

Rathi & Associates

COMPANY SECRETARIES

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27th December, 2018

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

BA

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballots at 48th Annual General Meeting (48th AGM) of the members of The Indian Performing Right Society Limited.

The Indian Performing Right Society Limited ("the Company") at their Board Meeting held on 28th September, 2018 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 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, at the 48th Annual General Meeting held on 26th December, 2018 (48th AGM) in respect of the resolutions contained in the Notice dated 28th September, 2018 of 48th AGM (Notice) and Addendum to Notice dated 17th December, 2018, 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 voting by ballots on the resolutions as contained in the Notice and Addendum to Notice. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical voting by 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 ballots to the members present at the 48th Annual General Meeting to enable them to vote.



As required under Section 101 of the Act, a Notice and Addendum to Notice along with explanatory statement under Section 102 of the Act for the 48th Annual 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 an Ordinary Resolution for adoption of Audited Balance Sheet as on 31st March 2018, Income and Expenditure Account and Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditors thereon, in respect of the Company's administration of the Performing/Mechanical and other Rights vested in it by its members and the Confederate Societies.
2. **Resolution No. 2** as an Ordinary Resolution for re-appointment of Mr. Mandar Thakur (DIN: 05333792), Publisher-Owner Director, Region-South, who retired by rotation at 48th AGM and being eligible, had offered himself for re-appointment.
3. **Resolution No. 3** as an Ordinary Resolution for re-appointment of Mr. G.V. Prakashkumar (DIN: 07768643), Author-Composer Director, Region-South, who retired by rotation at 48th AGM and being eligible, had offered himself for re-appointment.
4. **Resolution No. 4** as an Ordinary Resolution for re-appointment of Mr. Anupam Roy (DIN: 07769837), Author-Composer Director, Region-East, who retired by rotation at 48th AGM and being eligible, had offered himself for reappointment.
5. **Resolution No. 5** 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 48th Annual General Meeting up till the conclusion of 49th Annual General Meeting for the Financial Year 2018-19 and to authorize the Board of Directors to fix their remuneration.
6. **Resolution No. 6** as an Ordinary Resolution for appointment of Mr. U. Vidya Sagar (DIN: 08304251) as Author-Composer Director, Region-South, who shall be liable to retire by rotation.



7. **Resolution No. 7** as an Ordinary Resolution for appointment of Mr. Ahmed Syed (DIN: 0008298783) as Author-Composer Director, Region-East, who shall be liable to retire by rotation.

8. **Resolution No. 8** as an Ordinary Resolution for appointment of Mr. Sumit Chatterjee (DIN: 02269713) representing Sony Music Entertainment India Private Limited, Publisher-Owner Member, as Publisher-Owner Director, Region-West, who shall be liable to retire by rotation.

9. **Resolution No. 9** as an Ordinary Resolution for appointment of Mr. Aditya Gupta (DIN: 02815692) representing Aditya Music (India) Private Limited, Publisher-Owner Member, as Publisher-Owner Director, Region-South, who shall be liable to retire by rotation.

10. **Resolution No. 10** as an Ordinary Resolution for appointment of Mr. Sushilkumar Shankarlal Agarwal (DIN: 00116517) representing Ultra Media & Entertainment Private Limited, Publisher-Owner Member, as Publisher-Owner Director, Region-West, who shall be liable to retire by rotation.

The Company provided 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 Sunday, 23rd December, 2018 up to 5.00 p.m. of Tuesday, 25th December, 2018. Accordingly, e-votes cast up to 5.00 p.m. of Tuesday, 25th December, 2018 have been considered for my scrutiny.

After the conclusion of the 48th Annual General Meeting, first the physical voting conducted through ballots at the meeting was unlocked in the presence of two witnesses, being the members of the Company, namely Mr. Sudhakar Sharma and Mr. Shahab Allahabadi Thereafter the voting through remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Rishit Shah and Ms. Shweta Mohite. In case of members who voted through remote e-voting as well as by ballots at the 48th Annual General Meeting, the ballots of such members were treated as invalid.



