



**RP-Sanjiv Goenka
Group**

Growing Legacies



July 27, 2018

The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
'Exchange Plaza', C-1,
Block G,
Bandra- Kurla Complex, Bandra (East),
Mumbai - 400 051

Symbol : SAREGAMA EQ

The Listing Department
BSE Limited,
Phiroze Jeejeebhoy
Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code : 532163

The Calcutta Stock
Exchange Limited,
7, Lyons Range,
Kolkata - 700 001

Scrip Code: 017177

Dear Sir/Madam,

Sub.: Proceedings and voting results of the 71st Annual General Meeting of the Company

Ref: Regulation 30 and 44 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, we enclose a copy of the Proceedings of the 71st Annual General Meeting duly convened on Friday, July 27, 2018, at 10.00 a.m. at Mohit Moitra Mancha, 34/1, Raja Manindra Road, Paikpara, Kolkata-700 037.

Pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015, also please find enclosed herewith the details regarding the voting results in "Annexure 1" in the prescribed format alongwith the Scrutinizers report in "Annexure 2" duly countersigned by the Director of the Company.

Request you to take the above on record and oblige.

Thanking you,

**Yours faithfully,
For Saregama India Limited**

**Kamana Khetan
Company Secretary and Compliance Officer**
Encl.: As above



PROCEEDINGS OF THE 71st ANNUAL GENERAL MEETING OF THE COMPANY HELD ON JULY 28, 2017

The 71st Annual General Meeting ("AGM") of the Company was duly held on Friday, July 27, 2018 at 10.00 a.m. at Mohit Moitra Mancha, 34/1, Raja Manindra Road, Paikpara, Kolkata-700 037.

A 2 minutes silence was observed in the remembrance of Mrs. Sushila Goenka, Director who expired on 15.07.2018.

Mr. Vikram Mehra chaired the Meeting. The Chairman extended a warm welcome to the Shareholders, Board Members, representatives of the Bodies Corporates and all others present at the Meeting. He also introduced the Directors present on the dais. He further announced that the quorum for the meeting was present and called the meeting to order. He informed that in aggregate 106 members were present at the AGM. The Members were informed that the requisite registers and documents referred to in the Notice of the AGM were available for inspection during the meeting.

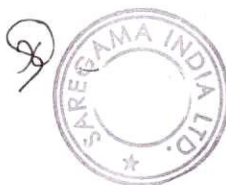
The Company in accordance with the provisions of Section 108 of the Companies Act, 2013 read with the amended Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the Company had provided remote e-voting facility through National Securities Depository Limited (NSDL) platform to all its members holding shares in dematerialized or physical form as on the cut-off date being Friday, July 20, 2018 to exercise their right to vote by electronic means on all the businesses specified in the Notice convening the Annual General Meeting. The remote e-voting period commenced on Tuesday, 24th July, 2018 (9:00 a.m. IST) and ended on Thursday, 26th July, 2018 (5:00 p.m. IST).

As remote e-voting facility was provided to the Members, voting through Ballot paper was available at the meeting for Members who had not cast their vote by remote e-voting.

The Company had appointed, MR and Associates, Practising Company Secretary as Scrutinizer for independently conducting and overseeing the voting process in a fair and transparent manner.

With the permission of the Members, the Notice convening the meeting was taken as read.

The Chairman then placed the following agenda matters as set out in the Notice of 71st Annual General Meeting before the Members briefly explaining the objective and implications, wherever necessary.





Ordinary Business

1. (a) Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Report of the Board of Directors and Auditors thereon.
(b) Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Report of Auditors thereon.
(*Ordinary Resolution*)
2. Declaration of final dividend of Rs.3.00/- per equity share for the year ended 31st March, 2018. (*Ordinary Resolution*)
3. Appointment of Mr. Vikram Mehra (DIN: 03556680), who retires by rotation and being eligible, offers himself for re-appointment as a Director. (*Ordinary Resolution*)
4. Ratification of remuneration of Cost Auditor (*Ordinary Resolution*)

