share entitlement ratio and specifying any special valuation difficulties and the same is required to be circulated as part of the notice of the meeting(s) to be held for the purpose of approving the Scheme.

1.3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.

1.4. Under the Scheme, it is proposed to demerge, transfer and vest the Demerged Undertaking (*as defined in the Scheme*) from the Demerged Company into the Company, on a going concern basis, and in consideration thereof, the Company shall issue its equity shares to equity shareholders of the Demerged Company in the same proportion as their holding in the Demerged Company.

1.5. The following documents were, *inter alia,* placed before the Board, duly initialed by the Chairman of the Company for the purpose of identification:

(a) Draft Scheme;

(b) Share Entitlement Ratio Report dated March 30, 2022 issued by RBSA Valuation Advisors LLP (Registration No. IBBI/RV-E/05/2019/110), Registered Valuer ("**Share Entitlement Ratio Report**"), describing the methodology adopted by them in arriving at the share entitlement ratio; and

(c) Fairness Opinion Report dated March 30, 2022 issued by VC Corporate Advisors Private Limited (Registration No. INM0000011096), an Independent SEBI registered Merchant Banker ("Fairness Opinion"), providing an opinion on the share entitlement ratio specified in the Share Entitlement Ratio Report; and

(d) Certificate dated March 30, 2022, issued by M/s. Vidya & Co., Chartered Accountants (ICAI Firm Registration No. 308022E), the Statutory Auditors of the Company, confirming the accounting treatment prescribed in the Scheme.

2. Share Entitlement Ratio Report | Share Entitlement Ratio

2.1. The share entitlement ratio for issue of consideration pursuant to the Scheme is summarized as follows:

"2 (Two) fully paid up equity shares of INR 10/- (Indian Rupees Ten only) each of the Resulting Company, credited as fully paid up, for every 1 (One) equity share of INR 10/- (Indian Rupees Ten only) each of the Demerged Company."

Further, the Company is currently in process of seeking its shareholders approval for sub-division (split) of 1 (One) equity share of the Company having a face value of INR 10/- each (fully paid-up) to be sub-divided into 10 (Ten) equity shares of face value of INR 1/- each (fully paid-up). In case the same is approved by the shareholders of the Company, the share entitlement ratio for the proposed Scheme would be as follows:

"1 (One) fully paid up equity share of INR 10/- (Indian Rupees Ten only) each of the Resulting Company, credited as fully paid up, for every 5 (Five) equity shares of INR 1/- (Indian Rupee One only) each of the Demerged Company."

The Share Entitlement Ratio Report and the Fairness Opinion have been duly considered by the Board, and the Board has come to the conclusion that share entitlement ratio specified in the Scheme is fair and reasonable.

2.2. The new equity shares issued by the Company ("**Resulting Company New Equity Shares**") shall be subject to the provisions of the memorandum of association and articles of association of Company, as the case may be, and shall rank pari passu in all respects with any existing equity shares of Company, as the case may be, after the Effective Date *(as defined in the Scheme)* including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached to the equity shares of the Company.

2.3. Immediately with effect from the Effective Date and upon allotment of Resulting Company New Equity Shares, the entire pre-demerger paid up equity share capital, as on the Effective Date, of the Resulting Company shall stand cancelled, extinguished and annulled on and from the Effective Date.

2.4. No special valuation difficulties were reported.

3. Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company

3.1. The Company has issued only one class of shares, i.e. equity shares all held by the Demerged Company. The existing paid-up equity share capital of the Company shall stand cancelled, extinguished and annulled on new shares being issued to the shareholders of the Demerged Company;

3.2. Pursuant to the Scheme, each equity shareholder (promoter and non-promoter) of the Demerged Company, as on the Record Date (*as defined in the Scheme*) would be entitled to the allotment of equity shares in the Company in the same proportion as their holding in the

Demerged Company. Once the Scheme is effective, the Company will have replica/mirror shareholding of the Demerged Company; and

3.3. After the effectiveness of the Scheme and subject to receipt of regulatory approvals, the equity shares of the Company issued as consideration pursuant to the Scheme, shall be listed on BSE Limited and the National Stock Exchange of India Limited.

4. Effect of the Scheme on the KMPs of the Company

None of the KMPs of the Company have any interest in the Scheme except to the extent of the equity shares held by them, if any, in the Company. There shall be no effect of the Scheme on KMPs of the Company, pursuant to the Scheme.

In the opinion of the Board, Scheme will be of advantage and beneficial to the Company, its shareholders and other stakeholders.

By Order of the Board of Directors

For and on Behalf of **Digidrive Distributors Limited**





Sunil Kumar Sanganeria
Director
DIN: 03568648

Place: Kolkata
Date: March 30, 2022

RBSA Valuation Advisors LLP
VALUATION | INVESTMENT BANKING | RESTRUCTURING | TRANSACTION SERVICES
TRANSACTION TAX | RISK CONSULTING

REPORT ON EQUITY SHARE ENTITLEMENT RATIO FOR DEMERGER OF E-COMMERCE DISTRIBUTION BUSINESS OF SAREGAMA INDIA LIMITED TO DIGIDRIVE DISTRIBUTORS LIMITED

Head Office: 912, Venus Atlantis Corporate Park, Anandnagar Main Road, Prahaladnagar, Ahmedabad – 380015 Tel: +91 79 4050 6000
Corporate Office: 1121, Solitaire Corporate Park, Chakala, Andheri Kurla Road, Andheri (E), Mumbai - 400 093 Tel: +91 22 6130 6000

Report Reference Number: RVA2122ATFAREP117

Date: March 30, 2022

The Board of Directors/Audit Committee
/Committee of Independent Directors
Saregama India Limited
33, Jessore Road
Dum Dum, Kolkata – 700028

The Board of Directors

Digidrive Distributors Limited
33, Jessore Road,
Dum Dum, Kolkata - 700028

Subject: Recommendation of equity share entitlement ratio for the Proposed Demerger of E-Commerce Distribution Business of Saregama India Limited to Digidrive Distributors Limited

Dear Sirs,

We refer to our appointment dated March 16, 2022, wherein Saregama India Limited ("SIL" /"Demerged Company") and Digidrive Distributors Limited ("DDL" / "Resulting Company"), a wholly owned subsidiary of the Demerged Company, have requested RBSA Valuation Advisors LLP ("RBSA", "Valuer"), to recommend equity share entitlement ratio for the proposed demerger of the E-Commerce Distribution Business ("ECDB" or "Demerged Undertaking") of SIL, on a 'going concern value' premise, into DDL, pursuant to a scheme of arrangement under section 230-232 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Section 2(19AA) and other applicable provisions of the Income Tax Act, 1961 (the "Scheme").

As per the Scheme, the E-Commerce Distribution Business of the Demerged Company means and includes the entire distribution business of the Demerged Company relating to sale of all its physical products including carvaan on digital marketplaces alongwith identified non-core assets and other activities and/ or arrangements incidental or relating thereto, which is proposed to be demerged to the Resulting Company.

SIL and DDL are together hereinafter referred to as the "Specified Companies"

The equity share entitlement ratio for the purpose of this Report refers to the number of fully paid-up equity shares of face value INR 10/- each to be issued by DDL to the equity shareholders of SIL as a consideration for the proposed demerger of the Demerged Undertaking on a 'going concern value' premise into DDL (the "Share Entitlement Ratio")

This Report is subject to the scope, assumptions, exclusions, limitations, and disclaimers detailed hereinafter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

CONTEXT AND PURPOSE OF THIS REPORT

We understand that the Board of Directors of SIL and DDL, propose to demerge the Demerged Undertaking of SIL into DDL with effect from April 1, 2022, pursuant to the Scheme ("Proposed Transaction").

As consideration for the transfer of Demerged Undertaking, equity shares of DDL shall be issued to the equity shareholders of SIL on proportionate basis to each shareholder of SIL whose name is recorded in the register of members and records of the depository as members of SIL as on the Record Date (as defined in the Scheme). Upon Scheme becoming effective and upon allotment of equity shares by the Resulting Company, the shares held by SIL in DDL shall be cancelled, extinguished, and annulled.

In this context, the Board of Directors of SIL and DDL have requested RBSA to submit a report ("Report") recommending the equity share entitlement ratio for the proposed demerger of the Demerged Undertaking of SIL on a 'going concern value' premise into DDL, pursuant to the Scheme. The scope of our services is to arrive at the share entitlement ratio for the Proposed Transaction in accordance with the standards prescribed by the Institute of Chartered Accountants of India.

