

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

NOTICE

Notice is hereby given that the Forty-Ninth Annual General Meeting of the Members (Author - Composer and Publisher-Owner Members) of The Indian Performing Right Society Limited will be held on Monday day, the 23rd December 2019 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:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as on 31st March 2019, 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. To appoint a Director in place of Mr. Aashish Dominic Rego (DIN: 01467041), Author - Composer Director, Region-West, who retires by rotation and being eligible, has offered himself for re-appointment.
3. To appoint a Director in place of Mr. Rajinder Singh Panesar (DIN: 00756149), Author - Composer Director, Region-North, who retires by rotation and being eligible, has offered himself for re-appointment.
4. To appoint a Director in place of Mr. Sahithi Cherukupalli (DIN: 07769259), Author Director, Region-South, who retires by rotation and being eligible, has offered himself for re-appointment.
5. To appoint a Director in place of Mr. Vikram Mehra (DIN: 03556680), Publisher Owner Director representing Saregama India Limited, Region-East, who retires by rotation and being eligible, has offered himself for re-appointment.
6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT in pursuance of provision of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and applicable provisions of the Companies (Audit and Auditors) Rules, 2014, M/s. R. K. Khanna & Associates, Chartered Accountants (Firm Registration No. 105082W) be and are hereby re-appointed as the Statutory Auditor of the Company for the term of five years i.e. from the conclusion of this Annual General Meeting till the conclusion of the Fifty-fourth Annual

General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to fix remuneration of statutory auditors and to reimburse the actual expenses that may be incurred by them in the performance of their duty as auditors of the company and to do all other things, deeds, acts as may be required in this connection.”

SPECIAL BUSINESS:

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

“RESOLVED THAT the “Tariff Scheme” (annexed herewith) framed and presented by the Governing Council (as approved previously by the Members at the Extra-ordinary General Meeting dated 11th April 2018) be and is hereby approved. This resolution is pursuant to the requirements under the Copyright Act, 1957 read with the Copyright Rules, 2013 and not under the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded for approval of the Distribution Rules/Scheme (as approved previously by the Members at the Extra-ordinary General Meeting dated 3rd August 2018) for the Financial Year 2019-20.”

“RESOLVED FURTHER THAT the distribution of Royalties shall be carried out promptly from time to time as per the Copyright Rules, 2013. The Royalties pertaining to earlier years and/or pending distribution due to the non-availability of logs or incomplete logs will be distributed in line with fair basis of distribution as fixed and mandated by the Board of Directors as per the recommendation of the Distribution Committee. The Royalties collected, after making deduction for the expenses shall be fully distributed among the owners and author/composer members in terms of the Copyright Act, 1957, Copyright Rules, 2013 and Distribution Rules/Scheme. In respect of collection and distribution of Mechanical, Reproduction rights which will include, Ringtones, Music & Video Downloads, etc., and also Physical Sales which the Company has not collected in the past and hence not mentioned in the Distribution Rules/ Scheme, however, basis the new IPRS assignments which gather new rights (Mechanical Rights and new aspects of the Performing Rights) and continue with earlier granted Performance Rights, IPRS has now commenced collecting and distributing the royalties for the said rights.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to revise/alter/modify the Distribution Rules/Scheme based on the collections made, from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such actions and do all such things as may be required from time to time for giving effect to the above resolution and matters related thereto.”

Note: Any Member having objection to the “Tariff Scheme”, is entitled to withdraw his authorization given to the Society or surrender/relinquish his Membership of the Society.

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

Place: Mumbai
Date: 24th October 2019

Sd/-
VIKRAM MEHRA
DIRECTOR
DIN: 03556680

Notes:

1. A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE MEETING. AS PER ARTICLE 23(a) OF THE 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. In accordance with the requirements of the Copyright Act, 2012 read with the Copyright Rules, 2013, following documents are being presented and shall be made available for inspection of any Member of the Company at the venue of the ensuing 49th Annual General Meeting and at the Registered office of the Company during business hours on all working days till the date of ensuing 49th Annual General Meeting:

- i. Articles of Association of the Company as amended and adopted by the Members at the Extra Ordinary General Meeting held on 03rd August, 2018
- ii. Tariff Scheme of the Company as approved by the Members at the Extra-ordinary General Meeting held on 11th April, 2018
- iii. Distribution Scheme as approved by the Members at the Extra-ordinary General Meeting held on 03rd August, 2018
- iv. Budget for Financial Year 2019-2020, as approved by the Governing Council of the Company at its meeting held on 20th June, 2019.

