

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080 (Ph) 022-21678136

Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Annual General Meeting (AGM)

To
Mr. Mandar Thakur
Chairman

of 80th Annual General Meeting (AGM) of the Members of Phonographic Performance Limited (**hereinafter the "Company"**), held on 13th August, 2021 at 10.00 AM through video conferencing ("VC") /other audio-visual means (OVAM).

Consolidated Scrutinizer's Report on voting through Remote E-voting and electronic voting at the 80th AGM in terms of provisions of the Companies Act, 2013 (herein after the "ACT") read with the Rules issued there under.

- A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on, 20th June, 2021 to conduct the following:
- (i) **Remote e-voting** process done by the members of the Company pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) **Electronic Voting at the AGM** under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 80th AGM held 13th August, 2021 at 10.00 AM.
- B. Pursuant to Section 101, 108 of the Act and Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company has confirmed that the Electronic copy of the Notice convening the 59th AGM of the Company and explanatory statement along with the process of electronic voting at the AGM and remote e-voting were sent to the Members of the Company whose e-mail addresses were registered with the Company/the Depository Participant(s) for communication purposes in compliance with the MCA Circular dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021.
- C. The Company had appointed Central Depository Services (India) Limited (CDSL) for conducting the Electronic voting by the members of the Company at the AGM. After the time fixed for

closing of Electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.

- D. The Company had availed the remote e-voting facility provided by CDSL for conducting the remote e-voting by the members of the Company. The remote e-voting commenced on Tuesday, 10th August, 2021 at 9.00 AM and ended on Thursday, 12th August, 2021 at 5.00 PM and the CDSL remote e-voting portal was blocked for voting thereafter.
- E. On the basis of the votes exercised by the members of the Company by way of electronic voting at the AGM of the Company held on 13th August, 2021, I have issued Scrutinizer's Report dated 13th August, 2021.
- F. On the basis of the votes exercised by the members of the Company through remote e-voting. I have issued separate Scrutinizer's Report dated 13th August, 2021.

| | |
|--|--|
| Date of AGM | 13 th August, 2021 |
| Total number of members on record date (i.e. as on 6th August, 2021) | 414 |
| No. of members present in the meeting either in person or through proxy: | |
| Promoter and Promoter group | NA |
| Public | NA |
| No. of members attended the meeting through Video Conferencing: | |
| Promoter and Promoter group | There are no promoters in the company. |
| Public | 9 |

Resolution Item No. 1 - Ordinary Resolution:

To consider and adopt the audited Financial Statements for the year ended 31st March 2021 comprising of Balance Sheet as at 31st March, 2021 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:

| Particulars | Mode of Voting | Total No. of votes Held | No. of votes polled | % of Votes Polled | 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 |
| Members exercised their rights to vote | Remote E-Voting | 30225478 | 19231286 | 63.63 | 19231286 | 0 | 100.00 | 0.00 |
| | E- Voting at AGM | | 164054 | 0.54 | 164054 | 0 | 100.00 | 0.00 |
| | Total | | 19395340 | 64.17 | 19395340 | 0 | 100.00 | 0.00 |

Resolution Item No. 2 - Special Resolution:

To appoint a Director in place of Mr. Balwinder Singh (DIN:02807439), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment:

| Particulars | Mode of Voting | Total No. of votes Held | No. of votes polled | % of Votes Polled | 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 |
| Members exercised their rights to vote | Remote E-Voting | 30225478 | 19231286 | 63.63 | 19227346 | 3940 | 99.98 | 0.02 |
| | E- Voting at AGM | | 164054 | 0.54 | 164054 | 0 | 100.00 | 0.00 |
| | Total | | 19395340 | 64.17 | 19391400 | 3940 | 99.98 | 0.02 |

Resolution Item No. 3 - Special Resolution:

To appoint a Director in place of Justice (Retired) Mr. Vidya Bhushan Gupta (DIN: 08313443), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment:

| Particulars | Mode of Voting | Total No. of votes Held | No. of votes polled | % of Votes Polled | 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 |
| Members exercised their rights to vote | Remote E-Voting | 30225478 | 19231286 | 63.63 | 19230950 | 336 | 100.00 | 0.00 |
| | E- Voting at AGM | | 164054 | 0.54 | 164054 | 0 | 100.00 | 0.00 |
| | Total | | 19395340 | 64.17 | 19395004 | 336 | 100.00 | 0.00 |

