

Rathi & Associates

COMPANY SECRETARIES

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31st December, 2020

To,

The Chairman

The Indian Performing Right Society Limited

208, Golden Chambers,

New Andheri Link Road,

Andheri (West),

Mumbai – 400 053

Dear Sir,

Sub: **Scrutinizer's Report on remote e-voting prior to and e-voting conducted at 50th Annual General Meeting (50th AGM) of the members of The Indian Performing Right Society Limited held on 30th December, 2020**

The Indian Performing Right Society Limited ("the Company") at their Board Meeting held on 24th November, 2020 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting prior to the 50th Annual General Meeting ("50th AGM") and e-voting conducted at the 50th AGM on the resolutions contained in the Notice dated 24th November, 2020 of the 50th AGM of the Company held on 30th December, 2020, 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 50th 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 Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 issued by the



Ministry of Corporate Affairs ("MCA") (collectively "Circulars"). The Company had provided e-voting facility at the 50th AGM for those shareholders who did not cast their votes through remote e-voting prior to the 50th 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 50th AGM and e-voting conducted at the 50th AGM on the resolutions as contained in the aforesaid Notice of the 50th 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 50th AGM and e-voting conducted at the 50th 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 50th AGM and e-voting conducted at the 50th 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 50th AGM alongwith Explanatory Statement under Section 102 of the Act was 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 50th AGM:

1. Consideration and adoption of the Audited Balance Sheet as on 31st March 2020, 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. Appointment of Mr. U. Vidya Sagar (DIN: 08304251), Author -Composer Director, Region-South, who retired by rotation and being eligible, had offered himself for re-appointment.
3. Appointment of Mr. Ahmed Syed (DIN: 08298783), Author-Composer Director, Region-East, who retired by rotation and being eligible, had offered himself for re-appointment

4. Appointment of Mr. Sumit Chatterjee (DIN: 02269713), Publisher Owner Director representing Sony Music Entertainment India Private Limited, Region-West, who retired by rotation and being eligible, had offered himself for re-appointment.
5. 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. Alteration of Article 20 of the Articles of Association of the Company.
7. Continuation of Mr. Javed Akhtar (DIN: 00112984) as the Chairman of the Company for a further period of 5 (five) years, as per amended resolution pursuant to the Copyright Rules, 2013.
8. Alteration of Article 24(c) of the Articles of Association of the Company.
9. Amendments of some of the existing Tariffs and introduction of New Tariffs for Online Events for the financial year 2020-21 onwards.
10. Approval for Distribution Policy.

The Company provided remote e-voting facility to the members to cast votes on aforesaid resolutions prior to the 50th AGM. The Company also provided e-voting facility at the 50th AGM to those members who had not cast their votes through remote e-voting, to enable them to cast their votes on the aforesaid resolutions at the 50th 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 Sunday, 27th December, 2020 upto 5:00 p.m. of Tuesday, 29th December, 2020. Accordingly, votes casted through remote e-voting upto 5:00 p.m. of Tuesday, 29th December, 2020 have been considered for my scrutiny.

After conclusion of the 50th AGM, the voting through remote e-voting prior to the 50th AGM and e-voting conducted at the 50th AGM were unlocked. In case of members who cast votes through remote e-voting prior to the 50th AGM as well as through e-voting conducted at the 50th AGM, the voting through remote e-voting by such members 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. Further in respect of Resolution No. 7, the votes have been considered on the basis of "one man one vote" for all members in accordance with Article 20(a) of the Articles of Association of the Company.

A summary of the votes cast by members through remote e-voting prior to the 50th AGM and e-voting at the 50th 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 50th AGM and e-voting at the 50th AGM in respect of the above-mentioned resolutions may accordingly be declared by the Chairman of the Meeting.

Yours sincerely,

For RATHI & ASSOCIATES

COMPANY SECRETARIES

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SHANTILA
L KAMDAR

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by HIMANSHU
SHANTILA
KAMDAR
Date: 2020.12.31
12:57:10 +05'30'

