



**Kamana Goenka and Associates
Practising Company Secretaries**

A-507, Indraprastha, New Golden Nest, Next to Mithalal Jain
Bunglow, Bhayandar (E), Thane - 401105
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**Consolidated Report of Scrutinizer on
Remote e-voting and electronic voting at the Annual General Meeting (AGM)**

To
Mr. Mandar Thakur
Chairman

of Annual General Meeting (AGM) of the Members of Phonographic Performance Limited (**hereinafter the "Company"**), held on 8th August 2025 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 AGM in terms of provisions of the Companies Act, 2013 (herein after the "ACT") read with the Rules issued there under.

- A. I, Kamana Goenka (ICSI Membership No. A35161 and C.O.P 26093) Proprietor of M/s. Kamana Goenka and Associates, (Practicing Company Secretaries), appointed as Scrutinizer in the meeting of Board of Directors of the Company held on June 30, 2025 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 AGM** under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the AGM held on 8th August 2025 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 AGM of the Company and explanatory statement along with the process of electronic voting at the AGM 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 Central Depository Services (India) Limited (CDSL) for conducting the Electronic voting by the members of the Company at the AGM. After the time fixed for

closing of Electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.

- D. The Company had availed the remote e-voting facility provided by CDSL for conducting the remote e-voting by the members of the Company. The remote e-voting commenced on Tuesday, 05th August, 2025 at 09:00 A.M. and ended on Thursday, 07th August, 2025 at 05:00 P.M. and the CDSL 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 AGM of the Company held on August 8, 2025, I have issued Scrutinizer's Report dated August 9, 2025.
- F. To the best of my understanding the Remote E- Voting facility in respect of the aforesaid AGM of the Company at the portal where Remote E- Voting facility was provided, was blocked after 5.00 P.M. on August 7, 2025.
- G. The AGM was concluded at 11:36 A.M. on August 8, 2025. A facility to cast vote by E-voting was provided to those members, who were present in the said AGM through Video Conference or Other Audio-Visual Means and had not cast their vote on the resolutions through Remote E- Voting and such facility was available upto 15 minutes after the conclusion of the aforesaid AGM.
- H. On the basis of the votes exercised by the shareholders of the Company by way of E-Voting at the AGM of the Company held on August 8, 2025, I have issued Scrutinizer's Report dated August 9, 2025.

Date of AGM	August 8, 2025
Total number of members on record date (i.e. as on August 4, 2025)	505
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	58

We, the undersigned have witnessed that the votes cast through E-Voting were unblocked from CDSL e-voting website in our presence on August 9, 2025.

Name: Kismat Kamani Address: Rameshwar Tower, New Golden Nest, Bhayandar (E) Thane - 401105	Name: Vidhisha Khetan Address: Bhayandar West Thane 401101
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- I. That the details of voting, through Remote E - Voting and E- Voting at the AGM, in respect of the resolutions as set out in the Notice of AGM, are as hereunder:

Resolution 1 - Ordinary Resolution: Adoption of Annual accounts for the year ended March 31, 2025.

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	11,36,161	10,46,529	92.11%	10,46,528	1	100.00%	0.00%
		E-Voting at AGM		0	0.00%	0	0	0.00%	0.00%
		Total		10,46,529	92.11%	10,46,528	1	100%	0.00%

Resolution 2 - Ordinary Resolution: To appoint a director in place of Mr. Mandar Thakur (DIN: 05333792) who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.

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	11,36,161	10,46,529	92.11%	10,45,224	1,305	99.88%	0.12%
		E-Voting at AGM		755	0.07%	755	0	100.00%	0.00%
		Total		10,47,284	92.18%	10,45,979	1,305	100%	0.12%

Resolution 3 - Ordinary Resolution - To appoint a director in place of Mr. Sanjay Rajnarayan Tandon (DIN: 05317473), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.

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	11,36,161	9,62,770	84.74%	9,61,465	1,305	99.86%	0.14%
		E-Voting at AGM		755	0.07%	755	0	100.00%	0.00%
		Total		9,63,525	84.81%	9,62,220	1,305	100%	0.14%

Resolution 4 - Ordinary Resolution - Appointment of Mr. Balwinder Singh (DIN: 02807439) as a Director of the Company.

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			[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	11,36,161	9,62,770	84.74%	9,62,732	38	100.00%	0.00%
		E-Voting at AGM		755	0.07%	755	0	100.00%	0.00%
		Total		9,63,525	84.81%	9,63,487	38	100%	0.00%

Resolution 5 - Ordinary Resolution - Appointment of Mr. Jay Mehta (DIN: 08988532) as a Director of the Company

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			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1	Members exercised their rights to vote	Remote E-Voting	11,36,161	10,46,529	92.11%	10,46,049	480	99.95%	0.05%
		E-Voting at AGM		755	0.07%	755	0	100.00%	0.00%
		Total		10,47,284	92.18%	10,46,804	480	100%	0.05%

Resolution 6 - Special Resolution - Appointment and Approval of Remuneration payable to Mr. G.B. Aayeer (DIN: 00087760), Managing Director and Chief Executive Officer of the Company.

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			[1]	[2]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1	Members exercised their rights to vote	Remote E-Voting	11,36,161	10,46,529	92.11%	10,37,902	8,627	99.18%	0.82%
		E-Voting at AGM		0	0.00%	0	0	0.00%	0.00%
		Total		10,46,529	92.11%	10,37,902	8,627	99%	0.82%

Resolution 7 – Special Resolution - Approval of revised Public Performance Tariff chart.

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	11,36,161	10,46,529	92.11%	10,46,528	1	100.00%	0.00%
		E-Voting at AGM		0	0.00%	0	0	0.00%	0.00%
		Total		10,46,529	92.11%	10,46,528	1	100%	0.00%

Resolution 8 – Special Resolution - Approval of revised Distribution Policy.

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	11,36,161	10,46,529	92.11%	10,46,528	1	100.00%	0.00%
		E-Voting at AGM		0	0.00%	0	0	0.00%	0.00%
		Total		10,46,529	92.11%	10,46,528	1	100%	0.00%

Resolution 9 – Special Resolution – Approval of royalty payments.

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	11,36,161	10,46,529	92.11%	10,46,528	1	100.00%	0.00%
		E-Voting at AGM		0	0.00%	0	0	0.00%	0.00%
		Total		10,46,529	92.11%	10,46,528	1	100%	0.00%

J. 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 AGM.

It is to be noted that:

1. Voting rights of members transferred to 'Unclaimed Suspense Account' are frozen.
2. The votes cast does not include abstained votes.
3. All the aforesaid resolutions were passed with requisite majority.
4. The voting rights of members for the calculation of votes cast and against at the resolutions were calculated as per Article 16.1 and 16.2 of the amended and existing Articles of Association as on date.

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:
Place: Mumbai
Date: 11.08.2025**

**Managing Director and CEO
DIN: 00087760
Place: Mumbai
Date: 11.08.2025**