

The Indian Performing Right Society Limited

CIN: U92140MH1969GAP014359

**Regd. Office: 208, Golden Chambers, New Andheri Link Road,
Andheri (West), Mumbai– 400 053**

Tel: 69729999 /46067653

Email: responseagm@iprs.org Website: www.iprs.org

ADDENDUM TO THE NOTICE OF 53rd ANNUAL GENERAL MEETING

Addendum is hereby given to the Original Notice of the 53rd Annual General Meeting (53rd AGM) of the Members of The Indian Performing Right Society Limited which will be held on Tuesday, the 26th September, 2023 at 11:00 A.M. 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 53rd AGM:

FOLLOWING RESOLUTION VIDE ITEM NO. 13 BEING RESOLUTION FOR APPOINTMENT OF PUBLISHER OWNER DIRECTOR IS FOR VOTING BY PUBLISHER OWNER MEMBERS ONLY IN ACCORDANCE WITH ARTICLE 24 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

SPECIAL BUSINESS

13. 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. Dinraj Karunakara Shetty (DIN : 09680087) 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 Publishing (India) Private Limited, a Publisher Owner Member, proposing candidature of Mr. Dinraj Karunakara Shetty 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 Board
For The Indian Performing Right Society Limited**

**Place: Mumbai
Date: 13th September, 2023**

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

Notes:

1. The Ministry of Corporate Affairs (“MCA”) pursuant to various General Circulars issued from time to time since the outbreak of Covid-19 Pandemic, has permitted holding of General Meetings 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 Fifty-Third Annual General Meeting (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 for inspection of any Member of the Company at the ensuing 53rd Annual General Meeting and at the Registered office of the Company during business hours on all working days till the date of ensuing 53rd 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 2023-24
 - (vii) List of Reciprocal Agreements with foreign copyright societies under Section 34(2) of the Copyright Act, 1957
 - (viii) Annual Transparency Report for the Financial Year 2022-23
3. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Addendum to 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 participate and/or 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 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. 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, 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 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 Addendum to Notice. In case of any queries or grievances in connection with remote e-voting/e-voting at the AGM, the members may contact Mr. Manish Jani or Ms. Vibha Oza at 60729999 / 46067653 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 at the AGM is annexed 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 at the 53rd 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 2022-23 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 2022-23 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. Members 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 Addendum to 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 Addendum to 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. 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 responseagm@iprs.org from Wednesday, 13th September 2023 to Tuesday, 19th September 2023. 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 Addendum to 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 Saturday, the 23rd September, 2023 at 9:00 A.M. and ends on Monday, the 25th September, 2023 at 5:00 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 19th September 2023. 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 Saturday, the 23rd September, 2023 at 9:00 A.M. and ends on Monday, the 25th September 2023 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 on 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.

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 NO. 13 OF THE ACCOMPANYING ADDENDUM TO THE NOTICE DATED 13th SEPTEMBER, 2023.

Item No. 13

The Company has received a notice along with security deposit of one lakh rupees from Sony Music Publishing (India) Private Limited, a Publisher Owner Member, in terms of Section 160 of the Companies Act, 2013, proposing candidature of Mr. Dinraj Karunakara Shetty (DIN: 09680087) to be appointed as a Director under the category of Publisher Owner Director, Region - West, in the ensuing 53rd Annual General Meeting 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.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152, shall, subject to the provisions of this Act, be eligible for appointment to the office of Director at any General Meeting, if he or some member intending to propose him as a Director, has not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as they case may be, along with deposit of one lakh rupees.

Mr. Dinraj Karunakara Shetty has given necessary declarations to the Company that he fulfils the criteria for appointment as a Director as prescribed under the Companies Act, 2013 read with rules made thereunder.

Relevant documents in respect of the said item shall be available for inspection by the members at the registered office of the Company during the business hours until the date of the ensuing Annual General Meeting.

Except Mr. Dinraj Karunakara Shetty, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at Item No. 13 of the Addendum to the Notice.

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

**Place: Mumbai
Date: 13th September, 2023**

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

**BRIEF PROFILE OF CANDIDATE PROPOSED TO BE APPOINTED AS DIRECTOR OF THE COMPANY
VIDE ADDENDUM TO THE ORIGINAL NOTICE OF 53RD ANNUAL GENERAL MEETING**

Name of the Director	Mr. Dinraj Karunakara Shetty
Age	54 Years
Qualifications	MBA
Director Identification Number (DIN)	09680087
No. of Works registered with IPRS	46000 +*
Nature of Expertise & Experience	Managing all aspects of the Company's business, such as promoting Sony Music Publishing Catalog, negotiating worldwide agreements for Indian labels for publishing, bringing in global practice, fostering the relationship with industry partner, including collection societies, creating a platform for emerging artists and songwriters and provide opportunities to collaborate with SMP global songwriters.
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. Sony Music Publishing (India) Private Limited 2. Federation Of Indian Music Publishers
Region	West

***The number of works to be considered for voting on resolutions will be separate for lyrical and music composition. Hence, the number of works as mentioned in table above will be considered for voting purposes as representing a count separately for lyrical and musical compositions.**