

**The Indian Performing Right Society Limited**

**CIN: U92140MH1969GAP014359**

**Regd. Office: 208, Golden Chambers, New Andheri Link Road,**

**Andheri (West), Mumbai– 400053**

**Tel: 69729999 /46067653**

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

**NOTICE**

Notice is hereby given that the Fifty-third (53<sup>rd</sup>) Annual General Meeting of the Members (Author- Composer Members and Publisher-Owner Members) of The Indian Performing Right Society Limited will be held on Tuesday, 26<sup>th</sup> September, 2023 at 11.00 A.M. IST through video conferencing (VC) or other audio visual means (OAVM), to transact the following business:

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**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March 2023, Income and Expenditure Account and Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditors thereon and the Annual Transparency Report for the F.Y. 2022-23, 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 consider and if thought fit, to pass, with or without modification(s), an Ordinary Resolution to appoint a Director in place of Mr. Sameer Pandey (DIN: 01515751), Author Director, Region- North, who retires by rotation and being eligible, has offered himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), an Ordinary Resolution to appoint a Director in place of Mr. Mayur Puri (DIN: 02409730), Author Director, Region- West, who retires by rotation and being eligible, has offered himself for re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), an Ordinary Resolution 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.

5. To consider and if thought fit, to pass, with or without modification(s), an Ordinary Resolution to appoint a Director in place of Mr. Sushilkumar Shankarlal Agrawal (DIN:00116517), Publisher Owner Director representing Ultra Media & Entertainment Pvt. Ltd., Region- West, 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), an Ordinary Resolution to appoint a Director in place of Mr. Devraj Sanyal (DIN: 03533598), Publisher Owner Director representing Universal Music Publishing Private Limited, Region- North, who retires by rotation and being eligible, has offered himself for re-appointment.
7. To consider and if thought fit, to pass, with or without modification(s), an Ordinary Resolution to appoint a Director in place of Mr. Bhushan Dua (DIN: 00126614), Publisher Owner Director representing Super Cassettes Industries Private Limited, Region- North, who retires by rotation and being eligible, has offered himself for re-appointment.
8. **Re-appointment of Mr. Javed Akhtar (DIN: 00112984) as the Chairman of the Company and as Author Director, Region-West for a further period of 2 (Two) years:**

**To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution requiring two-third majority of votes:**

**“RESOLVED THAT** pursuant to the provisions of Article 20 of the Articles of Association of the Company read with Rules 59 of the Copyright Rules, 2013 and such approvals, permissions and sanctions from the concerned authorities as may be required in this regard, the consent of the members be and is hereby accorded for re-appointment of Mr. Javed Akhtar (DIN: 00112984) as the Chairman of the Company and as Author Director, Region-West for a further period of 2 (Two) years commencing from this Annual General Meeting.

**“RESOLVED FURTHER THAT** any one of the Directors or the CEO of the Company be and is hereby authorized to take all such actions and do all such things as may be required from time to time to give effect to the above resolution and matters related thereto.”

**SPECIAL BUSINESS:**

9. **Appointment of Mr. Mandar Ramesh Thakur (DIN: 05333792) as Publisher Owner 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. Mandar Ramesh Thakur (DIN:05333792), 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 Global Rhythm Limited, a Publisher Owner Member, proposing candidature of Mr. Mandar Ramesh Thakur 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. Approval of the Existing Tariff Scheme:**

**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” be and is hereby approved for the Financial Year 2023-24 and onwards.

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** the Board of Directors or the Chief Executive Officer of the Company be and is hereby authorized to negotiate the License Fees, and give discounts and/or negotiate and/or agree for minimum annual royalty/license fees for all the Tariffs and 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/ assignment given to the Society or surrender/relinquish his Membership of the Society.*

**11. Approval of Distribution Policy:**

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

**"RESOLVED THAT** the Distribution Policy/Rules and Methods be and are 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** the Board of Directors/CEO of the Company be and are 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 "Distribution Policy", is entitled to withdraw his authorization given to the Society or surrender/relinquish his Membership of the Society.*

**12. Amendment of sub-clause 1 of Clause III-A (Main Objects Clause) of the Memorandum of Association of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 13 read with the Companies (Incorporation) Rules, 2014 and all other applicable provision(s), if any of the Companies Act, 2013 or applicable rule(s) made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approvals as may be necessary from the Registrar of Copyrights and other authorities, the existing sub-clause (1) of Clause III-A (Main Objects Clause) of the Memorandum of Association of the Company be and is hereby amended by insertion of the word "works" immediately after the word "literary" and deletion of the words "or dramatic works" and thereafter by replacing the same with the following new sub-clause 1:

**Sub-clause 1**

*To exercise and enforce on behalf of Members of the Company, being the composers of any musical works or the authors of any literary works or the owners or publishers of or being otherwise entitled to the benefit of or interested in the copyrights in such works all rights and remedies of the owners by virtue of the Copyright Act, 1957 and any other*

*applicable law, or otherwise in respect of any exploitation of their works by public performance, by broadcasting or by causing the same to be transmitted to subscribers to a diffusion service or by recording on mechanical contrivances or records or the publication of such works or by any other such means available for dissemination of the works, which may exist today or develop from time to time.*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors or the CEO of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, to take such further steps in this regard, as may be considered desirable or expedient by them in the best interest of the Company.”