Special Business

5. Fixing minimum fee for serving various documents on members of the company (*Ordinary Resolution*)
6. Appointment of Mrs. Avarna Jain (DIN:02106305) as a Non-Executive Director of the company(*Ordinary Resolution*)
7. Appointment of Mr. Bhaskar Raychaudhuri (DIN:00277913) as a Non-Executive Independent Director of the Company (*Special Resolution*)
8. Continuation of the directorship of Mrs. Sushila Goenka (DIN: 00087692) as a Non-Executive Director. [The Resolution under Item No. 8 was not considered to be passed at the meeting as the Director Mrs. Sushila Goenka had deceased on 15.07.2018.]
9. Continuation of the Directorship of Mr. Noshir Framjee (DIN:01646640) as a Non-Executive Independent Director of the Company who has attained the age of 77 years (*Special Resolution*)
10. Variation in remuneration paid/payable to Mr. Vikram Mehra (DIN: 03556680), Managing Director of the Company. (*Special Resolution*)
11. Variation in remuneration paid/payable to Mr. Ghanashyam Bhagwan Aayeer (DIN: 00087760), Whole- Time Director of the Company holding office as a Whole- Time Director upto May 28, 2018 (*Special Resolution*)



12. Approval of maximum number of grant of options to be made under the Saregama Employee Stock Option Scheme 2013 (*Special Resolution*)
13. Approval for amendment in Saregama Employee Stock Option Scheme 2013 (*Special Resolution*)
14. Formulation of Saregama Stock Appreciation Rights Scheme 2018 and issue of Stock Appreciation Rights to the eligible employees of the company (*Special Resolution*)
15. Extension of benefits of Saregama Stock Appreciation Rights Scheme 2018 to employees of subsidiary or holding or associate company (*Special Resolution*)

The Chairman then invited queries from the Members on the agenda matters. The queries were replied and the suggestions made by the Members were taken on record.

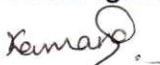
Thereafter, the Members were informed that a consolidated report on total votes cast in favour and against shall be submitted by the Scrutinizer within 48 hours of the conclusion of the AGM and the same shall be forthwith declared by the Company by publishing on its website, the website of NSDL and by notifying to the Stock Exchange where the shares of the Company are listed and on the Notice Board of the Company.

The AGM concluded with a vote of thanks to those present.

Thanking you,

Yours faithfully,

For Saregama India Limited



Kamana Khetan

Company Secretary and Compliance Officer

Encl: as above



"Annexure 1"

Voting results information in terms of Regulation 44(3) of the Uniform Listing Agreement in relation to 71st Annual General Meeting of Saregama India Limited held on July 27, 2018

Date of AGM	July 27, 2018
Total Number of Shareholders on record date: (20th July, 2017)	27010
No. of Shareholders present in the meeting either in person or through proxy:	106
Promoters and Promoters Group :	2
Public	104
No of Shareholders attended the meeting through Video Conferencing	Nil

Resolution No. 1 - . (a) Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Report of the Board of Directors and Auditors thereon.

(b) Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Report of Auditors thereon.

Resolution required: (Ordinary/Special):

Ordinary

Whether promoter /Promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No of shares held	No of shares Polled	% of votes polled on outstanding shares (3) = $\{(2)/(1)\} \times 100$	No. of shares in favour	No. of shares against	% of votes in favour on shares Polled (6) = $\{(4)/(2)\} \times 100$	% of votes against on shares Polled (7) = $\{(5)/(2)\} \times 100$
		1	2	3	4	5	6	7
Promoter and Promoter Group	E-voting		10291759	100.00	10291759	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	10291759	10291759	100	10291759	0	100.00	0.00



SAREGAMA INDIA LTD.

