

NOTICE

Notice is hereby given that the **77th Annual General Meeting** of members of **PHONOGRAPHIC PERFORMANCE LIMITED** will be held on **Wednesday, 26th September 2018 at 10.00 A.M.** at The Club Mumbai, 197 D.N Nagar, Andheri (West), Mumbai 400 053 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31st March, 2018 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 appoint a Director in place of Mr.Mandar Ramesh Thakur (DIN: 5333792), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

“**RESOLVED THAT** Mr.Vinit Harish Thakkar (DIN: 08050943) nominated by Universal Music India Private Limited, be and is hereby appointed as a Director, who shall be liable to retire by rotation.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr.Sanjujeet Bhujabal (DIN: 01915460) nominated by Sony Music Entertainment India Private Limited, be and is hereby appointed as a Director, who shall be liable to retire by rotation.
5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr.Ajit Kumar (DIN: 08105941) nominated by Saregama India Limited, be and is hereby appointed as a Director, who shall be liable to retire by rotation.

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

“RESOLVED THAT Mr.Bhushan Kumar Dua (DIN: 00126614) nominated by Super Cassettes Industries Private Limited, 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 a **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.”

8. To consider and if thought fit, to approve:

Members’ License fee Payment Mechanism – Basis & Methodology (annexed)

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

“RESOLVED THAT the Members License fees Payment Mechanism – Basis & Methodology, as annexed to the Notice, be and is hereby approved.”

For and on behalf of the Board

Place: Mumbai
Dated: 28th August, 2018

Sd/-
MANDAR THAKUR
Director
DIN: 05333792

Registered Office:
Crescent Towers, 7th Floor,
B/68, Veera Estate, Off New Link Road,
Andheri (West), Mumbai - 400053

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 not exceeding fifty (50). 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 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 representatives 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, Legal Heirs 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 get-together breakfast, starting from 9:30 am in the morning, at the same 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 **commences on Sunday, 23rd September, 2018 at 9:00 a.m and ends on Tuesday, 25th September, 2018 at 5:00 p.m.** During these period members of the Company as on the cut-off date i.e. **Wednesday, 19th September, 2018** 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:

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 Central Depository Services (India) Limited (CDSL). The instructions for members for voting electronically are given in below paragraphs.

The instructions for members voting electronically are as under:

- i. The voting period **commences on Sunday, 23rd September, 2018 at 9:00 a.m and ends on Tuesday, 25th September, 2018 at 5:00 p.m.** During these period members of the Company as on the cut-off date i.e. **Wednesday, 19th September, 2018** only shall be entitled to cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
- ii. 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.

- iii.** The Members should log on to the e-voting website www.evotingindia.com.
- iv.** Click on Shareholders.
- v.** Now Enter your User ID provided to you along with the notice for this Annual General Meeting.
- vi.** Next enter the Image Verification as displayed and Click on Login.
- vii.** Enter your password to be used provided to you along with the notice for this Annual General Meeting.
- viii.** After entering these details appropriately, click on "SUBMIT" tab.
- ix.** Click on the EVSN of Phonographic Performance Limited on which you choose to vote.
- x.** 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.
- xi.** Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii.** 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.
- xiii.** Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv.** You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xv.** 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
- xvi.** 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 77th 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. 3:

Mr.Vinit Harish Thakkar (DIN: 08050943) nominated by Universal Music India Private Limited was appointed as a Nominee Director by the Board of Directors of the Company with effect from 24th January, 2018, who holds office of Director upto the date of this Annual General Meeting and is eligible for appointment as a Director. Hence the Board recommends the Resolution at Item No. 3 of this Notice for your approval.

Except Mr.Vinit Harish Thakkar and his relatives, none of the Directors or their relatives are concerned or interested in the proposed Ordinary Resolution as set out in Item no. 3 of this Notice.

Item No. 4:

Mr.Sanjujeet Bhujabal (DIN: 01915460) nominated by Sony Music Entertainment India Private Limited was appointed as a Nominee Director by the Board of Directors of the Company with effect from 16th April, 2018, who holds office of Director upto the date of this Annual General Meeting and is eligible for appointment as a Director. Hence the Board recommends the Resolution at Item No. 4 of this Notice for your approval.

Except Mr.Sanjujeet Bhujabal and his relatives, none of the Directors or their relatives are concerned or interested in the proposed Ordinary Resolution as set out in Item no. 4 of this Notice.

Item No. 5:

Mr.Ajit Kumar (DIN: 08105941) nominated by Saregama India Limited was appointed as a Nominee Director by the Board of Directors of the Company with effect from 29th May, 2018, who holds office of Director upto the date of this Annual General Meeting and is eligible for appointment as a Director. Hence the Board recommends the Resolution at Item No.5 of this Notice for your approval.

Except Mr.Ajit Kumar and his relatives, none of the Directors or their relatives are concerned or interested in the proposed Ordinary Resolution as set out in Item no. 5 of this Notice.

Item No. 6:

Mr.Bhushan Kumar Dua(DIN: 00126614) nominated by Super Cassettes Industries Private Limited was appointed as a Nominee Director by the Board of Directors of the Company with effect from 17th July, 2018, who holds office of Director upto the date of this Annual General Meeting and is eligible for appointment as a Director. Hence the Board recommends the Resolution at Item No. 6 of this Notice for your approval.

Except Mr.Bhushan Kumar Dua and his relatives, none of the Directors or their relatives are concerned or interested in the proposed Ordinary Resolution as set out in Item no. 6 of this Notice.

Item No.7:

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 76th Annual General Meeting of the Company held on 26th 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.

Item No.8:

As the Members are aware, the Company has always followed the practice of getting the “Members’ License Fees Payment Mechanism – Basis & Methodology” approved by the members. The same has been enclosed herewith along with the Notice. Members are requested to approve the same and pass the proposed resolution as Ordinary 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 this Ordinary Resolution for approval of the Members.

None of the Directors, including their respective relatives shall be deemed to be interested in the above resolution.

For and on behalf of the Board

Place: Mumbai
Dated: 28th August, 2018

Sd/-
MANDAR THAKUR
Director
DIN: 05333792

DETAILS OF VENUE OF THE ANNUAL GENERAL MEETING

Address -The Club Mumbai, 197 D.N Nagar, Andheri (West),Mumbai 400 053

ROUTE MAP:

