

# Rathi & Associates

## COMPANY SECRETARIES

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3<sup>rd</sup> August, 2018

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

x 246

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 Board of Directors of The Indian Performing Right Society Limited ("the Company") has by circular resolution dated 22<sup>nd</sup> June, 2018, appointed 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, on the resolutions placed for the approval of Members of the Company as per the Notice dated 22<sup>nd</sup> June, 2018 of Extra-Ordinary General Meeting which was held on 3<sup>rd</sup> August, 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 Extra-Ordinary 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 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 the Section 102 of the Act, for the Extra-Ordinary General Meeting was sent to the Members by permitted means for seeking approval of members on following resolutions:



1. **Resolution No. 1** as a Special Resolution under Section 14 and other applicable provisions, if any, of the Companies Act, 2013, for adoption of new set of Articles of Association of the Company in total exclusion and substitution of the existing Articles of Association, containing provisions and incorporating therein the changes/alterations/modifications as per the statement of changes; and
2. **Resolution No. 2** as an Ordinary Resolution for approval of Distribution Rules/Scheme pursuant to the Copyright Act, 1957 and Copyright Rules, 2013 and CISAC's binding Resolution and Professional Rules which shall be effective from 1<sup>st</sup> April, 2018.

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 Tuesday, 31<sup>st</sup> July, 2018 upto 5.00 p.m. of Thursday, 2<sup>nd</sup> August, 2018. Accordingly, e-votes casted upto 5.00 p.m. of Thursday, 2<sup>nd</sup> August, 2018 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 employment of the Company, namely Mr. Sanjayraj Gaurinandan and Ms. Shweta Raj. Thereafter the voting through remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Yash Jain and Mr. Nihar Shah. 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 by 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 by 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: 5637**  
**COP NO: 2535**



**ANNEXURE**

Summary of the votes casted through remote e-voting and by physical ballots is given below:

**Resolution No. 1**

Sr. No.	Particulars	No. of Ballots/ Remote E-Voting confirmations	No. of Works voted
a.	<b>Votes casted through physical ballots</b>		
	Author/Composer Members	285	285
	Publisher Owner Members	53	1,00,361
b.	<b>Remote e-voting confirmations received</b>		
	Author/Composer Members	99	99
	Publisher Owner Members	39	4,24,843
	<b>Total</b>		
	Author/Composer Members	<b>384</b>	<b>384</b>
	Publisher Owner Members	<b>92</b>	<b>5,25,204</b>
c.	Less: Invalid physical ballots/remote e-voting confirmations		
	Author/Composer Members	11	11
	Publisher Owner Members	2	73
d.	<b>Net valid physical ballots/remote e-voting confirmations</b>		
	Author/Composer Members	<b>373</b>	<b>373</b>
	Publisher Owner Members	<b>90</b>	<b>5,25,131</b>
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution		
	Author/Composer Members	372	372
	Publisher Owner Members	89	5,25,121
<b>% of Assent</b>			
	Author/Composer Members		<b>99.73</b>
	Publisher Owner Members		<b>* 100</b>
	(ii) Physical Ballot Forms/ Remote e-Voting confirmations with dissent for the Resolution		
	Author/Composer Members	1	1
	Publisher Owner Members	1	10
<b>% of Dissent</b>			
	Author/Composer Members		<b>0.27</b>
	Publisher Owner Members		<b>-</b>

\* Rounded off to the nearest number



Resolution No. 2

Sr. No.	Particulars	No. of Ballots/ Remote E-Voting confirmations	No. of Works voted
a.	<b>Votes casted through physical ballots</b>		
	Author/Composer Members	271	271
	Publisher Owner Members	52	1,00,344
b.	<b>Remote e-voting confirmations received</b>		
	Author/Composer Members	101	101
	Publisher Owner Members	39	4,24,843
	<b>Total</b>		
	Author/Composer Members	<b>372</b>	<b>372</b>
	Publisher Owner Members	<b>91</b>	<b>5,25,187</b>
c.	Less: Invalid physical ballots/remote e-voting confirmations		
	Author/Composer Members	11	11
	Publisher Owner Members	2	73
d.	<b>Net valid physical ballots/remote e-voting confirmations</b>		
	Author/Composer Members	<b>361</b>	<b>361</b>
	Publisher Owner Members	<b>89</b>	<b>5,25,114</b>
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution		
	Author/Composer Members	360	360
	Publisher Owner Members	89	5,25,114
<b>% of Assent</b>			
	Author/Composer Members		<b>99.72</b>
	Publisher Owner Members		<b>100</b>
	(ii) Physical Ballot Forms/ Remote e-Voting confirmations with dissent for the Resolution		
	Author/Composer Members	1	1
	Publisher Owner Members	-	-
<b>% of Dissent</b>			
	Author/Composer Members		<b>0.28</b>
	Publisher Owner Members		-

