

Date: 1st April, 2022

To,

BSE Limited

Sir Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400001
Security code: 532163

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor
Plot No. C-1, Block G
Bandra Kurla Complex, Bandra (E) Mumbai- 400051
Scrip code: SAREGAMA

Dear Sir/ Madam,

Sub: Outcome of Postal Ballot held on 31st March, 2022

Ref: Postal Ballot and E-Voting Notice dated 24th February, 2022

- 1) Disclosure of Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") along with Consolidated Scrutinizer's report**

Further to our letter dated 1st March, 2022 with respect to the Postal Ballot and E-Voting Notice dated 24th February, 2022 for seeking approval of the Members of the Company with regard to the Special Resolutions contained in the Postal Ballot and E-voting Notice and in accordance with Regulation 44(3) of the SEBI Listing Regulations, we would like to inform you that the Company had provided the facility of Remote e-Voting to its members as per the Register of Members as on the cut-off date, i.e. Friday, 25th February, 2022. The Remote e-Voting period was open from Wednesday, 2nd March, 2022 at 09:00 A.M. (IST) to Thursday, 31st March, 2022 at 05:00 P.M. (IST) (both days inclusive). The process of remote e-voting was mentioned in the Postal ballot notice and the remote e-voting was conducted in the same manner. The afore-mentioned Remote e-Voting concluded on Thursday, 31st March, 2022 at 5.00 P.M (1ST).

Pursuant to the requirements of Regulation 44(3) of the SEBI Listing Regulations, we enclose herewith the Voting Results in the prescribed format along with the Scrutinizer's Report dated 1st April, 2022 issued by Mr. Mohan Ram Goenka, Practicing Company Secretary (FCS - 4515, CP - 2551) (marked as "**Annexure - A**"). Accordingly, the proposed Resolutions have been passed by the Members with requisite majority, through remote e-Voting process as mentioned in the Postal Ballot Notice.

The results are also available on the website of the Company at www.saregama.com, the website of National Securities Depository Limited (NSDL) (Agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com as well as at the Registered Office of the Company.

2) Intimation of Adoption of new set of Articles of Associations ('AOA') as per Companies Act, 2013 in place of existing AOA:

In terms of Regulation 30 read with Schedule III of the SEBI Listing Regulations, we would like to inform you that the Members of the Company, through Postal Ballot, on 31st March, 2022 have approved for alteration of the Articles of Association of the Company ('AOA') by adoption of the restated AOA, in substitution and supersession of the existing AOA. A brief of the amendments in the Articles of Association of the Company is marked as "**Annexure - B**".

3) Intimation of amendments made to Clause V of the of the Memorandum of Association of the Company:

Furthermore, in terms of Regulation 30 read with Schedule III of the SEBI Listing Regulations, we would like to inform you that the Members of the Company, through Postal Ballot, on 31st March, 2022 have approved amendments made to Clause V of the of the Memorandum of Association of the Company pursuant to the sub-division (split) of 1 (one) equity share of the face value of Rs. 10/- (fully paid-up) into 10 (ten) equity shares of face value of Re. 1/- each (fully paid-up). Revised Clause V of the Memorandum of Association of the Company is given herein below for your information and record (marked as "**Annexure – C**").

We request you to kindly take the above information on record.

Thanking you,

For and on behalf of **Saregama India Limited**

Vikram Mehra
Managing Director
DIN : 03556680

VOTING RESULTS IN TERMS OF REGULATION 44(3) OF THE SEBI (LODR), 2015 IN RELATION TO THE POSTAL BALLOT OF SAREGAMA INDIA LIMITED HELD

| | |
|---|---------------------------------|
| Remote e-Voting period | March 2, 2022 to March 31, 2022 |
| Date of Postal Ballot | March 31, 2022 |
| Cut-off Date: | February 25, 2022 |
| Total Number of Shareholders on cut-off date | 43030 |
| No. of Shareholders present in the meeting either in person or through proxy: | N.A. |
| Promoters and Promoters Group | N.A. |
| Public | N.A. |
| No of Shareholders attended the meeting through video Conferencing | N.A. |
| Promoters and Promoter Group | 3 |
| Public | 323 |

| | |
|---|----|
| Resolution No. 1 - Adoption of new set of Articles of Associations ('AOA') as per Companies Act, 2013 in place of existing AOA | |
| Whether promoter /Promoter group are interested in the agenda/resolution? | No |