SOURCES OF INFORMATION

In connection with the preparation of this Report, we have relied on the following information received from the management of SIL and DDL (the "Management"),

i. Shareholding pattern of SIL and DDL as of March 25, 2022;
ii. Discussions with the Management to augment our knowledge on the operations of the Companies / Demerged Undertaking;
iii. Management certified Balance sheet of ECDB as on December 31, 2021;
iv. Outcome of board meeting of the Demerged Company held on February 24, 2022 to consider a proposal for sub-division of the Equity shares of the Demerged Company into the ratio of 10:1 and newspaper advertisement of postal ballot and E-voting Notice dated March 2, 2022.
v. Draft scheme of arrangement;
vi. Such other information, explanations and representations that were required and provided by the Management;
vii. Such other analysis, inquiries, and reviews as we considered necessary.

BACKGROUND OF THE SPECIFIED COMPANIES

SIL is a public limited company incorporated under the provisions of the Indian Companies Act, 1913. SIL is engaged in the business of manufacturing and sale of music storage device viz. carvaan, music card, audio compact discs, digital versatile discs and dealing with related music rights. SIL is also engaged in production and sale/ telecast/ broadcast of films, TV serials, pre-recorded programmes and dealing in film rights. The equity shares of the Demerged Company are listed on BSE Limited and the National Stock Exchange of India Limited

SIL is currently in the process of seeking its shareholders' approval for the sub division of its equity shares into the ratio of 10:1 i.e., 1 (one) fully paid-up equity share of the company having the face value of INR 10/- each is to be sub divided into the 10 (Ten) fully paid-up equity shares having the face value of INR 1/- each.

The shareholding pattern of SIL as of March 25, 2022 before sub division of the equity shares is as under:

No.	Shareholder category	No. of equity shares #	Percentage
1.	Promoter and Group	1,11,14,979	57.65%
2.	Public shareholders	81,45,970	42.25%
3.	Non-Promoter – Non-Public	20,000	0.10%
Total		**1,92,80,949**	**100%**

 # Face value INR 10/- each
Source: Management

The updated shareholding pattern of SIL considering the approval of the sub division of the equity shares by its shareholders and other approvals will be as under:

No.	Shareholder category	No. of equity shares #	Percentage
1.	Promoter and Group	11,11,49,790	57.65%
2.	Public shareholders	8,14,59,700	42.25%
3.	Non-Promoter – Non-Public	2,00,000	0.10%
	Total	**19,28,09,490**	**100%**

 # Face value INR 1/- each
Source: Management

It is intended to create a specialized master distributor for retailing music storage device viz. carvaan, music card, audio compact discs, digital versatile discs on all digital marketplaces. Such distributor may also offer its sales & marketing services to other market participant.

DDL is a public company incorporated under the provisions of the Act. The Resulting Company is incorporated with a nominal share capital and presently does not carry on any business / material assets / liabilities. The Resulting Company is incorporated to create a specialized master distributor for retailing goods on all digital marketplace. The Resulting Company is currently a wholly owned subsidiary of the Demerged Company.

EXCLUSIONS AND LIMITATIONS:

- Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. These services do not represent accounting, assurance, accounting and tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.
- The scope of our services is to recommend a Share Entitlement Ratio for the Proposed Transaction. Valuation Standards ("ICAI VS") issued by the Institute of Chartered Accountants of India has been adopted for the valuation.
- This Report, its contents and the results herein are (i) specific to the purpose of valuation agreed as per the terms of our engagement; (ii) the date of the Report and other information provided by the Management.
- A valuation of this nature is necessarily based on the information made available to us as of the date hereof, the prevailing market conditions, financial, economic, and other conditions in general and industry trends in particular, as of the Valuation Date. Events occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.
- The recommendation rendered in this Report only represents our recommendation based upon information till date, furnished by the Management (or its representatives) and other sources and the said recommendation shall be considered to be in the nature of non-binding advice. Our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors.
- Determination of Share Entitlement Ratio is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. There is, therefore, no single undisputed Share Entitlement Ratio. While we have provided our recommendation

of the Share Entitlement Ratio based on the information available to us and within the scope of our engagement, others may have a different opinion. The final responsibility for the determination of the Share Entitlement Ratio at which the Proposed Transaction shall take place will be with the Board of Directors of SIL and DDL who should take into account other factors such as their own assessment of the Proposed Transaction and inputs from other advisors.

- In the course of the valuation, we were provided with both written and verbal information. In accordance with the terms of our engagement, we have assumed and relied upon, without independent verification the accuracy and completeness of information made available to us by SIL and DDL. We have not carried out a due diligence or audit of the information provided for this engagement, nor have we independently investigated or otherwise verified the data provided. We do not express any form of assurance that the financial information or other information as prepared and provided by SIL and DDL are accurate and no responsibility is assumed for matters of a legal nature.

- This Report does not look into the business/ commercial reasons behind the Proposed Transaction nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the Proposed Transaction as compared with any other alterative business transaction or other alternatives or whether such alternatives could be achieved or are available.

- We owe responsibility to only SIL and DDL who have appointed us and nobody else. We will not be liable for any losses, claims, damages, or liabilities arising out of the actions taken, omissions of or advice given by any other advisor to the Specified Companies. In no event shall we be liable for any loss, damages, cost, or expenses arising in any way from fraudulent acts, misrepresentations, or willful default on part of the Specified Companies, their directors, employees, or agents. In no circumstances shall the liability of a Valuer, its partners, its directors, or employees, relating to the services provided in connection with the engagement set out in this Report shall exceed the amount paid to the Valuer in respect of the fees charged by it for these services. We do not accept any liability to any third party in relation to the issue of this Report. It is understood that this analysis does not represent a fairness opinion on the Share Entitlement Ratio. This Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.

- The Report assumes that the Specified Companies and the Demerged Undertaking comply fully with relevant laws and regulations applicable in all its area of operations and usage unless otherwise stated, and that they will be managed in a competent and responsible manner. Further, unless specifically stated to the contrary, this Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/ reflected in the provisional financial statements provided to us. Our assumption of value assumes that the assets and liabilities of the Specified Companies and the Demerged Undertaking, reflected in the respective latest balance sheets remain intact as of this Report date.

- Neither this Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties other than in connection with the Scheme, without our prior written consent. This Report does not in any manner address the prices at which equity shares of the Specified Companies will trade following the consummation of the Proposed Transaction and we express no opinion or

recommendation as to how the shareholders of SIL / DDL should vote at the shareholders' meeting(s) to be held, if any, in connection with the Proposed Transaction.

- This Report is intended only for the sole use and information of SIL and DDL in connection with the Proposed Transaction including for the purpose of obtaining regulatory approvals, as required under applicable laws of India, for the proposed demerger. Without limiting the foregoing, we understand that SIL and DDL may be required to share this Report with their shareholders, regulatory or judicial authorities and merchant banker providing fairness opinion on the Share Entitlement Ratio, in connection with the Proposed Transaction (together, "Permitted Recipients"). We hereby give consent to such disclosure of this Report, on the basis that the Valuer owes responsibility only to SIL and DDL who have engaged us, under the terms of the engagement, and to no other person; and that, to the fullest extent permitted by law, the Valuer accepts no responsibility or liability to any other party, in connection with this Report. It is clarified that reference to this Report in any document and / or filing with Permitted Recipients, in connection with the Proposed Transaction, shall not be deemed to be an acceptance by the Valuer of any responsibility or liability to any person/ party other than SIL and DDL.

- The Management has informed us that there are no unusual / abnormal events in the Specified Companies till the Report Date materially impacting their operating / financial performance. Further, the Management has informed us that all material information impacting the Specified Companies have been disclosed to us and that there would be no variation between the draft Scheme of Arrangement and the final scheme approved and submitted with the relevant authorities.

- The fee for the engagement is not contingent upon the results reported.

- This Report is subject to the laws of India.

BASIS OF SHARE ENTITLEMENT RATIO

The Proposed Transaction contemplates demerger of Demerged Undertaking of SIL and transfer to DDL, its wholly owned subsidiary, pursuant to the Scheme. As a consideration for the transfer of Demerged Undertaking, DDL shall issue its equity shares to the equity shareholders of SIL and such shares will be listed on stock exchanges pursuant to Scheme. Further, upon the Scheme becoming effective and upon allotment of equity shares by the DDL to SIL shareholders, the equity shares held by SIL in DDL shall be cancelled, extinguished, and annulled.

