ADDENDUM TO THE NOTICE OF 51st ANNUAL GENERAL MEETING

Addendum is hereby given to the Original Notice of the 51st Annual General Meeting (51st AGM) of the Members of The Indian Performing Right Society Limited which will be held on Monday, the 27th December 2021 at 11:30 A.M. at IST through video conferencing (VC) or other audio visual means (OAVM), to transact the following business in addition to the business as mentioned in the original notice of the 51st AGM:

FOLLOWING RESOLUTIONS VIDE ITEM NOS. 15 TO 17 BEING RESOLUTIONS FOR APPOINTMENT OF AUTHOR/COMPOSER DIRECTORS, ARE FOR VOTING BY AUTHOR/COMPOSER MEMBERS ONLY IN ACCORDANCE WITH ARTICLE 24 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

15. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special 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. Aashish Rego (DIN: 01467041), 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-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.”

16. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special 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. Sulaiman Sadruddin Moledina Merchant (DIN:01444660), 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-North, 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.”

17. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special 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. Samirsen Sambhusen Sen (DIN: 02810672), 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-North, 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:** 12th December 2021

JAVED AKHTAR
CHAIRMAN
DIN : 00112984
Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") pursuant to Circular No. 02/2021 dated 13th January, 2021, 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020 and Circular No.17/2020 dated 13th April, 2020 ("MCA Circulars"), has permitted holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of Members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM in compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars. Accordingly, the Members are not permitted to appoint proxies to attend and vote at the AGM on their behalf. Article 23(a) of the Articles of Association of the Company too prohibits appointment of proxies by the Members in relation to general meetings.

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 electronically for inspection of any Member of the Company on the website of the Company on the date of ensuing 51st Annual General Meeting:

   (i) Memorandum and Articles of Association
   (ii) Register of Directors
   (iii) Register of Members
   (iv) Tariff Scheme of the Company
   (v) Distribution Policy / Rules and methods
   (vi) Annual Budget for the Financial Year 2021-22
   (vii) List of Reciprocal Agreements with foreign copyright societies under Section 34(2) of the Copyright Act, 1957

3. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

4. Participation through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.

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

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 by email to responseagm@iprs.org 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. Corporate members intending to send their authorised representative(s) to attend the Meeting through VC/OAVM on their behalf and to vote through remote e-voting prior to and e-voting during the AGM pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company through their registered e-mail address to responseagm@iprs.org, a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and to vote through remote e-voting prior to and e-voting during the AGM on their behalf.

9. Members are requested to notify the Company about their change of address, if any.
10. The business matters set out in the Notice and Addendum to 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 prior to the AGM and e-voting during the AGM 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/e-voting at the AGM, the members may contact Ms. Rumpa Banerjee or Ms. Vibha Oza at 26733748/26733749/26733750/26736616 or may write to them at the Registered Office address of the Company or by email at responseagm@iprs.org

11. Statement pursuant to Section 102(1) of the Companies Act, 2013 in relation to the Special Business to be transacted in respect of resolutions proposed vide Item Nos. 15 to 17 is appended hereto.

12. All the relevant documents referred to in this AGM Notice and Addendum to Notice and Explanatory Statement etc., Register of Directors maintained under Section 170 and Register of Contracts or Arrangements, if any, in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents shall be available electronically for inspection by the members on the date of the 51st Annual General Meeting. Members seeking to inspect such documents can send an e-mail to responseagm@iprs.org from their registered e-mail address.

13. In compliance with the aforesaid MCA Circulars, Notice of the AGM and Addendum to Notice along with the Annual Report for FY 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company. Members may note that the Notice, Addendum to Notice and Annual Report for FY 2020-21 will also be available on the Company’s website www.iprs.org.

14. Instructions for members for attending the AGM through VC/OAVM are as under:

   i. Member will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the CDSL e-Voting system. Members may access the same at https://www.evotingindia.com under member’s login by using the remote e-voting credentials. The link for VC/OAVM will be available in member’s login where the EVSN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password, may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.

   ii. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include Directors, Senior Executives, Auditors, Company Law Consultants etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

   iii. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

   iv. Members who need assistance before or during the AGM, can contact CDSL on helpdesk.evoting@cdslindia.com or Mr. Nitin Kunder (022-23058738) or Mr. Suraj Ramesh (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

   v. Members who would like to express their views/ask questions during the meeting, may register themselves as speaker and send request from their registered e-mail address mentioning their name, e-mail address, mobile number at responseagm@iprs.org from 14th December 2021 to 20th December 2021. Those Members who have registered themselves as speaker will only be allowed to express their
views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

15. 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 electronic voting system from a place other than venue of the Annual General Meeting (AGM) (“remote e-voting”) prior to the AGM as well as e-voting during the AGM will be provided by Central Depository Services (India) Limited (CDSL).

c. 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, by e-voting during the AGM.

d. The remote e-voting period commences on Friday, the 24th December, 2021 at 9:00 A.M. and ends on Sunday, the 26th December, 2021 at 5:00 P.M. For ample clarification, it is to be noted that the e-voting facility shall also be available to the members during the 51st AGM and shall commence half an hour prior to the time of the AGM and continue till completion of half an hour after conclusion of the meeting. The cut-off date pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 is 20th December 2021. 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 as per Rule 20 Sub Rule (vii) of the Companies (Management & Administration) Rules, 2014.

