

# Rathi & Associates

## COMPANY SECRETARIES

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26<sup>th</sup> September, 2023

To,  
The Chairman  
**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 53<sup>rd</sup> Annual General Meeting (53<sup>rd</sup> AGM) of the members of The Indian Performing Right Society Limited held on 26<sup>th</sup> September, 2023

Dear Sir,

The Indian Performing Right Society Limited ("the Company") at their Board Meeting held on 29<sup>th</sup> June, 2023 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting prior to the 53<sup>rd</sup> Annual General Meeting ("53<sup>rd</sup> AGM") and e-voting conducted at the 53<sup>rd</sup> AGM on the resolutions contained in the Notice dated 9<sup>th</sup> August, 2023 and Addendum dated 13<sup>th</sup> September, 2023 to the Notice of the 53<sup>rd</sup> AGM of the Company which was held on 26<sup>th</sup> September, 2023, 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, be carried out in a fair and transparent manner.

The 53<sup>rd</sup> AGM 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. 10/2022 dated December 28, 2022 read together with Circular Nos. 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 and 02/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ("MCA") (collectively "Circulars"). The Company had provided e-voting facility at the 53<sup>rd</sup> AGM for those Members who did not cast their votes through remote e-voting prior to the 53<sup>rd</sup> AGM.



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 53<sup>rd</sup> AGM and e-voting conducted at the 53<sup>rd</sup> AGM on the resolutions as contained in the aforesaid Notice and Addendum to Notice of the 53<sup>rd</sup> AGM 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 53<sup>rd</sup> AGM and e-voting conducted at the 53<sup>rd</sup> AGM 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 53<sup>rd</sup> AGM and e-voting conducted at the 53<sup>rd</sup> AGM 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 53<sup>rd</sup> AGM and Addendum to Notice of 53<sup>rd</sup> AGM along with Explanatory Statement 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 53<sup>rd</sup> AGM:

1. **Resolution No. 1** as an Ordinary Resolution for adoption of the Audited Balance Sheet as on 31<sup>st</sup> March 2023, 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. Sameer Pandey (Alias: Sameer Anjaan) (DIN: 01515751), Author Director, Region-North, who retired by rotation and being eligible, had offered himself for re-appointment.
3. **Resolution No. 3** as an Ordinary Resolution for re-appointment of Mr. Mayur Puri (DIN: 02409730), Author Director, Region-West, who retired by rotation and being eligible, had offered himself for re-appointment.
4. **Resolution No. 4** as an Ordinary Resolution for re-appointment of Mr. Vikram Mehra (DIN: 03556680), Publisher Owner Director representing Saregama India Limited, Region-East, who retired by rotation and being eligible, had offered himself for re-appointment.
5. **Resolution No. 5** as an Ordinary Resolution for re-appointment of Mr. Sushilkumar Shankarlal Agrawal (DIN: 00116517), Publisher Owner Director representing Ultra Media & Entertainment Pvt. Ltd., Region-West, who retired by rotation and being eligible, had offered himself for re-appointment.



6. **Resolution No. 6** as an Ordinary Resolution for re-appointment of Mr. Devraj Sanyal (DIN: 03533598), Publisher Owner Director representing Universal Music Publishing Private Limited, Region-North, who retired by rotation and being eligible, had offered himself for re-appointment.
7. **Resolution No. 7** as an Ordinary Resolution for re-appointment of Mr. Bhushan Dua (DIN: 00126614), Publisher Owner Director representing Super Cassettes Industries Private Limited, Region-North, who retired by rotation and being eligible, had offered himself for re-appointment.
8. **Resolution No. 8** as an Ordinary Resolution for re-appointment of Mr. Javed Akhtar (DIN: 00112984) as the Chairman of the Company and as Author Director, Region-West, for a further period of 2 (Two) years.
9. **Resolution No. 9** as an Ordinary Resolution for appointment of Mr. Mandar Ramesh Thakur (DIN: 05333792) as Publisher Owner Director, representing Global Rhythm Limited, Region-South, who shall be liable to retire by rotation.
10. **Resolution No. 10** as an Ordinary Resolution for approval of the "Tariff Scheme" framed and presented by the Governing Council pursuant to the Copyright Act, 1957 and Copyright Rules, 2013 for the financial year 2023-24 and onwards and to authorize the Board of Directors to revise/alter/modify scheme based on the collections made, from time to time and to take all such actions as may be required to give effect to this resolution and matters related thereto.
11. **Resolution No. 11** as an Ordinary Resolution for approval of Distribution Policy/ Rules and Methods pursuant to the Copyrights Act, 1957 and Copyrights Rules, 2013.
12. **Resolution No. 12** as a Special Resolution for amendment of sub-clause 1 of Clause III-A (Main Objects Clause) of the Memorandum of Association of the Company.
13. **Resolution No. 13** as an Ordinary Resolution for appointment of Mr. Dinraj Karunakara Shetty (DIN: 09680087) as Publisher Owner Director, representing Sony Music Publishing (India) Private Limited, Region-West, who shall be liable to retire by rotation.

The Company provided remote e-voting facility to the members to cast votes on aforesaid resolutions prior to the 53<sup>rd</sup> AGM. The Company also provided e-voting facility at the 53<sup>rd</sup> AGM 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 53<sup>rd</sup> AGM.



