



Kamana Goenka and Associates

Practising Company Secretaries

A-507, Indraprastha, New Golden Nest, Next to Mithalal Jain Bunglow, Bhayandar (E), Thane –
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Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Annual General Meeting (AGM)

To

Mr. Mandar Thakur

Chairman

of Annual General Meeting (AGM) of the Members of Phonographic Performance Limited (**hereinafter the "Company"**), held on 30th August 2023 at 11.00 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 AGM in terms of provisions of the Companies Act, 2013 (herein after the "ACT") read with the Rules issued there under.

- A. I, Kamana Goenka, Proprietor of Kamana Goenka and Associates, Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on July 4, 2023 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 AGM held on 30th August 2023 at 11.00 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 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 for communication purposes in compliance with the MCA Circular dated 8th April, 2020, 13th April, 2020, 8th December, 2021 and 13th May, 2022.
- 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 Saturday, 26th August 2023 at 9.00 AM and ended on Tuesday, 29th August, 2023 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 30th August, 2023, I have issued Scrutinizer's Report dated 1st September, 2023.
- 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 1st September, 2023.

Date of AGM	30 th August 2023
Total number of members on record date (i.e. as on August 23, 2023)	427
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	77

Resolution 1 - Ordinary Resolution: Adoption of Annual accounts for the year ended March 31, 2023.

Sr. No	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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1	Members exercised their rights to vote	Remote E-Voting	5,18,53,644	4,29,90,558	82.91%	4,29,90,494	64	100.00%	0.00%
		E-Voting at AGM		3,89,566	0.75%	3,89,566	0	100%	0.00%
		Total		4,33,80,124	83.66%	4,33,80,060	64	100%	0.00%

Resolution 2 - Ordinary Resolution - To appoint a director in place of Mr. Mandar Thakur (DIN: 5333792) who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.

Sr. No	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
1	Members exercised their rights to vote	Remote E-Voting	5,18,53,644	4,31,58,554	83.23%	4,31,10,036	48,518	99.89%	0.11%
		E-Voting at EGM		3,89,566	0.75%	3,89,546	20	99.99%	0.01%
		Total		4,35,48,120	83.98%	4,34,99,582	48,538	99.89%	0.11%

Resolution 3 - Ordinary Resolution - To appoint a director in place of Mr. Balwinder Singh (DIN: 2807439), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.

Sr. No	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
1	Members exercised their rights to vote	Remote E-Voting	5,18,53,644	4,31,57,666	83.23%	4,31,04,910	52,756	99.88%	0.12%
		E-Voting at AGM		3,89,566	0.75%	3,89,566	0	100.00%	0.00%
		Total		4,35,47,232	83.98%	4,34,94,476	52,756	99.88%	0.12%

Resolution 4 – Special Resolution - Appointment of Mr. Sanjay Tandon as a non-executive independent director.

Sr. No	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
1	Members exercised their rights to vote	Remote E-Voting	5,18,53,644	4,31,64,738	83.24%	4,30,97,544	67,194	99.84%	0.16%
		E-Voting at AGM		3,89,566	0.75%	3,89,566	0	100.00%	0.00%
		Total		4,35,54,304	83.99%	4,34,87,110	67,194	99.85%	0.15%

Resolution 5 - Special Resolution - Appointment of Mr. Dominic D'souza as a non-executive independent director.

Sr. No	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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1	Members exercised their rights to vote	Remote E-Voting	5,18,53,644	4,29,89,588	82.91%	4,29,23,956	65,632	99.85%	0.15%
		E-Voting at AGM		3,89,566	0.75%	3,89,546	20	99.99%	0.01%
		Total		4,33,79,154	83.66%	4,33,13,502	65,652	99.85%	0.15%

Resolution 6 - Special Resolution - Approval of Remuneration payable to Mr. G.B. Aayeer (DIN: 00087760), Managing and Chief Executive Officer of the Company

Sr. No	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
1	Members exercised their rights to vote	Remote E-Voting	5,18,53,644	4,29,89,588	82.91%	4,29,28,706	60,882	99.86%	0.14%
		E-Voting at AGM		3,89,546	0.75%	3,89,546	0	100.00%	0.00%
		Total		4,33,79,134	83.66%	4,33,18,252	60,882	99.86%	0.14%

Resolution 7 – Special Resolution - Approval of revised Public Performance Tariff chart

Sr. No	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
1	Members exercised their rights to vote	Remote E-Voting	5,18,53,644	4,29,90,558	82.91%	4,29,83,840	6,718	99.98%	0.02%
		E-Voting at AGM		3,89,566	0.75%	3,89,566	0	100.00%	0.00%
		Total		4,33,80,124	83.66%	4,33,73,406	6,718	99.98%	0.02%

Resolution 8 – Special Resolution - Approval of revised Distribution Policy

Sr. No	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
1	Members exercised their rights to vote	Remote	5,18,53,644	4,29,90,558	82.91%	4,29,84,978	5,580	99.99%	0.01%
		E-Voting		3,89,566	0.75%	3,89,566	0	100.00%	0.00%
		E-Voting at AGM		4,33,80,124	83.66%	4,33,74,544	5,580	99.99%	0.01%
		Total							

Resolution 9 – Special Resolution – Approval of royalty payments

Sr. No	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
1	Members exercised their rights to vote	Remote E-Voting	5,18,53,644	4,29,90,558	82.91%	4,29,89,722	836	100.00%	0.00%
		E-Voting at AGM		3,89,566	0.75%	3,89,566	0	100.00%	0.00%
		Total		4,33,80,124	83.66%	4,33,79,288	836	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 abstained votes.
2. All the aforesaid resolutions were passed with requisite majority.

Thanking you,
Yours faithfully,

**For Kamana Goenka and Associates,
Practicing Company Secretaries**

For Phonographic Performance Limited

**Kamana Goenka
Proprietor
ACS No. 35161
CP No. 26093
UDIN: A035161E000914996
Place: Mumbai
Date: 01.09.2023**

**Managing Director and CEO
DIN: 00087760
Place: Mumbai
Date: 01.09.2023**