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Authorised Signatory

Public Institutional Holders	E-voting		266267	28.07	266267	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	948728	266267	28.07	266267	0	100.00	0.00
Public - Others	E-voting		1567914	25.41	1567913	1	100.00	0.00
	Poll		58	0.00	58	0	100.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	6170005	1567972	25.41	1567971	1	100.00	0.00
Total :		17410492	12125998	69.65	12125997	1	99.99999	0.00001

Resolution No. 2 - . Declaration of final dividend of Rs.3.00 per equity share for the year ended 31st March, 2018

Resolution required: (Ordinary/Special):	Ordinary
Whether promoter /Promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No of shares held	No of shares Polled	% of votes polled on outstanding shares (3) = $\{(2)/(1)\} \times 100$	No. of shares in favour	No. of shares against	% of votes in favour on shares Polled (6) = $\{(4)/(2)\} \times 100$	% of votes against on shares Polled (7) = $\{(5)/(2)\} \times 100$
		1	2	3	4	5	6	7
Promoter and Promoter Group	E-voting		10291759	100.00	10291759	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	10291759	10291759	100	10291759	0	100.00	0.00
Public Institutional	E-voting		266267	28.07	266267	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00



Holders	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	948728	266267	28.07	266267	0	100.00	0.00
Public - Others	E-voting		1567914	25.41	1567913	1	100.00	0.00
	Poll		58	0.00	58	0	100.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	6170005	1567972	25.41	1567971	1	100.00	0.00
Total :		17410492	12125998	69.65	12125997	1	99.99999	0.00001

Resolution No. 3 - Appointment of Mr. Vikram Mehra (DIN: 03556680), who retires by rotation and being eligible, offers himself for re-appointment as a Director

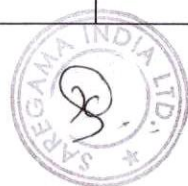
Resolution required: (Ordinary/Special):

Ordinary

Whether promoter /Promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No of shares held	No of shares Polled	% of votes polled on outstanding shares (3) = $\{(2)/(1)\} \times 100$	No. of shares in favour	No. of shares against	% of votes in favour on shares Polled (6) = $\{(4)/(2)\} \times 100$	% of votes against on shares Polled (7) = $\{(5)/(2)\} \times 100$
		1	2	3	4	5	6	7
Promoter and Promoter Group	E-voting		10291759	100.00	10291759	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	10291759	10291759	100	10291759	0	100.00	0.00
Public Institutional Holders	E-voting		266267	28.07	266267	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00



	Total :	948728	266267	28.07	266267	0	100.00	0.00
Public - Others	E-voting		1567914	25.41	1567883	31	99.99	0.01
	Poll		58	0.00	58	0	100.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	6170005	1567972	25.41	1567941	31	100.00	0.01
Total :		17410492	12125998	69.65	12125967	31	99.99974	0.00026

Resolution No. 4 - Ratification of remuneration of Cost Auditor

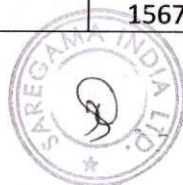
Resolution required: (Ordinary/Special):

Ordinary

Whether promoter /Promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No of shares held	No of shares Polled	% of votes polled on outstanding shares (3) = $\{(2)/(1)\} \times 100$	No. of shares in favour	No. of shares against	% of votes in favour on shares Polled (6) = $\{(4)/(2)\} \times 100$	% of votes against on shares Polled (7) = $\{(5)/(2)\} \times 100$
		1	2	3	4	5	6	7
Promoter and Promoter Group	E-voting		10291759	100.00	10291759	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	10291759	10291759	100	10291759	0	100.00	0.00
Public Institutional Holders	E-voting		266267	28.07	266267	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	948728	266267	28.07	266267	0	100.00	0.00
Public - Others	E-voting		1567913	25.41	1567912	1	100.00	0.00



	Poll		58	0.00	58	0	100.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	6170005	1567971	25.41	1567970	1	100.00	0.00
Total :		17410492	12125997	69.65	12125996	1	99.99999	0.00001

Resolution No. 5 - Fixing minimum fee for serving various documents on members of the company

Resolution required: (Ordinary/Special):

