

*MR & Associates*

Company Secretaries  
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SECRETARIAL COMPLIANCE REPORT  
OF  
SAREGAMA INDIA LIMITED  
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021  
[Pursuant to Circular No. CIR/CFD/CMDI/27/2019 dated 08/02/2019 issued by  
Securities and Exchange Board of India]

To,  
The Members,  
SAREGAMA INDIA LIMITED  
33, Jessore Road, Dum Dum  
Kolkata- 700028  
West Bengal

We have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. **SAREGAMA INDIA LIMITED** ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification, for the year ended on 31st March, 2021 ("Review Period") in respect of compliance with the provisions of :
  - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-



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- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not Applicable for the review period**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; -**Not Applicable for the review period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; -
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable for the review period**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; -**Not Applicable for the review period**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;
- (j) The provisions of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (k) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

Based on the above examination, and considering the various relaxations granted, from time to time, by the Securities and Exchange Board of India and the Ministry of Corporate Affairs, in view of spread of COVID-19 pandemic, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.N o.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Requirement of at least one independent woman director by April 1, 2020 as per Regulations 17(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	The Company has appointed an Independent Woman Director with effect from 05.06.2020	The Company has appointed an Independent Woman Director with effect from 05.06.2020



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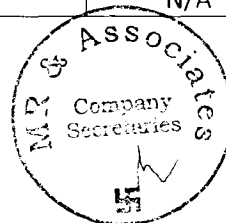
(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Ltd.	Non-compliance with the provisions of Regulation 17(1) of SEBI (LODR) Regulations, 2015	Fine imposed	The Company had applied for waiver of fine And complied with the provision w.e.f. 05.06.2020
2.	National Stock Exchange of India Ltd.	Non-compliance with the provisions of Regulation 17(1) of SEBI (LODR) Regulations, 2015	Fine imposed	The Company had duly paid fine on 05.09.2020 And complied with the provision w.e.f. 05.06.2020

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	N/A	N/A	N/A	N/A



(e) The listed entity had already modified the terms of appointment of its statutory auditors in terms of Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019.

**Place : Kolkata**  
**Date : 12.05.2021**



**For M R & Associates**  
**Company Secretaries**

*M.R. Goenka*

**[M.R. Goenka]**

**Partner**

**FCS No.: 4515**

**C P No.: 2551**

**UDIN: F004515C000292055**

*Note: In view of the situation emerging out of the outbreak of COVID-19 Pandemic, physical documents, records & other papers of the Company for the year ended March 31st, 2021 required by us for our examination were obtained from the Company through electronic Mode.*