E-Voting Process:

The instructions for members voting electronically are as under:

i. The voting period begins on Friday, the 24th December, 2021 at 9:00 A.M. and ends on Sunday, the 26th December, 2021 at 5:00 P.M. During this period such members whose names are recorded in the Register of Members shall be entitled to cast their vote electronically. The Remote 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 by voting by e-voting during the AGM.

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.

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 right of the members shall be in accordance with Article 21 of the Articles of Association of the Company.

B. A copy of Notice and Addendum to 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) 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.

Item No. 15 to 17

In connection with the 51st Annual General Meeting (51st AGM) of the Members of the Company which is scheduled to be held on 27th December, 2021, the Company has received nominations from 3 (Three) Author-Composer Members namely Mr. Aashish Rego (DIN 01767041), Mr. Sulaiman Merchant (DIN 01444660) and Mr. Sameer Sen (DIN 02810672) as per the Resolutions vide Serial Nos. 15 to 17 of the Addendum to the Notice of the 51st AGM as attached hereto. Subsequent to the dispatch of the Notice of 51st AGM, the Company has received and accumulated the nominations received till the closure of business hours on 10th December, 2021 and proposed resolutions for election of Directors for approval of members as mentioned in the above referred Addendum to the Notice of 51st AGM.

Based on the above nominations, an Author/Composer Director for Region West shall be elected from the respective candidature of Mr. Mayur Puri (DIN 02409730) and Mr. Aashish Rego (DIN 01767041) and an Author/Composer for Region North shall be elected from the respective candidature of Mr. Sameer Anjaan (DIN 01515751), Mr. Sulaiman Merchant (DIN 01444660) and Mr. Sameer Sen (DIN 02810672).

As regards Mr. Bhushan Dua (DIN 00126614) and Mr. Rajinder Singh Panesar (DIN 00756149), since they have been appointed as Additional Directors by the Board of Directors, their respective appointment is being regularized at the ensuing Fifty-first Annual General Meeting.

Accordingly, the members are requested to consider appointment of Directors as per the Resolutions vide Serial Nos. 2 to 8 and 11 to 12 as proposed in the Notice dated 16th November, 2021 for the ensuing 51st Annual General Meeting and vide Serial Nos. 15 to 17 of Addendum to the Notice of the 51st AGM. A brief profile of each candidate vide resolutions proposed under Serial Nos. 15 to 17 of Addendum to the Notice of the 51st AGM is appended herewith for the perusal and reference of the members.

The documents as referred to in the resolutions are available electronically for inspection by the Members on the website of the Company till the date of the ensuing Annual General 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: 12th December, 2021

JAVED AKHTAR
CHAIRMAN
DIN: 00112984
<table>
<thead>
<tr>
<th>Name of the Director</th>
<th>Mr. Aashish Rego</th>
<th>Mr. Sulaiman Sadruddin Moledina Merchant</th>
<th>Mr. SAMIRSEN SAMBHUSEN SEN</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Age</strong></td>
<td>49</td>
<td>51</td>
<td>63</td>
</tr>
<tr>
<td><strong>Qualifications</strong></td>
<td>B.Sc., B.G. LLB</td>
<td>B.COM</td>
<td>Post-Graduation in Music</td>
</tr>
<tr>
<td><strong>Director Identification Number (DIN)</strong></td>
<td>01467041</td>
<td>01444660</td>
<td>02810672</td>
</tr>
<tr>
<td><strong>No. of Works registered with IPRS</strong></td>
<td>Over 100</td>
<td>Over 500</td>
<td>Over 1000</td>
</tr>
<tr>
<td><strong>Nature of Expertise &amp; Experience</strong></td>
<td>Currently on the Board of APMA, the Asia Pacific Music Creators Alliance, Gen. Secretary of MCAI (Music Composers Association of India). Ex. Director – The Indian Performing Right Society Limited (IPRS). Has been Composer more than 25 years with a body of Work spanning 130 TV Shows, 22,000 episodes, 10 Feature Films, 25 Webseries among others. Active in the working for the welfare of Musicians, Music Creators and film workers since over 25 years having served as the treasurer of the FWICE and The Vice President of AIFEC.</td>
<td>Composer and Music producer in the film and non - film music industry for the last 30 years with multiple National and International awards for music composed for films and TV shows.</td>
<td>More than 1000 Songs and 49 years’ experience.</td>
</tr>
<tr>
<td><strong>Relationship with existing Director(s) of the Company</strong></td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td><strong>Name of other Companies in which also holds Directorship</strong></td>
<td>1. SOC FLIMS PRIVATE LIMITED 2. ASTRAL MUSIC PRIVATE LIMITED</td>
<td>MERCHANT RECORDS PRIVATE LIMITED</td>
<td>LOVE MUSIC PRIVATE LIMITED</td>
</tr>
<tr>
<td><strong>Region</strong></td>
<td>West</td>
<td>North</td>
<td>North</td>
</tr>
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