Ordinary

Whether promoter /Promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No of shares held	No of shares Polled	% of votes polled on outstanding shares (3) = $\{(2)/(1)\} \times 100$	No. of shares in favour	No. of shares against	% of votes in favour on shares Polled (6) = $\{(4)/(2)\} \times 100$	% of votes against on shares Polled (7) = $\{(5)/(2)\} \times 100$
		1	2	3	4	5	6	7
Promoter and Promoter Group	E-voting		10291759	100.00	10291759	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	10291759	10291759	100	10291759	0	100.00	0.00
Public Institutional Holders	E-voting		266267	28.07	64609	201658	24.26	75.74
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	948728	266267	28.07	64609	201658	24.26	0.00
Public - Others	E-voting		1567914	25.41	1567862	52	99.98	0.02
	Poll		58	0.00	58	0	100.00	0.00



	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	6170005	1567972	25.41	1567920	52	100.00	0.02
Total :		17410492	12125998	69.65	11924288	201710	98.33655	1.66345

Resolution No. 6 - Appointment of Mrs. Avarna Jain (DIN:02106305) as a Non-Executive Director of the company

Resolution required: (Ordinary/Special):

Ordinary

Whether promoter /Promoter group are interested in the agenda/resolution?

Yes

Category	Mode of Voting	No of shares held	No of shares Polled	% of votes polled on outstanding shares (3) = $\{(2)/(1)\} \times 100$	No. of shares in favour	No. of shares against	% of votes in favour on shares Polled (6) = $\{(4)/(2)\} \times 100$	% of votes against on shares Polled (7) = $\{(5)/(2)\} \times 100$
		1	2	3	4	5	6	7
Promoter and Promoter Group	E-voting		10291759	100.00	10291759	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	10291759	10291759	100	10291759	0	100.00	0.00
Public Institutional Holders	E-voting		64609	6.81	29176	35433	45.16	54.84
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	948728	64609	6.81	29176	35433	45.16	0.00
Public – Others	E-voting		1567899	25.41	1567898	1	100.00	0.00
	Poll		58	0.00	58	0	100.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	6170005	1567957	25.41	1567956	1	100.00	0.00



Total :	17410492	11924325	68.49	11888891	35434	99.70284	0.29716
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Resolution No. 7 - Appointment of Mr. Bhaskar Raychaudhuri (DIN:00277913) as a Non-Executive Independent Director of the Company							
Resolution required: (Ordinary/Special):						Special	
Whether promoter /Promoter group are interested in the agenda/resolution?						No	

Category	Mode of Voting	No of shares held	No of shares Polled	% of votes polled on outstanding shares (3) = $\{(2)/(1)\} * 100$	No. of Shares in favour	No. of shares against	% of votes in favour on shares Polled (6) = $\{(4)/(2)\} * 100$	% of votes against on shares Polled (7) = $\{(5)/(2)\} * 100$
		1	2	3	4	5	6	7
Promoter and Promoter Group	E-voting		10291759	100.00	10291759	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	10291759	10291759	100	10291759	0	100.00	0.00
Public Institutional Holders	E-voting		64609	6.81	29176	35433	45.16	54.84
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	948728	64609	6.81	29176	35433	45.16	0.00
Public - Others	E-voting		1567900	25.41	1567899	1	100.00	0.00
	Poll		58	0.00	58	0	100.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	6170005	1567958	25.41	1567957	1	100.00	0.00
Total :		17410492	11924326	68.49	11888892	35434	99.70284	0.29716



Resolution no. 8 - Continuation of the directorship of Mrs. Sushila Goenka (DIN: 00087692) as a Non-Executive Director.

[The Resolution under Item No. 8 was not considered to be passed at the meeting as the Director Mrs. Sushila Goenka had deceased on 15.07.2018]

Resolution No. 9 - Continuing the Directorship of Mr. Noshir Framjee (DIN:01646640) as a Non-Executive Independent Director of the Company who has attained the age of 77 years	
Resolution required: (Ordinary/Special):	Special
Whether promoter /Promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No of shares held	No of shares Polled	% of votes polled on outstanding shares (3) = $\{(2)/(1)\} \times 100$	No. of shares in favour	No. of shares against	% of votes in favour on shares Polled (6) = $\{(4)/(2)\} \times 100$	% of votes against on shares Polled (7) = $\{(5)/(2)\} \times 100$
		1	2	3	4	5	6	7
Promoter and Promoter Group	E-voting		10291759	100.00	10291759	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	10291759	10291759	100	10291759	0	100.00	0.00
Public Institutional Holders	E-voting		64609	6.81	64609	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	948728	64609	6.81	64609	0	100.00	0.00
Public - Others	E-voting		1567983	25.41	1567982	1	100.00	0.00
	Poll		58	0.00	58	0	100.00	0.00



