

21st December, 2022

BSE Limited

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

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor
Plot No. C-1, Block G
Bandra Kurla Complex, Bandra (East)
Mumbai – 400051
Symbol: SAREGAMA

Sub: Proceedings and details of voting results of the meeting of the Equity Shareholders of Saregama India Limited (“Company”) held on Wednesday, 21st December, 2022 pursuant to the order of the Hon’ble National Company Law Tribunal, Kolkata Bench.

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), we enclose herewith the proceedings of the meeting of Equity Shareholders of the Company held on Wednesday, 21st December, 2022 at 11:00 A.M. through Video Conferencing (“**VC**”)/ Other Audio-Visual Means (“**OAVM**”), pursuant to the order of the Hon’ble National Company Law Tribunal, Kolkata Bench (“**Tribunal**”) dated 18th November, 2022 (“**Tribunal Order**”), for the purpose of considering, and, if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between Saregama India Limited and Digidrive Distributors Limited and their respective shareholders and creditors (“**Scheme**”), the details of which were given in the Notice dated 19th November, 2022 marked as **Annexure - ‘A’**.

The meeting of Equity Shareholders commenced at 11:00 A.M. and concluded at 11:32 A.M.

Further, we submit herewith the details of the voting results in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizers Report on e-voting (remote e-voting and e- voting at the Meeting), marked as **Annexure – ‘B’** and **Annexure - ‘C’**, respectively.

The said results are also being uploaded on the Company's website and on the website of the National Securities Depository Limited (NSDL) and shall also be displayed on the notice board of the Company at the Registered Office at 33, Jessore Road, Dum Dum, Kolkata - 700028.

You are requested to kindly acknowledge the receipt of the same and oblige.

Thanking you.

Yours faithfully,
For **Saregama India Limited**

Priyanka Motwani
Company Secretary and Compliance Officer

Encl: as above

Annexure - 'A'

Summary of the proceedings of the meeting of the Equity Shareholders of the Company held on Wednesday, 21st December, 2022 pursuant to the order of Hon'ble National Company Law Tribunal, Kolkata Bench

A. Date, time and venue of the Meeting

A Meeting of the Equity Shareholders of the Company was held on Wednesday, 21st December, 2022 at 11:00 A.M. through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), pursuant to the order of Hon'ble National Company Law Tribunal, Kolkata Bench (“Tribunal”) dated 18th November, 2022.

B. Proceedings in brief

Mr. Avishek Guha, chaired the meeting (“Chairperson”) of the Equity Shareholders of the Company. Ms. Priyanka Motwani, Company Secretary and Mr. Pankaj Chaturvedi, Chief Financial Officer of the Company, assisted the Chairperson in conducting the said meeting.

The Company Secretary of the Company introduced Directors, Auditors and other dignitaries present at the meeting and welcomed the Equity Shareholders. She informed the Equity Shareholders that the meeting was being held through VC/ OAVM, pursuant to the order passed by the Hon'ble Tribunal and in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India.

The Company Secretary also provided various details to the Equity Shareholders with respect to quorum, Questions-and-Answers, remote e-voting, e-voting at the meeting, etc. The Equity Shareholders were informed that pursuant to the order of the Hon'ble Tribunal, Ms. Aisha Amin, Advocate was appointed as the Scrutinizer to scrutinize the process of remote e-voting and e-voting at the meeting.

The Chief Financial Officer addressed the Equity Shareholders present at the meeting and briefed them by providing background, rationale and salient features of the Scheme of Arrangement between Saregama India Limited and Digidrive Distributors Limited and their respective shareholders and creditors (“Scheme”), under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Further, the requisite quorum being present, the Chairperson called the meeting to order and welcomed the Equity Shareholders. With the permission of the Equity Shareholders, Notice of the meeting was taken as read.

The Chief Financial Officer thereafter invited the shareholders who had registered themselves as speakers to put forth their queries/ clarifications and Mr. Vikram Mehra, Managing Director of the Company addressed all the queries of the concerned shareholders.

Thereafter, the Chairperson announced the e-voting at the meeting to be undertaken and requested the Scrutinizer for the orderly conduct of the e-voting at the meeting.

The Chairperson informed the Equity Shareholders that the results of e-voting shall be disseminated to the stock exchanges and also uploaded on the websites of the Company and National Securities

Depository Limited (NSDL), the authorized agency providing e-voting facility and also be displayed on the notice board of the Company at the Registered Office at 33, Jessore Road, Dum Dum, Kolkata - 700028.

In addition to remote e-voting, the resolution as set out in the notice of the meeting was also put to vote through e-voting at the meeting. The e-voting at meeting was made available upto 30 minutes after the meeting to the Equity Shareholders.

