

## 'Annexure-II'

VOTING RESULTS IN TERMS OF REGULATION 44(3) OF THE SEBI LISTING REGULATION TO 77TH ANNUAL GENERAL MEETING OF SAREGAMA INDIA LIMITED HELD ON TUESDAY, 27TH AUGUST, 2024.

Date of AGM:	27th August, 2024
Total Number of Shareholders on record date i.e.20th August, 2024	64,692
Number of shareholders present in the meeting either in person or through Proxy:	
Promoters and Promoter Group :	NA
Public :	NA
Number of shareholders attended in the meeting through Video Conferencing:	
Promoters and Promoter Group:	3
Public:	56

Resolution Required :Ordinary			1 - a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon and, b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2024 and the Report of Auditors					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={([2]/[1]}) *100	[4]	[5]	[6]={([4]/[2]}) *100	[7]={([5]/[2]}) *100
Promoter and Promoter Group	E-Voting	114359509	114359509	100.0000	114359509	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>114359509</b>	<b>100.0000</b>	<b>114359509</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	41100626	31730794	77.2027	31730794	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>31730794</b>	<b>77.2027</b>	<b>31730794</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	37349355	5243862	14.0400	5243559	303	99.9942	0.0058
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5243862</b>	<b>14.0400</b>	<b>5243559</b>	<b>303</b>	<b>99.9942</b>	<b>0.0058</b>
<b>Total</b>		<b>192809490</b>	<b>151334165</b>	<b>78.4890</b>	<b>151333862</b>	<b>303</b>	<b>99.9998</b>	<b>0.0002</b>

Resolution Required : Ordinary			2 - Confirmation of the payment of Interim Dividend for the Financial Year ended 31st March 2024.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	114359509	114359509	100.0000	114359509	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>114359509</b>	<b>100.0000</b>	<b>114359509</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	41100626	31730794	77.2027	31730794	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>31730794</b>	<b>77.2027</b>	<b>31730794</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	37349355	5243862	14.0400	5243639	223	99.9957	0.0043
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5243862</b>	<b>14.0400</b>	<b>5243639</b>	<b>223</b>	<b>99.9957</b>	<b>0.0043</b>
<b>Total</b>		<b>192809490</b>	<b>151334165</b>	<b>78.4890</b>	<b>151333942</b>	<b>223</b>	<b>99.9999</b>	<b>0.0001</b>

Resolution Required : Ordinary			3 - Re-appointment of Dr. Sanjiv Goenka (DIN: 00074796), as a Director who retires by rotation.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	114359509	114359509	100.0000	114359509	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>114359509</b>	<b>100.0000</b>	<b>114359509</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	41100626	31730794	77.2027	31446227	284567	99.1032	0.8968
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>31730794</b>	<b>77.2027</b>	<b>31446227</b>	<b>284567</b>	<b>99.1032</b>	<b>0.8968</b>
Public Non Institutions	E-Voting	37349355	5243862	14.0400	5243092	770	99.9853	0.0147
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5243862</b>	<b>14.0400</b>	<b>5243092</b>	<b>770</b>	<b>99.9853</b>	<b>0.0147</b>
<b>Total</b>		<b>192809490</b>	<b>151334165</b>	<b>78.4890</b>	<b>151048828</b>	<b>285337</b>	<b>99.8115</b>	<b>0.1885</b>

Resolution Required :Ordinary			4 - Ratification of remuneration of Cost Auditor for the financial year ended on 31st March, 2024					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	114359509	114359509	100.0000	114359509	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>114359509</b>	<b>100.0000</b>	<b>114359509</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	41100626	31730794	77.2027	31730794	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>31730794</b>	<b>77.2027</b>	<b>31730794</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	37349355	5243845	14.0400	5243620	225	99.9957	0.0043
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5243845</b>	<b>14.0400</b>	<b>5243620</b>	<b>225</b>	<b>99.9957</b>	<b>0.0043</b>
<b>Total</b>		<b>192809490</b>	<b>151334148</b>	<b>78.4890</b>	<b>151333923</b>	<b>225</b>	<b>99.9999</b>	<b>0.0001</b>

Resolution Required :Ordinary			5 - Re-appointment of Mr. Vikram Mehra (DIN: 03556680) as Managing Director of the Company and fixation of remuneration payable to him.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={([2]/[1})*100	[4]	[5]	[6]={([4]/[2})*100	[7]={([5]/[2})*100
Promoter and Promoter Group	E-Voting	114359509	114359509	100.0000	114359509	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>114359509</b>	<b>100.0000</b>	<b>114359509</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	41100626	31730794	77.2027	24511898	7218896	77.2496	22.7504
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>31730794</b>	<b>77.2027</b>	<b>24511898</b>	<b>7218896</b>	<b>77.2496</b>	<b>22.7504</b>
Public Non Institutions	E-Voting	37349355	3888613	10.4115	3888310	303	99.9922	0.0078
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3888613</b>	<b>10.4115</b>	<b>3888310</b>	<b>303</b>	<b>99.9922</b>	<b>0.0078</b>
<b>Total</b>		<b>192809490</b>	<b>149978916</b>	<b>77.7861</b>	<b>142759717</b>	<b>7219199</b>	<b>95.1865</b>	<b>4.8135</b>



# MR & Associates

COMPANY SECRETARIES

(Peer Reviewed Firm)

46, B. B. Ganguly Street, 406, Kolkata - 700 012

Tel No: 033 2237 9517 / 4007 7907

Email : mrasso1996@gmail.com / goenkamohan@gmail.com

## CONSOLIDATED SCRUTINIZER'S REPORT

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

To,

The Chairman of Seventy-Seventh Annual General Meeting (AGM) of the Members of SAREGAMA INDIA LIMITED (CIN:L22213WB1946PLC014346), held on Tuesday, the 27th day of August, 2024 at 11:00 A.M (IST) through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM").