*Rounded off to two decimals

Resolution Item No. 4 - Special Resolution:

To appoint a Director in place of Mr. Rajat Kakar (DIN: 01592740), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment:

| Particulars | Mode of Voting | Total No. of votes Held | No. of votes polled | % of Votes Polled | 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 |
| Members exercised their rights to vote | Remote E-Voting | 30225478 | 19231286 | 63.63 | 19231286 | 0 | 100.00 | 0.00 |
| | E- Voting at AGM | | 164054 | 0.54 | 164054 | 0 | 100.00 | 0.00 |
| | Total | | 19395340 | 64.17 | 19395340 | 0 | 100.00 | 0.00 |

Resolution Item No. 5 - Special Resolution:

Regularization of appointment of Mr. Ajit Kumar (DIN: 08105941):

| Particulars | Mode of Voting | Total No. of votes Held | No. of votes polled | % of Votes Polled | 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 |
| Members exercised their rights to vote | Remote E-Voting | 30225478 | 19231286 | 63.63 | 19226446 | 4840 | 99.97 | 0.03 |
| | E- Voting at AGM | | 164054 | 0.54 | 164054 | 0 | 100.00 | 0.00 |
| | Total | | 19395340 | 64.17 | 19390500 | 4840 | 99.98 | 0.02 |

Resolution Item No. 6 - Special Resolution:

Approval of remuneration, perquisites, bonus, benefits and amenities payable to Mr. G.B. Aayeer, Managing Director (DIN: 00087760):

| Particulars | Mode of Voting | Total No. of votes Held | No. of votes polled | % of Votes Polled | 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 |
| Members exercised their rights to vote | Remote E-Voting | 30225478 | 19231286 | 63.63 | 19226446 | 4840 | 99.97 | 0.03 |
| | E- Voting at AGM | | 164054 | 0.54 | 164054 | 0 | 100.00 | 0.00 |
| | Total | | 19395340 | 64.17 | 19390500 | 4840 | 99.98 | 0.02 |

Resolution Item No. 7 - Special Resolution:

Increase in number of members of the Company:

| Particulars | Mode of Voting | Total No. of votes Held | No. of votes polled | % of Votes Polled | 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 |
| Members exercised their rights to vote | Remote E-Voting | 30225478 | 19231286 | 63.63 | 19231286 | 0 | 100.00 | 0.00 |
| | E- Voting at AGM | | 164054 | 0.54 | 164054 | 0 | 100.00 | 0.00 |
| | Total | | 19395340 | 64.17 | 19395340 | 0 | 100.00 | 0.00 |

Resolution Item No. 8 - Special Resolution:

Approval of Public Performance and Radio Tariff Chart:

| Particulars | Mode of Voting | Total No. of votes Held | No. of votes polled | % of Votes Polled | 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 |
| Members exercised their rights to vote | Remote E-Voting | 30225478 | 19224948 | 63.61 | 19224948 | 0 | 100.00 | 0.00 |
| | E- Voting at AGM | | 164054 | 0.54 | 164054 | 0 | 100.00 | 0.00 |
| | Total | | 19389002 | 64.15 | 19389002 | 0 | 100.00 | 0.00 |

Resolution Item No. 9 - Special Resolution:

Approval of Member's License fees Distribution / Payment- Basis & Methodology as per the revised Distribution Policy:

| Particulars | Mode of Voting | Total No. of votes Held | No. of votes polled | % of Votes Polled | 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 |
| Members exercised their rights to vote | Remote E-Voting | 30225478 | 19231286 | 63.63 | 19231286 | 0 | 100.00 | 0.00 |
| | E- Voting at AGM | | 164054 | 0.54 | 164054 | 0 | 100.00 | 0.00 |
| | Total | | 19395340 | 64.17 | 19395340 | 0 | 100.00 | 0.00 |

G. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the Electronic voting facilitated at the AGM.

It is to be noted that:

1. The votes cast does not include invalid & abstained votes.
2. All the aforesaid resolutions were passed with requisite majority.

Thanking you,
Yours faithfully,

**For Makarand M. Joshi & Co.,
Practicing Company Secretaries**

For Phonographic Performance Limited

**Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 13.08.2021**

**Mandar Thakur
Chairman
DIN: 05333792
Place: Mumbai
Date: 13.08.2021**