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

**Place: Mumbai  
Date: 9<sup>th</sup> August, 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 venue of the ensuing 53<sup>rd</sup> Annual General Meeting and at the Registered office of the Company during business hours on all working days till the date of ensuing 53<sup>rd</sup> 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 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 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 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](mailto: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 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 53<sup>rd</sup> Annual General Meeting. Members seeking to inspect such documents can send an e-mail to [responseagm@iprs.org](mailto:responseagm@iprs.org) from their registered e-mail address.
13. In compliance with the aforesaid MCA Circulars, Notice of the AGM 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 and Annual Report for FY 2022-23 will also be available on the Company's website [www.iprs.org](http://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 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](mailto: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](mailto: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 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 23<sup>rd</sup> September, 2023 at 9:00 A.M. and ends on Monday, the 25<sup>th</sup> 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 19<sup>th</sup> 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 23<sup>rd</sup> September, 2023 at 9:00 A.M. and ends on Monday, the 25<sup>th</sup> 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](http://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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 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](http://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

#### Item Nos. 2 to 7

As per the provisions of Section 152 of the Companies Act, 2013 read with Rule 59 of the Copyright Rules, 2013 and the Articles of Association of the Company, following Directors are liable to retire by rotation at the ensuing Fifty-Third Annual General Meeting, who, being eligible, have offered themselves for re-appointment.

<b>Name of Director</b>	<b>DIN No</b>	<b>Category</b>	<b>Region</b>
Mr. Sameer Pandey	01515751	Author Director	North
Mr. Mayur Puri	02409730	Author Director	West
Mr. Vikram Mehra	03556680	Owner Publisher Director	East
Mr. Sushilkumar Shankarlal Agrawal	00116517	Owner Publisher Director	West
Mr. Devraj Sanyal	03533598	Owner Publisher Director	North
Mr. Bhushan Dua	00126614	Owner Publisher Director	North

The Board recommends the Ordinary Resolutions in accordance with Item Nos. 2 to 7 of the Notice, for approval by the Members.

Except the above named Directors, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the respective resolution set out at Item Nos. 2 to 7 of the Notice.

#### Item No. 8

The members of the Company at their 51<sup>st</sup> Annual General Meeting held on 27<sup>th</sup> December, 2021 had approved re-appointment of Mr. Javed Akhtar, (DIN: 00112984) as the Chairman of the Company for a period of Two (2) years, commencing from the conclusion of 51<sup>st</sup> Annual General Meeting ('AGM'). Accordingly, the present term of Mr. Javed Akhtar (DIN 00112984) as the Chairman of the Company and as Author Director, Region-West will expire at the ensuing 53<sup>rd</sup> Annual General Meeting of the Members of the Company. It is well acknowledged by all the stakeholders that under the able leadership, guidance and vision of Mr. Javed Akhtar as the Chairman, the Company has achieved stupendous, all-round growth in its operations, the royalty collections from various end-users and distribution thereof to the members of the Company are at all-time high and poised to reach higher levels in the years to come. Therefore, it is proposed that Mr. Javed Akhtar be re-appointed as Chairman of the Company and as Author Director, Region-West for a further term of two years in accordance with the provisions of Rule 59 of the

Copyright Rules, 2013 read with Article 20 of the Articles of Association of the Company and subject to approval of members at the ensuing Annual General Meeting.

The Board recommends the above Resolution set out in Item No. 8 as an Ordinary Resolution for approval of the Members requiring two-third majority of votes.

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

#### **Item No. 9**

Mr. Mandar Ramesh Thakur (DIN : 05333792), Publisher Owner Director, Region- South, representing Bennett Coleman & Co. Limited, retires by rotation at the ensuing Annual General Meeting. The Company has received nomination notice dated 28<sup>th</sup> July 2023 from Global Rhythm Limited, a Publisher Owner Member, proposing the nomination of Mr. Mandar Thakur for election as Publisher Owner Director, Region South, at the ensuing Annual General Meeting of the Company.