The meeting concluded at 11:32 A.M. after the Equity Shareholders present at the meeting cast their votes. Thereafter, the meeting stood closed.

C. Voting by Equity Shareholders

The Company had provided remote e-voting facility to its Equity Shareholders to cast their votes electronically on the proposed resolution set out in the Notice of the meeting from 9:00 a.m. (IST) on Saturday, 17th December, 2022 to 5:00 p.m. (IST) on Tuesday, 20th December, 2022.

Further, the facility to vote on the resolution through e-voting at the meeting was also made available to the Equity Shareholders who participated in the meeting but had not cast their votes through remote e-voting.

D. Results of e-voting (remote e-voting and e-voting at the Meeting)

Details of voting results as required under Regulation 44(3) of the LODR Regulations along with the Scrutinizers Report will be submitted separately.

The meeting then concluded with a vote of thanks by the Chairperson.

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				APPROVAL OF SCHEME OF ARRANGEMENT BETWEEN SAREGAMA INDIA LIMITED AND DIGIDRIVE DISTRIBUTORS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS				
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	112769790	112769790	100	112769790	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		112769790	112769790	100	112769790	0	100
Public- Institutions	E-Voting	38860321	20155514	51.8666	20155514	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		38860321	20155514	51.8666	20155514	0	100
Public- Non Institutions	E-Voting	41179379	8855438	21.5045	8855182	256	99.9971	0.0029
	Poll							
	Postal Ballot (if applicable)							
	Total		41179379	8855438	21.5045	8855182	256	99.9971
Total		192809490	141780742	73.5341	141780486	256	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



ADVOCATE AISHA AMIN

“DIAMOND HERITAGE”
16, STRAND ROAD, 5th FLOOR,
UNIT NO. 503, KOLKATA – 700 001.
CONTACT: +91 8981204500
EMAIL: adv.aishaamin@gmail.com
Enrolment No.: JH/523/2018

REPORT OF SCRUTINIZER

To,

Mr. Avishek Guha, Advocate

Chairperson appointed by the Hon'ble National Company Law Tribunal, Kolkata Bench ("Tribunal") for the Meeting of the Equity Shareholders of **SAREGAMA INDIA LIMITED** pursuant to Company Application CA (CAA) No. 141/KB/2022.

Dear Sir,

Sub: Scrutinizer's Report with respect to voting by Equity Shareholders carried out through e-voting at the meeting and remote e-voting, for the Tribunal convened meeting of the Equity Shareholders of Saregama India Limited ("Company")

I, **Ms. Aisha Amin, Advocate**, have been appointed as the Scrutinizer, by the Hon'ble Tribunal *vide* order dated 18th November 2022 ("Tribunal Order") passed in Company Application CA (CAA) No. 141/KB/2022 for the purpose of scrutinizing and ascertaining the results of remote e-voting and e-voting at the meeting of the Equity Shareholders of **SAREGAMA INDIA LIMITED** conducted through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on 21st December 2022 at 11.00 A.M. seeking approval of the Equity Shareholders for the Scheme of Arrangement between **SAREGAMA INDIA LIMITED** ("Company" or "Demerged Company") and **DIGIDRIVE DISTRIBUTORS LIMITED** ("Resulting Company") and their respective shareholders and creditors ("Scheme"), in terms of the aforesaid Tribunal Order.





ADVOCATE AISHA AMIN

**“DIAMOND HERITAGE”
16, STRAND ROAD, 5th FLOOR,
UNIT NO. 503, KOLKATA – 700 001.
CONTACT: +91 8981204500
EMAIL: adv.aishaamin@gmail.com
Enrolment No.: JH/523/2018**

I do hereby report and submit as under:

- The Company has appointed National Securities and Depository Limited ("NSDL") as the agency for providing e-voting platform to the Equity Shareholders of the Company and necessary technical support was provided by MCS Share Transfer Agent Limited, the Registrar and Share Transfer Agent ("RTA") of the Company, for processing e-voting at the meeting, and remote e-voting.
- Pursuant to the Tribunal Order, the notice of the meeting and the accompanying documents were sent through email to the Equity Shareholders of the Company at their registered or last known email address or addresses as per the records of the Company/ Depositories. The Company has also confirmed that the copy of the notice of the meeting was uploaded on the website of the Company, BSE Limited and the National Stock Exchange of India Limited.
- The Company has provided facility to the Equity Shareholders to cast their votes either through remote e-voting or through e-voting at the meeting.
- The cut-off date was Wednesday, 14th December 2022 for the purpose of deciding the Equity Shareholders entitled to vote through remote e-voting and e-voting at the meeting on the resolution seeking their approval. There were 65,478 equity shareholders holding aggregate value of equity shares of Rs. 19,28,09,490/- (i.e. 19,28,09,490 equity shares of Re. 1/-) as on cut-off date.
- The voting by remote e-voting process commenced from Saturday, 17th December 2022 at 9:00 a.m. IST and ended on Tuesday, 20th December 2022 at 5:00 p.m. IST.
- The e-voting was conducted during the meeting held on Wednesday, 21st December 2022, at 11.00 A.M. through VC/ OAVM.
- The meeting commenced at 11.00 A.M. and was concluded at 11.32 A.M.





