

The Indian Performing Right Society Limited
CIN: U92140MH1969GAP014359
Regd. Office: 208, Golden Chambers, New Andheri Link Road,
Andheri (West), Mumbai– 400053
Tel: 2673 3748/49/50/6616 Fax: 26736658.
Email:membership@iprsLtd.com Website: www.iprs.org

ADDENDUM TO THE NOTICE OF 48TH ANNUAL GENERAL MEETING

Addendum is hereby given to the Original Notice of the 48th Annual General Meeting (48th AGM) of the Members of The Indian Performing Right Society Limited which will be held on Wednesday, the 26th December 2018 at 11:30 A.M. at ISKCON's Auditorium, Hare Krishna Land, next to Hare Krishna Temple, Juhu, Mumbai – 400 049 to transact the following business in addition to the business as mentioned in the original notice of the 48th AGM:

FOLLOWING RESOLUTIONS VIDE ITEM NO. 6 AND 7 BEING RESOLUTIONS FOR APPOINTMENT OF NOMINEE DIRECTORS OF AUTHOR/COMPOSER MEMBERS, IS FOR VOTING BY AUTHOR/COMPOSER MEMBERS ONLY IN ACCORDANCE WITH ARTICLE 24 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Article 24 of the Articles of Association of the Company, Mr. U. Vidya Sagar (DIN 08304251), who fulfills the criteria for appointment of Director in accordance with Article 24 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from him under Section 160 of the Companies Act, 2013 along with necessary security deposit amount, proposing his candidature for the office of Author/Composer Director-Region-South, be and is hereby appointed as a Director of the Company who shall be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to this resolution, for obtaining approval(s) of all applicable authorities and/or otherwise considered by them in the best interest of the Company.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Article 24 of the Articles of Association of the Company, Mr. Ahmed Syed (DIN 0008298783), who fulfills the criteria for appointment of Director in accordance with Article 24 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from him under Section 160 of the Companies Act, 2013 along with necessary security deposit amount, proposing his candidature for the office of Author/Composer Director-Region-East, be and is hereby appointed as a Director of the Company who shall be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to this resolution, for obtaining approval(s) of all applicable authorities and/or otherwise considered by them in the best interest of the Company.”

FOLLOWING RESOLUTIONS VIDE ITEM NOS. 8 TO 10 BEING RESOLUTIONS FOR APPOINTMENT OF NOMINEE DIRECTORS OF PUBLISHER-OWNER MEMBERS, ARE FOR VOTING BY PUBLISHER-OWNER MEMBERS ONLY IN ACCORDANCE WITH ARTICLE 24 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Article 24 of the Articles of Association of the Company, Mr. Sumit Chatterjee (DIN 02269713) who fulfills the criteria for appointment of Director in accordance with Article 24 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 along with necessary security deposit amount from Sony Music Entertainment India Private Limited, a Publisher-Owner Member, proposing candidature of Mr. Sumit Chatterjee for the office of Publisher-Owner Director-Region-West, be and is hereby appointed as a Director of the Company who shall be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to this resolution, for obtaining approval(s) of all applicable authorities and/or otherwise considered by them in the best interest of the Company.”

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Article 24 of the Articles of Association of the Company, Mr. Aditya Gupta (DIN 02815692) who fulfills the criteria for appointment of Director in accordance with Article 24 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 along with necessary security deposit amount from Aditya Music (India) Pvt. Ltd , a Publisher-Owner Member, proposing candidature of Mr. Aditya Gupta for the office of Publisher-Owner Director-Region-South, be and is hereby appointed as a Director of the Company who shall be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to this resolution, for obtaining approval(s) of all applicable authorities and/or otherwise considered by them in the best interest of the Company.”

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Article 24 of the Articles of Association of the Company, Mr. Sushilkumar Shankarlal Agarwal (DIN 00116517) who fulfills the criteria for appointment of Director in accordance with Article 24 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 along with necessary security deposit amount from Ultra Media & Entertainment Pvt. Ltd., a Publisher-Owner Member, proposing candidature of Mr. Sushilkumar Shankarlal Agarwal for the office of Publisher-Owner Director-Region-West, be and is hereby appointed as a Director of the Company who shall be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to this resolution, for obtaining approval(s) of all applicable authorities and/or otherwise considered by them in the best interest of the Company.”

By Order of the Governing Council
For **The Indian Performing Right Society Limited**

Place: Mumbai
Date: 17th December 2018

JAVED AKHTAR
CHAIRMAN
DIN: 00112984

Notes:

1. A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE MEETING. AS PER ARTICLE 23(a) OF THE NEW ARTICLES OF ASSOCIATION OF THE COMPANY, NO MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT ANOTHER PERSON AS PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER/ITS BEHALF.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of resolutions proposed vide Item No. 6 to 10 is appended hereto.

3. Member attending the Meeting must fill-in the Attendance Slip sent herewith to attend the Meeting.

4. In case of deceased Members, their respective legal heirs will not be entitled to participate and/or vote at the Annual General Meeting (AGM).

5. Members in person and Legal Heirs may please carry Photo ID Card for identification/verification purpose.

6. Family Members, Friends, Children accompanying the Member/Legal Heir, shall not be permitted to attend the meeting.

7. Members desirous of obtaining any information concerning accounts and other operational matters of the Company are requested to send their queries to the registered office of the Company at least seven days before the date of the AGM. In case of receipt of query at any time less than seven days before the AGM, such query will not be answered at the AGM but will be dealt with separately by the Company.

8. In case of Members being bodies corporate, such Members are required to attach Certified True Copy of the Resolution passed by their Board of Directors for appointment of Authorised Representative under Section 113 of the Companies Act, 2013 along with Attendance Slip.

9. Members are requested to notify the Company about their change of address, if any.

10. The business matters set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote e-voting provided by Central Depository Services (India) Limited (CDSL) are given herein below in this Notice. In case of any queries or grievances in connection with remote e-voting, the members may contact Mr. Manish Jani or Ms. Vibha Oza at 26733748/ 26733749/26733750/26736616 or may write to them at the Registered Office address of the Company.

11. Information and other instructions relating to voting by electronic means:

- a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed in this notice by electronic means and the business may be transacted through e-Voting Services and the said resolutions will not be decided on a show of hands at the AGM.
- b. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (AGM) ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- c. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- d. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- e. The members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again, either by e-voting or by physical ballot.
- f. The remote e-voting period commences on Sunday, the 23rd December 2018 at 9:00 A.M. and ends on Tuesday, the 25th December 2018 at 5:00 P.M. During this period members of the Company as on the cut-off date of 19th December 2018 may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently (whether voted by e-voting or by physical ballot) refer Rule 20 Sub Rule (vii) of the Companies (Management & Administration) Rules, 2014.

E-Voting Process:

Pursuant to Section 108 of the Companies Act, 2014 read with the Companies (Management and Administration) Rules, 2014, the Company is providing facility of e-voting to all members. The e-voting facility is being provided through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for members for voting electronically are given in below paragraphs.

The instructions for members voting electronically are as under:

- i. The voting period begins on Sunday, the 23rd December 2018 at 9:00 A.M. and ends on Tuesday, the 25th December 2018 at 5:00 P.M. During this period such members whose name is recorded in the Register of Members, as on the cut-off date i.e. 19th December 2018 only shall be entitled to cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

ii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

iii. The Members should log on to the e-voting website www.evotingindia.com.

iv. Click on Shareholders.

v. Now Enter your User ID provided to you along with the notice for this Annual General Meeting.

vi. Next enter the Image Verification as displayed and Click on Login.

vii. Enter your password to be used provided to you along with the notice for this Annual General Meeting.

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Click on the EVSN of The Indian Performing Right Society Limited on which you choose to vote.

x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire busin details.

xii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(i) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

A. The voting rights of the members shall be in proportion to their number of works registered with the Company as on the cut-off date (record date) of 19th December 2018.

B. A copy of this notice has been placed on the website of the Company and the website of CDSL.

C. Mr. Himanshu S. Kamdar, Practicing Company Secretary (Membership No. FCS 5171) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

D. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

E. The results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.iprs.org and on the website of CDSL within 3 (Three) days of passing of the resolutions at the Annual General Meeting and will be communicated to Members accordingly.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013, THE FOLLOWING STATEMENT SETS OUT ALL THE MATERIAL FACTS RELATING TO THE BUSINESS ITEM MENTIONED UNDER SERIAL NOS. 6 TO 10 OF THE ACCOMPANYING ADDENDUM TO THE ORIGINAL NOTICE OF 48TH AGM

In connection with the 48th Annual General Meeting (48th AGM) of the Members of the Company which is scheduled to be held on 26th December 2018, the Company has received nominations from 2 Author-Composer Member and 3 Publisher-Owner Members as per the Resolutions vide Serial Nos. 6 to 10 of the Addendum to the Original Notice of the 48th AGM as attached hereto. Subsequent to the dispatch of the said Original Notice of 48th AGM, the Company has received and accumulated all the nominations received till the closure of business hours on 11th December 2018 and proposed resolutions for election of Directors for approval of members as mentioned in the above referred Addendum to the Original Notice of 48th AGM.