In accordance with Article 24 of the Articles of Association of the Company, Author-Composer Members were permitted to vote on resolutions for appointment of Author-Composer Directors and Publisher-Owner Members were permitted to vote on resolutions for appointment of Publisher-Owner Directors. In case of members who voted otherwise, their respective votes were deemed to be invalid.

A summary of the votes casted by members through remote e-voting and ballots at the 48th 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 physical ballots at the 48th 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
M. NO. FCS 5171
COP NO.: 3030**



ANNEXURE

Summary of Voting:

Resolution No. 1: Ordinary Resolution for adoption of Audited Balance Sheet as on 31st March 2018, Income and Expenditure Account and Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditors thereon, in respect of the Company's administration of the Performing/Mechanical and other Rights vested in it by its members and the Confederate Societies.

Sr. No.	Particulars	No. of ballots/ remote e-voting confirmations	No. of votes
a.	Votes casted through ballots		
	Author-Composer Members	244	244
	Publisher-Owner Members	42	41,990
b.	Remote e-voting confirmations received		
	Author-Composer Members	111	111
	Publisher-Owner Members	25	6,10,194
	Total		
	Author-Composer Members	355	355
	Publisher-Owner Members	67	6,52,184
c.	Less: Invalid ballots/remote e-voting confirmations		
	Author-Composer Members	12	12
	Publisher-Owner Members	4	143
d.	Net valid ballots/remote e-voting confirmations		
	Author-Composer Members	343	343
	Publisher-Owner Members	63	6,52,041
	(i) Ballots/remote e-voting confirmations with assent for the Resolution		
	Author-Composer Members	329	329
	Publisher-Owner Members	61	6,51,924
% of Assent			
	Author-Composer Members		*95.92
	Publisher-Owner Members		99.98
	(ii) Ballot/remote e-voting confirmations with dissent for the Resolution		
	Author-Composer Members	14	14
	Publisher-Owner Members	2	117
% of Dissent			
	Author-Composer Members		4.08
	Publisher-Owner Members		*0.02

* Rounded off to the nearest number



Resolution No. 2: Ordinary Resolution for re-appointment of Mr. Mandar Thakur (DIN: 05333792), Publisher-Owner Director, Region-South, who retired by rotation at 48th AGM and being eligible, had offered himself for re-appointment.

Sr. No.	Particulars	No. of ballots/ remote e-voting confirmations	No. of votes
a.	Votes casted through ballots		
	Author-Composer Members	-	-
	Publisher-Owner Members	35	41,537
b.	Remote e-voting confirmations received		
	Author-Composer Members	90	90
	Publisher-Owner Members	25	6,41,186
	Total		
	Author-Composer Members	90	90
	Publisher-Owner Members	60	6,82,723
c.	Less: Invalid ballots/remote e-voting confirmations		
	Author-Composer Members	90	90
	Publisher-Owner Members	3	31
d.	Net valid ballots/remote e-voting confirmations		
	Author-Composer Members	-	-
	Publisher-Owner Members	57	6,82,692
	(i) Ballots/remote e-voting confirmations with assent for the Resolution		
	Author-Composer Members	-	-
	Publisher-Owner Members	49	6,64,072
	% of Assent		
	Author-Composer Members		-
	Publisher-Owner Members		97.27
	(ii) Ballot/remote e-voting confirmations with dissent for the Resolution		
	Author-Composer Members	-	-
	Publisher-Owner Members	8	18,620
	% of Dissent		
	Author-Composer Members		-
	Publisher-Owner Members		*2.73

* Rounded off to the nearest number



Resolution No. 3: Ordinary Resolution for re-appointment of Mr. G.V. Prakashkumar (DIN: 07768643), Author-Composer Director, Region-South, who retired by rotation at 48th AGM and being eligible, had offered himself for re-appointment.

