

Rathi & Associates

COMPANY SECRETARIES

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27th September, 2018

To
The Chairman
Phonographic Performance Limited
Crescent Towers, 7th Floor, B/68, Veera Estate,
Off New Link Road, Andheri West,
Mumbai – 400 053

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballots at 77th Annual General Meeting of the members of Phonographic Performance Limited

Phonographic Performance Limited ("the Company") at their Board of Directors meeting held on 28th August, 2018 appointed our Firm as Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time, on the resolutions placed for the approval of Members of the Company as per the Notice dated 28th August, 2018 of 77th Annual General Meeting ("77th AGM") which was held on 26th September, 2018 be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder, relating to remote e-voting and physical ballot voting on the resolutions as contained in the aforesaid Notice of 77th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility. Further, the Company distributed physical ballots to the members present at the 77th Annual General Meeting to enable them to vote.

As required under Section 101 of the Act, a Notice along with Explanatory Statement under Section 102 of the Act, for the 77th Annual General Meeting was sent to the Members by permitted means for seeking approval of members on following resolutions:



1. **Resolution No. 1** as an Ordinary Resolution for adoption of 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. **Resolution No. 2** as an Ordinary Resolution for appointment of Mr. Mandar Ramesh Thakur (DIN: 05333792), who retired by rotation at Annual General Meeting and being eligible, had offered himself for re-appointment;
3. **Resolution No. 3** as an Ordinary Resolution for appointment of Mr. Vinit Harish Thakkar (DIN: 08050943) as a Director, who shall be liable to retire by rotation;
4. **Resolution No. 4** as an Ordinary Resolution for appointment of Mr. Sanujeet Bhujabal (DIN: 01915460), as a Director, who shall be liable to retire by rotation;
5. **Resolution No. 5** as an Ordinary Resolution for appointment of Mr. Ajit Kumar (DIN: 08105941), as a Director, who shall be liable to retire by rotation;
6. **Resolution No. 6** as an Ordinary Resolution for appointment of Mr. Bhushan Kumar Dua (DIN: 00126614), as a Director, who shall be liable to retire by rotation;
7. **Resolution No. 7** as a Special Resolution for approval and adoption of new set of Articles of Association of the Company in substitution, and to the entire exclusion of the existing Articles of Association of the Company and;
8. **Resolution No. 8** as an Ordinary Resolution for approval of Members' License fee Payment Mechanism – Basis & Methodology.

The Company provided the remote e-voting facility offered by CDSL to the members of the Company to cast votes on aforesaid resolutions.

Remote e-voting facility was made available to members of the Company to exercise their voting rights from 9.00 a.m. of Sunday, 23rd September, 2018 upto 5.00 p.m. of Tuesday, 25th September, 2018. Accordingly, e-votes casted upto 5.00 p.m. of Tuesday, 25th September, 2018 have been considered for my scrutiny.

After the conclusion of the 77th Annual General Meeting, first the voting conducted through physical ballots at the meeting was unlocked in the presence of two witnesses not in employment of the Company, namely Mr. Laxmi Narayana representing M/s Sivaranjani Music and Mr. P. Nagabhushana Rao representing M/s Music House, Members of the Company. Thereafter the voting through remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Komal Binwani and Ms. Rupali Somani. In case of members who voted through remote e-voting as well as by physical ballots at the 77th Annual General Meeting, the physical ballots of such members were treated as invalid. A summary of the votes casted by members through remote e-



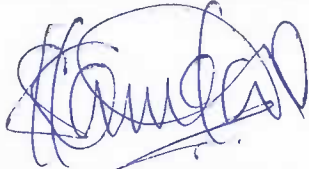
voting and by physical ballots at the 77th Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through remote e-voting and by physical ballots at the 77th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES
COMPANY SECRETARIES



HIMANSHU S. KAMDAR
PARTNER
MEMBERSHIP NO. FCS 5171
COP NO. 3030



ANNEXURE

The summary of the votes casted through remote e-voting and by physical ballots received for each of the resolutions is given below:

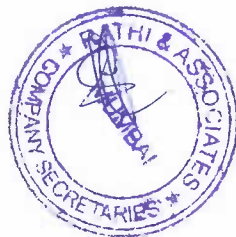
1. **For Resolution No. 1:** as an Ordinary Resolution for adoption of the Audited Balance Sheet as at 31st March, 2018, and Profit & Loss Account and Statement of Cash Flow for the financial year ended on that date along with the Schedules, Annexures and Notes thereto and the Reports of the Board of Directors and the Auditors thereon.