	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	6170005	1568041	25.41	1568040	1	100.00	0.00
Total :		17410492	11924409	68.49	11924408	1	99.99999	0.00001

Resolution No. 10 - Variation in remuneration paid/payable to Mr. Vikram Mehra (DIN: 03556680), Managing Director of the Company.								
Resolution required: (Ordinary/Special):							Special	
Whether promoter /Promoter group are interested in the agenda/resolution?							No	

Category	Mode of Voting	No of shares held	No of shares Polled	% of votes polled on outstanding shares (3) = $\{(2)/(1)\} \times 100$	No. of shares in favour	No. of shares against	% of votes in favour on shares Polled (6) = $\{(4)/(2)\} \times 100$	% of votes against on shares Polled (7) = $\{(5)/(2)\} \times 100$
		1	2	3	4	5	6	7
Promoter and Promoter Group	E-voting		10291759	100.00	10291759	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	10291759	10291759	100	10291759	0	100.00	0.00
Public Institutional Holders	E-voting		64609	6.81	64609	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	948728	64609	6.81	64609	0	100.00	0.00
Public - Others	E-voting		1568495	25.42	1568482	13	99.98	0.02
	Poll		58	0.00	58	0	100.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00



	Total :	6170005	1568553	25.42	1568540	13	100.00	0.02
Total :		17410492	11924921	68.49	11924908	13	99.99989	0.00011

Resolution No. 11 - Variation in remuneration paid/payable to Mr. Ghanashyam Bhagwan Aayeer (DIN: 00087760), Whole- Time Director of the Company holding office as a Whole- Time Director upto May 28, 2018

Resolution required: (Ordinary/Special):	Special
Whether promoter /Promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No of shares held 1	No of shares Polled 2	% of votes polled on outstanding shares (3) = $\{(2)/(1)\} \times 100$ 3	No. of shares in favour 4	No. of shares against 5	% of votes in favour on shares Polled (6) = $\{(4)/(2)\} \times 100$ 6	% of votes against on shares Polled (7) = $\{(5)/(2)\} \times 100$ 7
Promoter and Promoter Group	E-voting		10291759	100.00	10291759	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	10291759	10291759	100	10291759	0	100.00	0.00
Public Institutional Holders	E-voting		64609	6.81	64609	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	948728	64609	6.81	64609	0	100.00	0.00
Public - Others	E-voting		1567982	25.41	1567939	43	99.93	0.07
	Poll		58	0.00	58	0	100.00	0.00



	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	6170005	1568040	25.41	1567997	43	100.00	0.07
Total :		17410492	11924408	68.49	11924365	43	99.99964	0.00036

Resolution No. 12 - Approval of maximum number of grant of options to be made under the Saregama Employee Stock Option Scheme 2013								
Resolution required: (Ordinary/Special):							Special	
Whether promoter /Promoter group are interested in the agenda/resolution?							No	

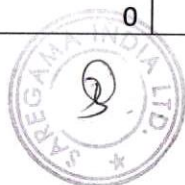
Category	Mode of Voting	No of shares held	No of shares Polled	% of votes polled on outstanding shares (3) = $\{(2)/(1)\} \times 100$	No. of shares in favour	No. of shares against	% of votes in favour on shares Polled (6) = $\{(4)/(2)\} \times 100$	% of votes against on shares Polled (7) = $\{(5)/(2)\} \times 100$
		1	2	3	4	5	6	7
Promoter and Promoter Group	E-voting		10291759	100.00	10291759	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	10291759	10291759	100	10291759	0	100.00	0.00
Public Institutional Holders	E-voting		266267	28.07	230834	35433	86.69	13.31
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	948728	266267	28.07	230834	35433	86.69	0.00
Public - Others	E-voting		1552983	25.17	1552879	104	99.96	0.04
	Poll		58	0.00	58	0	100.00	0.00



