

# MAKARAND M. JOSHI & CO.

## Company Secretaries

Ecstasy, 803/804, 8<sup>th</sup> 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. G. B. Aayeer

Chairman of the Meeting

of 81<sup>st</sup> Annual General Meeting (AGM) of the Members of Phonographic Performance Limited (hereinafter the "Company"), held on 17<sup>th</sup> August, 2022 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 81<sup>st</sup> 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, 29<sup>th</sup> June 2022 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 81<sup>st</sup> AGM held 17<sup>th</sup> August, 2022 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 81<sup>st</sup> AGM of the Company and explanatory statement along with the process of electronic voting at the 81<sup>st</sup> 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 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 8<sup>th</sup> December, 2021 and 13<sup>th</sup> 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, 13<sup>th</sup> August, 2022 at 9.00 AM and ended on Tuesday, 16<sup>th</sup> August, 2022 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 17<sup>th</sup> August, 2022, I have issued Scrutinizer's Report dated 17<sup>th</sup> August, 2022.
- 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 17<sup>th</sup> August, 2022.

<b>Date of AGM</b>	17 <sup>th</sup> August, 2022
<b>Total number of members on record date (i.e. as on 10<sup>th</sup> August, 2022)</b>	399
<b>No. of members present in the meeting either in person or through proxy:</b>	
Promoter and Promoter group	NA
Public	NA
<b>No. of members attended the meeting through Video Conferencing:</b>	
Promoter and Promoter group	There are no promoters in the Company
Public	59

**Resolution Item No. 1 - Ordinary Resolution:**

To consider and adopt the audited Financial Statements for the year ended 31<sup>st</sup> March, 2022 comprising of Balance Sheet as at 31<sup>st</sup> March, 2022 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.

Sr. No	Promoter/ Public	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 voted at the Annual General Meeting	Remote E-Voting	3,15,51,013	2,98,13,022	94.49	2,98,13,022	0	100.00	0.00
		E- Voting at AGM		14,526	0.05	14,526	0	100.00	0.00
		Total		2,98,27,548	95.54	2,98,27,548	0	100.00	0.00

**Resolution Item No. 2 - Special Resolution:**

To re-appoint Mr. Bhushan Dua (DIN: 00126614) who retires by rotation as a Director and being eligible, offers himself for re-appointment.

Sr. No	Promoter/ Public	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 voted at the Annual General Meeting	Remote E-Voting	3,15,51,013	2,98,13,022	94.49	2,98,01,618	11,404	99.96	0.04
		E- Voting at AGM		14,526	0.05	14,524	2	99.99	0.01
		Total		2,98,27,548	94.54	2,98,16,142	11,406	99.96	0.04

**Resolution Item No. 3 - Special Resolution:**

To re-appoint Mr. Selvaraj Shanmugam (DIN: 6854006), who retires by rotation as a Director and being eligible, offers himself for re-appointment.

Sr. No	Promoter/ Public	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 voted at the Annual General Meeting	Remote E-Voting	3,15,51,013	2,98,13,022	94.49	2,98,06,610	6,412	99.98	0.02
		E- Voting at AGM		14,526	0.05	14,526	0	100.00	0.00
		Total		2,98,27,548	94.54	2,98,21,136	6,412	99.98	0.02

**Resolution Item No. 4 - Special Resolution:**

To appoint Mr. Sanujeet Bhujabal (DIN: 01915460) as a Director.

