

## NOTICE

Notice is hereby given that the **79<sup>th</sup>Annual General Meeting** of members of **PHONOGRAPHIC PERFORMANCE LIMITED** will be held on Wednesday, 15<sup>th</sup> July 2020 at 10 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), pursuant to Circular no. 14/2020 dated 08th April 2020 and 17/2020 dated 13th April 2020 issued by Ministry of Corporate Affairs (MCA), to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the audited Financial Statements for the year ended 31<sup>st</sup> March 2020 comprising of Balance Sheet as at 31<sup>st</sup> March, 2020 and Statement of Profit & Loss Account and Cash Flow for the financial year ended on that date along with the Schedules, Annexures and Notes thereto along with the Reports of the Board of Directors and the Auditors thereon.
2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

To appoint a Director in place of Mr. Bhushan Kumar Dua (DIN:00126614), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

To appoint a Director in place of Mr. Mandar Ramesh Thakur (DIN: 05333792), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** Mr. Selvaraj Shanmugam (DIN: 06854006), who was appointed as an Additional Director by the Board of Directors with effect from January 24, 2020 and who holds office upto the date of ensuing Annual General Meeting, be and is hereby appointed as the Director of the Company and who shall be liable to retire by rotation.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** Mr. G.B. Aayeer (DIN: 00087760), who was appointed as Additional Director by the Board of Directors with effect from 16<sup>th</sup> June, 2020 and who holds office upto

the date of ensuing Annual General Meeting, be and is hereby appointed as the Director of the Company.”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“**RESOLVED THAT** Mr. Rajat Kakar (DIN:01592740), who was appointed as Additional Director by the Board of Directors with effect from 16th June, 2020 and who holds office upto the date of ensuing Annual General Meeting, be and is hereby appointed as the Director of the Company.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196 read with Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014 of the Companies Act, 2013 and Article 25.5 of the Articles of Association of the Company, approval of members be accorded to the appointment of Mr. G.B. Aayeer (DIN:00087760) as Managing Director of the Company, designated as Managing Director & C.E.O., for a term of two years commencing from 1<sup>st</sup> July, 2020, on the terms and conditions as mentioned in the agreement executed between the Board of Directors and the Managing Director.”

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** the revised Public Performance Tariff Chart, as approved by the Board of Directors of the Company and as annexed to this Notice, be and is hereby approved.”

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** the revised Radio Broadcasting Tariff Chart, as approved by the Board of Directors of the Company and as annexed to this Notice, be and is hereby approved.”

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** the Member’s License fees Distribution / Payment - Basis & Methodology as per the revised Distribution Policy for Financial Year 2020-21, as approved by the Board of Directors of the Company, as annexed to this Notice be and is hereby approved.”

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company be and is hereby altered by deleting the Article 24(1), 24(2) and 24(3) and replaced with new Article 24 (1), 24(2) and 24 (3) which are read as under:

- 24(1) Subject to the applicable provisions of the Companies Act and in accordance with the Copyright Act, 1957 and the Copyright Rules, and any other applicable law, the Company shall constitute the Board of Directors. Until otherwise determined by the company in General Meeting, the number of Directors shall not be less than seven (7) and not more than eleven (11).
- 24(2) Appointment, Re-appointment and/or replacement of Directors shall be as per the provisions of the Companies Act, Copyright Act, 1957 and Copyright Rules, 2013.
- 24(3) The provisions of the Companies Act, 2013 shall govern the term of office of Directors and their re-election subject to it complying with the provisions of the Copyright Act, 1957 and Copyright Rules, 2013. The Directors of the company shall be liable to retire by rotation, pursuant to section 152(6)(c) of the Companies Act 2013, one third of the total number of directors for the time being, shall retire by rotation at every AGM of the Company. Thus, the term of office of every director shall be two years, who subject to the provisions of the Companies Act shall be eligible for re-appointment.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to take all such steps and actions for the purpose of making all filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution.”