HIMANSHU S. KAMDAR

PARTNER

M. NO. FCS 5171

COP NO. 3030

UDIN: F005171B001781550

ANNEXURE

1. Consideration and adoption of the Audited Balance Sheet as on 31st March 2020, 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.	Votes cast through e-voting at AGM		
	Author-Composer Members	83	83
	Publisher-Owner Members	6	1,10,195
b.	Votes cast through remote e-voting prior to AGM		
	Author-Composer Members	309	309
	Publisher-Owner Members	40	4,78,492
	Total		
	Author-Composer Members	392	392
	Publisher-Owner Members	46	5,88,687
c.	Less: Invalid e-voting at AGM/remote e-voting at AGM		
	Author-Composer Members	0	0
	Publisher-Owner Members	0	0
d.	Net valid e-voting at AGM/remote e-voting prior to AGM		
	Author-Composer Members	392	392
	Publisher-Owner Members	46	5,88,687
	(i) E-voting at AGM/remote e-voting prior to AGM with assent for the Resolution		
	Author-Composer Members	355	355
	Publisher-Owner Members	45	5,88,683
	% of Assent		
	Author-Composer Members		*90.56
	Publisher-Owner Members		*100
	(ii) E-voting at AGM/remote e-voting prior to AGM with dissent for the Resolution		
	Author-Composer Members	37	37
	Publisher-Owner Members	1	4
	% of Dissent		
	Author-Composer Members		*9.44
	Publisher-Owner Members		-

*Rounded off to nearest number

2. Appointment of Mr. U. Vidya Sagar (DIN: 08304251), Author -Composer Director, Region-South, 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.	Votes cast through e-voting at AGM		
	Author-Composer Members	84	84
	Publisher-Owner Members	6	1,10,195
b.	Votes cast through remote e-voting prior to AGM		
	Author-Composer Members	310	310
	Publisher-Owner Members	40	4,78,492
	Total		
	Author-Composer Members	394	394
	Publisher-Owner Members	46	5,88,687
c.	Less: Invalid e-voting at AGM/remote e-voting prior to AGM		
	Author-Composer Members	0	0
	Publisher-Owner Members	46	5,88,687
d.	Net valid e-voting at AGM/remote e-voting prior to AGM		
	Author-Composer Members	394	394
	Publisher-Owner Members	0	0
	(i) E-voting at AGM/remote e-voting prior to AGM with assent for the Resolution		
	Author-Composer Members	337	337
	Publisher-Owner Members	-	-
% of Assent			
	Author-Composer Members		85.53
	Publisher-Owner Members		-
	(ii) E-voting at AGM/remote e-voting prior to AGM with dissent for the Resolution		
	Author-Composer Members	57	57
	Publisher-Owner Members	-	-
% of Dissent			
	Author-Composer Members		*14.47
	Publisher-Owner Members		-

*Rounded off to nearest number

3. Appointment of Mr. Ahmed Syed (DIN: 08298783), Author-Composer Director, Region-East, 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.	Votes cast through e-voting at AGM		
	Author-Composer Members	84	84
	Publisher-Owner Members	6	1,10,195
b.	Votes cast through remote e-voting prior to AGM		
	Author-Composer Members	312	312
	Publisher-Owner Members	40	4,78,492
	Total		
	Author-Composer Members	396	396
	Publisher-Owner Members	46	5,88,687
c.	Less: Invalid e-voting at AGM/remote e-voting prior to AGM		
	Author-Composer Members	-	-
	Publisher-Owner Members	46	5,88,687
d.	Net valid e-voting at AGM/remote e-voting prior to AGM		
	Author-Composer Members	396	396
	Publisher-Owner Members	-	-
	(i) E-voting at AGM/remote e-voting prior to AGM with assent for the Resolution		
	Author-Composer Members	339	339
	Publisher-Owner Members	-	-
% of Assent			
	Author-Composer Members		*85.61
	Publisher-Owner Members		-
	(ii) E-voting at AGM/remote e-voting prior to AGM with dissent for the Resolution		
	Author-Composer Members	57	57
	Publisher-Owner Members	-	-
% of Dissent			
	Author-Composer Members		14.39
	Publisher-Owner Members		-

*Rounded off to nearest number

4. Appointment of Mr. Sumit Chatterjee (DIN: 02269713), Publisher Owner Director representing Sony Music Entertainment India Private Limited, Region-West, 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.	Votes cast through e-voting at AGM		
	Author-Composer Members	84	84
	Publisher-Owner Members	6	1,10,195
b.	Votes cast through remote e-voting prior to AGM		
	Author-Composer Members	311	311
	Publisher-Owner Members	40	4,78,492
	Total		
	Author-Composer Members	395	395
	Publisher-Owner Members	46	5,88,687
c.	Less: Invalid e-voting at AGM/remote e-voting prior to AGM		
	Author-Composer Members	395	395
	Publisher-Owner Members	-	-
d.	Net valid e-voting at AGM/remote e-voting prior to AGM		
	Author-Composer Members	0	0
	Publisher-Owner Members	46	5,88,687
	(i) E-voting at AGM/remote e-voting prior to AGM with assent for the Resolution		
	Author-Composer Members	-	-
	Publisher-Owner Members	41	5,69,853
	% of Assent		
	Author-Composer Members		-
	Publisher-Owner Members		*96.80
	(ii) E-voting at AGM/remote e-voting prior to AGM with dissent for the Resolution		
	Author-Composer Members	-	-
	Publisher-Owner Members	5	18,834
	% of Dissent		
	Author-Composer Members		-
	Publisher-Owner Members		*3.20

