

# Rathi & Associates

## COMPANY SECRETARIES

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24<sup>th</sup> September, 2024

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 54<sup>th</sup> Annual General Meeting (54<sup>th</sup> AGM) of the members of The Indian Performing Right Society Limited held on 24<sup>th</sup> September, 2024

Dear Sir,

The Indian Performing Right Society Limited ("the Company") at their Board Meeting held on 12<sup>th</sup> July, 2024 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting prior to and e-voting at the 54<sup>th</sup> Annual General Meeting ("54<sup>th</sup> AGM") on the resolutions contained in the Notice dated 27<sup>th</sup> August, 2024 and Addendum dated 12<sup>th</sup> September, 2024 to the Notice of the 54<sup>th</sup> AGM of the Company, which was held on 24<sup>th</sup> September, 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, be carried out in a fair and transparent manner.

The 54<sup>th</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. 09/2023 dated September 25, 2023 read with Circular No. 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 54<sup>th</sup> AGM for those Members who did not cast their votes through remote e-voting prior to the 54<sup>th</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 54<sup>th</sup> AGM and e-voting at the 54<sup>th</sup> AGM on the resolutions as contained in the aforesaid Notice and Addendum to Notice of the 54<sup>th</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 54<sup>th</sup> AGM and e-voting at the 54<sup>th</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 54<sup>th</sup> AGM and e-voting at the 54<sup>th</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 54<sup>th</sup> AGM and Addendum to Notice of 54<sup>th</sup> AGM 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 54<sup>th</sup> AGM:

1. **Resolution No. 1** as an Ordinary Resolution for adoption of the Audited Balance Sheet as on 31<sup>st</sup> March 2024, Income and Expenditure Account and Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditors thereon and the Annual Transparency Report for the F.Y. 2023-24, 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. Samirsen Sambhusen Sen (DIN: 02810672), 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. Jayakumar Jayaraj Harris (DIN: 02081326), Author Director, Region- South, 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. Jeet Gannguli (DIN: 08484597), Author Director, 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. Aditya Gupta (DIN: 02815692), Publisher Owner Director representing Aditya Music (India) Private Limited, Region- South, 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. Dinraj Karunakara Shetty (DIN: 09680087), Publisher Owner Director representing Sony Music Publishing (India) Private Limited, Region- West, 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 M/s R. K. Khanna & Associates, Chartered Accountants (Firm Registration No. 105082W), as the Statutory Auditors of the Company for the term of five years i.e. from the conclusion of the Fifty-fourth Annual General Meeting till the conclusion of the Fifty-ninth Annual General Meeting.
8. **Resolution No. 8** as an Ordinary Resolution for appointment of Mr. Subhas Chandra Bose Kanukuntla (DIN: 10422262) as Author-Composer Director, Region-South, who shall be liable to retire by rotation.
9. **Resolution No. 9** as an Ordinary Resolution for appointment of Ms. Sagarika Ajit Bam (DIN: 10603185) as Publisher Owner Director, representing Viks Band, Region-West, who shall be liable to retire by rotation.
10. **Resolution No. 10** as an Ordinary Resolution for appointment of Ms. Sneha Khanwalkar (DIN: 09167515) as Author-Composer Director, Region-West, who shall be liable to retire by rotation.
11. **Resolution No. 11** 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 2024-25 and onwards. Further, the Board of Directors or the Chief Executive Officer of the Company be and is hereby authorized to negotiate the License Fees, and give discounts and/or negotiate and/or agree for minimum annual royalty/license fees for all the Tariffs.
12. **Resolution No. 12** as an Ordinary Resolution for approval of Distribution Policy/ Rules and Methods pursuant to the Copyrights Act, 1957 and Copyrights Rules, 2013.
13. **Resolution No. 13** as an Ordinary Resolution for approval of amendments to the Scheme for Welfare of the Members of the IPRS framed in terms of Rule 67 read along with Rule 55(2) of the Copyright Rules, 2013.
14. **Resolution No. 14** as a Special Resolution for alteration of existing Articles of Association of the Company by adoption of new set of Articles of Association in total exclusion and substitution thereof.