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

The guidelines for the same are as follows:

- 1) If participating using a desktop or laptop, please download the Zoom application by clicking on the link as mentioned below:

Click on the link: <https://zoom.us/client/latest/ZoomInstaller.exe>

- 2) If participating using mobile device, please download the Zoom application by linking on the link mentioned below:

For Android Phones, Play Store Link :

<https://play.google.com/store/apps/details?id=us.zoom.videomeetings>

For Apple Phones, App Store Link:

<https://itunes.apple.com/us/app/id546505307>

- 3) After downloading the application,
  - i. Please click on 'Join a meeting' icon
  - ii. In the 'Join Meeting screen', please enter the Meeting ID as [REDACTED] in 'Enter meeting ID or personal link name' box. (The first box in Join Meeting screen)
  - iii. Please enter your name and the record label you represent in the 'Your Name' box. (The second box in the Join Meeting screen)
  - iv. **Do not click on the icons below:**
    - Remember my name for future meetings
    - Do not connect to audio
    - Turn off my video
  - v. Please click on 'Join' icon
  - vi. This will lead to "Enter meeting password" screen, please enter the [REDACTED]
  - vii. Please turn on your video and audio to help us communicate with you.
- 4) Alternatively, should you prefer not to download the zoom application, you may directly join the meeting, by clicking on the following link from your device

[REDACTED]

- 5) The entry to the video conferencing is regulated, please reach out to Viral Gandhi at [viral.gandhi@pplindia.org](mailto:viral.gandhi@pplindia.org) should you have any queries on video conferencing. Also at any time before the meeting or during the meeting you may contact on our helpline number i.e. + 91 9930112215 for any assistance.

- 6) Members are encouraged to join the Meeting through their laptops for better experience.
  - 7) Further Members will be required to allow their computer/laptop/mobile other device camera and use internet with a good speed to avoid any disturbance during the meeting.
  - 8) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - 9) The meeting allows two way conferencing for ease of participation of members and participants are allowed to pose questions concurrently or may submit questions in advance to [membership@pplindia.org](mailto:membership@pplindia.org) or call + 91 9930112215. The same will be replied by the company suitably.
2. The meeting is being held through Video Conferencing or other Audio Visual Means and the facility for the members to join the meeting shall be kept open at least (15) minutes before the scheduled time to start the meeting and shall be closed 15 minutes after the expiry of the scheduled closure time of the meeting. We encourage our members to login before 15 minutes of the schedule AGM time to familiarise themselves with the video conferencing proceedings.
  3. *Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.*
  4. In compliance with the aforesaid MCA Circulars Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website <http://www.pplindia.org>
  5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act

6. Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013 in respect of the Special Business items as set out in the Notice is annexed hereto and forms part of this Notice.
7. In case of deceased Members, their respective legal heirs will neither be entitled to participate and vote at the Annual General Meeting
8. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution (scanned copy) authorising their representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said documents should be sent electronically to membership@pplindia.org
9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

**10. Information and other instructions relating to voting by electronic means:**

- a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed in this notice by electronic means and the business may be transacted through e-Voting Services and the said resolutions will not be decided on a show of hands at the AGM.
- b. The facility of casting the votes by the members using an electronic voting system (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
- c. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow e-voting on the platform of Central Depository Services Limited (CDSL) for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- d. The remote e-voting period on **commences on Sunday, 12<sup>th</sup> July 2020 at 9:00 a.m. and ends on Tuesday, 14<sup>th</sup> July, 2020 at 5:00 p.m.** During these period members of the Company as on the cut-off date i.e. **Monday, 8<sup>th</sup> July, 2020** only may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by CDSL for voting thereafter. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently. Please refer to Rule 20 Sub-Rule (vii) of the Companies (Management & Administration) Rules, 2014.

### **E-Voting Process:**

Pursuant to Section 108 of the Companies Act, 2014 read with the Companies (Management and Administration) Amendment Rules, 2015, the Company is providing facility of e-voting to all members. The e-voting facility is being provided through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for members for voting electronically are given in below paragraphs.

