

Rathi & Associates

COMPANY SECRETARIES

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29th September, 2017

To
The Chairman
The Indian Performing Right Society Limited
208, Golden Chambers,
New Andheri Link Road,
Andheri (West),
Mumbai – 400053



Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballots at 47th Annual General Meeting of the members of The Indian Performing Right Society Limited

The Indian Performing Right Society Limited ("the Company") at their Board of Directors meeting held on 17th August 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, on the resolutions placed for the approval of Members of the Company as per the Notice dated 17th August, 2017 of 47th Annual General Meeting ("47th AGM") which was held on 29th September, 2017 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 voting through ballots on the resolutions as contained in the aforesaid Notice of 47th Annual 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 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 47th Annual 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 47th Annual General Meeting was sent to the Members by permitted means for seeking approval of members on following resolutions:



1. **Resolution No. 1** as an Ordinary Resolution for adoption of the Audited Balance Sheet as at 31st March, 2017, Income and Expenditure Account and Cash Flow Statement for the year ended on that date together with the Reports of Directors and Auditors thereon in respect of the Company's administration of the Performing Rights vested in it by its members and the Confederate Societies;
2. **Resolution No. 2** as an Ordinary Resolution for appointment of Mr. Kumar Taurani (DIN:00555831), who retired by rotation at Annual General Meeting and being eligible, had offered himself for re-appointment;
3. **Resolution No. 3** as an Ordinary Resolution for appointment of Mr. Ganesh Jain (DIN:00332372), who retired by rotation at Annual General Meeting and being eligible, had offered himself for re-appointment;
4. **Resolution No. 4** as an Ordinary Resolution for appointment of Mr. Shridhar Subramaniam (DIN: 00118318), who retired by rotation at Annual General Meeting and being eligible, had offered himself for re-appointment;
5. **Resolution No. 5** as an Ordinary Resolution for appointment of Mr. Devraj Sanyal (DIN:03533598), who retired by rotation at Annual General Meeting and being eligible, had offered himself for re-appointment;
6. **Resolution No. 6** as an Ordinary Resolution for ratification of appointment of M/s R.K. Khanna & Associates, Chartered Accountants (Firm Registration No. 105082W) as Statutory Auditors of the Company to hold office from the conclusion of the 47th Annual General Meeting up till the conclusion of the 48th Annual General Meeting for the Financial Year 2017-18 and to authorize the Board of Directors to fix their remuneration;
7. **Resolution No. 7** as a Special Resolution for amending the existing Articles of Association of the Company.

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, 26th September, 2017 upto 5.00 p.m. of Thursday, 28th September, 2017. Accordingly, e-votes casted upto 5.00 p.m. of Thursday, 28th September, 2017 have been considered for my scrutiny.

After the conclusion of the 47th Annual 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. Lalit Pandi and Mr. Milind Srivastava. Thereafter the voting through remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Shweta Mohite and Ms. Jasmeet Kaur Saluja. In case of members who voted through remote e-voting as well as by physical ballots at the 47th Annual 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 47th Annual 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 47th Annual 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



ANNEXURE

For Resolution No. 1: as an Ordinary Resolution for adoption of the Audited Balance Sheet as at 31st March, 2017, Income and Expenditure Account and Cash Flow Statement for the year ended on that date together with the Reports of Directors and Auditors thereon in respect of the Company's administration of the Performing Rights vested in it by its members and the Confederate Societies

Sr. No.	Particulars	Resolution 1	
		No. of ballots/ Remote e-voting confirmations	No. of Works voted
a.	Votes casted through ballots		
	Author/Composer Members	202	202
	Owner Publisher Members	43	4,09,403
b.	Remote e-voting confirmations received		
	Author/Composer Members	128	128
	Owner Publisher Members	23	2,25,701
	Total		
	Author/Composer Members	330	330
	Owner Publisher Members	66	6,35,104
c.	Less: Invalid ballots/remote e-voting confirmations		
	Author/Composer Members	6	6
	Owner Publisher Members	1	43,515
d.	Net valid ballots/remote e-voting confirmations		
	Author/Composer Members	324	324
	Owner Publisher Members	65	5,91,589
	(i) Ballots/remote e-voting confirmations with assent for the Resolution		
	Author/Composer Members	318	318
	Owner Publisher Members	63	5,72,536
	% of Assent		
	Author/Composer Members		98.15
	Owner Publisher Members		96.78
	(ii) Ballots/Remote e-voting confirmations with dissent for the Resolution		
	Author/Composer Members	6	6
	Owner Publisher Members	2	19,053
	% of Dissent		
	Author/Composer Members		1.85
	Owner Publisher Members		3.22



