



PHONOGRAPHIC PERFORMANCE LTD.

Corporate Address: Crescent Towers, 7th Floor, B68
Veera Estate, Off New Link Road, Andheri (West),
Mumbai - 400053, Maharashtra

www.pplindia.org
Tel.: 2673 6301 / 2 / 3
CIN - U 74999 MH 1941 GAP 142271

Notice is hereby given that the **EXTRA-ORDINARY GENERAL MEETING** of members of **PHONOGRAPHIC PERFORMANCE LIMITED** will be held on **Thursday, 11th January, 2024 at 11:00 a.m.** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), pursuant to Circular no. 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 02/2021 dated 13th January 2021, 02/2022 dated 05th May, 2022 and 25th September, 2023 issued by Ministry of Corporate Affairs (MCA), to transact the following business:

SPECIAL BUSINESS:

1. AMENDMENT TO THE ARTICLES OF ASSOCIATION

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

“**RESOLVED THAT** in compliance of Rule 61(5) of Copyright Rules 2013 and in accordance with the provisions of Section 14 and all other applicable provision(s), if any, of the Companies Act, 2013 or applicable rule(s) made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be altered as under:

Clause No.	Existing	Revised
16.1	As per “Annexure A”	Every Member will have one vote for all ordinary business i.e. one member one vote, when voting is done by a show of hands. Provided that for matters of special business or matters requiring special resolution or when a poll is demanded or ordered or voting is done electronically or by ballot, Voting rights of the members will be in proportion to the ratio of total royalty paid/payable to them as per the last audited financial year for which memberwise royalties have been determined as per the principles laid down by the approved Distribution Scheme; where each member will enjoy one vote for each Rs. 1000 of royalty earned by them with the amount of royalty above Rs.500 being rounded off to compute number of votes.
Clause 16.2 to Clause 16.6 be deleted and Clause 16.7.1 to Clause 16.7.6 be deleted		



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("Annexure A")		
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).	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 fifteen (15)

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all acts, deeds, things and take all such steps as may be necessary, proper expedient or incidental for the purpose of giving effect to the aforesaid resolution.

2. Appointment of Ms. Shilpi Mehta Nanda (DIN: 10323334) as a Non-Executive Independent Director

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

"RESOLVED THAT Ms. Shilpi Mehta Nanda (DIN: 10323334), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 6th October, 2023 and who holds office up to the ensuing General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act"), who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Ms. Shilpi Mehta Nanda, a non-executive Director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed an Independent Director of the Company, not liable to retire by rotation, for a term of five years, commencing with effect from 6th October 2023 to 5th October 2028."

3. Appointment of Mr. Vishal Bhandari (DIN: 10274468) as a Non-Executive Director



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

“RESOLVED THAT Mr. Vishal Bhandari (DIN: 10274468), who was appointed as an Additional Director by the Board of Directors with effect from 6th October 2023 and who holds office up to the ensuing General Meeting, be and is hereby appointed as a Director of the Company and who shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director of the company is granted the authority to carry out all necessary actions, execute deeds, and undertake tasks essential for the formalization of the aforesaid individual’s position as a director of the Company.”

Registered office:

7th Floor, Crescent Towers, B68, Veera
Estate, Off. New Link Road, Andheri (W),
Mumbai-53, Maharashtra 400053, India

For and on behalf of the Board

Sd/-

Managing Director & CEO
DIN: 00087760

Date: 20th December, 2023

Place: Mumbai



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Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated January 13, 2021 read with circulars dated May 5, 2020; April 8, 2020; April 13, 2020, May 05, 2022 and 25th September, 2023 (collectively referred to as “MCA Circulars”) permitted the holding of Extra Ordinary General Meeting (“EGM”) 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 EGM of the Company is being held through VC / OAVM.

The guidelines for the same are as follows:

- a) If participating using a desktop or laptop, please download the Zoom application by clicking on the link as mentioned below:
- b) Click on the link: <https://zoom.us/client/latest/ZoomInstaller.exe>
- c) 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>

- d) After downloading the application,
- e) Please click on ‘Join a meeting’ icon
- f) In the ‘Join Meeting screen’, please enter the Meeting ID as **870 6625 9498** in ‘Enter meeting ID or personal link name’ box. (The first box in Join Meeting screen)
- g) Please enter your name and the record label you represent in the ‘Your Name’ box. (The second box in the Join Meeting screen)
- h) Do not click on the icons below:
Remember my name
for future meetings Do
not connect to audio
Turn off my video
- i) Please click on ‘Join’ icon
- j) This will lead to “Enter meeting password” screen, please enter the password as **473243** to join the meeting.
- k) Please turn on your video and audio to help us communicate with you.
- l) 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.
Join Zoom Meeting