### **The instructions for members voting electronically are as under:**

- i. The voting period commences **on Sunday, 12th July 2020 at 9:00 a.m. and ends on Tuesday, 14th July, 2020 at 5:00 p.m.** During these period members of the Company as on the cut-off date i.e. **Monday, 8th July, 2020** only shall be entitled to cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
- ii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iii. The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv. Click on Shareholders.
- v. Now Enter your User ID, which will be provided to you individually over a separate email.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. Enter your password to be used, which will be provided to you individually over a separate email.
- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Click on the EVSN of Phonographic Performance Limited on which you choose to vote.
- x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xv. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xvi. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- xvii. M/s. Rathi & Associates, Practicing Company Secretaries have been appointed as the Scrutinizers to scrutinize the e-voting process and voting through online e-voting at the 79<sup>th</sup> Annual General Meeting in a fair and transparent manner.
- xviii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast through e-voting facilities during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- xix. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website <http://www.pplindia.org> and on the website of CDSL within 3 (Three) days of passing of the resolutions at the Annual General Meeting and will be communicated to Members accordingly.
- xx. **The User id and Password for exercising e-voting facility to cast vote on the resolutions as per the Notice of AGM, will be sent on the e-mail id registered with the Company.**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013 ANNEXED TO AND FORMING PART OF THIS NOTICE:**

**Item No. 4:**

Mr. Selvaraj Shanmugam (DIN: 06854006), who was appointed as an Additional Director by the Board of Directors with effect from 24<sup>th</sup> January, 2020 and who holds office upto the date of ensuing Annual General Meeting, is eligible for appointment as a Director. The Company has received notice from Member under section 160(1) of the Companies Act, 2013, proposing the candidature of Selvaraj Shanmugam for appointment as Director at the Annual General Meeting. A brief profile of Mr. Selvaraj Shanmugam is attached to this Notice.

Hence the Board recommends the Resolution at Item No. 4 of this Notice for the approval of the members.



Except, Mr. Selvaraj Shanmugam and his relatives, none of the Directors or their relatives are concerned or interested in the proposed Special Resolution as set out in Item no. 4 of this Notice.

**Item No. 5:**

Mr. G. B. Aayeer (DIN : 00087760), who was appointed as an Additional Director by the Board of Directors with effect from June 16, 2020 and who holds office upto the date of ensuing Annual General Meeting, is eligible for appointment as a Director. The Company has received notice from member under section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. G. B. Aayeer for appointment as Director at the ensuing Annual General Meeting. A brief profile of Mr. G. B. Aayeer is attached to this notice.

Hence, the Board recommends the Resolution at Item No. 5 of this Notice for approval of the Members.

Except, Mr. G. B. Aayeer and his relatives, none of the Directors or their relatives are concerned or interested in the proposed Special Resolution as set out in Item no. 5 of this Notice.

**Item No. 6:**

Mr. Rajat Kakar (DIN:01592740), who was appointed as an Additional Director by the Board of Directors with effect from June 16, 2020 and who holds office upto the date of ensuing Annual General Meeting, is eligible for appointment as a Director. The Company has received notice from member under section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Rajat Kakar for appointment as Director at the ensuing Annual General Meeting. A brief profile of Mr. Rajat Kakar is attached to this notice.

Hence, the Board recommends the Resolution at Item No. 6 of this Notice for approval of the Members.

Except, Mr. Rajat Kakar and his relatives, none of the Directors or their relatives are concerned or interested in the proposed Special Resolution as set out in Item no. 6 of this Notice.

**Item No. 7:**

The Board of Directors of the Company at their meeting held on 16<sup>th</sup> June, 2020, subject to approval of members, approved appointment of Mr. G. B. Aayeer (DIN: 00087760) as Managing Director of the Company, designated as Managing Director & CEO, on the terms and conditions as mentioned in the Agreement executed between the Board and Managing Director & CEO of the Company.

Pursuant to the provisions of Section 196 read with the Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014 of the Companies Act, 2013, appointment of Managing Director is required to be approved by Members of the Company.

Hence, the Board recommends the Resolution at Item No. 7 of this Notice for approval of the Members.

Except Mr. G. B. Aayeer, no other directors and key managerial person of the Company are interested or concerned in the proposed Special Resolution as set out in Item no. 7 of this Notice.

**Item No. 8:**

The Public Performance Tariff, for select categories, has been revised as follows:

- i. Shopping Malls – The tariff has been rationalised, to be based on the area in the mall premises, wherein the sound recordings have been used.
- ii. Factories/Offices/Banks/Warehouses and other similar establishments – The tariff has been simplified to align with the current market potential.
- iii. Cinema halls/Multiplexes – The tariff has been simplified to reflect the sound recording being used in the common area at cinema halls/multiplexes.