Mr. Mandar Ramesh Thakur has given inter alia, a declaration to the Company that he meets criteria of as a Director prescribed under the Companies Act, 2013 read with rules made thereunder.

A brief profile of Mr. Mandar Ramesh Thakur is appended herewith for the perusal and reference of the members.

Relevant documents in respect of the said appointment shall be available electronically for inspection by the members on the website of the Company till the date of the ensuing Annual General Meeting.

Except Mr. Mandar Ramesh Thakur and his relatives, 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. 9 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 9 for approval of the Members.

#### **Item No. 10**

Approval of existing Tariff Scheme:

In accordance with the Copyright Act, 1957 read with the Copyright Rules, 2013, the existing Tariff Scheme as per copy annexed to this Notice (Annexure A) is subject to approval of the members of the Society for the Financial Year 2023-24 and onwards. The members may note that the Board/CEO is authorized to negotiate the License Fees and give discounts and/or negotiate and/or agree for minimum annual royalty/license fees for all the Tariffs.

The Board recommends the Ordinary Resolution as set out at Item No. 10 for approval of the Members.

All the Directors, their nominating members and their respective relatives are deemed to be interested in the above resolution to the extent of their works registered with the Society.

#### **Item No. 11**

Approval for Distribution Policy

The Governing Council of your Society has revised the Distribution Policy/Rules and Methods.

The amended Distribution Policy as per copy annexed to this Notice (Annexure B), is subject to approval of the members of the Society pursuant to the Copyright Act, 1957 read with the Copyright Rules, 2013.

The Board recommends the Ordinary Resolution as set out at Item no. 11 for approval of the Members.

All the Directors, their nominating members and their respective relatives are deemed to be interested in the above resolution to the extent of their works registered with the Society.

#### **Item No. 12**

It is proposed to amend sub-clause 1 of Clause III-A (Main Objects Clause) of the Memorandum of Association of the Company, by insertion of the word "works" immediately after the word "literary" and deletion of the words "or dramatic works" therefrom, with a view to address the query raised by the Copyright authority in the matter of renewal of registration of the Company as Copyright Society.

In accordance with the provisions of Section 13 of the Companies Act, 2013, the above mentioned amendment of the Memorandum of Association of the Company 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 of amended Memorandum of Association of the Company shall be available for inspection by the Members at the Registered Office of the Company during 01.00 P.M. to 05.00 P.M. on all working days till the date of the ensuing Annual General Meeting.

The Board recommends the Special Resolution set out in Item No. 12 of the Notice for approval of the Members.

None of the 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. 12 of the Notice.

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

**Place: Mumbai  
Date: 9<sup>th</sup> August, 2023**

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

**Brief Profile of Directors seeking appointment/re-appointment at the ensuing 53<sup>rd</sup> Annual General Meeting of the Company**

<b>Name of the Director</b>	<b>Mr. Sameer Pandey</b>	<b>Mr. Mayur Puri</b>
<b>Age</b>	65	49
<b>Qualifications</b>	M.Com.	M.A.
<b>Director Identification Number (DIN)</b>	01515751	02409730
<b>No. of Works registered with IPRS</b>	5600 +	145 +
<b>Nature of Expertise &amp; Experience</b>	Lyrics written in Films & Non Films	Lyrics written in Films & Non Films
<b>Relationship with existing Director(s) of the Company</b>	Not Applicable	Not Applicable
<b>Name of other Companies in which also holds Directorship</b>	Sahi Realty LLP	1. Jointly Rolled Production Private Limited 2. Ninjas Of New And Improved Production LLP
<b>Date of first appointment on the Board</b>	23/12/2019	23/12/2019
<b>Number of the meetings of the Board attended during the year</b>	4	3
<b>Region</b>	North	West

**Brief Profile of Directors seeking appointment/re-appointment at the ensuing 53<sup>rd</sup> Annual General Meeting of the Company**

<b>Name of the Director</b>	<b>Mr. Vikram Mehra</b>	<b>Mr. Sushilkumar Shankarlal Agrawal</b>
<b>Age</b>	52	67
<b>Qualifications</b>	B.Tech. in Computer Science from IIT Roorkee and MBA from IIM Lucknow.	M.Sc. in Agriculture
<b>Director Identification Number (DIN)</b>	03556680	00116517
<b>No. of Works registered with IPRS</b>	130000 +*	30000 +*
<b>Nature of Expertise &amp; Experience</b>	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.	Media & Entertainment
<b>Relationship with existing Director(s) of the Company</b>	Not Applicable	Not Applicable
<b>Name of other Companies in which also holds Directorship</b>	<ol style="list-style-type: none"> <li>1. Saregama India Limited</li> <li>2. Indecent Foods Private Limited</li> <li>3. Editorji Technologies Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Trishul Erectors P Ltd</li> <li>2. Ultra Media &amp; Entertainment Private Limited</li> <li>3. Tirusa IT Solutions Private Limited</li> <li>4. Ultra Digital Studio Private Limited</li> <li>5. Phonographic Digital Limited</li> <li>6. Philamart Technology Private Limited</li> <li>7. The Flim &amp; Television Producers Guild of India Ltd</li> <li>8. Ultra Mintage World Limited</li> <li>9. Ultra Cinema &amp; Nutech Limited</li> <li>10. Ultra Toys &amp; Gifts Private Limited</li> <li>11. Entertainment Content Owners Association of India</li> </ol>