| Category | Mode of Voting | No. of share held | No. votes Polled | % of votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes Polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|---------------------|-------------------|------------------|---|--------------------------|------------------------|--|--|
| Promoter and Promoter Group | Remote E-Voting | 11114979 | 11114979 | 100 | 11114979 | NIL | 100 | 0.00 |
| | E-Voting during EGM | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Total | 11114979 | 11114979 | 100 | 11114979 | NIL | 100 | 0.00 |
| Public Institutional Holders | Remote E-Voting | 3921622 | 2525915 | 64.41 | 2524013 | 1902 | 99.92 | 0.08 |
| | E-Voting during EGM | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Total | 3921622 | 2525915 | 64.41 | 2524013 | 1902 | 99.92 | 0.08 |
| Public – Others | Remote E-Voting | 4244348 | 921949 | 21.72 | 921822 | 127 | 99.99 | 0.01 |
| | E-Voting during EGM | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Total | 4244348 | 921949 | 21.72 | 921822 | 127 | 99.99 | 0.1 |
| Total | | 19280949 | 14562843 | 75.53 | 14560814 | 2029 | 99.99 | 0.01 |

Resolution No. 2 - Sub-Division (split) of 1 (One) equity share of the face value of Rs. 10/- (fully paid-up) into 10 (Ten) equity shares of face value of Re. 1 /- each (fully paid-up) and consequential alteration of capital clause of Memorandum of Association

Whether promoter /Promoter group are interested in the agenda/resolution? No

| Category | Mode of Voting | No. of share held | No. votes Polled | % of votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour | No. of Votes against – | % of Votes in favour on votes Polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|---------------------|-------------------|------------------|---|--------------------------|------------------------|--|--|
| Promoter and Promoter Group | Remote E-Voting | 11114979 | 11114979 | 100 | 11114979 | NIL | 100 | 0.00 |
| | E-Voting during EGM | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Total | 11114979 | 11114979 | 100 | 11114979 | NIL | 100 | 0.00 |
| Public Institutional Holders | Remote E-Voting | 3921622 | 2525915 | 64.41 | 2525915 | NIL | 100 | 0.00 |
| | E-Voting during EGM | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Total | 3921622 | 2525915 | 64.41 | 2525915 | NIL | 100 | 0.00 |
| Public – Others | Remote E-Voting | 4244348 | 922021 | 21.72 | 921942 | 79 | 99.99 | 0.01 |
| | E-Voting during EGM | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Total | 4244348 | 922021 | 21.72 | 921942 | 79 | 99.99 | 0.01 |
| Total | | 19280949 | 14562915 | 75.53 | 14562836 | 79 | 99.99 | 0.01 |



MR & Associates

COMPANY SECRETARIES

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

Tel No: 033 2237 9517 / 4007 7907

Email : mrosso1996@gmail.com / goenkamohan@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

To,
The Chairperson
Saregama India Limited
33, Jeessore Road
Dum Dum
Kolkata-700028

Dear Madam,

1. I, Mohan Ram Goenka, a Company Secretary in Practice (FCS No. 4515, CP No. 2551), was duly appointed as a Scrutinizer by the Board of Directors of Saregama India Limited (the Company) for the purpose of Scrutinizing the Postal Ballot process under the provisions of Section 108 & 110 of the Companies Act, 2013 (the 2013 Act) and rules made thereunder as amended (including any statutory modification(s) or reenactment(s) thereof for the time being in force and including any circulars and notifications as issued from time to time) 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 of the requirements of the Companies Act, 2013 and Rules relating to Postal Ballot by the shareholders on the resolution proposed in the Notice of the Postal Ballot. My responsibility as a Scrutinizer 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 resolution proposed in the Notice of the Postal Ballot.
3. The Members holding equity shares as on the "cut-off date" i.e. Friday, 25th February 2022, were entitled to vote on the resolution proposed in the Notice of Postal Ballot.

Contd..p/2



4. In terms of the aforesaid Notice dated 24th February, 2022, the e-voting period commenced on Wednesday, 2nd march, 2022 at 09.00 a.m. (IST) and ended on Thursday, 31st march, 2022 at 5.00 p.m. (IST) for voting through remote e-voting. The e-voting facility was provided by National Securities Depository Limited (NSDL).
5. At the end of the e-voting period on Thursday, 31st march, 2022 (5.00 p.m. IST) the voting portal of NSDL was blocked forthwith.
6. The votes were unblocked in the presence of 2 (two) witnesses, neither of whom are in the employment of the Company, and e-voting summary statement was downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>).
7. My report on the results of the voting is based on the data downloaded from National Securities Depository Limited (NSDL) in respect of the resolutions contained in the Notice of the Postal Ballot as processed and provided by M/s. MCS Share Transfer Agent Ltd./ the Company.
8. Based on the results made available to me, 326 members have casted their votes through remote e-voting platform based on the data downloaded from National Securities Depository Limited (NSDL) The brief analysis of the results of the voting through Remote e-voting, based on the report generated by NSDL are as under:

Item No. 1 - Special Resolution :