The revised Public Performance Tariff Scheme to be approved by the members of the Company has been enclosed herewith along with the Notice. Members are requested to approve the same and pass the proposed resolution as Special resolution, with or without modifications.

The Board recommends the Resolution at Item No.8 of this Notice for approval of the Members.

None of the Directors and Key Managerial Personnel including their respective relatives shall be deemed to be interested in the above resolution save and except that the music Company of which they are the Director is a member of the Company.

**Item No. 9:**

Select radio broadcasters for Private Frequency Modulation (FM) have been paying radio royalties to the Company basis the Copyright Board (CRB) order dated August 25, 2010. This order is valid up to September 30, 2020. Due to the upcoming expiry of the said order, and to take care of new licensing arrangements not under CRB Order, the Company is required to update its tariff for Private Frequency Modulation (FM) usage which shall form the basis for the radio broadcasters to pay royalties to the Company.

The revised Radio Broadcasting tariff chart to be approved by the members of the Company has been enclosed herewith along with the Notice. Members are requested to approve the same and pass the proposed resolution as Special resolution, with or without modifications.

The Board recommends the Resolution at Item No.9 of this Notice for approval of the Members.

None of the Directors and Key Managerial Personnel including their respective relatives shall be deemed to be interested in the above resolution save and except that the music Company of which they are the Director is a member of the Company.

**Item No.10:**

As the Members are aware, the Company has always followed the practice of getting the “Members’ License Fees Distribution/ Payment – Basis & Methodology i.e. Distribution Scheme” to be approved by the members. The Distribution Scheme has been enclosed herewith along with the Notice. Members are requested to approve the same and pass the proposed resolution as Special resolution, with or without modifications.

The Board recommends the Resolution at Item No.10 of this Notice for your approval of the Members.

None of the Directors and Key Managerial Personnel including their respective relatives shall be deemed to be interested in the above resolution save and except that the music Company of which they are the Director is a member of the Company.

**Item No. 11:**

The Company had vide approval received from the members of the Company at the Annual General Meeting held on 26th August 2019, adopted new set of Articles of Association of the Company as per the provisions of the Companies Act, 2013 and relevant provisions of Copyright Act, 1957 and the rules thereto. The present Article 24 of the Articles of Association of the Company defines the regulations for constitution of the Board along with appointment and reappointment of directors. As per the said Article the director can hold office upto the maximum period of two years and eligible for reappointment after a cooling period of two years from the date of retirement. However, as per the provisions of Section 152(6) of the Companies Act, 2013, 1/3rd of the total strength requires to retire by rotation and the said retiring directors, if eligible, may propose themselves for reappointment. Hence, to bring the present Article in line with the provisions of the Companies Act, 2013, it is proposed to alter Article 24(1), 24(2) and 24(3) related to constitution and directors liable to retire by rotation with replacement of new Article 24(1), 24(2) and 24(3) in place of the said existing Articles.

In accordance with the provisions of Section 14 of the Companies Act, 2013, amendment to the existing Articles of Association of the Company, would require approval of the members of the Company by way of passing of a Special Resolution at a general meeting. Accordingly, the above resolution is proposed for approval of members of the Company.

The Board therefore, recommends this Special Resolution for approval of the Members.

A copy of the existing as well as the proposed Articles of Association of the Company shall be available for inspection of the Members electronically during business hours on all working days upto the date of the ensuing Annual General Meeting.

None of the Directors and Key Managerial Personnel including their respective relatives shall be deemed to be interested in the above resolution save and except that the music Company of which they are the Director is a member of the Company.

**For and on behalf of the Board**

Sd/-

**Place: Mumbai**

**Dated: 16<sup>th</sup> June 2020**

**MANDAR RAMESH THAKUR**

**Director**

**DIN: 05333792**

Details of Directors proposed for appointment/ re-appointment at the forthcoming Annual General Meeting