*Rounded off to nearest number

5. 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.

Sr. No.	Particulars	No. of members who voted	No. of votes
a.	Votes cast through e-voting at AGM		
	Author-Composer Members	84	84
	Publisher-Owner Members	6	1,10,195
b.	Votes cast through remote e-voting prior to AGM		
	Author-Composer Members	312	312
	Publisher-Owner Members	40	4,78,492
	Total		
	Author-Composer Members	396	396
	Publisher-Owner Members	46	5,88,687
c.	Less: Invalid e-voting at AGM/remote e-voting prior to AGM		
	Author-Composer Members	396	396
	Publisher-Owner Members	-	-
d.	Net valid e-voting at AGM/remote e-voting prior to AGM		
	Author-Composer Members	-	-
	Publisher-Owner Members	46	5,88,687
	(i) E-voting at AGM/remote e-voting prior to AGM with assent for the Resolution		
	Author-Composer Members	-	-
	Publisher-Owner Members	40	5,78,821
	% of Assent		
	Author-Composer Members		-
	Publisher-Owner Members		*98.32
	(ii) E-voting at AGM/remote e-voting prior to AGM with dissent for the Resolution		
	Author-Composer Members		
	Publisher-Owner Members	6	9,866
	% of Dissent		
	Author-Composer Members		-
	Publisher-Owner Members		*1.68

*Rounded off to nearest number

6. Alteration of Article 20 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 AGM		
	Author-Composer Members	83	83
	Publisher-Owner Members	6	1,10,195
b.	Votes cast through remote e-voting prior to AGM		
	Author-Composer Members	307	307
	Publisher-Owner Members	40	4,78,492
	Total		
	Author-Composer Members	390	390
	Publisher-Owner Members	46	5,88,687
c.	Less: Invalid e-voting at AGM/remote e-voting prior to AGM		
	Author-Composer Members	0	0
	Publisher-Owner Members	0	0
d.	Net valid e-voting at AGM/remote e-voting prior to AGM		
	Author-Composer Members	390	390
	Publisher-Owner Members	46	5,88,687
	(i) E-voting at AGM/remote e-voting prior to AGM with assent for the Resolution		
	Author-Composer Members	340	340
	Publisher-Owner Members	41	5,73,393
	% of Assent		
	Author-Composer Members		*87.18
	Publisher-Owner Members		*97.40
	(ii) E-voting at AGM/remote e-voting prior to AGM with dissent for the Resolution		
	Author-Composer Members	50	50
	Publisher-Owner Members	5	15,294
	% of Dissent		
	Author-Composer Members		*12.82
	Publisher-Owner Members		*2.60

*Rounded off to nearest number

7. Continuation of Mr. Javed Akhtar (DIN: 00112984) as the Chairman of the Company for a further period of 5 (five) years, as per amended resolution pursuant to the Copyright Rules, 2013.

Sr. No.	Particulars	No. of members who voted	No. of votes
a.	Votes cast through e-voting at AGM		
	Author-Composer Members	84	84
	Publisher-Owner Members	6	6
b.	Votes cast through remote e-voting prior to AGM		
	Author-Composer Members	318	318
	Publisher-Owner Members	40	40
	Total		
	Author-Composer Members	402	402
	Publisher-Owner Members	46	46
c.	Less: Invalid e-voting at AGM/remote e-voting prior to AGM		
	Author-Composer Members	0	0
	Publisher-Owner Members	0	0
d.	Net valid e-voting at AGM/remote e-voting prior to AGM		
	Author-Composer Members	402	402
	Publisher-Owner Members	46	46
	(i) E-voting at AGM/remote e-voting prior to AGM with assent for the Resolution		
	Author-Composer Members	347	347
	Publisher-Owner Members	40	40
	% of Assent		
	Author-Composer Members		*86.32
	Publisher-Owner Members		*86.96
	(ii) E-voting at AGM/remote e-voting prior to AGM with dissent for the Resolution		
	Author-Composer Members	55	55
	Publisher-Owner Members	6	6
	% of Dissent		
	Author-Composer Members		*13.68
	Publisher-Owner Members		*13.04