Accordingly, the members are requested to consider appointment of Directors as per the Resolutions vide Serial Nos. 2 to 4 as proposed in the Original Notice dated 28th September 2018 for the ensuing 48th Annual General Meeting and vide Serial Nos. 6 to 10 of Addendum to the Original Notice of the 48th AGM. A brief profile of each candidate vide resolutions proposed under Serial Nos. 6 to 10 of Addendum to the Original Notice of the 48th AGM is appended herewith for the perusal and reference of the members.

The Members may note that as regards the appointment of Author-Composer Director, Region – South, the candidate who secures highest votes out of the votes casted by members on Resolution vide Item No 3 and Resolution vide Item No 6, shall be declared as appointed. Similarly, as regards the appointment of Author-Composer Director, Region – East, the

candidate who secures highest votes out of the votes casted by members on Resolution vide Item No 4 and Resolution vide Item No 7, shall be declared as appointed.

The documents as referred to in the resolutions are available for inspection of the members of the Company at the Registered Office during business hours on all working days till the date of the meeting.

None of the Directors and/or their relatives shall be deemed to be interested in the above resolutions.

By Order of the Governing Council
For **The Indian Performing Right Society Limited**

Place: Mumbai
Date: 17th December 2018

JAVED AKHTAR
CHAIRMAN
DIN: 00112984

**BRIEF PROFILE OF CANDIDATES PROPOSED TO BE APPOINTED AS DIRECTORS OF THE
COMPANY VIDE ADDENDUM TO THE ORIGINAL NOTICE OF 48TH ANNUAL GENERAL MEETING**

| Name of the Director | Mr. U. Vidya Sagar | Mr. Ahmed Syed |
|---|---|---------------------------------------|
| Age | 55 years | 57 years |
| Qualifications | PUC | B.A., LLB |
| Director Identification Number (DIN) | 08304351 | 08298783 |
| No. of Works registered with IPRS | 1509 | 135 |
| Nature of Expertise & Experience | 43 years as Musician & 29 years as Composer | Composition of Music on various field |
| Relationship with existing Director(s) of the Company | Not Applicable | Not Applicable |
| Name of other Companies in which also holds Directorship | Not Applicable | Not Applicable |
| Region | South | East |

| Name of the Director | Mr. Sumit Chatterjee | Mr. Aditya Gupta |
|---|--|--|
| Age | 52 years | 31 years |
| Qualifications | B.Com, CA, ICWA | MBA |
| Director Identification Number (DIN) | 02269713 | 02815692 |
| No. of Works registered with IPRS | 13000+ | 31114 |
| Nature of Expertise & Experience | Finance/Business Legal Affairs/Operational | Mr. Aditya Gupta has rich experience of 12 years in media & entertainment industry. He is the second generation entrepreneur/businessman, successfully driving the family business of Aditya Music Group and responsible for transformation and being updated in this constantly evolving industry. He has played key role bringing global |

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| | | recognition to both south Indian music industry as well has his vast experience he has gained expertise and has in-depth knowledge across the areas of music business, copyright, licensing, marketing, publishing & distribution across digital, online, mobile, TV, Radio, etc. He has been actively serving the industry being the member of Executive Committee of IMI. |
| Relationship with existing Director(s) of the Company | Not Applicable | Not Applicable |
| Name of other Companies in which also holds Directorship | Sony Music Entertainment India Private Limited | Aditya Music (India) Pvt. Ltd |
| Region | West | South |

| | |
|---|--|
| Name of the Director | Mr. Sushilkumar Shankarlal Agarwal |
| Age | 63 years |
| Qualifications | M.Sc. in Agriculture |
| Director Identification Number (DIN) | 00116517 |
| No. of Works registered with IPRS | 50562 |
| Nature of Expertise & Experience | Media & Entertainment |
| Relationship with existing Director(s) of the Company | Not Applicable |
| Name of other Companies in which also holds Directorship | <ol style="list-style-type: none"> 1. Trishul Erectors Pvt. Ltd 2. Ultra Media & Entertainment Pvt. Ltd 3. Ultra Digital Studio Pvt. Ltd 4. Indian Music Company Ltd 5. The Film & Television Producers guild of India Ltd 6. Ultra Mintage World Ltd 7. Ultra Cinema & Nutech Ltd 8. Ultra Toys & Gifts Pvt. Ltd 9. Indian Council of Impex for Films & TV Programmers |
| Region | West |

DETAILS OF VENUE OF THE 48TH ANNUAL GENERAL MEETING

Address: ISKCON's Auditorium, Hare Krishna Land, Next to Hare Krishna Temple, Juhu, Mumbai – 400 049

ROUTE MAP