Sr. No.	Particulars	No. of ballots/ remote e-voting confirmations	No. of votes
a.	Votes casted through ballots		
	Author-Composer Members	137	137
	Publisher-Owner Members	-	-
b.	Remote e-voting confirmations received		
	Author-Composer Members	98	98
	Publisher-Owner Members	23	6,09,972
	Total		
	Author-Composer Members	235	235
	Publisher-Owner Members	23	6,09,972
c.	Less: Invalid ballots/remote e-voting confirmations		
	Author-Composer Members	16	16
	Publisher-Owner Members	23	6,09,972
d.	Net valid ballots/remote e-voting confirmations		
	Author-Composer Members	219	219
	Publisher-Owner Members	-	-
	(i) Ballots/remote e-voting confirmations with assent for the Resolution		
	Author-Composer Members	188	188
	Publisher-Owner Members	-	-
% of Assent			
Author-Composer Members			85.84
Publisher-Owner Members			-
	(ii) Ballot/remote e-voting confirmations with dissent for the Resolution		
	Author-Composer Members	31	31
	Publisher-Owner Members	-	-
% of Dissent			
Author-Composer Members			*14.16
Publisher-Owner Members			-

* Rounded off to the nearest number



Resolution No. 4: Ordinary Resolution for re-appointment of Mr. Anupam Roy (DIN: 07769837), Author-Composer Director, Region-East, who retired by rotation at 48th AGM and being eligible, had offered himself for reappointment.

Sr. No.	Particulars	No. of ballots/ remote e-voting confirmations	No. of votes
a.	Votes casted through ballots		
	Author-Composer Members	137	137
	Publisher-Owner Members	-	-
b.	Remote e-voting confirmations received		
	Author-Composer Members	98	98
	Publisher-Owner Members	24	6,09,979
	Total		
	Author-Composer Members	235	235
	Publisher-Owner Members	24	6,09,979
c.	Less: Invalid ballots/remote e-voting confirmations		
	Author-Composer Members	17	17
	Publisher-Owner Members	24	6,09,979
d.	Net valid ballots/remote e-voting confirmations		
	Author-Composer Members	218	218
	Publisher-Owner Members	-	-
	(i) Ballots/remote e-voting confirmations with assent for the Resolution		
	Author-Composer Members	186	186
	Publisher-Owner Members	-	-
	% of Assent		
	Author-Composer Members		85.32
	Publisher-Owner Members		-
	(ii) Ballot/remote e-voting confirmations with dissent for the Resolution		
	Author-Composer Members	32	32
	Publisher-Owner Members	-	-
	% of Dissent		
	Author-Composer Members		*14.68
	Publisher-Owner Members		-

* Rounded off to the nearest number



Resolution No. 5: 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 48th Annual General Meeting up till the conclusion of 49th Annual General Meeting for the Financial Year 2018-19 and to authorize the Board of Directors to fix their remuneration.

Sr. No.	Particulars	No. of ballots/ remote e-voting confirmations	No. of votes
a.	Votes casted through ballots		
	Author-Composer Members	240	240
	Publisher-Owner Members	34	41,400
b.	Remote e-voting confirmations received		
	Author-Composer Members	111	111
	Publisher-Owner Members	25	6,10,194
	Total		
	Author-Composer Members	351	351
	Publisher-Owner Members	59	6,51,594
c.	Less: Invalid ballots/remote e-voting confirmations		
	Author-Composer Members	12	12
	Publisher-Owner Members	3	31
d.	Net valid ballots/remote e-voting confirmations		
	Author-Composer Members	339	339
	Publisher-Owner Members	56	6,51,563
	(i) Ballots/remote e-voting confirmations with assent for the Resolution		
	Author-Composer Members	327	327
	Publisher-Owner Members	54	6,51,185
	% of Assent		
	Author-Composer Members		96.46
	Publisher-Owner Members		99.94
	(ii) Ballot/remote e-voting confirmations with dissent for the Resolution		
	Author-Composer Members	12	12
	Publisher-Owner Members	2	378
	% of Dissent		
	Author-Composer Members		*3.54
	Publisher-Owner Members		*0.06

* Rounded off to the nearest number



Resolution No. 6: Ordinary Resolution for appointment of Mr. U. Vidya Sagar (DIN: 08304251) as Author-Composer Director, Region-South, who shall be liable to retire by rotation.