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting Confirmations	No. of Votes
a.	Votes casted through physical ballots	19	16,525
b.	Remote e-voting confirmations received	28	8,836,640
	Total	47	8,853,165
c.	Less: Invalid physical ballots/remote e-voting confirmation	1	39
d.	Net valid physical ballots/remote e-voting confirmations	46	8,853,126
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	46	8,853,126
% of Assent			100
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	0	0
% of Dissent			0



For Resolution No.2: as an Ordinary Resolution for appointment of Mr. Mandar Ramesh Thakur (DIN: 05333792), who retired by rotation at Annual General Meeting and being eligible, had offered himself for re-appointment.

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote E-Voting Confirmations	No. of Votes
a.	Votes casted through physical ballots	19	16,525
b.	Remote e-voting confirmations received	28	8,836,640
	Total	47	8,853,165
c.	Less: Invalid physical ballots/remote e-voting confirmation	1	39
d.	Net valid physical ballots/remote e-voting confirmations	46	8,853,126
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	44	8,851,800
% of Assent			99.99
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	2	1,326
% of Dissent			0.01



For Resolution No. 3: as an Ordinary Resolution for appointment of Mr. Vinit Harish Thakkar (DIN: 08050943) as a Director, who shall be liable to retire by rotation.

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote E-Voting Confirmations	No. of Votes
a.	Votes casted through physical ballots	19	16,525
b.	Remote e-voting confirmations received	27	8,813,093
	Total	46	8,829,618
c.	Less: Invalid physical ballots/remote e-voting confirmation	1	39
d.	Net valid physical ballots/remote e-voting confirmations	45	8,829,579
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	44	8,829,474
% of Assent			*100
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	1	105
% of Dissent			0

*Rounded off to nearest decimal



For Resolution No. 4: as an Ordinary Resolution for appointment of Mr. Sanujeet Bhujabal (DIN: 01915460), as a Director, who shall be liable to retire by rotation.

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / Remote E-Voting Confirmations	No. of Votes
a.	Votes casted through physical ballots	19	16,525
b.	Remote e-voting confirmations received	27	8,813,093
	Total	46	8,829,618
c.	Less: Invalid physical ballots/remote e-voting confirmation	1	39
d.	Net valid physical ballots/remote e-voting confirmations	45	8,829,579
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	44	8,820,725
% of Assent			99.90
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	1	8,854
% of Dissent			0.10



For Resolution No. 5: as an Ordinary Resolution for appointment of Mr. Ajit Kumar (DIN: 08105941), as a Director, who shall be liable to retire by rotation.

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / Remote E-Voting Confirmations	No. of Votes
a.	Votes casted through physical ballots	19	16,525
b.	Remote e-voting confirmations received	27	8,813,093
	Total	46	8,829,618
c.	Less: Invalid physical ballots/remote e-voting confirmation	1	39
d.	Net valid physical ballots/remote e-voting confirmations	45	8,829,579
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	43	8,820,620
% of Assent			99.90
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	2	8,959
% of Dissent			0.10



For Resolution No. 6: as an Ordinary Resolution for appointment of Mr. Bhushan Kumar Dua (DIN: 00126614), as a Director, who shall be liable to retire by rotation.

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / Remote E-Voting Confirmations	No. of Votes
a.	Votes casted through physical ballots	19	16,525
b.	Remote e-voting confirmations received	27	8,813,093
	Total	46	8,829,618
c.	Less: Invalid physical ballots/remote e-voting confirmation	1	39
d.	Net valid physical ballots/remote e-voting confirmations	45	8,829,579
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	44	8,829,474
% of Assent			*100
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	1	105
% of Dissent			0.00

*Rounded off to nearest decimal.



For Resolution No. 7: as a Special Resolution for approval and adoption of new set of Articles of Association of the Company in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

Sr. No.	Particulars	Resolution 7	
		No. of Ballots / Remote E-Voting Confirmations	No. of Votes
a.	Votes casted through physical ballots	19	16,525
b.	Remote e-voting confirmations received	28	8,836,640
	Total	47	8,853,165
c.	Less: Invalid physical ballots/remote e-voting confirmation	1	39
d.	Net valid physical ballots/remote e-voting confirmations	46	8,853,126
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	46	8,853,126
% of Assent			100
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	0	0
% of Dissent			0



For Resolution No. 8: as an Ordinary Resolution for approval of Members' License fee Payment Mechanism – Basis & Methodology.

Sr. No.	Particulars	Resolution 7	
		No. of Ballots / Remote E-Voting Confirmations	No. of Votes
a.	Votes casted through physical ballots	19	16,525
b.	Remote e-voting confirmations received	28	8,836,640
	Total	47	8,853,165
c.	Less: Invalid physical ballots/remote e-voting confirmation	1	39
d.	Net valid physical ballots/remote e-voting confirmations	46	8,853,126
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	45	8,851,905
% of Assent			99.99
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	1	1,221
% of Dissent			0.01

