

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
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FORM No. MGT-13

SCRUTINIZERS' REPORT

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

To
The Chairman
Phonographic Performance Limited
Crescent Towers, 7th Floor,
B/68, Veera Estate, Off New Link Road,
Andheri (West), Mumbai - 400053

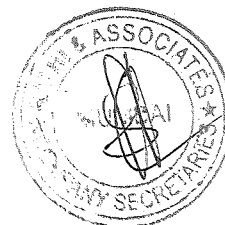
Dear Sir,

Sub: Scrutinizers' Report on voting through physical Ballot Forms (Poll) at the 76th Annual General Meeting of the Members of Phonographic Performance Limited

We, Vishnu Chauhan, Member of **Phonographic Performance Limited** (the Company) and Himanshu S. Kamdar, Partner of M/s Rathi & Associates, Company Secretaries appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s) at the 76th Annual General Meeting of the Members of Phonographic Performance Limited held on Tuesday, 26th December 2017 at 10:30 A.M. at Raheja Classique Club, 2nd Floor, New Link Road, Behind Infinity Mall, Andheri (West), Mumbai – 400 053, submit our report as under:

1. On the announcement of Poll by the Chairman of the meeting, the ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. After the closure of poll, the locked ballot box was subsequently opened in our presence and in the presence of two witnesses namely Mr. Kuljit Singh Malhotra and Ms Geeta Parmar, Members of the Company and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
3. A total of 35 (Thirtyfive) poll papers were received from the members present in person or through authorized representatives/proxies. Out of the said poll papers, 1 (One) Poll paper received from a proxy was rejected due to late receipt of proxy form from the concerned member whereas 1 (One) poll paper was found to be incomplete and hence, has been treated as invalid and kept separately.

Vishnu Chauhan



4. The result of the Poll is as under:

- (a) **Resolution No. 1** - as an Ordinary Resolution for adoption of the Audited Balance Sheet as at 31st March, 2017 and Profit & Loss Account and Statement of Cash Flow for the financial year ended on that date along with the Schedules, Annexures and Notes thereto and the Reports of the Board of Directors and the Auditors thereon

(i) Voted in favour of the resolution:		
Number of members present (in person or through authorized representative/proxy) whose votes were declared as valid	Number of votes cast by them	% of total number of valid votes cast
33	8,211,864	100.00

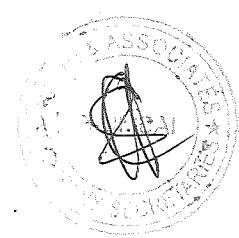
(ii) Voted against the resolution:		
Number of members present (in person or through authorized representative/proxy) whose votes were declared as valid	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes:	
Number of members present (in person or through authorized representative/proxy) whose votes were declared as invalid	Total Number of votes cast by them
2	120

- (b) **Resolution No. 2** - as an Ordinary Resolution for appointment of Mr. Mandar Ramesh Thakur (DIN: 5333792), who retired by rotation at 76th Annual General Meeting and being eligible, had offered himself for re-appointment.

(i) Voted in favour of the resolution:		
Number of members present (in person or through authorized representative/proxy) whose votes were declared as valid	Number of votes cast by them	% of total number of valid votes cast
33	8,211,864	100.00

Vishnu Chaudhari



(ii) Voted against the resolution:		
Number of members present (in person or through authorized representative/proxy) whose votes were declared as valid	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes:	
Number of members present (in person or through authorized representative/proxy) whose votes were declared as invalid	Total Number of votes cast by them
2	120

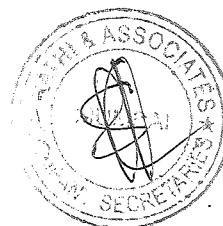
- (c) **Resolution No. 3** - as an Ordinary Resolution for appointment of Mr. Devraj Sanyal (DIN: 03533598), who retired by rotation at 76th Annual General Meeting and being eligible, had offered himself for re-appointment.

(i) Voted in favour of the resolution:		
Number of members present (in person or through authorized representative/proxy) whose votes were declared as valid	Number of votes cast by them	% of total number of valid votes cast
33	8,211,864	100.00

(ii) Voted against the resolution:		
Number of members present (in person or through authorized representative/proxy) whose votes were declared as valid	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes:	
Number of members present (in person or through authorized representative/proxy) whose votes were declared as invalid	Total Number of votes cast by them
2	120

Vishu Chavhan



- (d) **Resolution No. 4** - as an Ordinary Resolution for appointment of Mr. Ghanashyam Aayeer (DIN: 00087760), who retired by rotation at 76th Annual General Meeting and being eligible, had offered himself for re-appointment.