	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	6170005	1553041	25.17	1552937	104	99.99	0.04
Total :		17410492	12111067	69.56	12075530	35537	99.70657	0.29343

Resolution No. 13 - Approval for amendment in Saregama Employee Stock Option Scheme 2013								
Resolution required: (Ordinary/Special):							Special	
Whether promoter /Promoter group are interested in the agenda/resolution?							No	

Category	Mode of Voting	No of shares held	No of shares Polled	% of votes polled on outstanding shares (3) = $\{(2)/(1)\} \times 100$	No. of shares in favour	No. of shares against	% of votes in favour on shares Polled (6) = $\{(4)/(2)\} \times 100$	% of votes against on shares Polled (7) = $\{(5)/(2)\} \times 100$
		1	2	3	4	5	6	7
Promoter and Promoter Group	E-voting		10291759	100.00	10291759	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	10291759	10291759	100	10291759	0	100.00	0.00
Public Institutional Holders	E-voting		266267	28.07	230834	35433	86.69	13.31
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	948728	266267	28.07	230834	35433	86.69	0.00
Public - Others	E-voting		1552982	25.17	1552806	176	99.93	0.07
	Poll		58	0.00	58	0	100.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00



	Total :	6170005	1553040	25.17	1552864	176	99.99	0.07
Total :		17410492	12111066	69.56	12075457	35609	99.70598	0.29402

Resolution No. 14 - Formulation of Saregama Stock Appreciation Rights Scheme 2018 and issue of Stock Appreciation Rights to the eligible employees of the company								
Resolution required: (Ordinary/Special):							Special	
Whether promoter /Promoter group are interested in the agenda/resolution?							No	

Category	Mode of Voting	No of shares held 1	No of shares Polled 2	% of votes polled on outstanding shares (3) = $\{(2)/(1)\} * 100$ 3	No. of shares in favour 4	No. of shares against 5	% of votes in favour on shares Polled (6) = $\{(4)/(2)\} * 100$ 6	% of votes against on shares Polled (7) = $\{(5)/(2)\} * 100$ 7
Promoter and Promoter Group	E-voting		10291759	100.00	10291759	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	10291759	10291759	100	10291759	0	100.00	0.00
Public Institutional Holders	E-voting		266267	28.07	266267	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	948728	266267	28.07	266267	0	100.00	0.00
Public - Others	E-voting		1552983	25.17	1552807	176	99.93	0.07



	Poll		58	0.00	58	0	100.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	6170005	1553041	25.17	1552865	176	99.99	0.07
Total :		17410492	12111067	69.56	12110891	176	99.99855	0.00145

Resolution No. 15 - Extension of benefits of Saregama Stock Appreciation Rights Scheme 2018 to employees of subsidiary or holding or associate company

Resolution required: (Ordinary/Special):	Special
Whether promoter /Promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No of shares held	No of shares Polled	% of votes polled on outstanding shares (3) = $\{(2)/(1)\} \times 100$	No. of shares in favour	No. of shares against	% of votes in favour on shares Polled (6) = $\{(4)/(2)\} \times 100$	% of votes against on shares Polled (7) = $\{(5)/(2)\} \times 100$
		1	2	3	4	5	6	7
Promoter and Promoter Group	E-voting		10291759	100.00	10291759	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	10291759	10291759	100	10291759	0	100.00	0.00
Public Institutional Holders	E-voting		266267	28.07	266267	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	948728	266267	28.07	266267	0	100.00	0.00



Public - Others	E-voting		1553573	25.18	1553397	176	99.93	0.07
	Poll		58	0.00	58	0	100.00	0.00
	Postal Ballot (if Appli)		0	0.00	0	0	0.00	0.00
	Total :	6170005	1553631	25.18	1553455	176	99.99	0.07
Total :		17410492	12111657	69.57	12111481	176	99.99855	0.00145

SAREGAMA INDIA LTD.