*Rounded off to nearest number

8. Alteration of Article 24(c) 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 AGM		
	Author-Composer Members	83	83
	Publisher-Owner Members	6	1,10,195
b.	Votes cast through remote e-voting prior to AGM		
	Author-Composer Members	306	306
	Publisher-Owner Members	40	4,78,492
	Total		
	Author-Composer Members	389	389
	Publisher-Owner Members	46	5,88,687
c.	Less: Invalid e-voting at AGM/remote e-voting prior to AGM		
	Author-Composer Members	0	0
	Publisher-Owner Members	0	0
d.	Net valid e-voting at AGM/remote e-voting prior to AGM		
	Author-Composer Members	389	389
	Publisher-Owner Members	46	5,88,687
	(i) E-voting at AGM/remote e-voting prior to AGM with assent for the Resolution		
	Author-Composer Members	344	344
	Publisher-Owner Members	43	5,87,809
	% of Assent		
	Author-Composer Members		*88.43
	Publisher-Owner Members		*99.85
	(ii) E-voting at AGM/remote e-voting prior to AGM with dissent for the Resolution		
	Author-Composer Members	45	45
	Publisher-Owner Members	3	878
	% of Dissent		
	Author-Composer Members		*11.57
	Publisher-Owner Members		*0.15

*Rounded off to nearest number

9. Amendments of some of the existing Tariffs and introduction of New Tariffs for Online Events for the financial year 2020-21 onwards.

Sr. No.	Particulars	No. of members who voted	No. of votes
a.	Votes cast through e-voting at AGM		
	Author-Composer Members	84	84
	Publisher-Owner Members	6	1,10,195
b.	Votes cast through remote e-voting prior to AGM		
	Author-Composer Members	311	311
	Publisher-Owner Members	40	4,78,492
	Total		
	Author-Composer Members	395	395
	Publisher-Owner Members	46	5,88,687
c.	Less: Invalid e-voting at AGM/remote e-voting prior to AGM		
	Author-Composer Members	0	0
	Publisher-Owner Members	0	0
d.	Net valid e-voting at AGM/remote e-voting prior to AGM		
	Author-Composer Members	395	395
	Publisher-Owner Members	46	5,88,687
	(i) E-voting at AGM/remote e-voting prior to AGM with assent for the Resolution		
	Author-Composer Members	363	363
	Publisher-Owner Members	43	5,87,809
	% of Assent		
	Author-Composer Members		*91.90
	Publisher-Owner Members		*99.85
	(ii) E-voting at AGM/remote e-voting prior to AGM with dissent for the Resolution		
	Author-Composer Members	32	32
	Publisher-Owner Members	3	878
	% of Dissent		
	Author-Composer Members		*8.10
	Publisher-Owner Members		*0.15

*Rounded off to nearest number

10. Approval for Distribution Policy.

Sr. No.	Particulars	No. of members who voted	No. of votes
a.	Votes cast through e-voting at AGM		
	Author-Composer Members	84	84
	Publisher-Owner Members	6	1,10,195
b.	Votes cast through remote e-voting prior to AGM		
	Author-Composer Members	310	310
	Publisher-Owner Members	40	4,78,492
	Total		
	Author-Composer Members	394	394
	Publisher-Owner Members	46	5,88,687
c.	Less: Invalid e-voting at AGM/remote e-voting prior to AGM		
	Author-Composer Members	0	0
	Publisher-Owner Members	0	0
d.	Net valid e-voting at AGM/remote e-voting prior to AGM		
	Author-Composer Members	394	394
	Publisher-Owner Members	46	5,88,687
	(i) E-voting at AGM/remote e-voting prior to AGM with assent for the Resolution		
	Author-Composer Members	358	358
	Publisher-Owner Members	41	5,86,285
% of Assent			
	Author-Composer Members		*90.86
	Publisher-Owner Members		*99.59
	(ii) E-voting at AGM/remote e-voting prior to AGM with dissent for the Resolution		
	Author-Composer Members	36	36
	Publisher-Owner Members	5	2,402
% of Dissent			
	Author-Composer Members		*9.14
	Publisher-Owner Members		*0.41

*Rounded off to nearest number