



# The Indian Performing Right Society Limited

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CIN : U92140MH1969GAP014359

## 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 31<sup>st</sup> March, 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 **27<sup>th</sup> February, 2017 & Addendum dated 17<sup>th</sup> March 2017 to the Original Notice of Extra-Ordinary General Meeting ('EGM')**.

The Board had appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary, Partner, M/s Rathi & 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 Tuesday, 28<sup>th</sup> March, 2017 upto 5.00 p.m. of Thursday, 30<sup>th</sup> March, 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 31<sup>st</sup> March, 2017. The Scrutinizer also considered the voting done by members through physical ballots at the EGM.

Based on the Scrutinizer's Report dated **31<sup>st</sup> March, 2017**, I hereby declare that the following resolutions as set out in the Notice dated **27<sup>th</sup> February, 2017 and Addendum dated 17<sup>th</sup> March 2017 to the Original Notice of the EGM of the Company**, have been duly passed with requisite majority, the details of which are specified herein below:

Resol ution No.	Brief description	% Votes in Favour (Assent)	% Votes Against (Dissent)	Passed as
1.	Re-appointment of <b>Mr. Ganesh Jain</b> (DIN 00332372) as an Owner Publisher Director-Region-North of the Company, representing <b>Venus Worldwide Entertainment Private Limited</b> , Owner Publisher Member.	96.93	3.07	Ordinary
2.	Re-appointment of <b>Mr. Kumar Taurani</b> (DIN 00555831) as an Owner Publisher Director-Region-West of the Company, representing <b>Tips Industries Limited</b> , Owner Publisher Member.	96.94	3.06	Ordinary
3.	Appointment of <b>Mr. Vikram Mehra</b> (DIN 03556680) as an Owner Publisher Director-Region-East of the Company, representing <b>Saregama India Limited</b> , Owner Publisher Member.	96.94	3.06	Ordinary
4.	Re-appointment of <b>Mr. Shridhar Subramaniam</b> (DIN 00118318) as an Owner Publisher Director-Region-South of the Company, representing <b>Sony Music Entertainment India Private Limited</b> , Owner Publisher Member.	96.92	3.08	Ordinary



5.	Re-appointment of <b>Mr. Devraj Sanyal</b> (DIN 03533598) as an Owner Publisher Director-Region-West of the Company, representing <b>Universal Music Publishing Private Limited</b> , Owner Publisher Member.	96.94	3.06	Ordinary
6.	Appointment of <b>Mr. Javed Jannisar Akhtar</b> (DIN 00112984) as an Author/Composer Director-Region-West of the Company.	96.82	3.18	Ordinary
7.	Appointment of <b>Mr. Aashish Dominic Rego</b> (DIN 01467041) as an Author/Composer Director-Region-West of the Company.	93.38	6.62	Ordinary
8.	Appointment of <b>Mr. Rajinder Singh Panesar</b> (DIN 00756149) as an Author/Composer Director-Region- North of the Company	95.24	4.76	Ordinary
9.	Appointment of <b>Mr. G.V. Prakash Kumar</b> (DIN 07768643) as an Author/Composer Director-Region-South of the Company	96.67	3.33	Ordinary
10.	Appointment of <b>Mr. Anupam Roy</b> (DIN 07769837) as an Author/Composer Director-Region-East of the Company	94.67	5.33	Ordinary
11.	Appointment of <b>Mr. Sahithi Cherukupalli</b> (DIN 07769259) as an Author/Composer Director-Region-South of the Company	93.20	6.80	Ordinary
12.	Appointment of <b>Mr. Mandar Ramesh Thakur</b> (DIN 05333792) as an Owner Publisher Director-Region-South of the Company, representing <b>Bennett Coleman &amp; Company Limited</b> , Owner Publisher Member.	97.97	2.03	Ordinary

As regards the Resolution vide Sl. No. 13 for appointment of **Mr. Rajesh S. Dhupad** (DIN 02974427) as an Owner Publisher Director-Region-South of the Company, representing **Symphony Recording Co.**, Owner Publisher Member, the said resolution was defeated.

