



The Indian Performing Right Society Limited

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Declaration of results of voting through remote e-voting and by physical ballots at Extra-Ordinary General Meeting of The Indian Performing Right Society Limited held on 9th February, 2017

In terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, **The Indian Performing Right Society Limited** ('the Company') provided remote e-voting facility and voting through Ballot Forms to the Members vide Notice dated 11th January, 2017 of Extra-Ordinary General Meeting ('EGM').

The Board had appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary, Partner, M/s Rath & Associates, Company Secretaries as Scrutinizer to scrutinize the voting processes for the EGM of the Company.

The Scrutinizer considered voting done by members through remote e-voting during the period from 09.00 a.m. of Monday, 6th February, 2017 upto 5.00 p.m. of Wednesday, 8th February, 2017, being the dates fixed for remote e-voting. Further, to enable those members who could not vote through remote e-voting, physical Ballot Forms were distributed at the EGM held on 9th February, 2017. The Scrutinizer also considered the voting done by members through physical ballots at the EGM.

Based on the Scrutinizer's Report dated 9th February, 2017, *I hereby declare that both the resolutions as set out in the Notice dated 11th January, 2017 of the EGM of the Company, have been duly passed with requisite majority*, the details of which are specified herein below:

Sl. No.	Brief description	% Votes in Favour (Assent)	% Votes Against (Dissent)	Passed as
1.	To adopt new set of Articles of Association (AoA) in substitution and total exclusion of the existing Article of Association (AoA) of the Company	88.36	11.64	Special
2.	To approve distribution of additional royalty to Author-Composer Members from the share of Owner-Publisher Members	86.69	13.31	Ordinary

The Scrutinizer's Report on the voting process conducted for the EGM is annexed herewith.

For The Indian Performing Right Society Limited

Date: 10th February, 2017

Place: Mumbai

Hasan Kamaal
Chairman

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
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9th February, 2017

To,
The Chairman,
The Indian Performing Right Society Limited
208, Golden Chambers,
New Andheri Link Road,
Andheri (West), Mumbai-400 053.

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballots at Extra-Ordinary General Meeting of the members of The Indian Performing Right Society Limited.

The Indian Performing Right Society Limited ("the Company") at their Board Meeting held on 11th January, 2017 appointed the undersigned as the 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, at the Extra-Ordinary General Meeting ("EGM") held on 9th February, 2017 in respect of the resolutions contained in the Notice dated 11th January, 2017 for EGM, placed for the approval of Members of the Company, 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 Act and rules made thereunder, relating to remote e-voting and physical ballots on the resolutions as contained in the aforesaid notice. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballots 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 Extra-Ordinary 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 Extra-Ordinary General Meeting was sent to the Members by permitted means, for seeking the approval of the Members on following resolutions:



1. **Resolution No. 1** as a Special Resolution for Adoption of new set of Articles of Association of the Company in total exclusion and substitution of the existing Articles of Association of the Company; and
2. **Resolution No. 2** as an Ordinary Resolution for approval of distribution of additional royalty to Author Composer Members from the share of Owner Publisher Members.

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

Remote e-voting facility was made available to members of the Company to exercise their voting rights from 9.00 a.m. of Monday, 6th February, 2017 up to 5.00 p.m. of Wednesday, 8th February, 2017. Accordingly, e-votes cast up to 5.00 p.m. of Wednesday, 8th February, 2017 have been considered for my scrutiny.

After the conclusion of the Extra-Ordinary General Meeting, first the voting conducted through physical ballots at the meeting was unlocked in the presence of two witnesses not in the employment of the Company, namely Mr. Sanjayraj Gourinandan and Mr. Anand Triodkar. Thereafter the voting through remote e-voting was unlocked in the presence of two witnesses not in employment of the Company, namely Mr. Satish Singasane and Mr. Anand Jha. In case of members who voted through remote e-voting as well as by physical ballots at the Extra-Ordinary 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 physical ballots at the Extra-Ordinary General Meeting with their pattern of voting is as per Annexure annexed to this Report.

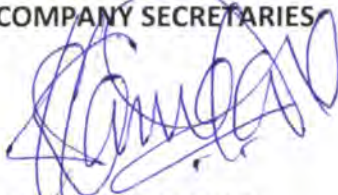
The results of the voting by members through remote e-voting and physical ballots at the Extra-Ordinary General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

For **RATHI & ASSOCIATES**

COMPANY SECRETARIES



HIMANSHU S. KAMDAR

PARTNER

FCS NO.: 5171

COP NO.: 3030

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

For Resolution No. 1:

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of Works voted
a.	Votes casted through physical ballot	104	1,43,709
b.	Remote e-voting confirmations received	73	5,63,358
	Total	177	7,07,067
c.	Less: Invalid physical ballots and ballots wherein votes not casted by the members for Resolution Number 1	9	171
d.	Net valid physical ballots/remote e-voting confirmations	168	7,06,896
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	142	6,24,627
% of Assent			88.36%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	26	82,269
% of Dissent			11.64%

For Resolution No.2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote E-Voting	No. of Works voted
a.	Votes casted through physical ballot	104	1,43,709
b.	Remote e-voting confirmations received	73	5,63,358
	Total	177	7,07,067
c.	Less: Invalid physical ballots and ballots wherein votes not casted by the members for Resolution Number 2	22	15,828
d.	Net valid physical ballots/remote e-voting confirmations	155	6,91,239
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	148	5,99,261
% of Assent			86.69%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	7	91,978
% of Dissent			13.31%

