

## NOTICE

Notice is hereby given that the **78<sup>th</sup> Annual General Meeting** of members of **PHONOGRAPHIC PERFORMANCE LIMITED** will be held on **Monday, 26<sup>th</sup> August, 2019 at 9:30 A.M.** at Hotel Rang Sharda, Embassy Banquet Hall, Near Lilavati Hospital, Bandra Reclamation, Bandra West, Mumbai - 400 050 to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2019 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.

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

To appoint a Director in place of Mr. Sanujeet Bhujabal (DIN: 01915460), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

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

To appoint a Director in place of Mr. Vinit Thakkar (DIN: 08050943), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

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

To appoint a Director in place of Mr. Kumar Ajit (DIN: 08105941), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139(1) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and rules, circulars, notifications made/ issued thereunder, including any amendment, modification, variation or re-enactment thereof, M/s. Price Waterhouse, Chartered Accountants, (Firm Registration No. 301112E) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a term of 5 years i.e. from the conclusion of the Seventy Eighth Annual General Meeting until the conclusion of the Eighty Third Annual General Meeting to be held in the year 2024.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and / or otherwise considered by them to be in the best interest of the Company, including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto.”

## **SPECIAL BUSINESS:**

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

**“RESOLVED THAT**, Mr. Balwinder Singh (DIN: 02807439), who was appointed as Additional Director by the Board of Directors at their Meeting held on Wednesday, November 21, 2018 and who holds office upto the date of ensuing Annual General Meeting, be and is hereby appointed as a Director who shall be liable to retire by rotation.”

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

**“RESOLVED THAT**, Mr. V. B. Gupta (DIN: 08313443), who was appointed as Additional Director by the Board of Directors at their Meeting held on Wednesday, November 21, 2018 and who holds office upto the date of ensuing Annual General Meeting, be and is hereby appointed as the Independent Director of the Company.”

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

**“RESOLVED THAT**, Mr. Rajat Kakar (DIN: 01592740), who was appointed as an Additional Director by the Board of Directors at their Meeting held on Wednesday, November 21, 2018 and who holds office upto the date of ensuing Annual General Meeting, be and is hereby appointed as the Director of the Company.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 196 read with Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014 of the Companies Act, 2013 and Article 25.5 of the Articles of Association of the Company, approval of members be accorded to the appointment of Mr. Rajat Kakar (DIN: 01592740) as Managing Director and Chief Executive Officer of the Company commencing from 21<sup>st</sup> November, 2018, on the terms and conditions as mentioned in the agreement executed between the Board of Directors and the Managing Director.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the new set of Articles of Association, be and are hereby approved and adopted, in substitution, and to the entire exclusion of the existing Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to take all such steps and actions for the purpose of making all filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution.”

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

**“RESOLVED THAT** the revised Public Performance Tariff Scheme, as approved by the Board and as annexed to this Notice, be and is hereby approved.”

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

**“RESOLVED THAT the** Member’s License Fees Distribution / Payment - Basis & Methodology i.e. Distribution Scheme for F.Y. 2019-20 and onwards as approved by the Board and as annexed to this Notice be and is hereby approved.”

**NOTES:**

1. ***A member entitled to attend and vote at the Annual General Meeting is also entitled to appoint a proxy to attend and on a poll, to vote instead of himself/herself and such proxy need not be a member of the Company.***
2. A person can act as proxy, on behalf of members, for not more than fifty (50) members. The duly filled proxy form in order to be valid, must be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting. A proxy form is sent herewith.
3. Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013 in respect of the Special Business items as set out in the Notice is annexed hereto and forms part of this Notice.
4. Member/Proxy attending the Meeting must fill-in the Attendance Slip sent herewith to attend the Meeting. The member and his proxy cannot attend the meeting together. **Either the member or his proxy (only one person) shall be allowed inside the meeting venue.**
5. In case of deceased Members, their respective legal heirs will neither be entitled to participate and vote at the Annual General Meeting nor to appoint Proxy to attend and vote at the AGM on their behalf.
6. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
7. Members in person and Proxy holders may please carry Photo ID Card for identification/verification purpose.
8. Family Members, Friends, Colleagues, Children accompanying the Member/Proxy/Legal Heir, shall not be permitted to attend the meeting.
9. Members are requested to notify the Company about their change of address, if any.
10. The route map to the venue of the Annual General Meeting is attached at the end of this Notice as per the requirement of the Secretarial Standard-2 on General Meetings.