<https://us02web.zoom.us/j/87066259498?pwd=LzkrejZsVFRFRQ05mNHlKNzEwYjErQT09>

- m) The entry to the video conferencing is regulated, please reach out to Ms. Chandni



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- Parikh at chandni.parikh@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. 9773568346 / 9892789352 for any assistance.
- n) Members are encouraged to join the Meeting through their laptops for better experience.
 - o) 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.
 - p) 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.
 - q) 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 or call + 91 9892789352. 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 EGM 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 EGM 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 EGM 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 EGM 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 EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice will also be available on the Company's website <https://www.pplindia.org>.
 5. Members attending the EGM 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 Businesses 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 be entitled to participate or vote at the Extra Ordinary General Meeting only if necessary paper work has been done and membership has been transferred to the legal heirs.



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8. Corporate members intending to send their authorized representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution (scanned copy) authorizing their representative to attend the Extra Ordinary 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 EGM 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 EGM.
- b. The facility of casting the votes by the members using an electronic voting system ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- c. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow e-voting on the platform of NSDL for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- d. The remote e-voting period **commences on January 8, 2024 at 09:00 A.M. and ends on January 10, 2024 at 05:00 P.M.** During this period, members of the Company as on the cut-off date i.e. **December 31, 2023** only may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by NSDL 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. 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.

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 NSDL. The instructions for members for voting electronically are given in below paragraphs.

The remote e-voting period will commence at **09:00 A.M. on January 8, 2024, and will end at 05:00 P.M. on January 10, 2024.** The remote e-voting shall not be allowed beyond **05:00 P.M. on January 10, 2024.** At the end of remote e-voting, the remote e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any



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of the resolutions using the remote e-voting facility, either during remote e-voting period or e-voting during the Meeting. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their vote at the Meeting. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

A. PROCEDURE FOR E-VOTING:

The detailed procedure and manner for voting electronically on NSDL e-voting system are explained herein below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system

Details on Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders/ Member" section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. The User ID and Password for casting your vote electronically and for attending the Meeting through VC/OAVM are given in the pdf file being enclosed in the mail from NSDL. Please note that the password to open the pdf file is the unique id mentioned in the mail.
5. The User ID and Password are being sent to all the Members whose email addresses are available with the Company.
6. A Member who cannot retrieve or has not received the User ID and Password or have forgotten your password can go through the "Physical User Reset Password?" option available on www.evoting.nsdl.com.
7. Those Members whose e-mail addresses are not available with the Company and as a result have not received the e-mail communication, may obtain the User ID and Password by writing to NSDL at evoting@nsdl.com. Such a Member is requested to provide his / her / its name, address, PAN, mobile number and email address along with the request.



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8. After entering your password, click on Agree to “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. After you click on the “Login” button, Home page of e-voting will open.

Details on Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the “EVEN” in which you are eligible to vote.
3. Select “EVEN” of the Company for which you wish to cast your vote.
4. Now you are ready for e-voting as the Voting page opens
5. Cast your vote by selecting appropriate options i.e. assent or dissent to the Resolution for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. INSTRUCTIONS FOR E-VOTING ON THE DAY OF THE MEETING ARE AS UNDER:

1. The procedure for e-voting at the Meeting is same as the procedure outlined above for remote e-voting.
2. Only those Members, who are present in the Meeting through VC/OAVM and have not cast their vote through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available at the Meeting.
3. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Meeting shall be the same person mentioned for Remote e-voting.



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C. PROCEDURE FOR ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

- a) Members can attend the Meeting through VC / OAVM after following the steps for 'Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>' as outlined above in the procedure for remote e-voting.
- b) After successful login, Members will be able to see the VC / OAVM link placed under 'Join meeting' menu against the Company's name. Members are requested to click on the VC / OAVM link placed under 'Join meeting' menu.
- c) Members can join the Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- d) Members are encouraged to join the Meeting through Laptops for better experience. Members will be required to allow the camera and use internet with good speed to avoid any disturbance during the Meeting. 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.
- e) Members who need assistance before or during the Meeting, can contact Mr. Amit Vishal, Assistant Vice President-NSDL or Ms. Pallavi Mhatre, Senior Manager – NSDL at evoting@nsdl.com or call at 022 4886 7000 / 022 2499 7000.
 - Ms. Kamana Goenka, Proprietor of M/s. Kamana Goenka & Associates, Practicing Company Secretaries have been appointed as the Scrutinizers to scrutinize the e-voting process and voting through online e-voting at the Extra Ordinary General Meeting in a fair and transparent manner.
 - The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast through e-voting facilities during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 3 days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
 - The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.pplindia.org/> and on the website of NSDL within 3 (Three) days of passing of the resolutions at the Extra Ordinary General Meeting and will be communicated to Members accordingly.
 - The User id and Password for exercising e-voting facility to cast vote on the resolutions as per the Notice of EGM, will be sent on the e-mail id registered with the Company.

