

Consolidated Scrutinizer's Report

[Voting through ballot paper & remote e-voting]

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

To,

The Chairman of Sixty-Eighth Annual General Meeting of the Equity shareholders of **Saregama India Limited**, held on the **31st day of July, 2015** at Mohit Moitra Mancha, 34/1, Raja Manindra Road, Paikpara, Kolkata-700 037

Dear Sir,

1. I Mohan Ram Goenka, Partner of M R & Associates, Practising Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of **Saregama India Limited** (the Company) for the purpose of Scrutinizing the e-voting process (remote e-voting) and Voting through Ballot paper at the Annual General Meeting under 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 by the Companies (Management and Administration) Rules, 2015 and Clause 35B of the Listing Agreement.
2. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means and Voting through Ballot paper at the venue of the Annual General Meeting on the resolutions contained in the notice of Sixty Eighth Annual General Meeting of the shareholders of the Company. My responsibility as a Scrutinizer for the e-voting process (remote e-voting) and Voting through Ballot paper at the Annual General Meeting is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Consolidated Scrutinizer's Report for the Votes cast in "favour" or "against" on the resolution stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means and voting done by way of ballot paper at the venue of Annual General Meeting.



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3. At the 68th Annual General Meeting of the Company held on July 31, 2015, the Chairman at the end of discussions on the resolution(s) announced the voting through ballot paper to facilitate the members present at the meeting who could not participate in the remote e-voting to record their votes.
4. The shareholders holding equity shares as on the "cut-off date" i.e., July 24, 2015 were entitled to vote on the resolutions proposed in the notice calling the 68th Annual General Meeting (Item No. 1 to 13 as set out in the Notice of the 68th AGM of saregama India Limited) by remote e-voting or voting through ballot paper at the 68th AGM.
5. I have issued separate Scrutinizer's Report on the remote e-voting and voting through ballot paper at the Annual General Meeting on the resolutions contained in the notice to the AGM. I submit herewith my consolidated Scrutinizer's Report on the results of voting through electronic means (i.e., by remote e-voting) and voting through ballot paper at the Annual General Meeting as under:

Item No. 1 - Ordinary Resolution :

Adoption of Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2015, and the Reports of the Board of Directors and the Auditors thereon.

Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No. of votes (shares)	% of total number of valid votes cast	No. of votes (shares)	% of total number of valid votes cast	No. of shares
Remote E-Voting	11817183	100	1	0	0
Voting through Ballot Form	9552	100	0	0	0
Total	11826735	100	1	0	0

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Item No. 2 - Ordinary Resolution :

Declaration of dividend on Equity Shares

Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No. of votes (shares)	% of total number of valid votes cast	No. of votes (shares)	% of total number of valid votes cast	No. of shares
Remote E-Voting	11817183	100	1	0	0
Voting through Ballot Form	9550	100	0	0	0
Total	11826733	100	1	0	0

Item No. 3 - Ordinary Resolution :

Appointment of Director in place of Mrs. Sushila Goenka (DIN 00087692), who retires by rotation and being eligible, offers herself for reappointment

Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No. of votes (shares)	% of total number of valid votes cast	No. of votes (shares)	% of total number of valid votes cast	No. of shares
Remote E-Voting	11815354	99.98	1830	0.02	0
Voting through Ballot Form	9550	100	0	0	0
Total	11824904	99.98	1830	0.02	0

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Item No. 4 - Ordinary Resolution :

Ratification of the appointment of M/s. Price Waterhouse (Firm Registration No. 301112E) as Statutory Auditor till the conclusion of the AGM to be held in the Calendar Year 2017 & fixing of remuneration thereof

Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No. of votes (shares)	% of total number of valid votes cast	No. of votes (shares)	% of total number of valid votes cast	No. of shares
Remote E-Voting	11817183	100	1	0	0
Voting through Ballot Form	9556	100	0	0	0
Total	11826739	100	1	0	0

Item No. 5- Ordinary Resolution :

Appointment of Mr. Vikram Mehra as a Non-Independent Executive Director, liable to retire by rotation

Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No. of votes (shares)	% of total number of valid votes cast	No. of votes (shares)	% of total number of valid votes cast	No. of shares
Remote E-Voting	11817183	100	1	0	0
Voting through Ballot Form	9550	100	0	0	0
Total	11826733	100	1	0	0

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Item No. 6 Special resolution:

Issue of shares under a Scheme titled 'Saregama Employees Stock Option Scheme 2013'

Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No. of votes (shares)	% of total number of valid votes cast	No. of votes (shares)	% of total number of valid votes cast	No. of shares
Remote E-Voting	11797099	99.99	56	0.01	0
Voting through Ballot Form	9550	100	0	0	0
Total	11806649	99.99	56	0.01	0

Item No. 7 - Special Resolution:

Issue of Stock Options to the employees of subsidiary companies under 'Saregama Employees Stock Option Scheme 2013'

Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No. of votes (shares)	% of total number of valid votes cast	No. of votes (shares)	% of total number of valid votes cast	No. of shares
Remote E-Voting	11797099	99.99	56	0.01	0
Voting through Ballot Form	9556	100	0	0	0
Total	11806649	99.99	56	0.01	0



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Item No. 8 Special Resolution:

Grant and issue of stock appreciation rights under a Scheme titled 'Saregama Stock Appreciation Rights Scheme - 2014',

Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No. of votes (shares)	% of total number of valid votes cast	No. of votes (shares)	% of total number of valid votes cast	No. of shares
Remote E-Voting	11797128	99.99	56	0.01	0
Voting through Ballot Form	9556	100	0	0	0
Total	11806684	99.99	56	0.01	0

Item No. 9 - Special Resolution :

Grant and issue of stock appreciation rights to the employees of subsidiary companies under a Scheme titled 'Saregama Stock Appreciation Rights Scheme - 2014',

Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No. of votes (shares)	% of total number of valid votes cast	No. of votes (shares)	% of total number of valid votes cast	No. of shares
Remote E-Voting	11797128	99.99	56	0.01	0
Voting through Ballot Form	9550	100	0	0	0
Total	11806678	99.99	56	0.01	0



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Item No. 10 - Special Resolution

Appointment of Mr. Vikram Mehra (DIN 03556680) as Managing Director of the company for a period of 5 (five) years

Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No. of votes (shares)	% of total number of valid votes cast	No. of votes (shares)	% of total number of valid votes cast	No. of shares
Remote E-Voting	11817183	100	1	0	0
Voting through Ballot Form	9550	100	0	0	0
Total	11826733	100	1	0	0

Item No. 11 - Special Resolution

Re-appointment of Mr. G. B. Aayeer (DIN 00087760) as Whole Time Director of the company for a period of 3 years

Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No. of votes (shares)	% of total number of valid votes cast	No. of votes (shares)	% of total number of valid votes cast	No. of shares
Remote E-Voting	11817183	100	1	0	0
Voting through Ballot Form	9550	100	0	0	0
Total	11826733	100	1	0	0



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Item No. 12 - Special Resolution

Shifting of Registrars & Share Transfer Agents office.

Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No. of votes (shares)	% of total number of valid votes cast	No. of votes (shares)	% of total number of valid votes cast	No. of shares
Remote E-Voting	11817183	100	1	0	0
Voting through Ballot Form	9550	100	0	0	0
Total	11826733	100	1	0	0

Item No. 13 - Special Resolution

Fixation of borrowing power u/s 180(1)(c) of the Company Act 2013.

Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No. of votes (shares)	% of total number of valid votes cast	No. of votes (shares)	% of total number of valid votes cast	No. of shares
Remote E-Voting	11817183	100	1	0	0
Voting through Ballot Form	9550	100	0	0	0
Total	11826733	100	1	0	0

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MR L Associates

Company Secretaries

6. Based on the foregoing, the resolution No.(s) 1 to 13 shall be deemed to have been passed with the requisite majority.
7. All the relevant records relating to the e-voting and ballot paper is under my safe custody and will be handed over to the Chairman or any other person duly authorised for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours Faithfully,



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

Place: Kolkata
Date: 31.07.2015

Countersigned by :

For SAREGAMA INDIA LTD.



(TONY PAUL)
GM - Legal & Company Secretary

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