ADVOCATE AISHA AMIN

**“DIAMOND HERITAGE”
16, STRAND ROAD, 5th FLOOR,
UNIT NO. 503, KOLKATA – 700 001.
CONTACT: +91 8981204500
EMAIL: adv.aishaamin@gmail.com
Enrolment No.: JH/523/2018**

- Thereafter, the e-voting at the meeting was kept open for 30 minutes to enable those Equity Shareholders who had not opted to cast their votes through remote e-voting earlier on the said resolution.
- The e-voting was deactivated at 12.02 P.M.
- I downloaded the voting results from the NSDL e-voting portal by the following URL www.evoting.nsdl.com at 12.05 P.M.
- The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of the Companies Act 2013 (“Act”) and the Rules made thereunder relating to e-voting. As per the Tribunal Order, the quorum for the meeting of the Equity Shareholders is as per the provisions of Section 103 of the Act and includes Equity Shareholders present through VC/ OAVM.
- My responsibility as a Scrutinizer is to ensure that the process of voting by way of remote e-voting and e-voting at the meeting was conducted in a fair and transparent manner and to submit a Scrutinizer's Report of the votes cast in favour or against the resolution based on the details provided to me (by Company, RTA and details provided through the NSDL e-voting platform) and submit my report to the Chairperson for further action.
- The notice convening the meeting was sent to all the Equity Shareholders as per the modes prescribed in the order dated 18th November 2022.
- The Company had completed the dispatch of notice of meeting of Equity Shareholders dated 19th November 2022 to those Equity Shareholders whose name appeared in the Register of Members/ List of Beneficiaries, as on 11th November 2022.
- As per the provisions of the Act, the number of votes cast in respect of the resolution have been counted according to the number of shares held by the concerned Equity Shareholders.





ADVOCATE AISHA AMIN

“DIAMOND HERITAGE”
16, STRAND ROAD, 5th FLOOR,
UNIT NO. 503, KOLKATA – 700 001.
CONTACT: +91 8981204500
EMAIL: adv.aishaamin@gmail.com
Enrolment No.: JH/523/2018

- An advertisement was published in English in the "Financial Express" newspaper and translation thereof in Bengali in "Aajkaal" newspaper on 20th November 2022 pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 informing the Equity Shareholders about the completion of dispatch of notice and other documents electronically by email, wherever applicable along with information as specified in the said Rules.
- The remote e-voting module was disabled and blocked by NSDL for voting after conclusion of period of remote e-voting i.e., on Wednesday, 20th December 2022 at 5:00 p.m. (IST).
- The votes were unblocked on 21st December 2022 around 12.05 P.M. IST after the conclusion of the meeting and the e-voting period in the presence of two witnesses, namely, FCA N Gurumurthy (Membership Number 056886) residing at Swarnamita Apartment, 41 Dinesh Pally, Flat No.C1, 3RD Floor, Bansdrani, Kolkata - 700070 and Ms. Vaidehi Bhangde residing at Girish Park, Kolkata-700007, who are not in employment of the Company.
- On 21st December 2022 at 12.05 P.M. (IST), I have downloaded the e-voting data/results from the NSDL website viz, www.evoting.nsdl.com.
- The votes cast by the Equity Shareholders through remote e-voting facility were scrutinized by verifying it using the Scrutinizer's login on the NSDL e-voting website www.evoting.nsdl.com.
- Particulars of e-voting and remote e-voting received by the Equity Shareholders have been entered in a register separately maintained for the purpose.
- At the meeting convened pursuant to the Tribunal Order on 21st December 2022, the Chairperson after discussion on the resolution mentioned in the said Notice announced that the Equity Shareholders present at the meeting who have not cast their vote by remote e-voting, could exercise their voting rights through e-voting at the meeting.