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

For The Indian Performing Right Society Limited

Date: 31<sup>st</sup> March, 2017

Place: Mumbai



**Javed Jannisar Akhtar**  
Chairman  
DIN : 00112984

# Rathi & Associates

## COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.  
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

31<sup>st</sup> March, 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 held on 31<sup>st</sup> March 2017

The Indian Performing Right Society Limited ("the Company") at their Board Meeting held on 27<sup>th</sup> February, 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 31<sup>st</sup> March, 2017 in respect of the resolutions contained in the Notice dated 27<sup>th</sup> February, 2017 along with Addendum dated 17<sup>th</sup> March, 2017 to the Original Notice 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 and Addendum to the 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 EGM 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 EGM and Addendum to the Original Notice was sent to the Members by permitted means, for seeking the approval of the Members on following resolutions:



1. **Resolution No. 1** as an Ordinary Resolution for re-appointment of **Mr. Ganesh Jain** (DIN 00332372) as an Owner Publisher Director-Region-North of the Company, representing **Venus Worldwide Entertainment Private Limited**, Owner Publisher Member.
2. **Resolution No. 2** as an Ordinary Resolution for re-appointment of **Mr. Kumar Taurani** (DIN 00555831) as an Owner Publisher Director-Region-West of the Company, representing **Tips Industries Limited**, Owner Publisher Member.
3. **Resolution No. 3** as an Ordinary Resolution for appointment of **Mr. Vikram Mehra** (DIN 03556680) as an Owner Publisher Director-Region-East of the Company, representing **Saregama India Limited**, Owner Publisher Member.
4. **Resolution No. 4** as an Ordinary Resolution for re-appointment of **Mr. Shridhar Subramaniam** (DIN 00118318) as an Owner Publisher Director-Region-South of the Company, representing **Sony Music Entertainment India Private Limited**, Owner Publisher Member.
5. **Resolution No. 5** as an Ordinary Resolution for re-appointment of **Mr. Devraj Sanyal** (DIN 03533598) as an Owner Publisher Director-Region-West of the Company, representing **Universal Music Publishing Private Limited**, Owner Publisher Member.
6. **Resolution No. 6** as an Ordinary Resolution for appointment of **Mr. Javed Jannisar Akhtar** (DIN 00112984) as an Author/Composer Director-Region-West of the Company.
7. **Resolution No. 7** as an Ordinary Resolution for appointment of **Mr. Aashish Dominic Rego** (DIN 01467041) as an Author/Composer Director-Region-West of the Company.
8. **Resolution No. 8** as an Ordinary Resolution for appointment of **Mr. Rajinder Singh Panesar** (DIN 00756149) as an Author/Composer Director-Region- North of the Company
9. **Resolution No. 9** as an Ordinary Resolution for appointment of **Mr. G.V. Prakash Kumar** (DIN 07768643) as an Author/Composer Director-Region-South of the Company
10. **Resolution No. 10** as an Ordinary Resolution for appointment of **Mr. Anupam Roy** (DIN 07769837) as an Author/Composer Director-Region-East of the Company
11. **Resolution No. 11** as an Ordinary Resolution for appointment of **Mr. Sahithi Cherukupalli** (DIN 07769259) as an Author/Composer Director-Region-South of the Company
12. **Resolution No. 12** as an Ordinary Resolution for appointment of **Mr. Mandar Ramesh Thakur** (DIN 05333792) as an Owner Publisher Director-Region-South of the Company, representing **Bennett Coleman & Company Limited**, Owner Publisher Member.



13. **Resolution No. 13** as an Ordinary Resolution for appointment of **Mr. Rajesh S. Dhupad** (DIN 02974427) as an Owner Publisher Director-Region-South of the Company, representing **Symphony Recording Co.**, Owner Publisher Member.

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 Tuesday, 28<sup>th</sup> March, 2017 up to 5.00 p.m. of Thursday, 30<sup>th</sup> March, 2017. Accordingly, e-votes cast up to 5.00 p.m. of Thursday, 30<sup>th</sup> March, 2017 have been considered for my scrutiny.

After the conclusion of the EGM, first the voting conducted through physical ballots at the meeting was unlocked in the presence of four witnesses being Author/Composer Members namely Mr. Lalitraj Pandit and Mr. Milind Shrivastava and Representatives of two Owner Publisher Members namely Mr. Ganesh Jain representing Venus Worldwide Entertainment Private Limited and Mr. G.B. Aayeer representing Saregama India Limited. Thereafter the voting through remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Darshil Shah and Mr. Nihar Shah. In case of members who voted through remote e-voting as well as by physical ballots at the EGM, the physical ballots of such members were treated as invalid. Further, votes of such Author/Composer Members who voted for nominees from Owner Publisher Members and votes of such Owner Publisher Members who voted for nominees from Author/Composer Members, were treated as invalid pursuant to Article 24(i) of the Articles of Association of the Company.