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 Friday day, the 20th December 2019 at 9:00 A.M. and ends on Sunday day, the 22nd December 2019 at 5:00 P.M. During this period members of the Company as on the cut-off date of 16th December 2019 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 Friday day, the 20th December 2019 at 9:00 A.M. and ends on Sunday day, the 22nd December 2019 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. 16th December 2019 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 bus in 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 16th December 2019

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.

Brief Profile of Directors seeking re-appointment on account of retirement by rotation at the ensuing 49th Annual General Meeting of the Company

Name of the Director	Mr. Aashish Dominic Rego	Mr. Rajinder Singh Panesar	Mr. Sahithi Cherukupalli
Age	46 Years	49 Years	65 Years
Qualifications	B.Sc., B G LLB	HSC	M Sc (Botany)
No. of Works registered with IPRS	54 Teleserials – 10370 Episodes	1. Movie Background- 84 Movies 2. Songs – 232 3. 90 Serials – 16610 Episodes	1266
Nature of Expertise & Experience	Mr. Aashish Rego has been composing music since 1992 having commenced his journey with music albums and moved on to films and TV Serials. He holds the distinction of having composed music for over 125 TV Shows and 20000 episodes having won the Best Background score award at Indian Telly Awards 5 times. He has also scored the music for one of India's longest running daily soap "Balika Vadhu". He has also produced 2 Marathi feature films that have won many State awards and International acclaim. He has been General Secretary of MCAI (Music Composers Association of India) for the past several years. Currently he is the sole representative	Mr. Rajinder Singh Panesar is a musician, music composer, arranger, music director, music producer and singer. He has composed scores for over hundred movies. As a musician, Singh started playing for Mr. Uttam Singh who introduced him as a guitarist for the song 'Mere Pyar Ki Umar' for the movie 'Waaris'. Initially he started off as guitarist with R D Burman and had the honour to be part of his last movie '1942: A Love Story'. Then he slowly progressed on to become an arranger, music director, composer and scorer for bollywood movies, later composing and directing for television and advertising. One of the famous hits is 'Soniyo' from the movie	Sahithi Cherukupalli is leading Telugu Lyricist having written more than 900 songs

	for Asia on the panel of Screen Composers across the world commissioned by CIAM and the representative of the Indian composer/songwriter community at APMA.	'Raaz: The Mystery Continues', 'Gunganati Hain' from the movie 'Satta'	
Relationship with existing Director(s) of the Company	Not applicable	Not Applicable	Not Applicable
Name of other Companies in which also holds Directorship	1. Astral Music Private Limited 2. Beautypolis Media Private Limited 3. Soc Films Private Limited	1. SAMRAJ OVERSEAS PVT.LTD. 2. SAMRAJ SOFTWARES PVT.LTD 3. HOTEL SAMRAJ PRIVATE LIMITED 4. JOSEPH KARAVALLIL INVESTMENT PRIVATE LIMITED 5. MESSIAH INVESTMENT PVT LTD 6. SAMRAAJ FILMS PVT LTD 7. KANGABEAT ENTERTAINMENT PRIVATE LIMITED	-
Date of first appointment on the Board	31.03.2017	31.03.2017	31.03.2017
Number of the Meetings of the Board attended : FY2017-2018 FY2018-2019	5 4	5 4	6 4
Region	West	North	South

Brief Profile of Directors seeking re-appointment on account of retirement by rotation at the ensuing 49th Annual General Meeting of the Company

Name of the Director	Mr. Vikram Mehra
Age	47 years
Qualifications	B. Tech in Computer Science from IIT Roorkee and MBA from IIM Lucknow
No. of Works registered with IPRS	268931
Nature of Expertise & Experience	Mr. Mehra brings with him a wealth of experience of handling the ever developing digital platforms and has deep understanding of various aspects and facets of digital media. Mr. Mehra is currently holding the position of Managing Director at Saregama India Limited. Prior to this he held positions with Tata Sky Ltd. as Chief Commercial Officer and also worked with Tata Motors and TCS.
Relationship with existing Director(s) of the Company	Mr. Mehra is not directly or indirectly related to any of the existing Directors of the Company
Name of other Companies in which also holds Directorship	1. SAREGAMA INDIA LIMITED AS MANAGING DIRECTOR 2. INDECENT FOODS PRIVATE LIMITED
Date of first appointment on the Board	31.03.2017
Number of the meetings of the Board attended : FY2017-2018 FY2018-2019	6 4
Region	East

DETAILS OF VENUE OF THE 49TH ANNUAL GENERAL MEETING

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

ROUTE MAP