Sr. No.	Particulars	No. of ballots/ remote e-voting confirmations	No. of votes
a.	Votes casted through ballots		
	Author-Composer Members	245	245
	Publisher-Owner Members	-	-
b.	Remote e-voting confirmations received		
	Author-Composer Members	111	111
	Publisher-Owner Members	21	5,66,448
	Total		
	Author-Composer Members	356	356
	Publisher-Owner Members	21	5,66,448
c.	Less: Invalid ballots/remote e-voting confirmations		
	Author-Composer Members	13	13
	Publisher-Owner Members	21	5,66,448
d.	Net valid ballots/remote e-voting confirmations		
	Author-Composer Members	343	343
	Publisher-Owner Members	-	-
	(i) Ballots/remote e-voting confirmations with assent for the Resolution		
	Author-Composer Members	333	333
	Publisher-Owner Members	-	-
% of Assent			
	Author-Composer Members		97.08
	Publisher-Owner Members		-
	(ii) Ballot/remote e-voting confirmations with dissent for the Resolution		
	Author-Composer Members	10	10
	Publisher-Owner Members	-	-
% of Dissent			
	Author-Composer Members		*2.92
	Publisher-Owner Members		-

* Rounded off to the nearest number



Resolution No. 7: Ordinary Resolution for appointment of Mr. Ahmed Syed (DIN: 0008298783) as Author-Composer Director, Region-East, who shall be liable to retire by rotation.

Sr. No.	Particulars	No. of ballots/ remote e-voting confirmations	No. of votes
a.	Votes casted through ballots		
	Author-Composer Members	249	249
	Publisher-Owner Members	-	-
b.	Remote e-voting confirmations received		
	Author-Composer Members	113	113
	Publisher-Owner Members	24	6,10,185
	Total		
	Author-Composer Members	362	362
	Publisher-Owner Members	24	6,10,185
c.	Less: Invalid ballots/remote e-voting confirmations		
	Author-Composer Members	12	12
	Publisher-Owner Members	24	6,10,185
d.	Net valid ballots/remote e-voting confirmations		
	Author-Composer Members	350	350
	Publisher-Owner Members	-	-
	(i) Ballots/remote e-voting confirmations with assent for the Resolution		
	Author-Composer Members	330	330
	Publisher-Owner Members	-	-
% of Assent			
	Author-Composer Members		*94.29
	Publisher-Owner Members		-
	(ii) Ballot/remote e-voting confirmations with dissent for the Resolution		
	Author-Composer Members	20	20
	Publisher-Owner Members	-	-
% of Dissent			
	Author-Composer Members		5.71
	Publisher-Owner Members		-

* Rounded off to the nearest number

Resolution No. 8: Ordinary Resolution for appointment of Mr. Sumit Chatterjee (DIN: 02269713) representing Sony Music Entertainment India Private Limited, Publisher-Owner Member, as Publisher-Owner Director, Region-West, who shall be liable to retire by rotation.

