



Kamana Goenka and Associates

Practising Company Secretaries

A-507, Indraprastha, New Golden Nest, Next to Mithalal Jain Bunglow, Bhayandar (E), Thane – 401105

Phone No: 9892913825

Email: kamanakhetan@gmail.com

Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Extra-Ordinary General Meeting (EGM)

To

Mr. Mandar Thakur

Chairman

of Extra-Ordinary General Meeting (EGM) of the Members of Phonographic Performance Limited (**hereinafter the "Company"**), held on January 11, 2024 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 EGM 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 December 14, 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 EGM** under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the EGM held on January 11, 2024 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 EGM of the Company and explanatory statement along with the process of electronic voting at the EGM 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 National Securities Depository Limited (NSDL) for conducting the Electronic voting by the members of the Company at the EGM. After the time fixed for closing of Electronic voting at EGM by the Chairman, voting was closed and votes cast were unblocked.

- D. The Company had availed the remote e-voting facility provided by NSDL for conducting the remote e-voting by the members of the Company. The remote e-voting commenced on Monday, January 8, 2024 at 9.00 AM and ended on Wednesday, January 10, 2024 at 5.00 PM and the NSDL 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 EGM of the Company held on January 11, 2024, I have issued Scrutinizer's Report dated January 11, 2024.
- 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 January 11, 2024.

Date of EGM	January 11, 2024
Total number of members on record date (i.e. as on January 4, 2024)	428
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 - Attendance is pending for Authority Letters/ 113 Resolutions	24

Resolution 1 - Special Resolution: AMENDMENT TO THE ARTICLES OF ASSOCIATION

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	5,19,26,587	2,68,16,759	51.64%	2,68,16,717	42	99.9998%	0.0002%
		E-Voting at EGM		68,143	0.13%	68,143	0	100.00%	0.00%
		Total		2,68,84,902	51.77%	2,68,84,860	42	99.9998%	0.0002%

Resolution 2 - Special Resolution - Appointment of Ms. Shilpi Mehta Nanda (DIN: 10323334) 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	5,19,26,587	2,68,16,759	51.64%	2,68,16,717	42	99.9998%	0.0002%
		E-Voting at EGM		68,143	0.13%	68,143	0	100.00%	0.00%
		Total		2,68,84,902	51.77%	2,68,84,860	42	99.9998%	0.0002%

Resolution 3 - Special Resolution - Appointment of Mr. Vishal Bhandari (DIN: 10274468) as a Non-Executive 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	5,19,26,587	2,68,15,981	51.64%	2,68,14,357	1,624	99.99%	0.01%
		E-Voting at EGM		68,143	0.13%	68,143	0	100.00%	0.00%
		Total		2,68,84,124	51.77%	2,68,82,500	1,624	99.99%	0.01%

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 EGM.

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: A035161E003208694
Place: Mumbai
Date: 13.01.2024

Managing Director and CEO
DIN: 00087760
Place: Mumbai
Date: 13.01.2024