Sr. No	Promoter/ Public	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 voted at the Annual General Meeting	Remote E-Voting	3,15,51,013	2,98,13,022	94.49	2,97,94,614	18,408	99.94	0.06
		E- Voting at AGM		14,526	0.05	14,526	0	100.00	0.00
		Total		2,98,27,548	94.54	2,98,09,140	18,408	99.94	0.06

**Resolution Item No. 5 - Special Resolution:**

To appoint Mr. Sujal Parekh (DIN: 09098894) as a Director

Sr. No	Promoter/ Public	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 voted at the Annual General Meeting	Remote E-Voting	3,15,51,013	2,98,13,022	94.49	2,98,05,974	7,048	99.98	0.02
		E- Voting at AGM		14,526	0.05	14,526	0	100.00	0.00
		<b>Total</b>		<b>2,98,27,548</b>	<b>94.54</b>	<b>2,98,20,500</b>	<b>7,048</b>	<b>99.98</b>	<b>0.02</b>

**Resolution Item No. 6 - Special Resolution:**

To approve the remuneration, perquisites, benefits, amenities and bonus payable to Mr. G.B. Aayeer as a CEO and Managing Director for the period 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023

Sr. No	Promoter/ Public	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 voted at the Annual General Meeting	Remote E-Voting	3,15,51,013	2,98,13,022	94.49	2,78,97,392	19,15,630	93.57	6.43
		E- Voting at AGM		14,526	0.05	14,526	0	100.00	0.00
		<b>Total</b>		<b>2,98,27,548</b>	<b>94.54</b>	<b>2,79,11,918</b>	<b>19,15,630</b>	<b>93.58</b>	<b>6.42</b>

**Resolution Item No. 7 - Special Resolution:**

To approve the revised Public Performance Tariff chart effective from 18<sup>th</sup> August, 2022, as approved by the Board of Directors of the Company.

Sr. No	Promoter/ Public	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 voted at the Annual General Meeting	Remote E-Voting	3,15,51,013	2,98,12,122	94.49	2,98,12,122	0	100.00	0.00
		E- Voting at AGM		14,526	0.05	14,526	0	100.00	0.00
		Total		2,98,26,648	94.53	2,98,26,648	0	100.00	0.00

**Resolution Item No. 8 - Special Resolution:**

To approve the revised Tariff for Radio Broadcasting effective from 1<sup>st</sup> October, 2022 to 30<sup>th</sup> September, 2023 as approved by the Board of Directors of the Company.

Sr. No	Promoter/ Public	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 voted at the Annual General Meeting	Remote E-Voting	3,15,51,013	2,92,18,216	92.61	2,22,52,066	69,66,150	76.16	23.84
		E- Voting at AGM		14,526	0.05	14,526	0	100.00	0.00
		Total		2,92,32,742	92.65	2,22,66,592	69,66,150	76.17	23.83

**Resolution Item No. 9 - Special Resolution:**

To approve the Member's License fees Distribution / Payment- Basis and Methodology as per the revised Distribution Policy for Financial Year 2022-23, as approved by the Board of Directors of the Company.

Sr. No	Promoter/ Public	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 voted at the Annual General Meeting	Remote E-Voting	3,15,51,013	2,98,13,022	94.49	2,98,12,600	422	100.00	0.00
		E- Voting at AGM		14,526	0.05	14,526	0	100.00	0.00
		Total		2,98,27,548	94.54	2,98,27,126	422	100.00	0.00

**Resolution Item No. 10 - Special Resolution:**

To note the completion of distribution of Royalties for the financial year 2020-21 and to further note the distribution of Royalties for financial year 2021-22.

Sr. No	Promoter/ Public	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 voted at the Annual General Meeting	Remote E-Voting	3,15,51,013	2,98,13,022	94.49	2,98,13,022	0	100.00	0.00
		E- Voting at AGM		14,526	0.05	14,526	0	100.00	0.00
		Total		2,98,27,548	94.54	2,98,27,548	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. Voting rights of members transferred to 'Unclaimed Suspense Account' are frozen.
2. The votes cast does not include abstained votes.
3. 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**  
**FCS No. 5533**  
**CP No. 3662**  
**UDIN: F005533D000817311**  
**Place: Mumbai**  
**Date: 19<sup>th</sup> August, 2022**

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**G. B. Aayeer**  
**Managing Director**  
**DIN: 00087760**  
**Place: Mumbai**  
**Date: 19<sup>th</sup> August, 2022**