11. All members are cordially invited for **breakfast**, starting from 9:00 a.m., at the Annual General Meeting venue.

**12. 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 AGM.
- b. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (AGM) (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
- c. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- d. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- e. The members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again, either by e-voting or by physical ballot.
- f. The remote e-voting period on **commences on Friday, 23<sup>rd</sup> August, 2019 at 9:00 a.m. and ends on Sunday, 25<sup>th</sup> August, 2019 at 5:00 p.m.** During these period members of the Company as on the cut-off date i.e. **Monday, 19<sup>th</sup> August, 2019** only may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by CDSL for voting thereafter. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently. (Whether voted by e-voting or by physical ballot). Please refer to Rule 20 Sub-Rule (vii) of the Companies (Management & Administration) Rules, 2014.

**E-Voting Process:**

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

**The instructions for members voting electronically are as under:**

- i. The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on Members.

- iii.** Now Enter your User ID provided to you along with the notice for this Annual General Meeting.
- iv.** Next enter the Image Verification as displayed and Click on Login.
- v.** Enter your password to be used provided to you along with the notice for this Annual General Meeting.
- vi.** After entering these details appropriately, click on "SUBMIT" tab.
- vii.** Click on the EVSN of Phonographic Performance Limited on which you choose to vote.
- viii.** On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- ix.** Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- x.** After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xi.** Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xii.** You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xiii.** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xiv.** A copy of this notice has been placed on the website of the Company and the website of CDSL.
- xvii.** M/s. Rathi & Associates, Practicing Company Secretaries have been appointed as the Scrutinizers to scrutinize the e-voting process and voting by ballots at the 78<sup>th</sup> Annual General Meeting in a fair and transparent manner.
- xviii.** The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the Annual General Meeting, unblock the votes in the presence of at least two

(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- xix. The Results shall be declared within a period not exceeding three (3) working days from the conclusion of the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.pplindia.org> and on the website of CDSL within 3 (Three) days of passing of the resolutions at the Annual General Meeting and will be communicated to Members accordingly.
- xx. **The User id and Password for exercising e-voting facility to cast vote on the resolutions, as per the Notice of AGM, will be sent separately through courier at the address and e-mail id registered with the Company.**

**ANNEXURE TO THE NOTICE:**

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

**Item No. 6:**

Mr. Balwinder Singh (DIN: 02807439) was appointed as an Additional Director by the Board of Directors of the Company with effect from 21<sup>st</sup> November, 2018, who holds office of Director upto the date of this Annual General Meeting and is eligible for appointment as a Director. The Company has received notice from member under section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Balwinder Singh for appointment as Director at the ensuing Annual General Meeting. A brief profile of Mr. Balwinder Singh is attached to this notice.

Hence the Board recommends the Resolution at Item No. 6 of this Notice for approval of the Members.

Except, Mr. Balwinder Singh 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. 6 of this Notice.

**Item No. 7:**

Mr. V.B. Gupta (DIN: 08313443), who was appointed as Additional Director by the Board of Directors at their Meeting held on Wednesday, November 21, 2018 and who holds office upto the date of ensuing Annual General Meeting, is eligible for appointment as a Director. The Company has received notice from member under section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. V.B. Gupta for appointment as Independent Director at the ensuing Annual General Meeting. A brief profile of Mr. V. B. Gupta is attached to this notice.

Hence the Board recommends the Resolution at Item No. 7 of this Notice for approval of the Members.

Except, Mr. V.B. Gupta 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. 7 of this Notice.

**Item No. 8:**

Mr. Rajat Kakar (DIN : 01592740), who was appointed as Additional Director by the Board of Directors at their meeting held on Wednesday, November 21, 2018 and who holds office upto the date of ensuing Annual General Meeting, is eligible for appointment as a Director. The Company has received notice from member under section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Rajat Kakar for appointment as Director at the ensuing Annual General Meeting. A brief profile of Mr.Rajat Kakar is attached to this notice.

