

The Indian Performing Right Society Limited

**Regd. Office: 208, Golden Chambers, New Andheri Link Road, Andheri (West), Mumbai-400053. Tel: 26733750 / 46067653 Email: egm.response@iprs.org Website: www.iprs.org
CIN: U92140MH1969GAP014359**

NOTICE

Notice is hereby given that the 1st/2022-23 Extra-ordinary General Meeting (“EGM”) of the Members (Author- Composer Members and Publisher - Owner Members) of The Indian Performing Right Society Limited will be held on Thursday, 29th December, 2022 at 11.00 A.M. IST through video conferencing (VC) or other audio visual means (OAVM), to transact the following business:

SPECIAL BUSINESS:

- 1. Alteration of existing Articles of Association of the Company by adoption of new set of Articles of Association in total exclusion and substitution to that extent thereof:**

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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any modification or re-enactment thereof) and subject the approval(s) of members of the Company and other regulatory authorities as applicable in this regard, the existing Articles of Association of the Company be and is hereby altered by adoption of a new set of Articles of Association, in total exclusion and substitution to that extent thereof.”

“RESOLVED FURTHER THAT any one of the Directors or the CEO of the Company, be and is hereby authorized, to undertake all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in this regard, including but not limited to requisite filings with the Registrar of Companies that may be required to give effect to this resolution.”

“RESOLVED FURTHER THAT any one of the Directors or the CEO of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable 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.”

- 2. Appointment of Mr. Harris Jayaraj (DIN- 02081326) as Author-Composer Director, Region-South:**

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. Harris Jayaraj (DIN-02081326), who was appointed pursuant to provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 as an Additional Director in the category of Author-Composer Director, Region- South, of the Company with effect from 30th September, 2022 by the Board of Directors of the Company, subject to approval/regularisation by the members in the next General Body Meeting 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.”

3. Appointment of Mr. Jeet Gannguli (DIN- 08484597) as Author-Composer Director, Region-East:

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. Jeet Gannguli (DIN-08484597), who was appointed pursuant to provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 as an Additional Director in the category of Author-Composer Director-Region- East, of the Company with effect from 30th September, 2022 by the Board of Directors of the Company, subject to approval/regularisation by the members in the next General Body Meeting 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.”

4. Appointment of Mr. Samir Sen (DIN- 02810672) as Author-Composer Director, Region-North:

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. Samir Sen (DIN-02810672), who was appointed pursuant to provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 as an Additional Director in the category of Author-Composer Director, Region- North, of the Company with effect from 30th September, 2022 by the Board of Directors of the Company, subject to approval/regularisation by the members in the next General Body Meeting 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.”

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

**Place: Mumbai
Date: 02.12.2022**

**SD/-
JAVED AKHTAR
CHAIRMAN
DIN: 00112984**

Notes:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular no. 03/2022 dated 5th May 2022, 10/2021 dated 23rd June, 2021 read with Circular no. 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020 and 02/2021 dated 13th January 2021 issued by Ministry of Corporate Affairs (MCA) has permitted Companies to hold the Extra-Ordinary General Meeting (“EGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”). Hence, Members can attend and participate in the ensuing EGM 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 EGM 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. Copy of altered Articles of Association shall be made available electronically for inspection of any Member of the Company on the website of the Company on the date of ensuing EGM.
3. Since the EGM 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 EGM 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 Extra-ordinary General Meeting (EGM).
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 on operational matters of the Company are requested to send their queries by email to **egm.response@iprs.org** at least seven days before the date of the EGM. In case of receipt of query at any time less than seven days before the EGM, such query will not be answered at the EGM 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 EGM pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company through their registered e-mail address to **egm.response@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 EGM on their behalf.

9. Members are requested to notify the Company about their change of address, mobile number, email id 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 prior to the EGM and e-voting during the EGM 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 EGM, the members may contact Mr. Adesh Sharma or Ms. Vibha Oza at 26733750 / 46067653 or may write to them at the Registered Office address of the Company or by email at **egm.response@iprs.org**
11. Statement pursuant to Section 102(1) of the Companies Act, 2013 in relation to the Special Business to be transacted at the EGM is annexed hereto.
12. All the relevant documents referred to in this EGM 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 Extra-Ordinary General Meeting. Members seeking to inspect such documents can send an e-mail to **egm.response@iprs.org** from their registered e-mail address.
13. In compliance with the aforesaid MCA Circulars, Notice of the EGM along with the explanatory statement 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 will also be available on the Company's website www.iprs.org.
14. Instructions for members for attending the EGM through VC/OAVM are as under:
 - i. Member will be provided with a facility to attend the EGM through VC/OAVM or view the live webcast of EGM 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.
 - ii. The Members can join the EGM 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 EGM 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 EGM 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 EGM, can contact CDSL on helpdesk.evoting@cdslindia.com or Mr. Nitin Kunder (022-23058738) or Mr. Bhavesh Pimputkar (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 **egm.response@iprs.org** from 16th December 2022 to 22nd December 2022. Those Members who have registered themselves as speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

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 EGM.
- b. The facility of casting the votes by the members using electronic voting system from a place other than venue of the Extra-ordinary General Meeting (EGM) (“remote e-voting”) prior to the EGM as well as e-voting during the EGM 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 EGM.
- d. The remote e-voting period commences on Monday, the 26th December, 2022 at 09:00 A.M. and ends on Wednesday, the 28th December, 2022 at 05:00 P.M. 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 22nd December, 2022. 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 Monday, the 26th December, 2022 at 09:00 A.M. and ends on Wednesday, the 28th December, 2022 at 05:00 P.M. 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 EGM.
- 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 Extra-ordinary 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 Extra-ordinary 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 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) 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 Extra-ordinary 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 Extra-ordinary 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