A summary of the votes casted by members through remote e-voting and physical ballots at the EGM 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 EGM 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**





**ANNEXURE**

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		27	1,00,262
b.	Remote e-voting confirmations received		56	4,67,321
	<b>Total</b>		<b>83</b>	<b>5,67,583</b>
c.	Less: Invalid physical ballots/Remote e-voting Confirmations		33	1,685
d.	<b>Net valid physical ballots/remote e-voting confirmations</b>		<b>50</b>	<b>5,65,898</b>
	(i)	Physical ballots/remote e-voting confirmations with assent for the Resolution	46	5,48,506
<b>% of Assent</b>				<b>96.93%</b>
	(ii)	Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	4	17,392
<b>% of Dissent</b>				<b>3.07%</b>

\*Rounded off to nearest number

**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		27	1,00,223
b.	Remote e-voting confirmations received		58	4,67,323
	<b>Total</b>		<b>85</b>	<b>5,67,556</b>
c.	Less: Invalid physical ballots/Remote e-voting Confirmations		35	1,687
d.	<b>Net valid physical ballots/remote e-voting confirmations</b>		<b>50</b>	<b>5,65,869</b>
	(i)	Physical ballots/remote e-voting confirmations with assent for the Resolution	47	5,48,555
<b>% of Assent</b>				<b>96.94%</b>
	(ii)	Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	3	17,304
<b>% of Dissent</b>				<b>3.06</b>

\*Rounded off to nearest number



**For Resolution No.3:**

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote E-Voting	No. of Works voted
a.	Votes casted through physical ballot	27	1,00,238
b.	Remote e-voting confirmations received	56	4,67,321
	<b>Total</b>	<b>83</b>	<b>5,67,559</b>
c.	<b>Less: Invalid physical ballots/Remote e-voting Confirmations</b>	33	1,685
d.	<b>Net valid physical ballots/remote e-voting confirmations</b>	<b>50</b>	<b>5,65,874</b>
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	47	5,48,570
<b>% of Assent</b>			<b>*96.94%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	3	17,304
<b>% of Dissent</b>			<b>*3.06%</b>

\*Rounded off to nearest number

**For Resolution No.4:**

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / Remote E-Voting	No. of Works voted
a.	Votes casted through physical ballot	28	1,00,243
b.	Remote e-voting confirmations received	58	4,67,323
	<b>Total</b>	<b>86</b>	<b>5,67,566</b>
c.	<b>Less: Invalid physical ballots/Remote e-voting Confirmations</b>	35	1,687
d.	<b>Net valid physical ballots/remote e-voting confirmations</b>	<b>51</b>	<b>5,65,879</b>
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	46	5,48,430
<b>% of Assent</b>			<b>*96.92%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	5	17449
<b>% of Dissent</b>			<b>*3.08%</b>

\*Rounded off to nearest number



**For Resolution No.5:**

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / Remote E-Voting	No. of Works voted
a.	Votes casted through physical ballot	27	1,00,238
b.	Remote e-voting confirmations received	56	4,67,321
	<b>Total</b>	<b>83</b>	<b>5,67,559</b>
c.	<b>Less: Invalid physical ballots/Remote e-voting Confirmations</b>	33	1,685
d.	<b>Net valid physical ballots/remote e-voting confirmations</b>	<b>50</b>	<b>5,65,874</b>
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	47	5,48,570
<b>% of Assent</b>			<b>*96.94%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	3	17,304
<b>% of Dissent</b>			<b>*3.06%</b>

\*Rounded off to nearest number

**For Resolution No.6:**

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / Remote E-Voting	No. of Works voted
a.	Votes casted through physical ballot	123	123
b.	Remote e-voting confirmations received	54	1,17,078
	<b>Total</b>	<b>177</b>	<b>1,17,201</b>
c.	<b>Less: Invalid physical ballots/Remote e-voting Confirmations</b>	20	1,17,044
d.	<b>Net valid physical ballots/remote e-voting confirmations</b>	<b>157</b>	<b>157</b>
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	152	152
<b>% of Assent</b>			<b>*96.82%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	5	5
<b>% of Dissent</b>			<b>*3.18%</b>

\*Rounded off to nearest number





**For Resolution No.7:**

Sr. No.	Particulars	Resolution 7	
		No. of Ballots / Remote E-Voting	No. of Works voted
a.	Votes casted through physical ballot	120	120
b.	Remote e-voting confirmations received	50	1,16,873
	<b>Total</b>	<b>170</b>	<b>1,16,993</b>
c.	<b>Less: Invalid physical ballots/Remote e-voting Confirmations</b>	19	1,16,842
d.	<b>Net valid physical ballots/remote e-voting confirmations</b>	<b>151</b>	<b>151</b>
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	141	141
<b>% of Assent</b>			<b>*93.38%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	10	10
<b>% of Dissent</b>			<b>*6.62%</b>