D. GENERAL GUIDELINES FOR MEMBERS:

- i. Members other than individuals are required to send a scanned copy (PDF / JPG format) of the relevant Board Resolution / appropriate authorisation, together with the attested specimen signature(s) of the authorized signatory(ies) who are authorized to vote, to the Scrutinizer via email at kamanakhetan@gmail.com with a copy marked to evoting@nsdl.com.



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They can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- iii. In case of any queries relating to e-voting you may refer to the FAQs and e-voting user manual available at the download section of www.evoting.nsdl.com or call on.: 022 4886 7000 / 022 2499 7000 or send a request at evoting@nsdl.com. In case of any grievances connected with facility for e-voting, please contact to Mr. Amit Vishal, Assistant Vice President-NSDL and /or Ms. Pallavi Mhatre, Senior Manager- NSDL at evoting@nsdl.com

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

ITEM NO. 1

It is proposed to alter the AOA of the Company in a way that all the requirements as mentioned in the Copyright Act along with the Rules are complied with. Such amendments to the AoA will also facilitate broader representation of the members on the board of directors.

A copy of the proposed AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM.

The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

Item No. 2:

Pursuant to the provisions of Section 149, 152 and 161 of the Act, the Board of Directors at its meeting held on October 6, 2023, approved the appointment of Ms. Shilpi Mehta Nanda (DIN: 10323334) as an Additional Non-Executive Independent Director of the Company with effect from 6th October 2023 to hold office till the ensuing Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Non-Executive Independent director of the Company. Ms. Shilpi Mehta Nanda has given a declaration that she meets



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with the criteria of independence as provided in Section 149(6) of the Act and qualifies for being appointed as a Non-Executive Independent Director of the Company. In the opinion of the Board of Directors, Ms. Shilpi Mehta Nanda fulfills the conditions specified in the Act and rules made there under. She will not be liable to retire by rotation and shall hold office for a term of 5 (five) consecutive years with effect from 6th October 2023. She is independent of the management and possesses appropriate skills, experience and knowledge. Copy of the draft letter for appointment of the Non-Executive Independent Director setting out terms and conditions would be available for inspection at the website of the Company. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Shilpi Mehta Nanda as a Non-Executive Independent Director. Brief resume of the above Director, nature of her expertise in specific functional areas and names of companies in which she holds directorship are provided in "Annexure B" to the Notice of the Extra-Ordinary General Meeting. Accordingly, the Board recommends passing of the Special Resolution in relation to appointment of Ms. Shilpi Mehta Nanda as a Non-Executive Independent Director for a term of five consecutive years with effect from October 6, 2023, for the approval by the members of the Company. Except Ms. Shilpi Mehta Nanda and her relatives, none of the Directors, other Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice of the Extra-Ordinary General Meeting.

Item No. 3:

Mr. Vishal Bhandari (DIN: 10274468), who was appointed as an Additional Director by the Board of Directors with effect from 6th October 2023 and who holds office up to the date of ensuing General Meeting, is eligible for appointment as a Director. The Board of Directors at its meeting held on December 14, 2023 have proposed the candidature of Mr. Vishal Bhandari for appointment as Director at the Extra-Ordinary General Meeting. Brief resume of the above Director, nature of his expertise in specific functional areas and names of companies in which he holds directorship are provided in "Annexure B" to the Notice of the Extra-Ordinary General Meeting. Hence the Board recommends the Resolution at Item No. 3 of this Notice for the approval of the Members.

Except, Mr. Vishal Bhandari 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. 3 of this Notice.