Sr. No.	Particulars	No. of ballots/ remote e-voting confirmations	No. of votes
a.	Votes casted through ballots		
	Author-Composer Members	-	-
	Publisher-Owner Members	39	41,952
b.	Remote e-voting confirmations received		
	Author-Composer Members	91	91
	Publisher-Owner Members	23	6,41,077
	Total		
	Author-Composer Members	91	91
	Publisher-Owner Members	62	6,83,029
c.	Less: Invalid ballots/remote e-voting confirmations		
	Author-Composer Members	91	91
	Publisher-Owner Members	4	143
d.	Net valid ballots/remote e-voting confirmations		
	Author-Composer Members	-	-
	Publisher-Owner Members	58	6,82,886
	(i) Ballots/remote e-voting confirmations with assent for the Resolution		
	Author-Composer Members	-	-
	Publisher-Owner Members	52	6,52,618
	% of Assent		
	Author-Composer Members		-
	Publisher-Owner Members		*95.57
	(ii) Ballot/remote e-voting confirmations with dissent for the Resolution		
	Author-Composer Members	-	-
	Publisher-Owner Members	6	30,268
	% of Dissent		
	Author-Composer Members		-
	Publisher-Owner Members		4.43

* Rounded off to the nearest number



Resolution No. 9: Ordinary Resolution for appointment of Mr. Aditya Gupta (DIN: 02815692) representing Aditya Music (India) Private Limited, Publisher-Owner Member, as Publisher-Owner Director, Region-South, who shall be liable to retire by rotation.

Sr. No.	Particulars	No. of ballots/ remote e-voting confirmations	No. of votes
a.	Votes casted through ballots		
	Author-Composer Members	-	-
	Publisher-Owner Members	38	41,666
b.	Remote e-voting confirmations received		
	Author-Composer Members	91	91
	Publisher-Owner Members	22	5,97,562
	Total		
	Author-Composer Members	91	91
	Publisher-Owner Members	60	6,39,228
c.	Less: Invalid ballots/remote e-voting confirmations		
	Author-Composer Members	91	91
	Publisher-Owner Members	3	31
d.	Net valid ballots/remote e-voting confirmations		
	Author-Composer Members	-	-
	Publisher-Owner Members	57	6,39,197
	(i) Ballots/remote e-voting confirmations with assent for the Resolution		
	Author-Composer Members	-	-
	Publisher-Owner Members	52	6,20,872
	% of Assent		
	Author-Composer Members		-
	Publisher-Owner Members		97.13
	(ii) Ballot/remote e-voting confirmations with dissent for the Resolution		
	Author-Composer Members	-	-
	Publisher-Owner Members	5	18,325
	% of Dissent		
	Author-Composer Members		-
	Publisher-Owner Members		*2.87

* Rounded off to the nearest number

Resolution No. 10: Ordinary Resolution for appointment of Mr. Sushilkumar Shankarlal Agarwal (DIN: 00116517) representing Ultra Media & Entertainment Private Limited, Publisher-Owner Member, as Publisher-Owner Director, Region-West, who shall be liable to retire by rotation.

Sr. No.	Particulars	No. of ballots/ remote e-voting confirmations	No. of votes
a.	Votes casted through ballots		
	Author-Composer Members	-	-
	Publisher-Owner Members	41	44,761
b.	Remote e-voting confirmations received		
	Author-Composer Members	90	90
	Publisher-Owner Members	23	6,41,077
	Total		
	Author-Composer Members	90	90
	Publisher-Owner Members	64	6,85,838
c.	Less: Invalid ballots/remote e-voting confirmations		
	Author-Composer Members	90	90
	Publisher-Owner Members	4	143
d.	Net valid ballots/remote e-voting confirmations		
	Author-Composer Members	-	-
	Publisher-Owner Members	60	6,85,695
	(i) Ballots/remote e-voting confirmations with assent for the Resolution		
	Author-Composer Members	-	-
	Publisher-Owner Members	55	6,69,849
	% of Assent		
	Author-Composer Members		-
	Publisher-Owner Members		*97.69
	(ii) Ballot/remote e-voting confirmations with dissent for the Resolution		
	Author-Composer Members	-	-
	Publisher-Owner Members	5	15,846
	% of Dissent		
	Author-Composer Members		-
	Publisher-Owner Members		2.31

* Rounded off to the nearest number

