

Rathi & Associates

COMPANY SECRETARIES

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20th December, 2024

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

Sub: Scrutinizer's Report on remote e-voting prior to and e-voting conducted at 01/2024-25 Extra-ordinary General Meeting ("the EGM") of the members of The Indian Performing Right Society Limited held on 20th December, 2024

Dear Sir,

The Indian Performing Right Society Limited ("the Company") at their Board Meeting held on 08th November, 2024 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting prior to and e-voting at the Extra-ordinary General Meeting ("the EGM") on the resolutions contained in the Notice dated 08th November, 2024, 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, placed for the approval of members of the Company at the EGM held on 20th December, 2024, be carried out in a fair and transparent manner.

The EGM was held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue and in compliance with General Circular No. 09/2024 dated September 19, 2024 read with Circular No. 09/2023 dated September 25, 2023, 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022 and 10/2022, dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars"). The Company had provided e-voting facility at the EGM for those Members who did not cast their votes through remote e-voting prior to the EGM.



The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules made thereunder and the Circulars, relating to remote e-voting prior to the EGM and e-voting at the EGM on the resolutions as contained in the aforesaid Notice of the EGM of the Members of the Company.

My responsibility as Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting prior to the EGM and e-voting at the EGM 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 in relation to the remote e-voting prior to the EGM and e-voting at the EGM as per the facility provided by Central Depository Services (India) Limited ('CDSL'), the agency engaged by the Company for the said purposes.

Pursuant to Section 101 of the Act, Notice of the EGM along with Explanatory Statement thereto under Section 102 of the Act, were sent to the Members by permitted means as per the Circulars i.e. by e-mail.

Following resolutions were proposed for approval by the Members at the EGM:

1. **Resolution No. 1** as an Ordinary Resolution for approval of Investment Policy.
2. **Resolution No. 2** as a Special Resolution for alteration in Clause (k) of Article 25 of the Articles of Association of the Company.

The Company provided remote e-voting facility to the members to cast votes on aforesaid resolutions prior to the EGM. The Company also provided e-voting facility at the EGM to those members who had not casted their votes through remote e-voting, to enable them to cast their votes on the aforesaid resolutions at the EGM. The e-voting facility remained open to Members for voting till 01.00 P.M. after conclusion of the EGM.

Remote e-voting facility was made available to the members of the Company to exercise their voting rights from 9.00 a.m. of Monday, 16th December, 2024 upto 5:00 p.m. of Thursday, 19th December, 2024. Accordingly, votes casted through remote e-voting upto 5:00 p.m. of Thursday, 19th December, 2024 and the votes casted at the EGM have been considered for my scrutiny.



The remote e-voting prior to EGM and e-voting at the EGM data was unblocked after closure thereof. As required under Rule 22(10) of the Companies (Management and Administration) Rules, 2014, a register has been maintained and particulars of all the e-votes received from the members have been recorded therein.

In case of members who casted votes through remote e-voting prior to the EGM as well as through e-voting conducted at the EGM, the voting through remote e-voting by such members prior to the EGM was treated as valid.

A summary of the votes cast by members through remote e-voting prior to the EGM and e-voting at the EGM with their pattern of voting is as per Annexure attached to this Report.

The results of the voting by members through remote e-voting prior to the EGM and e-voting at the EGM in respect of the above-mentioned resolutions may accordingly be declared by the Chairman of the Company or the CEO of the Company who has been duly authorized in this regard by the Chairman.

Yours sincerely,

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES



HIMANSHU S. KAMDAR
PARTNER
M. NO. FCS 5171
COP NO. 3030
UDIN: F005171F003444464



ANNEXURE

1. Resolution No. 1: as an Ordinary Resolution for approval of Investment Policy.

Sr. No.	Particulars	No. of members who voted	No. of votes
a.	Votes cast through e-voting at EGM		
	Author-Composer Members	8	7,568
	Publisher-Owner Members	6	32,51,043
b.	Votes cast through remote e-voting prior to EGM		
	Author-Composer Members	317	51,57,694
	Publisher-Owner Members	48	1,05,97,740
	Total		
	Author-Composer Members	325	51,65,262
	Publisher-Owner Members	54	1,38,48,783
c.	Less: Invalid e-voting at EGM /remote e-voting at EGM		
	Author-Composer Members	0	0
	Publisher-Owner Members	0	0
d.	Net valid e-voting at EGM /remote e-voting prior to EGM		
	Author-Composer Members	325	51,65,262
	Publisher-Owner Members	54	1,38,48,783
	(i) E-voting at EGM /remote e-voting prior to EGM with assent for the Resolution		
	Author-Composer Members	319	51,64,563
	Publisher-Owner Members	50	1,38,47,160
	% of Assent		
	Author-Composer Members		*99.99
	Publisher-Owner Members		*99.99
	(ii) E-voting at EGM /remote e-voting prior to EGM with dissent for the Resolution		
	Author-Composer Members	6	699
	Publisher-Owner Members	4	1,623
	% of Dissent		
	Author-Composer Members		0.01
	Publisher-Owner Members		0.01

*Rounded off to nearest decimal



2. Resolution No. 2: as a Special Resolution for alteration in Clause (k) of Article 25 of the Articles of Association of the Company.

Sr. No.	Particulars	No. of members who voted	No. of votes
a.	Votes cast through e-voting at EGM		
	Author-Composer Members	7	296
	Publisher-Owner Members	7	42,15,899
b.	Votes cast through remote e-voting prior to EGM		
	Author-Composer Members	317	51,57,694
	Publisher-Owner Members	48	1,05,97,740
	Total		
	Author-Composer Members	324	51,57,990
	Publisher-Owner Members	55	1,48,13,639
c.	Less: Invalid e-voting at EGM /remote e-voting at EGM		
	Author-Composer Members	0	0
	Publisher-Owner Members	0	0
d.	Net valid e-voting at EGM /remote e-voting prior to EGM		
	Author-Composer Members	324	51,57,990
	Publisher-Owner Members	55	1,48,13,639
	(i) E-voting at EGM /remote e-voting prior to EGM with assent for the Resolution		
	Author-Composer Members	318	51,57,233
	Publisher-Owner Members	51	1,48,12,370
	% of Assent		
	Author-Composer Members		*99.99
	Publisher-Owner Members		99.99
	(ii) E-voting at EGM /remote e-voting prior to EGM with dissent for the Resolution		
	Author-Composer Members	6	757
	Publisher-Owner Members	4	1,269
	% of Dissent		
	Author-Composer Members		0.01
	Publisher-Owner Members		*0.01

*Rounded off to nearest decimal