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATIONS ('AOA') AS PER COMPANIES ACT, 2013 IN PLACE OF EXISTING AOA:

| Particulars | No. of votes contained in | | | | Percentage (%) |
|-------------------|---------------------------|-----------------|------------|-----------------|----------------|
| | E-Voting | | Total | | |
| | No. | Votes | No. | Votes | |
| Assent | 313 | 14560814 | 313 | 14560814 | 99.9861 |
| Dissent | 11 | 2029 | 11 | 2029 | 0.0139 |
| Total | 324 | 14562843 | 324 | 14562843 | 100.00 |
| Invalid / Abstain | 0 | 0 | -- | -- | -- |

Contd..p/3



Item No. 2 - Special Resolution :

SUB-DIVISION (SPLIT) OF 1 (ONE) EQUITY SHARE OF THE FACE VALUE OF RS.10/- (FULLY PAID-UP) INTO 10 (TEN) EQUITY SHARES OF FACE VALUE OF RE. 1 /- EACH (FULLY PAID-UP) AND CONSEQUENTIAL ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

| Particulars | No. of votes contained in | | | | Percentage (%) |
|-------------------|---------------------------|-----------------|------------|-----------------|----------------|
| | E-Voting | | Total | | |
| | No. | Votes | No. | Votes | |
| Assent | 317 | 14562836 | 317 | 14562836 | 99.9995 |
| Dissent | 9 | 79 | 9 | 79 | 0.0005 |
| Total | 326 | 14562915 | 326 | 14562915 | 100.00 |
| Invalid / Abstain | 0 | 0 | -- | -- | -- |

9. Based on the foregoing, I hereby certify that the Resolutions as contained in the Postal Ballot Notice dated February 24, 2022 have been passed with requisite majority.

All relevant records of voting process given / provided / maintained in electronic mode in our custody until the Chairperson considers, approves and signs the minutes of the Postal Ballot and the same shall be handed over / emailed thereafter to the Chairperson or Company Secretary for preserving safely.

Thanking You,

MOHAN RAM
GOENKA

Mohan Ram Goenka
Practicing Company Secretary
C.P. No: 2551



April 01, 2022, Kolkata
UDIN: F004515D000004141

Countersigned by

Annexure – B
Summary of the New set of AOA of the Company

| S. No. | Changes |
|--------|---|
| 1. | <ul style="list-style-type: none"> ▪ The Companies Act, 2013 ("the Act) has been amended frequently by way of notifications and amendment acts including Companies (Amendment) Act, 2020. Similarly, securities laws including Securities and Exchange Board of India Act, 1992 and Rules and Regulations ("Securities Laws") framed thereunder have been changed by /way of numerous circulars and notifications issued by SEBI or Central Government in this behalf. ▪ In view of frequent changes, it was thought fit by the Board of Directors of the Company that certain clauses of the existing AOA of the Company should be amended/modified and certain new clauses should also be inserted or replaced in place of existing clauses of AOA to align the same with the prevailing provisions of the Act and rules made thereunder and the Securities Laws referred hereinabove. ▪ Since the changes required for aligning the existing AOA with the Act and the rules made thereunder and Securities laws were numerous, it was considered expedient to adopt a new AOA in substitution of the existing AOA. ▪ During this exercise of amendment of existing clauses and insertion of certain new clauses, chronological serial numbers of the clauses of the AOA have also been changed and were required to be renumbered. |
| 2. | <p>Key changes in the New AOA are as follows:</p> <ul style="list-style-type: none"> ▪ The New AOA has been restructured and aligned with the provisions of the Act, the Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws; ▪ References to the sections, sub-sections, clauses etc. of the Act, which have been amended are substituted with the new provisions of the Act; ▪ Detailed provisions relating to dematerialization of securities are also incorporated in the new AOA as compared to the existing AOA. ▪ The new AOA to be substituted in place of the existing AOA is based on "Table-F" of the Act which sets out the model AOA for a company limited by shares, ▪ Provisions of the Act, which permit the Company to do certain acts when authorised by AOA, or, which require the Company to do acts in a prescribed manner unless the AOA otherwise provides, have been specifically included. |

Annexure – C

New Clause V of the Memorandum of Association of Saregama India Limited

The Authorized Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty five Crores Only) divided into 25,00,00,000 (Twenty five Crores) equity shares of Re. 1/- (Rupee One Only) each, with the rights, privileges and conditions attached thereto as may be provided by the Articles of Association of the Company. The Company shall have the power to increase or reduce its capital for the time being and to consolidate, divide or sub divide and re-classify the shares in such capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as to dividend, voting or otherwise and to vary, modify or abrogate any such rights, privileges or conditions in accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company and issue shares of higher or lower denominations.