Registered office:

7th Floor, Crescent Towers, B68, Veera
Estate, Off. New Link Road, Andheri (W),
Mumbai-53, Maharashtra 400053, India

For and on behalf of the Board

Sd/-
CEO and Managing Director
DIN: 00087760

Date: 20th December, 2023

Place: Mumbai



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“Annexure A” – Existing Clause 16 of Articles of Association

16.1 Every Member will have one vote for all ordinary business i.e. one member one vote, when voting is done by a show of hands. Provided that for matters of special business or matters requiring special resolution or when a poll is demanded or ordered or voting is done electronically, the voting right per Member shall be exercised as follows:

16.1.1 The voting rights of the Members shall be on the basis of Weighted Average of Number of Works in every category represented and registered with the Company.

16.1.2 The Works shall be classified into Five (5) classifications, viz., International, Film National (Hindi), Film Regional, Non-Film National (Hindi) and Non-Film Regional, indicative of the different types of Works prevalent in Indian music market.

16.1.3 The Works as classified shall be assigned weightage which is indicative of the market share of these Works being made by the owners in creating these Works as follows:

CLASSIFICATION OF WORKS	WEIGHTED AVERAGE	NUMBER OF UNITS PER WORK
International	10%	4
Film National	60%	24
Film Regional	15%	6
Non Film National	12.50%	5
Non Film Regional	2.50%	1
Total	100%	

16.2 It is clarified that the Expired and Disputed Songs in the repertoire of the Member shall not be counted toward determining the voting rights of such members:

16.3 Member who has given rights for one category shall get voting rights as on the basis of Weighted Average of Number of Works registered with the Company for that category..

16.4 In case a member has given more than one category of rights; the Voting rights shall be of the sum total of the Weighted Average of Number of Works registered with the Company in each category.

16.5 The category of rights is defined in the Class of Members as in Article 9 of the AOA.



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16.6 The calculation of the voting rights will be carried out on the record date and such date will be intimated to the Members.

16.7 The voting rights of the members shall be calculated as follows::

16.7.1 The total number of votes of a member shall be calculated by multiplying the number of Works registered with the Company by No. of Units per Work. Derivative works, for example mash-ups, non-stop mix, name tunes, etc. are not eligible to be counted for this purpose.

16.7.2 In the event of joint ownership or multiple owners of same work, the unit shall be divided in relation to the ownership pattern..

16.7.3 The block of works can be changed from time to time in accordance with the number of works registered with the Company..

16.7.4 The Company shall maintain a separate record of works registered and number of eligible votes..

16.7.5 The work registration process shall be updated on a regular basis. Any Works whose title is in dispute between two Members, or disputed by a

16.7.6 However, for the purpose of voting and eligible votes per work, the number of works registered as on 31st March of the year in which the General meeting is held shall be considered.

**“ANNEXURE B” to the Notice of Annual General Meeting
Details of Director seeking Appointment/re-appointment at the Annual
General Meeting**

Name of the Director	Ms. Shilpi Mehta Nanda	Mr. Vishal Bhandari
DIN	10323334	10274468
Age	39	43
Date of Birth	17.08.1984	28.09.1980
Date of first Appointment on the Board	October 6, 2023	October 6, 2023



PHONOGRAPHIC PERFORMANCE LTD.

Corporate Address: Crescent Towers, 7th Floor, B68
Veera Estate, Off New Link Road, Andheri (West),
Mumbai - 400053, Maharashtra

www.pplindia.org
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Brief resume and expertise in Specific Functional Areas	Mrs. Shilpi Mehta Nanda is the founder of ZEAL Attorney. She is an expert in Indian and International Intellectual Property & Technology laws and Contractual laws. She has been practicing law and intellectual property for past 16 years. She is the head of Intellectual Property Prosecution and Litigation Department in the Firm.	Mr. Vishal Bhandari is Director of Finance & Administration at Sony Music Entertainment and has been working at Sony Music from the past 16 years. He holds a degree of Chartered Accountancy and Company Secretary.
Qualifications	LLB, LLM.	C.A. C.S.
Directorship held in other companies	Nil	<ul style="list-style-type: none"> • Sony Music Entertainment Pvt Ltd • Sony Entertainment Talent Ventures Pvt Ltd • Big Bang Records Pvt Ltd.
Disclosure of relationships between directors <i>inter-se</i> and Manager and other Key Managerial Personnel of the Company	Nil	Nil
Terms and conditions of appointment or re-appointment.	She will be appointed as a Non-Executive Independent Director for a period of 5 years	He will be appointed as a Non-Executive Director
Details of remuneration sought to be paid and the remuneration last drawn by such person	Past remuneration: Nil Proposed remuneration: Sitting fees	Past remuneration: Nil Proposed remuneration: Sitting fees
Number of Board meetings attended during the year	Nil	Nil
Membership/ Chairmanship of Committees of other Board	Nil	Nil