Handwritten signature

Authorized Signatory



MR & Associates

Company Secretaries

CONSOLIDATED SCRUTINIZER'S REPORT

(Voting through Remote e-voting, and voting at the Annual General Meeting venue through ballot paper)

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman of the 71st (Seventy-First) Annual General Meeting (AGM) of the Members of Saregama India Limited (CIN: L22213WB1946PLC014346), held on Friday, the 27th day of July, 2018 at 10.00 A.M at Mohit Moitra Mancha, 34/1, Raja Manindra Road, Paikpara, Kolkata-700 037

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of M R & Associates, was duly appointed as a Scrutinizer by the Board of Directors of Saregama India Limited (the Company) for the purpose of Scrutinizing the process of voting through Remote e-voting and voting at the Annual General Meeting venue through ballot paper under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through Remote e-voting and voting at the Annual General Meeting venue through ballot paper for the resolutions proposed in the Notice of 71st Annual General Meeting of the Members of the Company dated May 29, 2018. My responsibility as a Scrutinizer for the process of voting through Remote e-voting and voting at the venue of Annual General Meeting through ballot paper is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the 71st AGM of the Company, based on the report provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.

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3. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was kept open from Tuesday, July 24, 2018 (9:00 a.m.) till Thursday, July 26, 2018 (5.00 p.m.) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by National Securities Depository Limited (NSDL).
4. The Members holding equity shares as on the "cut-off date" i.e. July 20, 2018 were entitled to vote on the resolutions proposed in the Notice calling the 71st Annual General Meeting.
5. At the end of the remote e-voting period on Thursday, July 26, 2018 (5:00 p.m.), the voting portal of the service provider was blocked forthwith.
6. After transacting the business at the meeting, the Chairman ordered for voting at the AGM venue through ballot paper for those Members who could not cast their vote through remote e-voting with the assistance of the Scrutinizer.
7. Immediately after the conclusion of voting at the venue of the AGM on July 27, 2018, the votes cast at the venue were counted, thereafter the votes cast through remote e-voting were unblocked in the presence of Ms. Sneha Khaitan and Ms. Tanvee who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
8. Thereafter, the details containing inter alia, list of the Members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the report generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com/> and based on such reports, the brief analysis of the results of the voting through Remote e-voting and voting at the Annual General Meeting venue through ballot paper are as under:

Item No. 1 - Ordinary Resolution :

Adoption of

- (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon.
- (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Report of Auditors thereon.

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Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	42	12125939	5	58	47	12125997	100.00
Dissent	1	1	0	0	1	1	0.00
Total	43	12125940	5	58	48	12125998	100.00
Abstain / Invalid	0	0	0	0	-	-	-

Item No. 2 - Ordinary Resolution :

Declaration of final dividend of Rs. 3.00 per equity share for the year ended March 31, 2018

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	42	12125939	5	58	47	12125997	100.00
Dissent	1	1	0	0	1	1	0.00
Total	43	12125940	5	58	48	12125998	100.00
Abstain / Invalid	0	0	0	0	-	-	-

Item No. 3 - Ordinary Resolution :

Appointment of Mr. Vikram Mehra (DIN: 03556680), who retires by rotation and being eligible, offers himself for re-appointment as a Director

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	41	12125909	5	58	46	12125967	99.99
Dissent	2	31	0	0	2	31	0.01
Total	43	12125940	5	58	48	12125998	100.00
Abstain / Invalid	0	0	0	0	-	-	-

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Item No. 4 - Ordinary Resolution :

Ratification of the remuneration of Cost Auditor.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	41	12125938	5	58	46	12125996	100.00
Dissent	1	1	0	0	1	1	0.00
Total	42	12125939	5	58	47	12125997	100.00
Abstain / Invalid	0	0	0	0	-	-	-

Item No. 5 - Ordinary Resolution :

Fixation of minimum fee for serving various documents on members of the Company.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	36	11924230	5	58	41	11924288	98.34
Dissent	7	201710	0	0	7	201710	1.66
Total	43	12125940	5	58	48	12125998	100.00
Abstain / Invalid	0	0	0	0	-	-	-

Item No. 6 - Ordinary Resolution :

