



**RP - Sanjiv Goenka
Group**

Growing Legacies



July 21, 2017

The Manager,
Listing Department,
National Stock Exchange of
India Ltd.,
'Exchange Plaza', C-1,
Block G,
Bandra- Kurla Complex,
Bandra (East),
MUMBAI - 400 051
Symbol : SAREGAMA EQ

The Listing Department
BSE Limited,
Phiroze Jeejeebhoy
Towers,
Dalal Street,
MUMBAI - 400 001

The Calcutta Stock
Exchange Limited,
7, Lyons Range,
KOLKATA - 700 001

Scrip Code : 532163

Scrip Code: 017177

Dear Sir/Madam,

Sub: Compliance under the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We enclose the addendum to the 70th Annual General Meeting issued to shareholders pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and record.

Thanking you.

For Saregama India Limited

G. B. Aayeer
CFO and Whole-time Director
DIN - 00087760

Encl. As above



SAREGAMA INDIA LIMITED
CIN: L22213WB1946PLC014346

Regd. Office: 33, Jessore Road, Dum Dum, Kolkata – 700028.
Tel: 033-2551 2984/4773, E-mail: co.sec@saregama.com, Web: www.saregama.com

ADDENDUM TO THE NOTICE OF 70TH ANNUAL GENERAL MEETING

Addendum to the original Notice of 70th Annual General Meeting of the Members of Saregama India Limited scheduled on Friday, July 28, 2017 at 10.00 a.m. at Mohit Moitra Mancha, 34/1, Raja Manindra Road, Paikpara, Kolkata-700 037, is hereby given to transact the following business:

Special Business:

The Company has received letter from a shareholder of the Company, proposing the candidature of Mr. Noshir Naval Framjee, Additional Director to the office of the Director of the Company in terms of Section 160 of the Companies Act, 2013 and rules thereunder.

As the notice was received from the shareholder subsequent to the circulation of the Notice of the forthcoming Annual General Meeting scheduled on July 28, 2017, an addendum to the notice is being circulated to the members in terms of Section 160 of the Companies Act, 2013 and the members are requested to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Listing Agreement, Mr. Noshir Naval Framjee (DIN:01646640), who was appointed as an Additional Director by the Board of Directors vide circular resolution passed on June 12, 2017 w.e.f. June 12, 2017 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by retirement by rotation, to hold office for a period of five consecutive years commencing from June 12, 2017.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

Registered Office:
'The Studios @ Dum Dum'
33, Jessore Road,
Kolkata-700 028

By Order of the Board

G. B. Aayeer
CFO and Whole-Time Director
DIN: 00087760

Dated: July 13, 2017
Place: Kolkata
CIN: L22213WB1946PLC014346

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
3. Proxies, if any, in order to be effective must be received at the Company's Registered Office, either in person or through post, not later than 48 hours before the time fixed for holding the meeting.
4. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person / shareholder.
5. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business item set out above is annexed hereto.
6. Documents, if any, referred to in the Addendum Notice may be inspected at the Registered Office of the Company on any working day during business hours up to the date of Meeting.
7. The details as required under the Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (ICSI), of Director seeking appointment at this Annual General Meeting in respect of the business item set out above is annexed hereto.
8. The route map of the address of the meeting is hosted on the website of the Company (www.saregama.com).

EXPLANATORY STATEMENT

As required by Section 102(1) of the Companies Act 2013, the following statement sets out all the material facts relating to the business item mentioned under the accompanying addendum notice dated July 13, 2017.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee appointed Mr. Noshir Naval Framjee as an Additional Director of the Company with effect from June 12, 2017. The term of office of Mr. Noshir Naval Framjee as an Additional Director shall be only up to the date of the forthcoming Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

Subsequent to the circulation of the Notice of the forthcoming Annual General Meeting scheduled on July 28, 2017, the Company, pursuant to Section 160 of the Companies Act, 2013 has received a notice in writing, from a member proposing his candidature for the office of Director. Accordingly, an addendum to the notice for appointment of Mr. Noshir Naval Framjee as an Independent Director of the Company not liable to retire by rotation, is being circulated to the members not less than 7 days before the meeting in terms of Section 160 of the Companies Act, 2013. The Company has received a declaration from Mr. Noshir Naval Framjee that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the Uniform Listing Agreement.

Brief profile covering the details of his qualification, experience etc., as required pursuant to Secretarial Standards on General Meeting, is annexed to this Addendum Notice.

The Board considers that on account of vast knowledge and experience of Mr. Noshir Naval Framjee, his appointment will be in the interest of the Company. Documents, if any, referred above, are made available for inspection in terms of Pt. 6 of the Notes.

The members are requested to consider the appointment of Mr. Noshir Naval Framjee as a Director of the Company and pass the proposed special resolution as set in the addendum Notice dated July 13, 2017.

None of the Directors, Key Managerial Persons of the Company and / or their relatives are concerned or interested, financially or otherwise, in the said resolution except Mr. Noshir Naval Framjee.

Registered Office:
'The Studios @ Dum Dum'
33, Jessore Road,
Kolkata-700 028

By Order of the Board
G. B. Aayeer
CFO and Whole-Time Director

Dated: July 13, 2017

DIN: 00087760

ANNEXURE TO THE NOTICE

Details of Director seeking Appointment at the Annual General Meeting

Name of the Director	Mr. Noshir Naval Framjee
DIN	01646640
Date of Birth	20th November 1941
Age	76
Date of Appointment	June 12, 2017
Expertise in Specific Functional Areas	Mr. Noshir Naval Framjee has been graduated in Electrical Engineering, from Banaras Hindu University and has completed General Management Course for Senior Management, ASCI, Hyderabad and Advance Course in IR&HR, ASCI, Hyderabad
Qualifications	Graduated in Electrical Engineering, from Banaras Hindu University and has completed General Management Course for Senior Management, ASCI, Hyderabad and Advance Course in IR&HR, ASCI, Hyderabad
Directorship held in other public companies (excluding foreign and private companies, but includes directorship held in private companies which are subsidiaries of public companies)	Nil
Membership of committees of other Public Limited Companies (Audit Committee and Stakeholder's Relationship Committee only)	Nil
Disclosure of relationships between directors interse and Manager and other KeyManagerial Personnel of the Company	Nil
Terms and conditions of appointment or re-appointment	He will be appointed as a Non-Executive Independent Director of the Company w.e.f June 12, 2017 for a period of 5 years subject to the approval of shareholders
Details of remuneration sought to be paid and the remuneration last drawn by such person	Nil except sitting fees
No. of shares held in the company as on	Nil

the date of notice

Number of meetings of the Board N.A.
attended during the year 2016-17