Hence the Board recommends the Resolution at Item No. 8 of this Notice for approval of the Members.

Except, Mr. Rajat Kakar 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. 8 of this Notice.

**Item No. 9:**

The Board of Directors of the Company at their meeting held on November 21, 2018, subject to approval of members, approved appointment of Mr. Rajat Kakar (DIN : 01592740) as Managing Director of the Company on the terms and conditions as mentioned in the Agreement executed between the Board and Managing Director of the Company.

Pursuant to the provisions of Section 196 read with the Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014 of the Companies Act, 2013, appointment of Managing Director is required to be approved by Members of the Company.

Hence the Board recommends the Resolution at Item No. 9 of this Notice for approval of the Members.

Except Mr. Rajat Kakar, no other directors and key managerial person of the Company are interested or concerned in the proposed resolution.

**Item No.10:**

Upon enactment of the Companies Act, 2013, the provisions of the Companies Act, 1956 have been repealed and in view of the same, the Articles of Association of the Company needs to be re-aligned as per the provisions of the Companies Act, 2013. Further, it is proposed to pursue the application for re-registration as a Copyright Society under Section 33 of the Copyright Act, 1957 for sound recordings in accordance with the resolution passed at the General Meeting held in December 2017 for which certain provisions of the Copyright Act, 1957 and the rules thereto need to be inserted in the Articles of Association.

In accordance with the provisions of Section 14 of the Companies Act, 2013, amendment to the existing Articles of Association of the Company by adoption of a new set of Articles of Association of the Company in total exclusion and substitution thereof, would require approval of the members of the Company by way of passing of a Special Resolution at a general meeting. Accordingly, the above resolution is proposed for approval of members of the Company.

The Board, therefore, recommends this Special Resolution for approval of the Members.

A copy of the existing as well as the new Articles of Association of the Company shall be available for inspection of the Members at the Registered Office of the Company during business hours on all working days upto the date of the ensuing Annual General Meeting.

None of the Directors, including their respective relatives shall be deemed to be interested in the above resolution save and except that the music company of which they are the Director is a member of the Company.

**Item No.11:**

The Public Performance Tariff Scheme has been revamped after market survey and discussion with licensees. The tariff categories have been more simplified for better compliance and understanding. The revised Public Performance Tariff Scheme to be approved by the members of the Company has been enclosed herewith along with the Notice. Members are requested to approve the same and pass the proposed resolution as Special resolution, with or without modifications.

The Board recommends the Resolution at Item No. 11 of this Notice for approval of the Members.

None of the Directors and Key Managerial Personnel including their respective relatives shall be deemed to be interested in the above resolutionsave and except that the music company of which they are the Director is a member of the Company.

**Item No.12:**

As the Members are aware, the Company has always followed the practice of getting the "Members' License Fees Distribution/ Payment – Basis & Methodology i.e. Distribution Scheme" approved by the members. The Distribution Scheme have been enclosed herewith along with the Notice. Members are requested to approve the same and pass the proposed resolution as Special resolution, with or without modifications.

Copy of the Members' License Fees Distribution/Payment – Basis & Methodology is also available for inspection of members at the Registered Office of the Company during business hours on all working days upto the date of the ensuing Annual General Meeting.

The Board recommends the Resolution at Item No. 12 of this Notice for approval of the Members.

None of the Directors and Key Managerial Personnel including their respective relatives shall be deemed to be interested in the above resolutionsave and except that the music company of which they are the Director is a member of the Company.