Appointment of Mrs. Avarna Jain (DIN: 02106305) as a Non-Executive Director.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	36	11888833	5	58	41	11888891	99.70
Dissent	2	35434	0	0	2	35434	0.30
Total	38	11924267	5	58	43	11924325	100.00
Abstain / Invalid	0	0	0	0	-	-	-

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Item No. 7 - Special Resolution :

Appointment of Mr. Bhaskar Raychaudhuri (DIN:00277913) as a Non-Executive Independent Director

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	37	11888834	5	58	42	11888892	99.70
Dissent	2	35434	0	0	2	35434	0.30
Total	39	11924268	5	58	44	11924326	100.00
Abstain / Invalid	0	0	0	0	-	-	-

Item No. 8 - Special Resolution :

Continuation of the directorship of Mrs. Sushila Goenka (DIN: 00087692) as a Non-Executive Director.

[The Resolution under Item No. 8 was not considered to be passed at the meeting as the Director Mrs. Sushila Goenka had deceased]

Item No. 9 - Special Resolution :

Continuation of the Directorship of Mr. Noshir Naval Framjee (DIN: 01646640) as a Non-Executive Independent Director.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	40	11924350	5	58	45	11924408	100.00
Dissent	1	1	0	0	1	1	0.00
Total	41	11924351	5	58	46	11924409	100.00
Abstain / Invalid	0	0	0	0	-	-	-

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Item No. 10 - Special Resolution :

Variation of the remuneration paid / payable to Mr. Vikram Mehra (DIN: 03556680), Managing Director of the Company.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	38	11924850	5	58	43	11924908	99.99
Dissent	2	13	0	0	2	13	0.01
Total	40	11924863	5	58	45	11924921	100.00
Abstain / Invalid	0	0	0	0	-	-	-

Item No. 11 - Special Resolution :

Variation of the remuneration paid / payable to Mr. Ghanashyam Bhagwan Aayeer (DIN: 00087760), Whole-Time Director of the Company.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	37	11924307	5	58	42	11924365	99.99
Dissent	3	43	0	0	3	43	0.01
Total	40	11924350	5	58	45	11924408	100.00
Abstain / Invalid	0	0	0	0	-	-	-

Item No. 12 - Special Resolution :

Approval of the maximum number of grant of options to be made under the Saregama Employees Stock Option Scheme 2013.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	39	12075472	5	58	44	12075530	99.71
Dissent	4	35537	0	0	4	35537	0.29
Total	43	12111009	5	58	48	12111067	100.00
Abstain / Invalid	0	0	0	0	-	-	-

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Item No. 13 - Special Resolution :

Consideration of the amendment in Saregama Employees Stock Option Scheme 2013.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	37	12075399	5	58	42	12075457	99.71
Dissent	5	35609	0	0	5	35609	0.29
Total	42	12111008	5	58	47	12111066	100.00
Abstain / Invalid	0	0	0	0	-	-	-

Item No. 14 - Special Resolution :

Formulation of Saregama Stock Appreciation Rights Scheme 2018 and issue of Stock Appreciation Rights to the eligible employees of the Company.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	39	12110833	5	58	44	12110891	99.99
Dissent	4	176	0	0	4	176	0.01
Total	43	12111009	5	58	48	12111067	100.00
Abstain / Invalid	0	0	0	0	-	-	-

Item No. 15 - Special Resolution :

Extension of the benefits of Saregama Stock Appreciation Rights Scheme 2018 to employees of subsidiary or holding or associate company.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	41	12111423	5	58	46	12111481	99.99
Dissent	4	176	0	0	4	176	0.01
Total	45	12111599	5	58	50	12111657	100.00
Abstain / Invalid	0	0	0	0	-	-	-

8. Based on the foregoing, all the resolutions shall be deemed to have been passed requisite majority except for Resolution No. 8.

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MR & Associates

Company Secretaries

All the relevant records relating to the voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the said AGM.

Thanking You,

For MR & Associates
Company Secretaries



M R Goenka
Partner
CP No: 2551



Date: July 27, 2018
Place: Kolkata

Countersigned by:-

For SAREGAMA INDIA LTD



Director

DIN: 00277913

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