Item No. 1

Pursuant to the letter bearing No. P-24029/54/2021-IPR-VII dated 19th September 2022 received by the Company from Department for Promotion of Industry and Internal Trade, IPR-Copyright Section, Ministry for Commerce & Industry, Government of India, wherein the said authority has inter alia requested the Company to omit clause (c) of the existing Article 20 of the Articles of Association of the Company to comply with the provisions of Rule 59(3) of the Copyright Rules, 2013 and also for rationalizing/simplifying the business for general body meetings for certain matters, addition of clause on termination of membership for those members who have not signed the Members Deed of Assignment and to bring more clarity and transparency on certain clauses of the Articles of Association, it is proposed to alter/amend existing Articles of Association of the Company by adoption of a new set of Articles of Association in total exclusion and substitution to that extent thereof, as provided in the relevant resolution.

In accordance with the provisions of Section 14 of the Companies Act, 2013, alteration of existing Articles of the Articles of Association of the Company as mentioned above, would require approval of the members of the Company by way of passing of a Special Resolution at a general meeting. Accordingly, the above resolution is proposed for approval of members of the Company.

A copy of the draft Articles of Association of the Company is available at the Registered Office of the Company for inspection of members during the business hours on all working days till the date of the ensuing Extra-ordinary General Meeting.

Except Mr. Javed Akhtar and his relatives, none of the other Directors and their respective relatives shall be deemed to be interested in the above resolution.

Item Nos. 2 to 4

The following Author Composer Members were appointed by the Board of Directors as Additional Director under the category of Author Composer Directors, with effect from 30th September, 2022, subject to approval/regularisation by the members in the next General Body Meeting of the Company, in terms of provisions of Section 161 of the Companies Act, 2013 and rules made thereunder and also in terms of Articles of Association of the Company.

Sr. No.	Name of the Director	DIN	Region
1.	Mr. Jeet Gannguli	08484597	East
2.	Mr. Harris Jayaraj	02081326	South
3.	Mr. Samir Sen	02810672	North

In terms of provisions of Section 160 of the Companies Act, 2013 and the rules made thereunder, the Company has received notice along with deposit of One Lakh Rupees respectively from all the three above named Additional Directors for their candidature for the office of Author Composer Director representing their respective region.

All the three Directors have also given their respective declaration to the Company that they meet the criteria for Directors as prescribed under the Companies Act, 2013 read with rules made thereunder.

Relevant documents in respect of the said three Additional Directors shall be available for inspection by the members at the Registered Office of the Company during business hours on all working days till the date of the ensuing Extra-ordinary General Meeting.

The Directors recommend the matters set out at Item Nos. 2 to 4 of the Notice for approval of the Members of the Company by passing Ordinary Resolutions in accordance with the relevant provisions of the new Articles of Association of the Company which is proposed to be adopted in substitution and total exclusion of the existing Articles of Association of the Company and which has been proposed for approval of the Members of the Company vide the Special Resolution under Serial No. 1 of this Notice.

Except Mr. Harris Jayaraj, Mr. Jeet Gannguli and Mr. Samir Sen and their respective relatives, none of the other Directors of the Company or their relatives are, in any way, concerned or interested in the resolutions set out at Item nos. 2 to 4 of the Notice.

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

**Place: Mumbai
Date: 02.12.2022**

**SD/-
JAVED AKHTAR
CHAIRMAN
DIN: 00112984**

Brief profile of Directors seeking appointment at the ensuing Extra- ordinary General Meeting of the Company

Name of the Director	Mr. Harris Jayaraj
Age	47 years
Qualifications	INTER
Director Identification Number (DIN)	02081326
No. of Works of registered with IPRS	945
Nature of Expertise & Experience	Music composer, music producer and music director
Relationship with existing Director(s) of the Company	NA
Name of other Companies in which also holds Directorship	Sri Saravanabavaa Entertainment Private Limited
Date of first appointment on the Board	30.09.2022
Number of the meetings of the Board attended during the year	1 (one)
Region	South

Name of the Director	Mr. Jeet Gannguli
Age	52 years
Qualifications	B.A.
Director Identification Number (DIN)	08484597
No. of Works of registered with IPRS	771
Nature of Expertise & Experience	Started at an early age, was introduced in the world of music by father. Received training in Indian Classical & Western Jazz. Has scored music in over 110 Bengali and 39 Hindi movies and composed for innumerable singles and more than 15 albums.
Relationship with existing Director(s) of the Company	NA
Name of other Companies in which also holds Directorship	NA
Date of first appointment on the Board	30.09.2022
Number of the meetings of the Board attended during the year	1 (one)
Region	East

Name of the Director	Mr. Samir Sen
Age	64 years
Qualifications	SSC
Director Identification Number (DIN)	02810672
No. of Works of registered with IPRS	1056
Nature of Expertise & Experience	Experience of over 5 decades in Film Industry as Musician, Asst. Music Director and Music Director. Worked in more than 150 Films / Albums.
Relationship with existing Director(s) of the Company	NA
Name of other Companies in which also holds Directorship	Love Music Pvt. Ltd.
Date of first appointment on the Board	30.09.2022
Number of the meetings of the Board attended during the year	1 (one)
Region	North