| <b>Name</b>  | <b>Selvaraj Shanmugam</b>  | <b>Mandar Thakur</b>   |
|--|--|--|
| Date of Birth  | 19/09/1970   | 26/10/1972   |
| Age  | 49   | 47   |
| Date of appointment on the Board   | 24/01/2020   | 24/08/2018   |
| Qualification / Occupation   | Service  | Service  |
| Terms and conditions of appointment                                      | Liable to retire by rotation.  | Liable to retire by rotation.  |
| Remuneration sought to be paid   | -  | -  |
| Remuneration last drawn (FY18-19)  | -  | -  |
| Brief Biography & Expertise  | Seasoned Finance Professional with over 25+ years of experience in the Music Industry        | Mandar Thakur is COO of Times Music, one of India's leading record labels and music publishers and a division of South Asia's largest diversified media conglomerate – The Times of India group. As one of the founding members of Soundbuzz- Asia/India's first digital music distribution company, Mandar helped pioneer the evolution of the digital music landscape in Asia & India. |
| List of other Companies in which he holds Directorship as on 31/03/2020  | 1. Deep Emotions Publishing Private Limited<br>2. Universal Music Publishing Private Limited | 1. Phonographic Digital Limited<br>2. The Indian Performing Right Society Limited (IPRS)<br>3. Swayam Comicbuk Private Limited   |
| No. of Meetings attended during FY 2019-20                               | 1  | 5  |
| Relationship with other Director/s, Manager and Key Managerial Personnel | None   | None   |

|  |   |  |
|--|---|--|
| <b>Name</b>  | <b>G. B. Aayeer</b>   | <b>Rajat Kakar</b>   |
| Date of Birth  | 08/06/1959  | 26/02/1963   |
| Age  | 61  | 56   |
| Date of appointment on the Board   | 16/06/2020  | 16/06/2020   |
| Qualification / Occupation   | Service   | Service  |
| Terms and conditions of appointment                                      | Appointed as Additional Director holding office up to the date of ensuing annual general meeting of the company.<br><br>Appointed as Managing Director and Chief Executive Officer with immediate effect on the terms and conditions as finalized between the Board of Directors and the Managing Director. | Liable to retire by rotation.  |
| Remuneration sought to be paid   | As per contract   | -  |
| Remuneration last drawn (FY18-19)  | -   | -  |
| Brief Biography & Expertise  | G.B. Aayeer is an industry veteran, lead various capacities including CFO, Interim CEO, Executive Director on the Board of the listed entity, amongst others comes with a long experience of 38 years in senior positions in large corporates.  | Rajat is an industry veteran having successfully led companies such as Sony, Universal Music, Asian Paints, P&G etc. |
| List of other Companies in which he holds Directorship as on 31/03/2020  | -   | 1-Nextgen Telesolutions Private Limited  |
| No. of Meetings attended during FY2019-20                                | -   | 5  |
| Relationship with other Director/s, Manager and Key Managerial Personnel | None  | None   |

|  |   |
|--|---|
| <b>Name</b>  | <b>Bhushan Dua</b>  |
| Date of Birth  | 27/11/1977  |
| Age  | 43 years  |
| Date of appointment on the Board   | 17 <sup>th</sup> July 2018  |
| Qualification / Occupation   | Business  |
| Terms and conditions of appointment                                      | Liabile to retire by rotation.  |
| Remuneration sought to be paid   | -   |
| Remuneration last drawn (FY18-19)  | -   |
| Brief Biography & Expertise  | Bhushan Kumar Dua is the Chairman and Managing Director T-Series which is number one music label in India. Bhushan Kumar took control over the music empire in 1997 and nurtured T-Series into a diversified group in core business of music and films. Today the music company has ventured into not only acquiring soundtracks but also in new media revenue streams like mobile VAS, on-line digital, TV, IPTV, FM & Satellite Radio licensing and music publishing along with producing movies. |
| List of other Companies in which he holds Directorship as on 31/03/2020  | <ol style="list-style-type: none"> <li>1. YBR Music Publishing Private Limited</li> <li>2. Vijay Processors Private Limited</li> <li>3. T-Series Motion Pictures Private Limited</li> <li>4. Venkateshwar Estates Pvt Ltd</li> <li>5. Vijarshan Ventures Private Limited</li> <li>6. Super Cassettes Industries Private Limited</li> <li>7. Aalap Digital Music Private Limited</li> <li>8. T-Series Stageworks Academy Private Limited</li> </ol>  |
| No. of Meetings attended during FY2019-20                                | 1   |
| Relationship with other Director/s, Manager and Key Managerial Personnel | None  |