ADVOCATE AISHA AMIN

“DIAMOND HERITAGE”
16, STRAND ROAD, 5th FLOOR,
UNIT NO. 503, KOLKATA – 700 001.
CONTACT: +91 8981204500
EMAIL: adv.aishaamin@gmail.com
Enrolment No.: JH/523/2018

- After the closure of voting at the said meeting of Equity Shareholders, the list of Equity Shareholders who were present at the meeting and who had cast their votes, their holding details and the details of the votes cast on the resolution was available for downloading.
- Equity Shareholders could opt for only one mode of voting i.e., either by remote e-voting or e-voting at this meeting. Equity Shareholders who had not opted to cast their votes through remote e-voting earlier could cast their votes through e-voting at the end of the meeting.
- Thereafter, I counted the votes cast at the meeting. The votes cast through e-voting were reconciled with the records maintained by the Company through their RTA and the authorizations lodged with the Company/ RTA.
- The shareholding was also scrutinized for the purpose of eliminating duplicate voting i.e. remote e-voting as well as e-voting during the meeting.
- I have relied on the information provided by the Company/ RTA in relation to the details regarding the number of shares held by the Equity Shareholders which were reconciled as per the records maintained by the Company/ RTA.
- Identity of the persons voting as authorized representatives has been verified.
- Based on the results made available to me, 209 members have cast their votes through remote e-voting facility and Nil members had cast 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 (combined results), based on the report generated by NSDL, scrutinized on test-check basis and relied upon by me, are as under:





ADVOCATE AISHA AMIN

“DIAMOND HERITAGE”
16, STRAND ROAD, 5th FLOOR,
UNIT NO. 503, KOLKATA – 700 001.
CONTACT: +91 8981204500
EMAIL: adv.aishaamin@gmail.com
Enrolment No.: JH/523/2018

A - VOTES IN FAVOR OF THE RESOLUTION:

Manner of Voting	Number of Equity Shareholders voted	Number of votes cast by Equity Shareholders	% of total number of votes cast
Remote e-voting	209	14,17,80,486	99.99982%
E-voting at the meeting	NIL	NIL	NIL
Total	209	14,17,80,486	99.99982%

B - VOTES AGAINST THE RESOLUTION:

Manner of Voting	Number of Equity Shareholders voted	Number of votes cast by Equity Shareholders	% of total number of votes cast
Remote e-voting	10	256	0.00018%
E-voting at the meeting	NIL	NIL	NIL
Total	10	256	0.00018%



ADVOCATE AISHA AMIN

“DIAMOND HERITAGE”
16, STRAND ROAD, 5th FLOOR,
UNIT NO. 503, KOLKATA – 700 001.
CONTACT: +91 8981204500
EMAIL: adv.aishaamin@gmail.com
Enrolment No.: JH/523/2018

C – INVALID VOTES:

Manner of Voting	Number of Equity Shareholders whose votes were declared invalid	Number of votes cast by them
Remote e-voting	NIL	NIL
E-voting at the meeting	NIL	NIL
Total	NIL	NIL

D – COMBINED RESULT OF VOTING THROUGH E-VOTING AND REMOTE E-VOTING:

Mode of E-Voting	In favour			Against			Invalid		
	No. of Members	No. of Votes Cast	% of total number of valid votes cast	No. of Members	No. of Votes Cast	% of total number of valid votes cast	No. of Members	No. of Votes Cast	% of total number of valid e-votes cast
Remote E-voting	209	14,17,80,486	99.99982%	10	256	0.00018%	NIL	NIL	NIL
E-voting at the venue of the meeting	NIL	NIL	NIL	NIL	NIL	NIL			
TOTAL	209	14,17,80,486	99.99982%	10	256	0.00018%	NIL	NIL	NIL





ADVOCATE AISHA AMIN

“DIAMOND HERITAGE”
16, STRAND ROAD, 5th FLOOR,
UNIT NO. 503, KOLKATA – 700 001.
CONTACT: +91 8981204500
EMAIL: adv.aishaamin@gmail.com
Enrolment No.: JH/523/2018

- The relevant records relating to e-voting at the meeting and remote e-voting are under my safe custody and will be handed over to the Chairperson appointed for this meeting or Company Secretary of the Company for safe keeping.
- Based on the aforesaid results, I report that the resolution contained in the Notice dated 19th November, 2022 convening meeting of the Equity Shareholders of the Company can be considered by the Chairperson as deemed to have been passed by the Equity Shareholders i.e., with a majority of Equity Shareholders having $\frac{3}{4}$ th in value exercising voting rights and voted in favour through remote e-voting and by way of e-voting at the meeting.

Thanking you,
Yours faithfully,

Aisha Amin
21/12/2022

Ms. Aisha Amin

Advocate

(Scrutinizer for the meeting, appointed by the Hon'ble Tribunal)

Place: Kolkata

Date: 21st December, 2022

COUNTER SIGNED BY

Avishek Guha
21/12/2022
(AVISHEK GUHA)

Chairperson appointed by the
Tribunal for the meeting of the
Equity Shareholders of the Company