(i) Voted in favour of the resolution:		
Number of members present (in person or through authorized representative/proxy) whose votes were declared as valid	Number of votes cast by them	% of total number of valid votes cast
31	8,167,791	99.46*

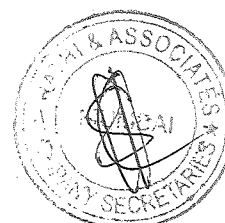
(ii) Voted against the resolution:		
Number of members present (in person or through authorized representative/proxy) whose votes were declared as valid	Number of votes cast by them	% of total number of valid votes cast
2	44,073	0.54*

(iii) Invalid Votes:	
Number of members present (in person or through authorized representative/proxy) whose votes were declared as invalid	Total Number of votes cast by them
2	120

*Rounded off to nearest decimal

- (e) **Resolution No. 5** - as an Ordinary Resolution for ratification of appointment of M/s Price Waterhouse, Chartered Accountants, Mumbai (Firm Registration Number: 301112E), as the Statutory Auditors of the Company, to hold office from the conclusion of 76th Annual General Meeting until the conclusion of the next Annual General Meeting i.e. in respect of Financial Year 2017-18 and authority to the Board of Directors to fix their remuneration.

(i) Voted in favour of the resolution:		
Number of members present (in person or through authorized representative/proxy) whose votes were declared as valid	Number of votes cast by them	% of total number of valid votes cast
33	8,211,864	100.00



(ii) Voted against the resolution:		
Number of members present (in person or through authorized representative/proxy) whose votes were declared as valid	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes:	
Number of members present (in person or through authorized representative/proxy) whose votes were declared as invalid	Total Number of votes cast by them
2	120

- (f) **Resolution No. 6** - as an Ordinary Resolution for approval of Tariff Chart (for sound recording works) and Members' License fees Distribution/Payment – Basis & Methodology i.e. Distribution Scheme

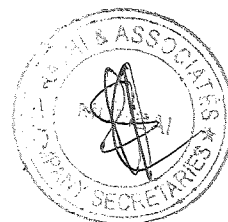
(i) Voted in favour of the resolution:		
Number of members present (in person or through authorized representative/proxy) whose votes were declared as valid	Number of votes cast by them	% of total number of valid votes cast
32	8,211,729	100.00*

(ii) Voted against the resolution:		
Number of members present (in person or through authorized representative/proxy) whose votes were declared as valid	Number of votes cast by them	% of total number of valid votes cast
1	135	0.00*

(iii) Invalid Votes:	
Number of members present (in person or through authorized representative/proxy) whose votes were declared as invalid	Total Number of votes cast by them
2	120

*Rounded off to nearest decimal

Vishw Chaudhary



- (g) **Resolution No. 7** - as an Ordinary Resolution for approval to the Company for pursuing with the Central Government its application for re-registration as a Copyright Society under Section 33 of the Copyright Act

(i) Voted in favour of the resolution:		
Number of members present (in person or through authorized representative/proxy) whose votes were declared as valid	Number of votes cast by them	% of total number of valid votes cast
33	8,211,864	100.00

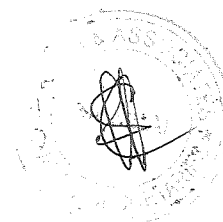
(ii) Voted against the resolution:		
Number of members present (in person or through authorized representative/proxy) whose votes were declared as valid	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes:	
Number of members present (in person or through authorized representative/proxy) whose votes were declared as invalid	Total Number of votes cast by them
2	120

- (h) **Resolution No. 8** - as an Ordinary Resolution for ratification of appointment of Ernst & Young LLP, Chartered Accountants, Mumbai, as Internal Auditors of the Company for Financial Year 2017-18, including ratification of their remuneration as determined by the Board of Directors of the Company

(i) Voted in favour of the resolution:		
Number of members present (in person or through authorized representative/proxy) whose votes were declared as valid	Number of votes cast by them	% of total number of valid votes cast
33	8,211,864	100.00

Wishu Chauhan



(ii) Voted against the resolution:		
Number of members present (in person or through authorized representative/proxy) whose votes were declared as valid	Number of votes cast by them	% of total number of valid votes cast
0	0	-

(iii) Invalid Votes:	
Number of members present (in person or through authorized representative/proxy) whose votes were declared as invalid	Total Number of votes cast by them
2	120

- (i) **Resolution No. 9** - as an Ordinary Resolution for ratification of the Company's cessation of granting of fresh licenses or renewal of existing licenses for sound recordings w.e.f. 01.04.2017 in respect of mobile/telecom sector and internet/ digital/ on-line/web-casting platform sector

(i) Voted in favour of the resolution:		
Number of members present (in person or through authorized representative/proxy) whose votes were declared as valid	Number of votes cast by them	% of total number of valid votes cast
31	8,160,796	99.38*

(ii) Voted against the resolution:		
Number of members present (in person or through authorized representative/proxy) whose votes were declared as valid	Number of votes cast by them	% of total number of valid votes cast
2	51,068	0.62*

(iii) Invalid Votes:	
Number of members present (in person or through authorized representative/proxy) whose votes were declared as invalid	Total Number of votes cast by them
2	120

*Rounded off to nearest decimal



5. The list of members who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to Ms Sushma P.N., General Manager – Finance & Accounts of the Company, who is authorized by the Board for safe keeping.

Vishnu Chauhan

**VISHNU CHAUHAN
SCRUTINIZER**

For **RATHI & ASSOCIATES
COMPANY SECRETARIES**



**HIMANSHU S. KAMDAR
PARTNER**

**FCS No.: 5171
COP No.: 3030
SCRUTINIZER**



Place: Mumbai
Date: 28th December 2017