For Resolution No. 2: as an Ordinary Resolution for appointment of Mr. Kumar Taurani (DIN: 00555831), who retired by rotation at Annual General Meeting and being eligible, had offered himself for re-appointment

Sr. No.	Particulars	Resolution 2	
		No. of ballots/ Remote e-voting confirmations	No. of Works voted
a.	Votes casted through ballots		
	Author/Composer Members	-	-
	Owner Publisher Members	42	4,09,040
b.	Remote e-voting confirmations received		
	Author/Composer Members	-	-
	Owner Publisher Members	23	2,25,701
	Total		
	Author/Composer Members	-	-
	Owner Publisher Members	65	6,34,741
c.	Less: Invalid ballots/remote e-voting confirmations		
	Author/Composer Members	-	-
	Owner Publisher Members	1	43,515
d.	Net valid ballots/remote e-voting confirmations		
	Author/Composer Members	-	-
	Owner Publisher Members	64	5,91,226
	(i) Ballots/remote e-voting confirmations with assent for the Resolution		
	Author/Composer Members	-	-
	Owner Publisher Members	58	5,17,107
	% of Assent		
	Author/Composer Members		-
	Owner Publisher Members		87.46
	(ii) Ballots/Remote e-voting confirmations with dissent for the Resolution		
	Author/Composer Members	-	-
	Owner Publisher Members	6	74,119
	% of Dissent		
	Author/Composer Members		-
	Owner Publisher Members		12.54



For Resolution No. 3: as an Ordinary Resolution for appointment of Mr. Ganesh Jain (DIN: 00332372), who retired by rotation at Annual General Meeting and being eligible, had offered himself for re-appointment

Sr. No.	Particulars	Resolution 3	
		No. of ballots/ Remote e-voting confirmations	No. of Works voted
a.	Votes casted through ballots		
	Author/Composer Members	-	-
	Owner Publisher Members	42	4,09,040
b.	Remote e-voting confirmations received		
	Author/Composer Members	-	-
	Owner Publisher Members	23	2,25,701
	Total		
	Author/Composer Members	-	-
	Owner Publisher Members	65	6,34,741
c.	Less: Invalid ballots/remote e-voting confirmations		
	Author/Composer Members	-	-
	Owner Publisher Members	1	43,515
d.	Net valid ballots/remote e-voting confirmations		
	Author/Composer Members	-	-
	Owner Publisher Members	64	5,91,226
	(i) Ballots/remote e-voting confirmations with assent for the Resolution		
	Author/Composer Members	-	-
	Owner Publisher Members	59	5,67,961
	% of Assent		
	Author/Composer Members		-
	Owner Publisher Members		96.06
	(ii) Ballots/Remote e-voting confirmations with dissent for the Resolution		
	Author/Composer Members		-
	Owner Publisher Members	5	23,265
	% of Dissent		
	Author/Composer Members		-
	Owner Publisher Members		3.94



For Resolution No. 4: as an Ordinary Resolution for appointment of Mr. Shridhar Subramaniam (DIN: 00118318), who retired by rotation at Annual General Meeting and being eligible, had offered himself for re-appointment

Sr. No.	Particulars	Resolution 4	
		No. of ballots/ Remote e-voting confirmations	No. of Works voted
a.	Votes casted through ballots		
	Author/Composer Members	-	-
	Owner Publisher Members	42	4,09,040
b.	Remote e-voting confirmations received		
	Author/Composer Members	-	-
	Owner Publisher Members	23	2,25,701
	Total		
	Author/Composer Members	-	-
	Owner Publisher Members	65	6,34,741
c.	Less: Invalid ballots/remote e-voting confirmations		
	Author/Composer Members	-	-
	Owner Publisher Members	1	43,515
d.	Net valid ballots/remote e-voting confirmations		
	Author/Composer Members	-	-
	Owner Publisher Members	64	5,91,226
	(i) Ballots/remote e-voting confirmations with assent for the Resolution		
	Author/Composer Members	-	-
	Owner Publisher Members	61	5,71,097
	% of Assent		
	Author/Composer Members		-
	Owner Publisher Members		96.60
	(ii) Ballots/Remote e-voting confirmations with dissent for the Resolution		
	Author/Composer Members	-	-
	Owner Publisher Members	3	20,129
	% of Dissent		
	Author/Composer Members		-
	Owner Publisher Members		3.40