**For and on behalf of the Board**

**Place: Mumbai**  
**Dated: 26th July, 2019**

*Sd/-*  
**RAJAT KAKAR**  
**Managing Director**  
**DIN: 01592740**



**Annexure**

**Details of Directors proposed for appointment/ re-appointment at the forthcoming Annual General Meeting**

Name	<b>Sanujeet Bhujabal</b>	<b>Vinit Harish Thakkar</b>	<b>Kumar Ajit</b>
Date of Birth	20/10/1968	18/05/1977	01/03/1977
Age	50	42	42
Date of appointment on the Board	16/04/2018	24/01/2018	29/05/2018
Qualification	SERVICE	SERVICE	SERVICE
Terms and conditions of appointment	Appointed as nominee director representing Sony Music Entertainment India Private Limited in place of Mr. Shridhar Subramaniam.	Appointed as nominee director representing Universal Music India Private Limited in place of Mr. Devraj Sanyal.	Appointed as nominee director representing Saregama India Limited in place of Mr. Ghanashyam Aayeer
Remuneration sought to be paid* (only sitting fees paid)	Nil-	Nil	Nil
Remuneration last drawn (FY18-19) (only sitting fees paid)	Nil	Nil	Nil
Brief Biography and Expertise	Sanujeet is the Senior Director, Marketing, Syndication & Live Business with Sony Music. He is a business leader & marketing professional with high level skills in Business Planning, Marketing, Strategy Development, Content Development, Digital Marketing, Execution & Leadership skills in the Music & Entertainment Industry.	Vinit is the Senior Vice President - India & South Asia at Universal Music. His area of expertise spans across the Artist & Repertoire, Digital Strategy, Music Publishing, Licensing and Music Festival businesses.	Ajit is Vice President - Sales and Marketing at Saregama India.  A seasoned professional he has been instrumental in leading the sales/marketing strategies at Saregama.
List of other Companies in which he holds Directorship as on 31/03/2019	1-Sony Music Entertainment India Private Limited	1- Universal Music India Private Limited 2-Virgin Records India Private Limited	1-Saregama FZE, UAE
No. of Meetings attended during FY2018-19	4	6	3
Relationship with other Director/s, Manager and Key Managerial Personnel	None	None	None

<b>Name</b>	<b>Balwinder Singh</b>	<b>Justice Vidya Bhushan Gupta</b>	<b>Rajat Kakar</b>
Date of Birth	27/08/1966	25/11/1948	26/02/1963
Age	52	70	56
Date of appointment on the Board	21/11/2018	26/12/2018	21/11/2018
Qualification	BUSINESS	FORMER JUDGE, DELHI HIGH COURT	SERVICE
Terms and conditions of appointment	Appointed as Additional Director holding office upto the date of ensuing annual general meeting of the company.	Appointed as an Independent Director with effect from the date of allotment of director identification number for a continuous period of 2 years from the date of appointment.	Appointed as Additional Director holding office upto the date of ensuing annual general meeting of the company. Appointed as Managing Director and Chief Executive Officer with immediate effect on the terms and conditions as finalized between the Board of Directors and the Managing Director.
Remuneration sought to be paid	-	-	As per contract
Remuneration last drawn (FY18-19)	-	-	As per contract
Brief Biography & Expertise	Balwinder is the Director of Speed Records. Under his leadership, Speed Records has been one of the largest producer of Punjabi movies which have revolutionised the industry both in concept and in numbers.	Justice Gupta comes with more than 40 years of vast experience including matters related to Economic Offences Wing, CBI, Income Tax Act.	Prior to joining PPL, Rajat had worked in leading companies such as Asian Paints and Procter & Gamble where he honed his skills on globally renowned brands and best management practices.
List of other Companies in which he holds Directorship as on 31/03/2019	1-BSJS Enterprise LLP 2-Ovah Media LLP 3-Moviebox Records Private Limited 4-Impress Your Stars Private Limited 5-Speed Records Entertainment Private Limited	NIL	1-Nextgen Telesolutions Private Limited
No. of Meetings attended during FY2018-19	1	1	1
Relationship with other Director/s, Manager and Key Managerial Personnel	None	None	None

## DETAILS OF VENUE OF THE ANNUAL GENERAL MEETING

**Address** : Hotel Rang Sharda, Embassy Banquet Hall, Near Lilavati Hospital, Bandra Reclamation, Bandra West, Mumbai - 400 050

**ROUTE MAP:** <https://goo.gl/maps/UCYw2dj93sqFKH2x8>

