

SAREGAMA INDIA LIMITED
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POLICY FOR DIVIDEND DISTRIBUTION OF
SAREGAMA INDIA LIMITED

This policy applies to the distribution of dividend by Saregama India Limited (the “Company”) in accordance with the provisions of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) as amended.

Definitions

The terms referred to in the policy will have the same meaning as defined under the Act and the Rules made thereunder, and the Listing Regulations.

Background

This Policy is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Regulation'), as amended. A copy of the Policy is disclosed on the Company’s website and a weblink is provided in the Annual Report of the Company.

This policy sets out the parameters and circumstances that will be taken into account by the Board of Directors of the Company (‘the Board’) in determining the distribution of dividend to its shareholders and/or retaining profits earned by the Company.

Effective Date

This Policy is effective from the financial year 2021-2022.

The Board of Directors may in extraordinary circumstances, deviate from the parameters listed in this policy.

Guidelines for Distribution of Dividend

a. The circumstances under which the shareholders may or may not expect dividend;

The Company shall comply with the relevant statutory requirements that are applicable to the Company in declaring dividend or retaining its earnings. Generally, the Board shall determine the dividend for a particular period after taking into consideration the financial performance of the Company, the advice of executive management, and other parameters described in this policy.

b. The financial /internal parameters that shall be considered while declaring dividend;

The Board shall consider, amongst others, the following financial parameters while declaring dividend or recommending dividend to shareholders:

- Capital allocation plans including:
 - Expected cash requirements of the Company towards working capital, capital expenditure in Content, technology and Infrastructure etc.;
 - Investments required towards execution of the Company's strategy;
 - Funds required for any acquisitions that the Board may approve; and
 - Any share buy-back plans.
- Minimum cash required for contingencies or unforeseen events;
- Funds required to service any outstanding loans;
- Liquidity and return ratios;
- Any other significant developments that require cash investments, or, retention of fund.

c. External factors that shall be considered for declaration of dividend;

The Board shall consider, amongst others, the following external parameters while declaring dividend or recommending dividend to shareholders:

- Any significant changes in macro-economic environment affecting India or the geographies in which the Company operates, or the business of the Company or its customers;
- Any political, tax and regulatory changes, or, likely changes in India or any other geographies in which the Company operates;
- Any significant change in the business or technological environment resulting in the Company making significant investments to effect the necessary changes to its business model;
- Any changes in the competitive environment requiring significant investment.

d. Policy as to how the retained earnings shall be utilized.

The consolidated profits earned by the Company can either be retained in the business and used for various purposes like those outlined in clause (b) above or the whole or a part of it can be distributed to the shareholders.

e. Provisions in regard to various classes of shares.

The provisions contained in this policy shall apply to all classes of Shares of the Company. It may be noted that currently the Company has only one class of shares, namely, Equity Shares.

The Board may declare interim dividend(s) as and when they consider it fit, and, in addition to such interim dividend, may recommend final dividend to the shareholders for their approval in the annual general meeting of the Company.

Review

This policy will be reviewed and amended as and when required by the Board.

Limitation and Amendment

In the event of any conflict between the provisions of this policy and of the Act or Listing Regulations or any other statutory enactments, rules (cumulatively, 'the statutory provisions'), the said statutory provisions shall prevail over this policy. Any subsequent amendment / modification in the Act, Listing Regulations, and/or applicable laws in this regard shall automatically apply to this policy.

Effective Date

12th May, 2021

Date of the meeting of the Board of Directors which ratified / approved this version

The Board of Directors of the Company has adopted this Dividend Distribution Policy as required in terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at its meeting held on 12th May, 2021.