15. **Resolution No. 15** as an Ordinary Resolution for appointment of Mr. Syed Ahmed (DIN: 08298783) as Author-Composer Director, Region-East, who shall be liable to retire by rotation.

With respect to Resolution No. 4 for re-appointment of Mr. Jeet Gannguli (DIN: 08484597), Author Director, Region- East, Director who retired by rotation at the 54<sup>th</sup> Annual General Meeting and who being eligible, had offered himself for re-appointment, the Company received communication from the said Director on 13<sup>th</sup> September, 2024, tendering his resignation from the office of Director of the Company with immediate effect. The Board of Directors of the Company vide Resolution by Circulation No. 05/2024-25 noted the resignation of Mr. Jeet Gannguli as Director of the Company with effect from 13<sup>th</sup> September 2024 and that the business matter vide Item No. 4 of the Notice dated 27<sup>th</sup> August, 2024 of 54<sup>th</sup> AGM has been rendered infructuous. Accordingly, the votes cast through remote e-voting and e-voting at the 54<sup>th</sup> AGM on the said matter have been disregarded for this report.

The Company provided remote e-voting facility to the members to cast votes on aforesaid resolutions prior to the 54<sup>th</sup> AGM. The Company also provided e-voting facility at the 54<sup>th</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 54<sup>th</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 Thursday, 19<sup>th</sup> September, 2024 upto 5:00 p.m. of Monday, 23<sup>th</sup> September, 2024. Accordingly, votes casted through remote e-voting upto 5:00 p.m. of Monday, 23<sup>rd</sup> September, 2024 have been considered for my scrutiny.

The remote e-voting prior to 54<sup>th</sup> AGM and e-voting at the 54<sup>th</sup> AGM data was unblocked after closure thereof, in the presence of Mr. Manoj Dhamal and Ms. Ankit Sharma, 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 54<sup>th</sup> AGM, the voting through remote e-voting prior to the 54<sup>th</sup> AGM and e-voting conducted at the 54<sup>th</sup> AGM and further which was extended one hour after the conclusion of the meeting were unlocked. In case of members who casted votes through remote e-voting prior to the 54<sup>th</sup> AGM as well as through e-voting conducted at the 54<sup>th</sup> AGM, the voting through remote e-voting by such members prior to 54<sup>th</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 54<sup>th</sup> AGM and e-voting at the 54<sup>th</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 54<sup>th</sup> AGM and e-voting at the 54<sup>th</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: F005171F001291566**



**ANNEXURE**

1. **Resolution No. 1:** as an Ordinary Resolution for adoption of the Audited Balance Sheet as on 31<sup>st</sup> March 2024, Income and Expenditure Account and Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditors thereon and the Annual Transparency Report for the F.Y. 2023-24, 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	5	5
	Publisher-Owner Members	5	67,360
b.	<b>Votes cast through remote e-voting prior to AGM</b>		
	Author-Composer Members	318	318
	Publisher-Owner Members	60	10,20,458
	<b>Total</b>		
	Author-Composer Members	<b>323</b>	<b>323</b>
	Publisher-Owner Members	<b>65</b>	<b>10,87,818</b>
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	<b>323</b>	<b>323</b>
	Publisher-Owner Members	<b>65</b>	<b>10,87,818</b>
	(i) E-voting at AGM/remote e-voting prior to AGM with assent for the Resolution		
	Author-Composer Members	303	303
	Publisher-Owner Members	61	10,87,080
	<b>% of Assent</b>		
	Author-Composer Members		<b>*93.81</b>
	Publisher-Owner Members		<b>99.93</b>
	(ii) E-voting at AGM/remote e-voting prior to AGM with dissent for the Resolution		
	Author-Composer Members	20	20
	Publisher-Owner Members	4	738
	<b>% of Dissent</b>		
	Author-Composer Members		<b>6.19</b>
	Publisher-Owner Members		<b>*0.07</b>

\*Rounded off to nearest number