Accordingly, the shareholders of SIL are and will, upon demerger, be ultimate economic beneficial owners of DDL in the same proportion as they hold in SIL.

As per clause 4(b) of Annexure I of circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, issued by the Securities and Exchange Board of India (SEBI), a Valuation Report is not required where there is no change in the shareholding pattern of the listed entity/resultant entity.

Considering *inter-alia,* the capital structure, serviceability and other factors, the Management has proposed following Share Entitlement Ratio

The Resulting Company shall issue and allot on a proportionate basis to each shareholder of the Demerged Company whose name is recorded in the register of members and records of the depository as members of the Demerged Company as on the Record Date (as defined in the Scheme), as under:

"2 (Two) fully paid up equity shares of INR 10/- (Indian Rupees Ten only) each of the Resulting Company, credited as fully paid up, for every 1 (One) equity share of INR 10/- (Indian Rupees Ten only) each of the Demerged Company."

Further, the Demerged Company is currently in process of seeking its shareholders approval for sub-division (split) of 1 (One) equity share of the Demerged Company having a face value of INR 10/- each (fully paid-up) to be sub-divided into 10 (Ten) equity shares of face value of INR 1/- each (fully paid-up). In case the same is approved by the shareholders of the Demerged Company, the share entitlement ratio for the proposed Scheme would be as follows:

"1 (One) fully paid up equity share of INR 10/- (Indian Rupees Ten only) each of the Resulting Company, credited as fully paid up, for every 5 (Five) equity shares of INR 1/- (Indian Rupee One only) each of the Demerged Company."

Considering the aforementioned and, in particular, that all the shareholders of SIL are and will, upon demerger, be ultimate economic beneficial owners of DDL in the same proportion as they hold in SIL, the Share Entitlement Ratio as proposed by the Management, is fair.

The Proposed Transaction does not require valuation report under SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, since there is no change in the shareholding pattern of the Demerged Company and the Resulting Company.

BSE Circular No. LIST/COMP/02/2017-18 dated May 29, 2017, and NSE Circular No. NSE/CML/2017/12 dated June 1, 2017, requires a valuation report to disclose certain information in the specified format, which is given below,

Valuation Approaches	ECDB Undertaking (A)		DDL (B)	
	Value per share	Weight (%)	Value per share	Weight (%)
Asset Approach	NA	Nil	NA	Nil
Market Approach	NA	Nil	NA	Nil
Income Approach	NA	Nil	NA	Nil
Relative Value per share	**NA**		**NA**	
Share Entitlement Ratio (A/B)	**NA**			

NA - Not Applicable

Thanking you.

For RBSA Valuation Advisors LLP
RVE No.: IBBI/RV-E/05/2019/110

Rajeev R. Shah
Partner
Asset Class: Securities or Financial Assets
RV No.: IBBI/RV/06/2018/10186

Nitin Mukhi
Partner
Asset Class: Securities or Financial Assets
RV No.: IBBI/RV/06/2020/13577

VC CORPORATE ADVISORS PVT LTD.
31, Ganesh Chandra Avenue,2nd Floor, Suite No.2C,Kolkata-700 013
Tel. : 033 2225 3940, Fax : 033 2225 3941
CIN - U67120WB2005PTC106051
E-mail : mail@vccorporate.com
Website : www.vccorporate.com

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FAIRNESS OPINION REPORT

FOR THE PROPOSED DEMERGER FROM

SAREGAMA INDIA LIMITED

(DEMERGED COMPANY)

INTO

DIGIDRIVE DISTRIBUTORS LIMITED

(RESULTING COMPANY)

UNDER SECTION 230 - 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

VC CORPORATE ADVISORS PVT LTD.
31, Ganesh Chandra Avenue,2nd Floor, Suite No.2C,Kolkata-700 013
Tel. : 033 2225 3940, Fax : 033 2225 3941
E-mail : mail@vccorporate.com
Website : www.vccorporate.com
CIN - U67120WB2005PTC106051

Date: 30.03.2022

To,

The Board of Directors/ Audit Committee/ Committee of Independent Directors
Saregama India Limited,
33, Jessore Road, Dum Dum,
Kolkata-700 028

To,

The Board of Directors,
Digidrive Distributors Limited,
33, Jessore Road, Dum Dum,
Kolkata-700 028

Dear Sir,

Sub: Fairness Opinion on Equity Share Entitlement Ratio for Transfer and vesting of entire E-commerce Distribution Business along with its ancillary services, units, undertakings, assets, properties, investments ("Demerged Undertaking") of Saregama India Limited ("Demerged Company") into Digidrive Distributors Limited ("Resulting Company") through the Scheme of Arrangement for Demerger under the Provisions of Section 230-232 and other applicable provisions of the Companies Act, 2013.

Re: Fairness Opinion

We refer to our discussion wherein Board of Directors of Saregama India Limited and Digidrive Distributors Limited for the purpose of Demerger have appointed VC Corporate Advisors Private Limited (SEBI Registered Category I Merchant Banker) to provide a Fairness Opinion on the share entitlement ratio certified by RBSA Valuation Advisors LLP ("**RBSA**", "**Valuer**"), in connection with the Demerger of an undertaking i.e., entire E-Commerce Distribution Business of Saregama India Limited ("**Demerged Company/**

SIL") into Digidrive Distributors Limited for the purpose of Demerger ("**Resulting Company/ DDL**") (hereinafter referred to as "**Proposed Scheme/ Scheme/Scheme of Arrangement**").

In terms of our engagement, we are enclosing our opinion along with this letter. All comments as contained herein must be read in conjunction with the caveats to this opinion. The opinion is confidential and has been made in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "**Listing Regulations**") read with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and it should not be used, reproduced or circulated to any other person, in whole or in part, without the prior consent of VC Corporate Advisors Private Limited, such consent will only be given after full consideration of the circumstance at the time. We are, however, aware that the conclusion in this report may be used for the purpose of disclosure to be made to the stock exchanges, National Company Law Tribunal ("**Tribunal**"), concerned regulatory authorities and notices to be dispatched to the shareholder and creditors for convening the meeting pursuant to the directions of Tribunal and we provide consent for the same.

Yours Faithfully,

For **VC Corporate Advisors Private Limited**

Urvi Belani

VC Corporate Advisors Private Limited Kolkata

URVI BELANI

(Vice President)

SEBI REGN. No. INM0000011096

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VC Corporate Advisors Private Limited Kolkata

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BRIEF ABOUT COMPANIES

Saregama India Limited ["**SIL**" or "**Demerged Company**"] is a Public Limited Company incorporated under the provisions of the Indian Companies Act, 1913, having its corporate identity number L22213WB1946PLC014346 and registered office at 33, Jessore Road, Dum Dum, Kolkata-700 028, West Bengal. SIL is engaged in the business of manufacturing and sale of music storage device viz. carvaan, music card, audio compact discs, digital versatile discs and dealing with related music rights. SIL is also engaged in production and sale/ telecast/ broadcast of films, TV serials, pre-recorded programmes and dealing in film rights. The equity shares of the Demerged Company are listed on both BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**").

The share capital structure of the Demerged Company ("Pre-Demerger") as on 25th March, 2022 is as follows:

Particulars	Amount in INR
Authorised share capital	
2,50,00,000 equity shares of INR 10/- each	25,00,00,000/-
Total	**25,00,00,000/-**
Issued and subscribed and paid up share capital	
1,92,80,949 equity shares of INR 10/- each	19,28,09,490/-
Total	**19,28,09,490/-**

However, the Board of the Demerged Company at its meeting held on 24th February, 2022 has approved sub-division (split) of 1 (One) equity share of the Demerged Company having a face value of INR 10/- each (fully paid-up) to be sub-divided into 10 (Ten) equity shares of face value of INR 1/- each (fully paid-up). Pursuant to the above, upon

implementation of sub- division of the share capital, the share capital of the Demerged Company pre- demerger would be as follows:

Particulars	Amount in INR
Authorised share capital	
25,00,00,000 equity shares of INR 1/- each	25,00,00,000/-
Total	**25,00,00,000/-**
Issued and subscribed and paid-up share capital	
19,28,09,490 equity shares of INR 1/- each	19,28,09,490/-
Total	**19,28,09,490/-**

There has been no further change in the authorised, issued, subscribed and paid-up share capital of the Demerged Company until the date of approval of the Scheme by the Board of the Demerged Company.