For Resolution No. 5: as an Ordinary Resolution for appointment of Mr. Devraj Sanyal (DIN: 03533598), who retired by rotation at Annual General Meeting and being eligible, had offered himself for re-appointment

Sr. No.	Particulars	Resolution 5	
		No. of ballots/ Remote e-voting confirmations	No. of Works voted
a.	Votes casted through ballots		
	Author/Composer Members	-	-
	Owner Publisher Members	41	4,08,996
b.	Remote e-voting confirmations received		
	Author/Composer Members	-	-
	Owner Publisher Members	23	2,25,701
	Total		
	Author/Composer Members	-	-
	Owner Publisher Members	64	6,34,697
c.	Less: Invalid ballots/remote e-voting confirmations		
	Author/Composer Members	-	-
	Owner Publisher Members	1	43,515
d.	Net valid ballots/remote e-voting confirmations		
	Author/Composer Members	-	-
	Owner Publisher Members	63	5,91,182
	(i) Ballots/remote e-voting confirmations with assent for the Resolution		
	Author/Composer Members	-	-
	Owner Publisher Members	59	5,20,401
	% of Assent		
	Author/Composer Members		-
	Owner Publisher Members		88.03
	(ii) Ballots/Remote e-voting confirmations with dissent for the Resolution		
	Author/Composer Members	-	-
	Owner Publisher Members	4	70,781
	% of Dissent		
	Author/Composer Members		-
	Owner Publisher Members		11.97



For Resolution No. 6: as an Ordinary Resolution for ratification of appointment of M/s R.K. Khanna & Associates, Chartered Accountants (Firm Registration No. 105082W) as Statutory Auditors of the Company to hold office from the conclusion of the 47th Annual General Meeting up till the conclusion of the 48th Annual General Meeting for the Financial Year 2017-18 and to authorize the Board of Directors to fix their remuneration

Sr. No.	Particulars	Resolution 6	
		No. of ballots/ Remote e-voting confirmations	No. of Works voted
a.	Votes casted through ballots		
	Author/Composer Members	197	197
	Owner Publisher Members	42	4,09,040
b.	Remote e-voting confirmations received		
	Author/Composer Members	126	126
	Owner Publisher Members	23	2,25,701
	Total		
	Author/Composer Members	323	323
	Owner Publisher Members	65	6,34,741
c.	Less: Invalid ballots/remote e-voting confirmations		
	Author/Composer Members	6	6
	Owner Publisher Members	2	43,559
d.	Net valid ballots/remote e-voting confirmations		
	Author/Composer Members	317	317
	Owner Publisher Members	63	5,91,182
	(i) Ballots/remote e-voting confirmations with assent for the Resolution		
	Author/Composer Members	305	305
	Owner Publisher Members	62	5,90,940
	% of Assent		
	Author/Composer Members		96.21
	Owner Publisher Members		99.96
	(ii) Ballots/Remote e-voting confirmations with dissent for the Resolution		
	Author/Composer Members	12	12
	Owner Publisher Members	1	242
	% of Dissent		
	Author/Composer Members		3.79
	Owner Publisher Members		0.04



For Resolution No. 7: as a Special Resolution for amending the existing Articles of Association of the Company

Sr. No.	Particulars	Resolution 7	
		No. of ballots/ Remote e-voting confirmations	No. of Works voted
a.	Votes casted through ballots		
	Author/Composer Members	176	176
	Owner Publisher Members	41	4,09,032
b.	Remote e-voting confirmations received		
	Author/Composer Members	126	126
	Owner Publisher Members	23	2,25,701
	Total		
	Author/Composer Members	302	302
	Owner Publisher Members	64	6,34,733
c.	Less: Invalid ballots/remote e-voting confirmations		
	Author/Composer Members	6	6
	Owner Publisher Members	1	43,515
d.	Net valid ballots/remote e-voting confirmations		
	Author/Composer Members	296	296
	Owner Publisher Members	63	5,91,218
	(i) Ballots/remote e-voting confirmations with assent for the Resolution		
	Author/Composer Members	228	228
	Owner Publisher Members	52	2,10,851
% of Assent			
	Author/Composer Members		77.03
	Owner Publisher Members		35.66
	(ii) Ballots/Remote e-voting confirmations with dissent for the Resolution		
	Author/Composer Members	68	68
	Owner Publisher Members	11	3,80,367
% of Dissent			
	Author/Composer Members		22.97
	Owner Publisher Members		64.34