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of MR & 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 (i) evoting through remote e-voting (i.e., voting prior to AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM) and (ii) e-voting during the AGM (process of e-voting at the venue of AGM through electronic voting system) on the resolutions contained in the notice dated 23rd May, 2024 ("Notice") issued in accordance with the The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020 read with all the subsequent circulars issued in this regard, the latest being General Circular No. General Circular No. 9/2023 dated 25th September, 2023 ('MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 and other applicable circulars ('SEBI Circulars'), have allowed the Companies to conduct the AGM through Video Conferencing ('VC') or through Other Audio Visual Means ('OAVM') upto 30th September, 2024 which does not require physical presence of Members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company has been held through VC/OAVM. The AGM was convened on Tuesday, the 27th August, 2024 at 11.00 A.M IST through VC / OAVM.
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 electronic modes on the resolutions proposed in the Notice of Annual General Meeting of the Members of the Company dated 23<sup>rd</sup> May 2024. My responsibility as a Scrutinizer for the e-voting process (i.e., through remote e-voting and e-voting during AGM) 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 AGM of the Company, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting facility for voting through electronic means and the documents furnished to me electronically for my verification.



3. The Members holding equity shares as on the "cut-off date" i.e. 20th August, 2024 were entitled to vote on the resolutions proposed in the Notice calling the Annual General Meeting.
4. 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 and the Circulars issued by the Ministry of Corporate Affairs, the remote e-voting facility was kept open from Saturday, 24th August, 2024 (9:00 A.M. IST) till Monday, 26th August, 2024 (5.00 P.M. IST) and pursuant to MCA Circulars referred above, the Company had also provided venue e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier 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).
5. After the closure of remote e-voting at the AGM, the report on voting done at the AGM electronically and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.
6. The votes cast through remote e-voting were unblocked in the presence of two witness who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
7. Based on the results made available to us 275 members have casted their votes through remote e-voting facility and 3 members had casted its votes through e-voting system provided in the Meeting. The brief analysis of the results of the voting through Remote e-voting facility and e-voting system provided in the Meeting, based on the report generated by NSDL, scrutinized on test-check basis and relied upon by us, are as under:

**Item No. 1- Ordinary Resolution :**

**Consideration and adoption of :**

- a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2024 and the Report of Auditors thereon

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	263	146611803	3	4722059	266	151333862	99.9998
Dissent	7	303	0	0	7	303	0.0002
Total	270	146612106	3	4722059	273	151334165	100
Abstain / Invalid	-	-	-	-	-	-	-



**Item No. 2 - Ordinary Resolution :**

Confirmation of the payment of Interim Dividend for the Financial Year ended 31st March 2024

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	264	146611883	3	4722059	267	151333942	99.9998
Dissent	6	223	0	0	6	223	0.0002
Total	270	146612106	3	4722059	273	151334165	100
Abstain / Invalid	-	-	-	-	-	-	-

**Item No. 3 - Ordinary Resolution :**

Re-appointment of Dr. Sanjiv Goenka (DIN: 00074796), as a Director who retires by rotation

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	255	146326769	3	4722059	258	151048828	99.8115
Dissent	20	285337	0	0	20	285337	0.1885
Total	275	146612106	3	4722059	278	151334165	100
Abstain / Invalid	-	-	-	-	-	-	-

**Item No. 4 - Ordinary Resolution :**

Ratification of remuneration of Cost Auditor for the financial year ended on 31st March, 2025.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	262	146611874	2	4722049	264	151333923	99.999851
Dissent	7	225	0	0	7	225	0.000149
Total	269	146612099	2	4722049	271	151334148	100
Abstain / Invalid	-	-	-	-	-	-	-

**Item No. 5 - Special Resolution :**

Re-appointment of Mr. Vikram Mehra (DIN: 03556680) as Managing Director of the Company and fixation of remuneration payable to him.





Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	196	139392907	1	3366810	197	142759717	95.1865
Dissent	75	7219199	0	0	75	7219199	4.8135
Total	271	146612106	1	3366810	272	149978916	100
Abstain / Invalid	-	-	-	-	-	-	-

8. Based on the foregoing, the resolution no.(s) 1 to 5 shall be deemed to have been passed with requisite majority.

All the relevant records / electronic data relating to the e-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.

Place : Kolkata  
Date : 27.08.2024



For MR & Associates  
Company Secretaries  
A Peer Reviewed Firm  
Peer Review Certificate No.: 5598/2024

MOHAN  
RAM  
GOENKA  
Digitally signed  
by MOHAN RAM  
GOENKA  
Date: 2024.08.27  
15:25:59 +05'30'

[M R Goenka]  
Partner

C P No.: 2551

UDIN No.: F004515F001049922

Countersigned by:  
For Saregama India Limited

Priyanka Motwani  
Company Secretary & Compliance Officer