Date of first appointment on the Board	31/03/2017	26/12/2018
Number of the meetings of the Board attended during the year	3	4
Region	East	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.

**Brief Profile of Directors seeking appointment/re-appointment at the ensuing 53<sup>rd</sup> Annual General Meeting of the Company**

<b>Name of the Director</b>	<b>Mr. Devraj Sanyal</b>	<b>Mr. Bhushan Dua</b>
<b>Age</b>	48	45
<b>Qualifications</b>	MBA – Marketing	Graduate
<b>Director Identification Number (DIN)</b>	03533598	00126614
<b>No. of Works of registered with IPRS</b>	6900 +*	213000 +*
<b>Nature of Expertise &amp; Experience</b>	An entrepreneurial, creative leader with extensive experience across the media and entertainment business in multiple geographic and functions. Proven track record in delivering strategic and commercial objective in the area of media & entertainment with domain expertise in Music Business with domain expertise in music business with experience of more than 25 years.	Chairman & Managing Director of India's largest Music Label and Publisher
<b>Relationship with existing Director(s) of the Company</b>	Not Applicable	Not Applicable
<b>Name of other Companies in which also holds Directorship</b>	<ol style="list-style-type: none"> <li>1. Twisted Entertainment (M) Private Limited</li> <li>2. Deep Emotions Publishing Private Limited</li> <li>3. Virgin Records India Private Limited</li> <li>4. Universal Music India Private Limited</li> <li>5. Universal Music Publishing Private Limited</li> <li>6. TM Ventures Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. YBR Music Publishing Private Limited</li> <li>2. Vijay Processors Private Limited</li> <li>3. T-Series Motion Pictures Private Limited</li> <li>4. Venkateshwar Estates Pvt Ltd</li> <li>5. Super Cassettes Industries Private Limited</li> <li>6. Aalap Digital Music Private Limited</li> <li>7. Phonographic Performance Limited</li> <li>8. Risible Real Estate Private Limited</li> <li>9. Valuemart Films Private Limited</li> </ol>
<b>Date of first appointment on the Board</b>	17/09/2012	02/03/2021

Number of the meetings of the Board attended during the year	2	1
Region	North	North

**\*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**

**Brief Profile of Directors seeking appointment/re-appointment at the ensuing 53<sup>rd</sup> Annual General Meeting of the Company**

<b>Name of the Director</b>	<b>Mr.Javed Akhtar</b>	<b>Mr. Mandar Ramesh Thakur</b>
<b>Age</b>	78	50
<b>Qualifications</b>	Graduate in Arts	H.S.C
<b>Director Identification Number (DIN)</b>	00112984	05333792
<b>No. of Works of registered with IPRS</b>	1250 +	2000 +*
<b>Nature of Expertise &amp; Experience</b>	Mr. Javed Akhtar is an Indian Poet, Lyricist & Screen Writer. Most successful work was carried out with Mr. Salim Khan as script –writing duo created as Salim-Javed between 1971 and 1982. Mr. Akhtar is recipient of Padma Shri, Padma Bhushan, The Sahitya Academy Award as well as five National Film Awards. Mr. Akhtar was nominated to the Parliament upper house Rajya Sabha.	Over 28 years of local and international experience in digital music industry, recorded music and music publishing industry, music broadcast industry
<b>Relationship with existing Director(s) of the Company</b>	Not Applicable	Not Applicable
<b>Name of other Companies in which also holds Directorship</b>	1. Excel Entertainment Private Limited 2. Goongoonalo Private Limited	1. Phonographic Performance Limited 2. Phonographic Digital Limited 3. Swayam Comicbuk Private Limited
<b>Date of first appointment on the Board</b>	31/03/2017	31/03/2017
<b>Number of the meetings of the Board attended during the year</b>	4	3**
<b>Region</b>	West	South

\*\* As Publisher Owner Director representing Bennett, Coleman & Co. Limited

\*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