The Demerged Company has outstanding employee stock options under its existing stock option scheme, the exercise of which may result in an increase in the issued and paid-up share capital of the Demerged Company.

The Demerged Company may, from time to time, in accordance with the Act, rules and regulations framed by the SEBI including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other Applicable Laws, issue securities to any persons (including by way of a rights issue, preferential allotment or bonus issue).

"**E-Commerce Distribution Business**" means and includes the entire distribution business of the Demerged Company relating to sale of all its physical products including carvaan on digital marketplaces alongwith identified non-core assets and other activities and/ or arrangements incidental or relating thereto."

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"**Resulting Company**" means Digidrive Distributors Limited, a public company incorporated under the provisions of the Companies Act, 2013 ("**Act**") and having its corporate identification number U51909WB2022PLC252287 and registered office at 33, Jessore Road, Dum Dum, Kolkata-700 028, West Bengal.

The share capital structure of the Resulting Company as on 25th March, 2022 is as follows:

Particulars	Amount in INR
Authorised share capital	
1,00,000 equity shares of INR 1/- each	1,00,000/-
Total	**1,00,000/-**
Issued, Subscribed and Paid-up Capital	
1,00,000 equity shares of INR 1/- each	1,00,000/-
Total	**1,00,000/-**

The entire equity share capital of the Resulting Company is held by the Demerged Company.

It has also been informed by the management that the equity shares of "Resulting Company" will be listed on both BSE and NSE.

The Resulting Company shall be the replica of the Demerged Company which will be used to carry the business of Demerged Undertaking of the Demerged Company in addition to the exiting objects with which it was incorporated.

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SHARE ENTITLEMENT RATIO FOR DEMERGER

On the basis of Scheme of Arrangement, the Share Entitlement Ratio has been arrived at and accordingly the Resulting Company shall, without any further act or deed and without any further payment, issue and allot equity shares on a proportionate basis to each member of the Demerged Company whose name is recorded in the Register of Members/ List of Beneficial Owners on the Record Date to be fixed by the Demerged Company and the Resulting Company.

The Proposed Transaction contemplates demerger of Demerged Undertaking of SIL and transfer to DDL, its wholly owned subsidiary, pursuant to the Scheme. As a consideration for the transfer of Demerged Undertaking, DDL shall issue its equity shares to the equity shareholders of SIL. Further, upon the Scheme becoming effective and upon allotment of equity shares by the DDL to SIL shareholders, the equity shares held by SIL in DDL shall be cancelled, extinguished, and annulled.

Accordingly, the shareholders of SIL are and will, upon demerger, be ultimate economic beneficial owners of DDL in the same proportion as they hold in SIL. We have also been represented by the management that the Pre and Post demerger shareholding pattern of SIL will remain same and hence, we certify the share entitlement ratio to be reasonable and fair.

The Proposed Transaction does not require valuation report under SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, since there is no change in the shareholding pattern of the Demerged Company and the Resulting Company.

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As per Clause 7.1 of the Scheme of Arrangement, the Resulting Company shall issue and allot on a proportionate basis to each shareholder of the Company whose name is recorded in the register of members and records of the depository as members of the Demerged Company as on the Record Date (as defined in the Scheme), as under:

"2 (Two) fully paid- up equity shares of INR 10/- (Indian Rupees Ten Only) each of the Resulting Company, credited as fully paid- up, for every 1 (One) equity share of INR 10/- (Indian Rupees Ten Only) each of the Demerged Company."

Further, the Demerged Company is currently in process of seeking their shareholders approval for sub-division (split) of 1 (One) equity share of the Demerged Company having a face value of INR 10/- each (fully paid-up) to be sub-divided into 10 (Ten) equity shares of face value of INR 1/- each (fully paid-up). In case the same is approved by the shareholders of the Company, the share entitlement ratio for the proposed Scheme would be as follows:

"1 (One) fully paid- up equity share of INR 10/- (Indian Rupees Ten Only) each of the Resulting Company, credited as fully paid- up, for every 5 (Five) equity shares of INR 1/- (Indian Rupee One Only) each of the Demerged Company."

BSE Circular No. LIST/COMP/02/2017-18 dated May 29, 2017, and NSE Circular No. NSE/CML/2017/12 dated June 1, 2017, requires a valuation report to disclose certain information in the specified format, which is given below,

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Valuation Approaches	Demerged Undertaking (A)		[Newly formed] (B)	
	Value per share	Weight (%)	Value per share	Weight (%)
Asset approach	NA	Nil	NA	Nil
Market approach	NA	Nil	NA	Nil
Income approach	NA	Nil	NA	Nil
Relative value per share	NA	Nil	NA	Nil
Share Entitlement Ratio (A/B)	NA			

NA means Not Applicable.

SOURCES OF INFORMATION

For the purposes of fairness opinion, we have relied upon the following sources of information received from the management of SIL and DDL (the "**Management**"), –

i. Shareholding pattern of SIL and DDL as of 25th March, 2022;
ii. Discussions with the Management to augment our knowledge on the operations of the Companies / Demerged Undertaking;
iii. Recommendation of Exchange / Entitlement Ratio Report dated 30th March, 2022 issued by the Valuer;
iv. Draft scheme of arrangement;
v. Such other information, explanations and representations that were required and provided by the Management;
vi. Such other analysis, inquiries, and reviews as we considered necessary.

VC Corporate Advisors Private Limited Kolkata

31, Ganesh Chandra Avenue,2nd Floor, Suite No.2C,Kolkata-700 013
Tel. : 033 2225 3940, Fax : 033 2225 3941
CIN - U67120WB2005PTC106051
E-mail : mail@vccorporate.com
Website : www.vccorporate.com

CONCLUSION AND OPINION

As per Clause 7.1 of draft Scheme of Arrangement, the management of the companies have decided to issue equity shares to the shareholders of the Demerged Company so as to create replica shareholding of Demerged Company in the Resulting Company. Further, there is no change in the promoter and public shareholding of the public listed company i.e., the Demerged Company and ultimate beneficial owners of Demerged Company shall become shareholders of Resulting Company in the same ratio (inter-se) as they hold shares prior to the demerger.

"Subject to above read with the caveats as detailed later, we as a Merchant Banker hereby certify that pursuant to SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, we have reviewed the proposed Scheme of Arrangement for Demerger with respect to the share entitlement ratio aspects and consider it to be fair and reasonable from the point of view of equity shareholders of the Companies.

CAVEAT

1. We wish to emphasize that; we have relied on explanations and information provided by the respective management and other publicly available information. Although, we have reviewed such data for consistency and reasonableness, we have not independently investigated or otherwise verified the data provided.
2. We have not made an appraisal or independent valuation of any of the assets or liabilities of the companies and have not conducted an audit or due diligence or reviewed / validated the financial data except what is provided to us by the Demerged Company and Resulting Company.

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3. The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them. There may be matters, other than those noted in this Scheme, which might be relevant in the context of the transaction and which a wider scope might uncover.
4. We have no present or planned future interest in the Demerged Company & Resulting Company and the fee payable for this opinion is not contingent upon the opinion reported herein.
5. Our Fairness Opinion should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering into the proposed transaction.
6. The Opinion contained herein is not intended to represent at any time other than the date that is specifically stated in this Fairness Opinion Report. This opinion is issued on the understanding that the Management of the Restructured Companies under the Scheme have drawn our attention to all matters of which they are aware, which may have an impact on our opinion up to the date of signature.
7. We have no responsibility to update this report for events and circumstances occurring after the date of this Fairness Opinion.

Yours Faithfully,

For **VC Corporate Advisors Private Limited**

VC Corporate Advisors Private Limited Kolkata

Urvi Belani

URVI BELANI

(Vice President)

SEBI REGN. No. INM0000011096

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VC CORPORATE ADVISORS PVT LTD.
31, Ganesh Chandra Avenue, 2nd Floor, Suite No. 2C, Kolkata-700 013
Tel. : 033 2225 3940, Fax : 033 2225 3941
E-mail : mail@vccorporate.com
Website : www.vccorporate.com
CIN - U67120WB2005PTC106051

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Date: 19.11.2022 VCC/11/22/05

To,
The Board of Directors,
C/o. Saregama India Limited,
33, Jessore Road, Dum Dum,
Kolkata-700 028

Dear Sir,

Sub: Scheme of Arrangement between Saregama India Limited ("Demerged Company") and Digidrive Distributors Limited ("Resulting Company" or "DDL" or the "Company"), (and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Act") (hereinafter referred to as the "Scheme" / "Scheme of Arrangement").