Remote e-voting facility was made available to the members of the Company to exercise their voting rights from 9.00 a.m. of Saturday, 23<sup>rd</sup> September, 2023 upto 5:00 p.m. of Monday, 25<sup>th</sup> September, 2023. Accordingly, votes casted through remote e-voting upto 5:00 p.m. of Monday, 25<sup>th</sup> September, 2023 have been considered for my scrutiny.

The remote e-voting prior to 53<sup>rd</sup> AGM and e-voting at the 53<sup>rd</sup> AGM data was unblocked after closure thereof, in the presence of Mr. Manoj Dhamal and Ms. Rashi Shah, two persons not in employment with the Company. 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.

After conclusion of the 53<sup>rd</sup> AGM, the voting through remote e-voting prior to the 53<sup>rd</sup> AGM and e-voting conducted at the 53<sup>rd</sup> AGM were unlocked. In case of members who casted votes through remote e-voting prior to the 53<sup>rd</sup> AGM as well as through e-voting conducted at the 53<sup>rd</sup> AGM, the voting through remote e-voting by such members prior to 53<sup>rd</sup> AGM was treated as valid.

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 cast by members through remote e-voting prior to the 53<sup>rd</sup> AGM and e-voting at the 53<sup>rd</sup> AGM 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 53<sup>rd</sup> AGM and e-voting at the 53<sup>rd</sup> AGM in respect of the above-mentioned resolutions may accordingly be declared by the Chairman of the Company.

Yours sincerely,

For **RATHI & ASSOCIATES**  
**COMPANY SECRETARIES**

**HIMANSHU S. KAMDAR**  
**PARTNER**  
**M. NO. FCS 5171**  
**COP NO. 3030**  
**UDIN: F005171E001089474**



**ANNEXURE**

1. **Resolution No. 1:** Ordinary Resolution for adoption of the Audited Balance Sheet as on 31<sup>st</sup> March 2023, 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 members who voted	No. of votes
a.	<b>Votes cast through e-voting at AGM</b>		
	Author-Composer Members	38	38
	Publisher-Owner Members	9	1,12,374
b.	<b>Votes cast through remote e-voting prior to AGM</b>		
	Author-Composer Members	310	310
	Publisher-Owner Members	59	10,79,578
	<b>Total</b>		
	Author-Composer Members	348	348
	Publisher-Owner Members	68	11,91,952
c.	<b>Less: Invalid e-voting at AGM/remote e-voting at AGM</b>		
	Author-Composer Members	-	-
	Publisher-Owner Members	-	-
d.	<b>Net valid e-voting at AGM/remote e-voting prior to AGM</b>		
	Author-Composer Members	348	348
	Publisher-Owner Members	68	11,91,952
	(i) E-voting at AGM/remote e-voting prior to AGM with assent for the Resolution		
	Author-Composer Members	338	338
	Publisher-Owner Members	65	11,90,668
	<b>% of Assent</b>		
	Author-Composer Members		<b>*97.13</b>
	Publisher-Owner Members		<b>99.89</b>
	(ii) E-voting at AGM/remote e-voting prior to AGM with dissent for the Resolution		
	Author-Composer Members	10	10
	Publisher-Owner Members	3	1,284
	<b>% of Dissent</b>		
	Author-Composer Members		<b>2.87</b>
	Publisher-Owner Members		<b>0.11</b>

\*Rounded off to nearest number



2. **Resolution No. 2:** Ordinary Resolution for re-appointment of Mr. Sameer Pandey (Alias: Sameer Anjaan) (DIN: 01515751), Author Director, Region-North, who retired by rotation and being eligible, had offered himself for re-appointment.

Sr. No.	Particulars	No. of members who voted	No. of votes
a.	<b>Votes cast through e-voting at AGM</b>		
	Author-Composer Members	39	39
	Publisher-Owner Members	9	1,12,374
b.	<b>Votes cast through remote e-voting prior to AGM</b>		
	Author-Composer Members	306	306
	Publisher-Owner Members	57	10,78,036
	<b>Total</b>		
	Author-Composer Members	345	345
	Publisher-Owner Members	66	11,90,410
c.	<b>Less: Invalid e-voting at AGM/remote e-voting at AGM</b>		
	Author-Composer Members	-	-
	Publisher-Owner Members	66	11,90,410
d.	<b>Net valid e-voting at AGM/remote e-voting prior to AGM</b>		
	<b>Author-Composer Members</b>	<b>345</b>	<b>345</b>
	<b>Publisher-Owner Members</b>	<b>-</b>	<b>-</b>
	(i) E-voting at AGM/remote e-voting prior to AGM with assent for the Resolution		
	Author-Composer Members	322	322
	Publisher-Owner Members	-	-
	<b>% of Assent</b>		
	Author-Composer Members		<b>93.33</b>
	Publisher-Owner Members		-
	(ii) E-voting at AGM/remote e-voting prior to AGM with dissent for the Resolution		
	Author-Composer Members	23	23
	Publisher-Owner Members	-	-
	<b>% of Dissent</b>		
	Author-Composer Members		<b>*6.67</b>
	Publisher-Owner Members		-

\*Rounded off to nearest number

