

MAKARAND M. JOSHI & CO.

Company Secretaries

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

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

G. B. Aayeer

The Chairman of the Meeting

Phonographic Performance Limited

Crescent Towers, 7th Floor, B/68, Veera Estate Off New Link Road,

Andheri West, Mumbai City Maharashtra- 400053 India

Scrutinizer's Report for electronic voting at the 81st Annual General Meeting (AGM) of the shareholders of Company, held on Wednesday, 17th August, 2022 at 11.00 am through video conferencing ("VC")/other audio-visual means (OVAM)

- A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretary, appointed as Scrutinizer for the purpose of the vote taken on the below mentioned resolutions, at the AGM of the shareholders of the Company, held on Wednesday, 17th August, 2022 at 11.00 am submit our report as under:
- B. The Company had appointed CDSL for conducting the electronic voting by the shareholders of the Company at the AGM.
- C. After the time fixed for closing of the electronic voting at AGM by the Chairman, CDSL electronic portal was blocked for voting thereafter.
- D. The votes cast were unblocked and were reconciled with the records maintained by the Company.
- E. The result of the e-voting at AGM is as under:

Resolution Item No. 1 - Ordinary Resolution

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

(a) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
5	14,526	100%

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(c) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

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.

(a) Voted in **favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
4	14,524	99.99%

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
1	2	0.01%

(c) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

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.

(a) Voted in **favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
5	14,526	100%

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(c) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution Item No. 4 - Special Resolution:

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

(a) Voted in **favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
5	14,526	100%

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(c) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution Item No. 5 – Special Resolution:

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

(a) Voted in **favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
5	14,526	100%

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(c) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

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 1st April, 2022 to 31st March, 2023

(a) Voted in **favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
5	14,526	100%

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(c) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution Item No. 7 - Special Resolution:

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

(a) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
5	14,526	100%

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(c) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution Item No. 8 - Special Resolution:

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

(a) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
5	14,526	100%

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(c) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

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.

(a) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
5	14,526	100%

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(c) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

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.

(a) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
5	14,526	100%

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(c) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

F. List of equity shareholders who voted "FOR" and "AGAINST" each resolution is enclosed.

G. It is to be noted that:

1. Voting rights on the shares transferred to 'Unclaimed Suspense Account' and those shares transferred to the 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include abstained votes.
3. All the aforesaid resolutions were passed with requisite majority.

H. All relevant records are given to the Company Secretary authorized by the Board for safe keeping.

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: F005533D000817344
Place: Mumbai
Date: 19th August, 2022

G. B. Aayeer
Managing Director
DIN: 00087760
Place: Mumbai
Date: 19th August, 2022