Re: Due Diligence Certificate on the Disclosure Document dated November 18, 2022 of Digidrive Distributors Limited in adherence with Part E of Schedule VI of the SEBI (ICDR) Regulations.

The Securities and Exchange Board of India ("**SEBI**") vide Master Circular no. SEBI/HO/CFD/Dlll/CIR/P/2021/0000000665 dated November 23, 2021 and Circular no. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 04, 2022, as amended, ("**Circular**") inter-alia prescribed that the listed entity shall include the applicable information pertaining to the unlisted entity/ies involved in the scheme in the format specified for abridged prospectus as provided in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI (ICDR) Regulations**"), as amended ("**Disclosure Document**") in the explanatory statement or notice or proposal accompanying resolution to be passed, sent to the shareholders while seeking their approval on the Scheme. The Circular further prescribes that the accuracy and adequacy of the disclosures on the unlisted entity/ies made in the Disclosure Document shall be certified by a SEBI registered Merchant Banker after following the due diligence process.

Consequently, as part of the implementation of the Scheme, Demerged Company will be required to send the Disclosure Document prepared as per the format specified in SEBI (ICDR) Regulations on Resulting Company, being an unlisted entity involved in the Scheme, to its shareholders while seeking their approval on the Scheme. In this background, we have been engaged by Demerged Company to issue a certificate in compliance with the above-mentioned requirement under the Circular.

Accordingly, we, on the basis of the examination of various documents pertaining to Resulting Company made available to us by Demerged Company and discussions with the officials of Demerged Company, confirm that the information contained in the Disclosure Document is in conformity with the format specified for abridged prospectus as provided in Part E of Schedule VI of the SEBI (ICDR) Regulations and such information disclosed in the Disclosure Document is fair, accurate as well as

adequate in terms of the SEBI Master Circular read with SEBI Circular No. SEBI/HO/CFD/SSEP/ CIR/P/2022/14 dated February 4, 2022.

The above confirmation is based on the information furnished and explanation provided to us by the management of Demerged Company assuming the same is complete and accurate in all material aspects on an as is basis. We have relied upon financials, information and representations furnished to us on an as is basis and have not carried out an audit of such information. Our scope of work does not constitute an audit of financial information. This certificate is based on the information as at November 18, 2022. This certificate is a specific purpose certificate issued in terms of the SEBI Circular. The certificate is not, nor should it be considered to be, a certificate of compliance of the Scheme with the provisions of the applicable law including company, taxation and securities markets related laws or as regards to any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

SOURCES OF INFORMATION: -

For the purposes of providing our Report, we have, interalia, relied upon the Memorandum and Articles of Association of the Resulting Company; the Scheme of Arrangement; List of shareholders of the Resulting Company as on the date the Disclosure Document; Observation letter issued by the BSE regarding the Scheme vide letter no. DCS/AMAL/MJ/IP/2453/2022-23 dated August 18, 2022; Discussion with and other relevant information as provided by the Management of the Demerged Company; and such other information, representation and explanations that have been provided to us by the Management of the Demerged Company.

EXCLUSIONS AND LIMITATIONS: -

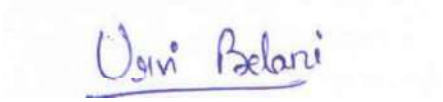
We express no opinion whatsoever and make no recommendation at all as to the Company's underlying decision to affect the Scheme or as to how the holders of equity shares or secured or unsecured creditors of Company should vote at their respective meetings held in connection with the proposed Scheme. We do not express and should not be deemed to have expressed any views on any other terms of the Scheme or its success. We also express no opinion, and accordingly, accept no responsibility for or as to the price at which the equity shares of the Resulting Company will trade following the Scheme or as to the financial performance of the Demerged Company or Resulting Company following the consummation of the Scheme. We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/ investors should buy, sell or hold any stake in the Resulting Company or any of its related parties, if any.

CONCLUSION: -

In the circumstances, having regard to all relevant factors, on the basis of information and explanation given to us and basis the due diligence conducted by us, we certify as on the date hereof, that the disclosures made in the Abridged Prospectus dated November 18, 2022 is fair, accurate as well as adequate in terms of the SEBI Master Circular read with SEBI Circular No. SEBI/HO/CFD/SSEP/CIR /P/2022/14 dated February 4, 2022.

Yours Faithfully,

For **VC Corporate Advisors Private Limited**



Urvi Belani

(Vice President & Compliance Officer)

SEBI REGN. No.: INM00001109



This is an abridged prospectus containing the information pertaining to the unlisted company, Digidrive Distributors Limited ("**Resulting Company**" or "**DDL**" or the "**Company**"), involved in the Scheme of Arrangement between Saregama India Limited ("**Demerged Company**") and the Resulting Company and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "**Act**") (hereinafter referred to as the "**Scheme**" / "**Scheme of Arrangement**") in the format specified for abridged prospectus as provided in SEBI Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 4, 2022 in accordance with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021. This abridged prospectus should be read together with the Scheme of Arrangement.

THIS ABRIDGED PROSPECTUS CONTAINS 8 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES

(Capitalised terms not defined herein shall have the meanings ascribed to them under the Scheme of Arrangement)

DIGIDRIVE DISTRIBUTORS LIMITED
CIN: U51909WB2022PLC252287, **Date of Incorporation**: March 15, 2022

Registered office	Corporate office	Contact person	Email and Telephone	Website
33, Jessore Road, Dum Dum, Kolkata- 700028 West Bengal, India.	2/4, Judges Ct Rd, Alipore, Kolkata, West Bengal 700027	Mr. Sunil Kumar Sanganeria	Email: digidrive.sec@rpsg.in Telephone: 033- 25512984	Not Available

NAME OF PROMOTER OF THE COMPANY: Saregama India Limited

Details of Offer to Public

Type of Issue (Fresh/ OFS/ Fresh & OFS)	Fresh Issue Size (by no. of shares or by amount in Rs)	OFS Size (by no. of shares or by amount in Rs)	Total Issue Size (by no. of shares or by amount in Rs)	Issue Under 6(1)/ 6(2)	Share Reservation		
					QIB	NII	RII
Not applicable							

OFS: Offer for Sale

SCHEME DETAILS AND LISTING

DETAILS OF THE SCHEME OF ARRANGEMENT

Scheme of Arrangement between Saregama India Limited (**"Demerged Company"**) and Digidrive Distributors Limited (and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the **"Act"**) **(hereinafter referred to as the "Scheme" / "Scheme of Arrangement")**.

The Scheme provides for demerger, transfer and vesting of the Demerged Undertaking as defined in the Scheme from the Demerged Company into Resulting Company on a going concern basis.

The Scheme shall become operative from the Effective date and operative from the Appointed Date.

The Demerged Company sells all its physical products including carvaan, directly and through distributors, appointed exclusively for selling on digital media medium. Online marketplace has considerable potential, and skills acquired by the Demerged Company in the recent past can be utilized to manage end-to-end distribution activity, and with a potential to add many more products. This will also benefit the Demerged Company's business, as the negotiation strength generated by the distributors by selling a suite of products will help accelerate carvaan sales too. Therefore, the Demerged Company intends to create a specialized master distributor for retailing all its physical products including carvaan on all digital marketplaces. Such distributor may also offer its sales & marketing services to other market participant. Accordingly, the Demerged Company intends to demerge its E-Commerce Distribution Business along with identified non-core assets, into the Resulting Company which, inter alia, will result in the following benefits:

i. unlocking the value of each of the business for the shareholders of the Demerged Company, attracting investors and providing better flexibility in accessing capital;
ii. segregating different businesses having different risk profiles and returns, and providing investors with better flexibility to select investments which best suit their investment strategies and risk profile; and
iii. enabling focused growth strategy for each of the businesses for exploiting opportunities specific to each business.

The Scheme would be in the best interests of the shareholders, employees, creditors of each of the Parties.