\*Rounded off to nearest number

**For Resolution No.8:**

Sr. No.	Particulars	Resolution 8	
		No. of Ballots / Remote E-Voting	No. of Works voted
a.	Votes casted through physical ballot	117	117
b.	Remote e-voting confirmations received	50	1,16,873
	<b>Total</b>	<b>167</b>	<b>1,16,990</b>
c.	<b>Less: Invalid physical ballots/Remote e-voting Confirmations</b>	20	1,16,843
d.	<b>Net valid physical ballots/remote e-voting confirmations</b>	<b>147</b>	<b>147</b>
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	140	140
<b>% of Assent</b>			<b>*95.24%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	7	7
<b>% of Dissent</b>			<b>*4.76%</b>

\*Rounded off to nearest number



**For Resolution No.9:**

Sr. No.	Particulars	Resolution 9	
		No. of Ballots / Remote E-Voting	No. of Works voted
a.	Votes casted through physical ballot	118	118
b.	Remote e-voting confirmations received	52	1,16,875
	<b>Total</b>	<b>170</b>	<b>1,16,993</b>
c.	<b>Less: Invalid physical ballots/Remote e-voting Confirmations</b>	20	1,16,843
d.	<b>Net valid physical ballots/remote e-voting confirmations</b>	<b>150</b>	<b>150</b>
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	145	145
<b>% of Assent</b>			<b>*96.67%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	5	5
<b>% of Dissent</b>			<b>*3.33%</b>

\*Rounded off to nearest number

**For Resolution No.10:**

Sr. No.	Particulars	Resolution 10	
		No. of Ballots / Remote E-Voting	No. of Works voted
a.	Votes casted through physical ballot	119	119
b.	Remote e-voting confirmations received	51	1,16,874
	<b>Total</b>	<b>170</b>	<b>1,16,993</b>
c.	<b>Less: Invalid physical ballots/Remote e-voting Confirmations</b>	20	1,16,843
d.	<b>Net valid physical ballots/remote e-voting confirmations</b>	<b>150</b>	<b>150</b>
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	142	142
<b>% of Assent</b>			<b>*94.67%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	8	8
<b>% of Dissent</b>			<b>*5.33%</b>

\*Rounded off to nearest number



**For Resolution No.11:**

Sr. No.	Particulars	Resolution 11	
		No. of Ballots / Remote E-Voting	No. of Works voted
a.	Votes casted through physical ballot	116	116
b.	Remote e-voting confirmations received	51	1,16,874
	<b>Total</b>	<b>167</b>	<b>1,16,990</b>
c.	<b>Less: Invalid physical ballots/Remote e-voting Confirmations</b>	20	1,16,843
d.	<b>Net valid physical ballots/remote e-voting confirmations</b>	<b>147</b>	<b>147</b>
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	137	137
<b>% of Assent</b>			<b>*93.20%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	10	10
<b>% of Dissent</b>			<b>*6.80%</b>

\*Rounded off to nearest number

**For Resolution No.12:**

Sr. No.	Particulars	Resolution 12	
		No. of Ballots / Remote E-Voting	No. of Works voted
a.	Votes casted through physical ballot	27	99,777
b.	Remote e-voting confirmations received	57	4,67,322
	<b>Total</b>	<b>84</b>	<b>5,67,099</b>
c.	<b>Less: Invalid physical ballots/Remote e-voting Confirmations</b>	35	1,698
d.	<b>Net valid physical ballots/remote e-voting confirmations</b>	<b>49</b>	<b>5,65,401</b>
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	46	5,53,931
<b>% of Assent</b>			<b>*97.97%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	3	11,470
<b>% of Dissent</b>			<b>*2.03%</b>

\*Rounded off to nearest number



**For Resolution No.13:**

Sr. No.	Particulars	Resolution 13	
		No. of Ballots / Remote E-Voting	No. of Works voted
a.	Votes casted through physical ballot	15	15,033
b.	Remote e-voting confirmations received	82	5,59,530
	<b>Total</b>	<b>97</b>	<b>5,74,563</b>
c.	Less: Invalid physical ballots/Remote e-voting Confirmations	37	13,665
d.	<b>Net valid physical ballots/remote e-voting confirmations</b>	<b>60</b>	<b>5,60,898</b>
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	47	1,56,762
<b>% of Assent</b>			<b>*27.95%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	13	4,04,136
<b>% of Dissent</b>			<b>*72.05%</b>

\*Rounded off to nearest number

