



PHONOGRAPHIC PERFORMANCE LTD.

Crescent Towers, 7th Floor, B/68, Veera Estate, Off New Link Road, Andheri (West), Mumbai 400 053
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CIN - U 74999 MH 1941 GAP 142271

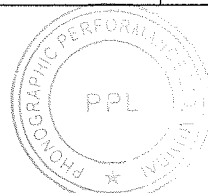
Declaration of results of voting through physical Ballot Forms (Poll) at 76th Annual General Meeting of Phonographic Performance Limited held on 26th December 2017

In terms of Section 109 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, **Phonographic Performance Limited** ('the Company') provided voting through physical Ballot Forms to the members on the resolutions as contained in the Notice dated 21st November 2017 of 76th Annual General Meeting ("76th AGM") of the Company.

The Chairman of the 76th AGM appointed Mr. Vishnu Chauhan, Member of the Company and Mr. Himanshu S. Kamdar, Practicing Company Secretary, Partner, M/s Rathi & Associates, Company Secretaries as the Scrutinizers to scrutinize the voting processes for the 76th AGM of the Company. The Scrutinizers considered voting done by the members through physical Ballot Forms which were distributed at the 76th AGM held on 26th December, 2017.

Based on the Scrutinizers' Report dated 28th December 2017, *I hereby declare that all the resolutions as set out in the Notice dated 21st November 2017 of the 76th AGM of the Company, have been duly passed with requisite majority*, the details of which are specified hereinbelow:

Sl. No.	Brief description of resolution	% of Votes in favour (Assent)	% of Votes against (Dissent)	Type of Resolution
1.	Consideration and adoption of audited Balance Sheet as at 31 st 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.	100.00	0.00	Ordinary Resolution
2.	Appointment of Mr. Mandar Ramesh Thakur (DIN: 5333792), who retired by rotation at 76 th Annual General Meeting and being eligible, had offered himself for re-appointment.	100.00	0.00	Ordinary Resolution
3.	Appointment of Mr. Devraj Sanyal (DIN: 03533598), who retired by rotation at 76 th Annual General Meeting and being eligible, had offered himself for re-appointment.	100.00	0.00	Ordinary Resolution
4.	Appointment of Mr. Ghanashyam Aayeer (DIN: 00087760), who retired by rotation at 76 th Annual General Meeting and being eligible, had offered himself for re-appointment.	99.46*	0.54*	Ordinary Resolution

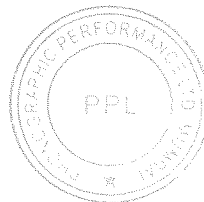


5.	Ratification of appointment of M/s Price Waterhouse, Chartered Accountants, Mumbai, (Firm Registration Number: 301112E), as the Statutory Auditors of the Company, to hold office from the conclusion of 76 th Annual General Meeting until the conclusion of the next Annual General Meeting i.e. in respect of Financial Year 2017-18 and to authorize the Board of Directors to fix their remuneration.	100.00	0.00	Ordinary Resolution
6.	Approval of Tariff Chart (for sound recording works) and Members' License fees Distribution/ Payment - Basis & Methodology i.e. Distribution Scheme.	100.00	0.00	Ordinary Resolution
7.	Approval to the Company to pursue with the Central Government its application for re-registration as a Copyright Society under Section 33 of the Copyright Act.	100.00	0.00	Ordinary Resolution
8.	Ratification of appointment of Ernst & Young LLP, Chartered Accountants, Mumbai as Internal Auditors for Financial Year 2017-18 and determination of their remuneration by the Board of Directors.	100.00	0.00	Ordinary Resolution
9.	Ratification of the Company's cessation of granting of fresh licenses or renewal of existing licenses for sound recordings w.e.f. 01.04.17 in respect of mobile/telecom sector and internet/digital/on-line/web-casting platform sector.	99.38*	0.62*	Ordinary Resolution

* Rounded off to nearest decimal

The Scrutinizers' Report on the poll conducted through voting by ballot forms at the 76th AGM is annexed herewith.

For Phonographic Performance Limited



Shridhar Subramaniam
Shridhar Subramaniam
Chairman of 76th AGM

Date: 28th December, 2017
Place: Mumbai