Consideration for the amalgamation

Upon effectiveness of the Scheme and in consideration of and subject to the provisions of the Scheme, the Resulting Company shall, without any further application, act, deed, consent, acts, instrument or deed, issue and allot, on a proportionate basis to each shareholder of the Demerged Company whose name is recorded in the register of members and records of the depository as members of the Demerged Company as on the Record Date, as under:

"1 (One) fully paid up equity share of INR 10 (Indian Rupees Ten only) each of the Resulting Company, credited as fully paid up, for every 5 (Five) equity shares of INR 1 (Indian One Rupee only) each of the Demerged Company."

LISTING

The equity shares of the Resulting Company, issued to the shareholders of the Demerged Company, are proposed to be listed on BSE Limited and the National Stock Exchange of India Limited.

Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders (*upto a maximum of 10 selling shareholders*)

Name	Type	No of Shares offered/ Amount in Rs	WACA in Rs per Equity	Name	Type	No of Shares offered/ Amount in Rs	WACA in Rs per Equity
Not applicable							

P: Promoter; PG: Promoter Group; OSS: Other Selling shareholder; WACA: Weighted Average Cost of Acquisition shall be calculated on fully diluted basis

Price Band, Minimum Bid Lot & Indicative Timelines	
Price Band*	**Not applicable**
Minimum Bid Lot Size	
Bid/Offer Open On	
Bid/Closes Open On	
Finalisation of Basis of Allotment	
Initiation of Refunds	
Credit of Equity Shares to Demat accounts of Allottees	
Commencement of trading of Equity Shares	

*For details of *price band and basis of offer price*, please refer to price band advertisement and page xx of RHP- **Not applicable**

Details of WACA of all shares transacted over the trailing eighteen months from the date of RHP- Not applicable

Period	Weighted Average Cost of Acquisition (in Rs.)	Upper End of the Price Band is 'X' times the WACA	Range of acquisition price Lowest Price- Highest Price (in Rs.)
Trailing Eighteen Month from the date of RHP	**Not applicable**		

WACA: Weighted Average Cost of Acquisition shall be calculated on a fully diluted basis for the trailing eighteen months from the date of RHP

RISKS IN RELATION TO THE FIRST OFFER
The face value of the Equity Shares is 'INR 1'. The Floor Price, Cap Price and Offer Price are determined by our Company and the Selling Shareholders, in consultation with the BRLMs, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for Offer Price" on page xx should not be considered to be indicative of the market price of the Equity Shares after listing. No assurance can be given regarding the frequency of trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing- Not applicable
GENERAL RISKS
Investment in equity & equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does, SEBI guarantee the accuracy or adequacy of the contents of the Scheme of Amalgamation or Abridged Prospectus. **Specified attention of the investors is invited to the section titled "*Internal Risk Factors*" on page 6 of this Abridged**

Prospectus.
PROCEDURE
The procedure with respect to public issue/ offer would not be applicable as this issue is only to the shareholders of the Demerged Company, pursuant to the Scheme, without any cash consideration. Hence, the procedure with respect to a General Information Document is not applicable.

PRICE INFORMATION OF BRLM's* BRLM's*				
Issue Name	**Name of Merchant Banker**	**+/- % change in closing price, (+/- % change in closing benchmark)- 30th calendar days from listing**	**+/- % change in closing price, (+/- % change in closing benchmark)- 90th calendar days from listing**	**+/- % change in closing price, (+/- % change in closing benchmark) – 180th calendar days from listing**
Not applicable				

* Disclosures subject to recent 7 issues (initial public offerings) in current financial year and two preceding financial years managed by each Merchant Banker with common issues disclosed once.

Name of BRLM and contact details (telephone and email id) of each BRLM	**VC Corporate Advisors Pvt Ltd** 31, Ganesh Chandra Avenue, 2nd Floor, Suite No. 2C, Kolkata – 700013 Email: mail@vccorporate.com Website: www.vccorporate.com
Name of Syndicate Members	**Not applicable**
Name of Statutory Auditors	**Vidya & Co.** Chartered Accountants FRN: 308022E Address: 50, Weston Street, Room No. 404, 4th Floor, Kolkata-700012 Contact Person - CA Jitendra Nagar Email - jnagar@gmail.com Telephone No.- 033-40085450 M No- +91 9830639250

In case of issues by Small and Medium Enterprises under Chapter IX, details of the market maker to be included- **Not applicable**

Name of Registrar to the Issue and contact details (telephone and email id)	**Not applicable**
Name of Credit Rating Agency and the rating or grading obtained, if any	
Name of Debenture trustee, if any.	
Self-Certified Syndicate Banks	
Non Syndicate Registered Brokers	
Details regarding website address(es)/ link(s) from which the investor can obtain list of registrar to the issue and share transfer agents, depository participants and stock brokers who can accept application from investor (as applicable)	

PROMOTER OF THE ISSUER COMPANY			
Sr. No.	**Name**	**Individual/Corporate**	**Experience**
1.	Saregama India Limited	Corporate	**Experience:** Saregama India Limited incorporated in the year 1946. The company was originally incorporated on August 13, 1946 in West Bengal as 'The Gramophone Company (India) Limited', a private limited company under the Companies Act, 1913 pursuant to a certificate of incorporation issued by the Registrar of Joint Stock Companies, Bengal. Subsequently, the name of our Company was changed to 'The Gramophone Company of India Limited' pursuant to a certificate of alteration in the name of our Company dated April 2, 1947 issued by the Assistant Registrar, Joint Stock Companies, Bengal. The word 'Private' was later added to the certificate of incorporation dated August 13, 1946 in the name of 'The Gramophone Company (India) Private Limited' was endorsed by the Assistant Registrar of Companies,

			West Bengal on April 3, 1956. Further, the word 'Private' was added to the name of our Company with effect from April 1, 1956 and a second certificate of incorporation was issued by the Assistant Registrar of Companies, West Bengal on December 4, 1964 in the name of 'The Gramophone Company of India (Private) Limited'. Thereafter, our Company was converted into a public limited company and the name of our Company was changed to 'The Gramophone Company of India Limited' pursuant to a fresh certificate of incorporation consequent on change of name issued to our Company dated November 4, 1968 by the Assistant Registrar of Companies, West Bengal. On November 3, 2000, the name of our Company was changed to 'Saregama India Limited' and a fresh certificate of incorporation consequent on name change was issued to the Company by the RoC.

BUSINESS OVERVIEW AND STRATEGY
Company Overview: The Company was incorporated on March 15, 2022 as a public company under the Companies Act, 2013.
Product/Service Offering: The Company was incorporated to create a specialized master distributor for retailing goods on all Digital Marketplace. **Revenue segmentation by product/service offering: Not applicable as the Company has not commenced its operations.**
Geographies Served: Not applicable as the Company has not commenced its operations. **Revenue segmentation by geographies: Not applicable as the Company has not commenced its operations.**
Key Performance Indicators: Not applicable as the Company has not commenced its operations.
Client Profile or Industries Served: Not applicable as the Company has not commenced its operations. **Revenue segmentation in terms of top 5/10 clients or Industries: Not applicable as the Company has not commenced its operations.**
Intellectual Property, if any: None
Market Share: Not Applicable
Manufacturing plant, if any: Not Applicable
Employee Strength: None as the Company has not commenced its operations.

BOARD OF DIRECTORS				
Sr. No.	**Name**	**Designation (Independent / Whole time / Executive / Nominee)**	**Experience & Educational Qualification**	**Other Directorships**
1.	Gopal Rathi (DIN: 00553066)	Non-Executive Director	He is a Member of Institute of Chartered Accountants of India having more than 20 years of experience in field of finance and Business strategy.	**Indian Companies:** 1. Business Media Private Limited; 2. Editorji Technologies Private Limited; 3. Eminent Electricity Distribution Limited; 4. Herbolab India Private Limited; 5. Malegaon Power Supply Limited; 6. RPSG Sports Private Limited; and 7. RPSG Sports Ventures Private Limited. **Foreign Companies:** None
2.	Alok Kalani (DIN: 03082801)	Non-Executive Director	He holds a degree of CA, CMA and CS, having more than 30 years of experience in field of Finance.	**Indian Companies:** 1. Indent Investments Private Limited; and 2. STEL Holdings Limited 3. Ace Applied Software Services Private Limited **Foreign Companies:** None

	Sunil Kumar Sanganeria (DIN: 03568648)	Non-Executive Director	He is a Member of Institute of Chartered Accountants of India, Institute of Company Secretaries of India and the Institute of Cost Accountants of India having more than 35 years of experience in field of Finance.	**Indian Companies:** 1. Apa Services Private Limited; 2. Brabourne Investments Limited; 3. Devise Properties Private Limited; 4. Dynamic Success Projects Private Limited; 5. Kolkata Metro Networks Limited; 6. Organised Investments Limited; 7. Quest Capital Markets Limited; 8. Ritushree Vanijya Private Limited; 9. Shreeya Warehousing and Logistics Private Limited; 10. Shrikrishna Chaitanya Trading Company Private Limited; 11. Solty Commercial Private Limited; and 12. Stylefile Events Limited 13. Trade Apartments Limited. **Foreign Companies**: None

OBJECTS OF THE ISSUE

Details of means of finance – Not applicable

The fund requirements for each of the objects of the Issue are stated as follows: (Rs. in crores)

Sr. No	Objects of the Issue	Total estimate cost	Amount Deployed till	Amount to be financed from Net Proceeds	Estimated Net Proceeds Utilization	
					Fiscal 20	Fiscal 20
Not applicable						

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues / rights issue, if any, of the Company in the preceding 10 years - Not applicable
Name of monitoring agency, if any- Not applicable

Terms of Issuance of Convertible Security, if any

Convertible securities being offered by the Company	**Not applicable**
Face Value / Issue Price per Convertible securities	
Issue Size	
Interest on Convertible Securities	
Conversion Period of Convertible Securities	
Conversion Price for Convertible Securities	
Conversion Date for Convertible Securities	
Details of Security created for CCD	

Shareholding Pattern:

Sr. No.	Particulars	Pre Issue number of shares	% Holding of Pre issue
1.	Saregama India Limited	99,994	99.94
2.	Mr. Alok Kalani*	1	0.01

3.	Mr. Sunil Kumar Sanganeria*	1	0.01
4.	Mr. Kumar Ajit*	1	0.01
5.	Mr. Kishore Chandra Ghosh*	1	0.01
6.	Mr. Sunil Bhandari*	1	0.01
7.	Mr. Gopal Rathi*	1	0.01
	Total	**1,00,000**	**100**

*Held as nominees jointly with Saregama India Limited

Number/amount of equity shares proposed to be sold by selling shareholders, if any- Not applicable

CONSOLIDATED AUDITED FINANCIALS

	For the three months period ended June 30, 2022	For the year ended March 31, 2022
Total income from operations (Net)*	Nil	Nil
Net Profit/ (Loss) before tax and extraordinary items	Nil	Nil
Net Profit/ (Loss) after tax and extraordinary items	Nil	Nil
Equity Share Capital	1,00,000	1,00,000
Reserves and Surplus	Nil	Nil
Net worth	1,00,000	1,00,000
Basic earnings per share (Rs.)	-	-
Diluted earnings per share (Rs.)	-	-
Return on net worth (%)	-	-
Net asset value per share (Re.)	1	1

INTERNAL RISK FACTORS

The below-mentioned risks are the top 5 risk factors:

1. **Business Strategy Risk**

   We rely on regulated and unregulated markets for revenue. Lack of strategy roadmap for revenue growth of the site may lead to the non-achievement of growth objectives. Also, the dependence of existing customer base for new business could result in restricted growth. Growth restriction and complete dependency on existing customers and existing set of services.

2. **Compliance Risk**

   Any non-compliance with the regulatory and environmental laws of the land may lead to penalties and fines.

3. **IT Risk**

   We rely on information technology systems, networks and infrastructure to operate our business and any interruption or breakdown in such systems, networks or infrastructure could impair our ability to effectively deliver our products and services. The inability of the Company to suitably upgrade its IT infrastructure may impair its ability to efficiently manage its business and deliver accurate information to various internal and external stakeholders. Further, any cyber-attack on our systems & firewall failure could cause inability to function and transact.

4. **Insurance Risk**

   Insurance company inability to provide cover for products sold by us could lead to financial and reputation damage to the organisation.

5. **Human Resource**

   Inability to attract and retain qualified personnel while appropriately managing costs related to employee benefits may expose Company to manpower and costs-related risks.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the company and amount involved

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (Rs in crores)
Company						
By the Company	Nil	Nil	Nil	Nil	Nil	Nil
Against the Company	Nil	Nil	Nil	Nil	Nil	Nil
Directors						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	Nil	Nil	Nil	Nil
Promoters						
By Promoters	2	Refer note 1	Nil	Nil	1	Refer note 2
Against Promoters	1		Nil	Nil	1	
Subsidiaries						
By Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
Against Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil

Note 1 – The Promoter (Saregama India Limited) is involved in 34 tax proceedings where the amount involved is approximately Rs.3790.95 Lakhs.
Note 2 – Amount is not quantifiable.

B. Brief details of top 5 material outstanding litigations against the company and amount involved - None

C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any (200 - 300 word limit in total)

A penalty of INR 383,500/- each was levied by BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE), on Saregama India Limited (promoter of Digidrive Distributors Limited) for non-compliance of corporate governance requirements i.e. non-appointment of Independent Woman Director for the period from April 01, 2020 to June 04, 2020. In this regard, Saregama India Limited duly paid the fine to NSE and received waiver of fine from BSE and complied with the provisions of Regulation 17(1) of SEBI LODR Regulations with effect from June 05, 2020.

D. Brief details of outstanding criminal proceedings against Promoters

Zee Entertainment Enterprises had filed an FIR bearing being 239 of 2018 against Saregama India Limited, through the employees of Saregama India Limited namely GB Aayeer (ex-employee), Yash Asai and Gautam Sarkar (ex-employee) for alleged offences under Section 417, 418, 420, 465, 468 and 471 read along with 120-B and 34 of the Indian Penal Code. An Anticipatory bail was granted on 14 November 2018 and the Gamdevi Police Station has filed a C summary report in the matter which based on mistake of fact. The authorized person of Zee has filed a protest petition contesting the same but the same has been pending hearing.

ANY OTHER IMPORTANT INFORMATION AS PER BRLM / ISSUER COMPANY
NIL

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may he have been complied with and no statement made in the Abridged Prospectus is contrary to the provisions of the Companies Act, 1956,

the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulation issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus are true and correct.

For **Digidrive Distributors Limited**

Name: Alok Kalani
DIN: 03082801
Designation: Director
Place: Kolkata
Date: November 18, 2022

RP - Sanjiv Goenka Group
Growing Legacies

Date: June 2, 2022

To
The General Manager
Department of Corporate Services
BSE Limited
P.J. Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 532163

Sub: **Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the Scheme of Arrangement between Saregama India Limited ("Company" or "Demerged Company") and Digidrive Distributors Limited ("Resulting Company") and their respective shareholders and creditors ("Scheme").**

Ref: **Report on Complaints in terms of Para I(A)(6) of the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23 November 2021 as amended from time to time ("SEBI Master Circular").**

Dear Sir/ Madam,

This is in reference to the Scheme filed by the Company under Regulation 37 of the SEBI Listing Regulations with BSE Limited (**"BSE"**) on 21 April 2022.

As per Para I(A)(6) of the SEBI Master Circular, the Company is inter-alia required to submit a 'Report on Complaints' containing the details of complaints received by the Company on the Scheme from various sources within 7 days of expiry of 21 days from the date of uploading of the draft Scheme and related documents on the website of the relevant stock exchange.

The period of 21 days from the date of uploading of the draft Scheme along with related documents by BSE on its website i.e. 6 May 2022, has expired on 27 May 2022, accordingly, we attach herewith a 'Report on Complaints', as **Annexure-1** to this letter.

The Report on Complaints is also being uploaded on the website of the Company, i.e., https://www.saregama.com/, as per requirement of the aforementioned said SEBI Master Circular.

We request you to take the above on record as compliance under the applicable provisions of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 and SEBI Circulars.

Thanking You
Yours sincerely
For **Saregama India Limited**

SAREGAMA INDIA LTD.

Kamana Goenka
Company Secretary and Compliance Officer

Annexure -1

COMPLAINTS REPORT

Period of Complaints Report: 6 May 2022 to 27 May 2022

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges/ SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not applicable
5.	Number of complaints pending	Not applicable

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable		

For **Saregama India Limited**

SAREGAMA INDIA LTD.

Kamana Goenka
Company Secretary and Compliance Officer

RP-Sanjiv Goenka Group
Growing Legacies

Date: June 7, 2022

To
Manager - Listing Compliance
National Stock Exchange of India Limited,
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051

Scrip code: SAREGAMA

Sub: **Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the Scheme of Arrangement between Saregama India Limited ("Company" or "Demerged Company") and Digidrive Distributors Limited ("Resulting Company") and their respective shareholders and creditors ("Scheme").**

Ref: **Report on Complaints in terms of Para I(A)(6) of the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23 November 2021 as amended from time to time ("SEBI Master Circular").**

Dear Sir/ Madam,

This is in reference to the Scheme filed by the Company under Regulation 37 of the SEBI Listing Regulations with the National Stock Exchange of India Limited ("**NSE**") on 21 April 2022.

As per Para I(A)(6) of the SEBI Master Circular, the Company is inter-alia required to submit a 'Report on Complaints' containing the details of complaints received by the Company on the Scheme from various sources within 7 days of expiry of 21 days from the date of uploading of the draft Scheme and related documents on the website of the relevant stock exchange.

The period of 21 days from the date of uploading of the draft Scheme along with related documents by NSE on its website i.e. 16 May 2022, has expired on 6 June 2022, accordingly, we attach herewith a 'Report on Complaints', as **Annexure-1** to this letter.

The Report on Complaints is also being uploaded on the website of the Company, i.e., https://www.saregama.com/, as per requirement of the aforementioned said SEBI Master Circular.

We request you to take the above on record as compliance under the applicable provisions of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 and SEBI Circulars.

Thanking You
Yours sincerely
For **Saregama India Limited**

SAREGAMA INDIA LTD.

Kamana Goenka
Company Secretary and Compliance Officer

Annexure -1

COMPLAINTS REPORT

Period of Complaints Report: 16 May 2022 to 6 June 2022

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges/ SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not applicable
5.	Number of complaints pending	Not applicable

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable		

SAREGAMA INDIA LTD.

DCS/AMAL/MJ/IP/2453/2022-23 **"E-Letter"** **August 18, 2022**

The Company Secretary,
SAREGAMA INDIA LTD.
33 Jessore Road, Dum Dum,
Kolkata, West Bengal-700028.

Dear Sir,

Sub: Observation letter regarding the Scheme of Arrangement between Saregama India Limited and Digidrive Distributors Limited and their respective Shareholders and Creditors.

We are in receipt of the Scheme of Arrangement of Saregama India Limited as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated August 17, 2022 has inter alia given the following comment(s) on the draft scheme of Arrangement:

a) **"Company shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."**

b) **"Company shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."**

c) **"Company shall ensure compliance with the said circular issued from time to time."**

d) **"The entities involved in the Scheme shall duly comply with various provisions of the Circular."**

e) **"Company is advised that the information pertaining to all the Unlisted Companies involved in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."**

f) **"Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."**

g) **"Company is advised that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders."**

h) **"Company is advised that the proposed equity shares to be issued in terms of the Scheme shall mandatorily be in demat form only."**

i) **"Company shall ensure that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document."**

j) **"No changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."**

k) **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the company is obliged to bring the observations to the notice of Hon'ble NCLT."**

l) **"Company is advised to comply with all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."**

m) **"It is to be noted that the petitions are filed by the company before Hon'ble NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose Information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

However, the listing of equity shares of Digidrive Distributors Limited shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 and compliance with the requirements of SEBI circular. No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. Further, Digidrive Distributors Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authority and Rules, Byelaws, and Regulations of the Exchange.

The Company shall fulfill the Exchange's criteria for listing the securities of such company and also comply with other applicable statutory requirements. However, the listing of shares of Digidrive Distributors Limited is at the discretion of the Exchange. In addition to the above, the listing of Digidrive Distributors Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval and the Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Digidrive Distributors Limited in line with the disclosure requirements applicable for public issues with BSE, for making the same available

BSE - INTERNAL

to the public through the website of the Exchange. Further, the company is also advised to make the same available to the public through its website.

2. To publish an advertisement in the newspapers containing all Digidrive Distributors Limited in line with the details required as per the aforesaid SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as BSE.

3. To disclose all the material information about Digidrive Distributors Limited on a continuous basis so as to make the same public, in addition to the requirements if any, specified in Listing Agreement for disclosures about the subsidiaries.

4. The following provisions shall be incorporated in the scheme:

   I. The shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange."

   II. "There shall be no change in the shareholding pattern of Digidrive Distributors Limited between the record date and the listing which may affect the status of this approval."

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of Arrangement.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the **validity of this Observation Letter shall be Six Months from the date of this Letter**, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

BSE - INTERNAL

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted**. You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,
Sd/-

Rupal Khandelwal
Assistant General Manager

Mahek Jaju
Assistant Manager

BSE - INTERNAL

National Stock Exchange Of India Limited

Ref: NSE/LIST/30810_II

August 18, 2022

The Company Secretary
Saregama India Limited
33, Jessore Road,
Dum Dum, Kolkata - 700028.

Kind Attn.: Ms. Kamana Goenka

Dear Madam,

Sub: Observation Letter for Draft Scheme of Arrangement between Saregama India Limited (Demerged Company) and Digidrive Distributors Limited (Resulting Company) and their respective shareholders and creditors.

We are in receipt of Draft Scheme of Arrangement between Saregama India Limited and Digidrive Distributors Limited and their respective shareholders and creditors vide application dated April 21, 2022.

Based on our letter reference no. NSE/LIST/30810 dated June 09, 2022, submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, read with Master circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated November 23, 2021 and Regulation 94 (2) of SEBI (LODR) Regulations 2015, kindly find following comments on the draft scheme:

a. *Company shall ensure disclosure of all details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme.*

b. *Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchanges, from the date of receipt of this letter is displayed on the websites of the listed company and the Stock Exchanges.*

c. *Company shall ensure compliance with the SEBI circulars issued from time to time.*

d. *The entities involved in the scheme shall duly comply with various provisions of the Circular.*

e. *Company shall ensure that Company includes the applicable information pertaining to all the Unlisted Companies involved in the scheme, in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*

f. *Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*

g. *Company shall ensure that the details of the proposed scheme under consideration as provided to the stock exchange shall be prominently disclosed in the notice sent to the shareholders.*

This Document is Digitally Signed

Signer: DIPTI VIPIL CHINCHKHEDE
Date: Thu, Aug 18, 2022 13:23:29 IST
Location: NSE

h. *Company shall ensure that the proposed equity shares to be issued in terms of the "scheme" shall mandatorily be in a demat form only.*

i. *Company shall ensure that the "scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.*

j. *Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ tribunals shall be made without specific written consent of SEBI.*

k. *Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT.*

l. *Company to comply with the all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme.*

m. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the Circular.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No objection" in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

The Company should also fulfil the Exchange's criteria for listing of such company and also comply with other applicable statutory requirements. However, the listing of shares of Digidrive Limited is at the discretion of the Exchange.

The listing of Digidrive Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval & Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Digidrive Limited and its group companies in line with the disclosure requirements applicable for public issues with National Stock Exchange of India Limited ("NSE") for making the same available to the public through website of the companies. The following lines must be inserted as a disclaimer clause in the Information Memorandum:

This document is digitally signed.
Signer: DIPTI VIPIL CHINCHKHEDE
Date: Thu, Aug 18, 2022 13:23:29 IST
Location: NSE

"The approval given by the NSE should not in any manner be deemed or construed that the Scheme has been approved by NSE; and/ or NSE does not in any manner warrant, certify or endorse the correctness or completeness of the details provided for the unlisted Company; does not in any manner take any responsibility for the financial or other soundness of the Resulting Company, its promoters, its management etc."

2. To publish an advertisement in the newspapers containing all the information about Digidrive Limited in line with the details required as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as NSE.

3. To disclose all the material information about Digidrive Limited to NSE on the continuous basis so as to make the same public, in addition to the requirements, if any, specified in SEBI (LODR) Regulations, 2015 for disclosures about the subsidiaries.

4. The following provision shall be incorporated in the scheme:

   (a) "The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange."

   (b) "There shall be no change in the shareholding pattern or control in Digidrive Limited between the record date and the listing which may affect the status of this approval."

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities. The validity of this "Observation Letter" shall be six months from August 18, 2022, within which the scheme shall be submitted to NCLT.

Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37(1) of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Dipti Chinchkhede
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL: https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist

This Document is Digitally Signed
Signer: DIPTI VIPIL CHINCHKHEDE
Date: Thu, Aug 18, 2022 13:23:29 IST
Location: NSE