

**The Indian Performing Right Society Limited**

**CIN: U92140MH1969GAP014359**

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

**Andheri (West), Mumbai– 400053**

**Tel: (022) 69729999 /46067653**

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

**ADDENDUM TO THE NOTICE OF 54<sup>th</sup> ANNUAL GENERAL MEETING**

**Addendum is hereby given to the Original Notice** of the 54<sup>th</sup> Annual General Meeting (54<sup>th</sup> AGM) of the Members of The Indian Performing Right Society Limited which will be held on Tuesday, the 24<sup>th</sup> September, 2024 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 54<sup>th</sup> AGM:

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***FOLLOWING RESOLUTION VIDE ITEM NO. 15 BEING RESOLUTION FOR APPOINTMENT OF AUTHOR-COMPOSER DIRECTOR IS 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 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. Syed Ahmed (DIN: 08298783) 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, 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, 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:** Bangalore

**Date:** 12<sup>th</sup> September,2024

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

## **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. 14 OF THE NOTICE DATED 27<sup>TH</sup> AUGUST 2024 FOR 54<sup>TH</sup> ANNUAL GENERAL MEETING AND SERIAL NO. 15 OF THE ACCOMPANYING ADDENDUM TO THE NOTICE DATED 12<sup>TH</sup> SEPTEMBER, 2024.**

### **Item No. 14**

With regard to the Special Resolution vide Item No. 14 of the Notice dated 27<sup>th</sup> August 2024 for 54<sup>th</sup> Annual General Meeting (“Original Notice”) for alteration of Articles of Association of the Company by adoption of new set of Articles of Association in substitution and total exclusion of the existing Articles of Association, the members are requested to note that in the statement of amendments as referred to in the Explanatory Statement for the said matter attached to the Original Notice, the proposed amendment to Article 27 by deletion therefrom of the text “All such payments shall be detailed in the Society’s Annual Report”, has been dropped and Article 27 has been retained in its original form without amendment thereto. Accordingly, the draft of altered Articles of Association and statement of amendments stand modified suitably and shall be available electronically for inspection by the Members on the website of the Company till the date of the ensuing Annual General Meeting.

In accordance with the provisions of Section 14 of the Companies Act, 2013, the above mentioned alteration of the Articles 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.

The Board recommends the Special Resolution set out in Item No. 14 of the Original Notice for approval of the Members.

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. 14 of the Original Notice.

### **Item No. 15**

In connection with the 54<sup>th</sup> Annual General Meeting (54<sup>th</sup> AGM) of the Members of the Company which is scheduled to be held on 24<sup>th</sup> September, 2024, the Company has received nomination and other requisite documents along with Security Deposit of Rs. 1 Lac from Mr. Syed Ahmed (DIN: 08298783), Author-Composer Member for election as Author-Composer Director, representing Region – East, as per the Resolution vide Serial No. 15 of the Addendum

to the Notice of the 54<sup>th</sup> AGM as attached hereto. Subsequent to the dispatch of the Notice of 54<sup>th</sup> AGM, the Company has received the said nomination till the closure of business hours on 9<sup>th</sup> September, 2024 and proposed a resolution for election of the said Author-Composer Member as Director, for approval of members as mentioned in the above referred Addendum to the Notice of 54<sup>th</sup> AGM.

Accordingly, the members are requested to consider appointment of Mr. Syed Ahmed (DIN: 08298783), as Author-Composer Director, representing Region – East, as per the Resolution vide Serial No. 15 as proposed vide Serial No. 15 of Addendum to the Notice of the 54<sup>th</sup> AGM. A brief profile of each candidate vide resolution proposed under Serial No. 15 of Addendum to the Notice of the 54<sup>th</sup> 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 resolution set out at Item No. 15 of the Addendum to the Original Notice.

## 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-Fourth 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 during the ensuing 54<sup>th</sup> Annual General Meeting through electronic means and at the Registered office of the Company during business hours on all working days till the date of ensuing 54<sup>th</sup> Annual General Meeting:
  - (i) Memorandum and Articles of Association
  - (ii) Draft of altered Articles of Association along with Statement of amendments
  - (iii) Register of Directors
  - (iv) Register of Members
  - (v) Tariff Scheme of the Company
  - (vi) Distribution Policy / Rules and methods
  - (vii) Annual Budget for the Financial Year 2024-25
  - (viii) List of Reciprocal Agreements with foreign copyright societies under Section 34(2) of the Copyright Act, 1957
  - (ix) Annual Transparency Report for the Financial Year 2023-24
  - (x) Amended Scheme for Welfare of the Members of the IPRS
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 can attend the meeting, but 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 or by email to [responseagm@iprs.org](mailto: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, 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. Adesh Sharma, or Ms. Vibha Oza or Ms. Rumpa Banerjee at 69729999 / 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 54<sup>th</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 2023-24 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 2023-24 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 Monday, 16<sup>th</sup> September 2024 to Friday, 20<sup>th</sup> September 2024. 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 Thursday, the 19<sup>th</sup> September 2024 at 9:00 A.M. and ends on Monday, the 23<sup>rd</sup> September 2024 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 Tuesday, 17<sup>th</sup> September 2024. 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 Thursday, the 19<sup>th</sup> September 2024 at 9:00 A.M. and ends on Monday, the 23<sup>rd</sup> September 2024 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 existing 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 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

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

**Place:** Bangalore

**Date:** 12<sup>th</sup> September, 2024

**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 54<sup>TH</sup> ANNUAL GENERAL MEETING**

<b>Name of the Director</b>	<b>Mr. Syed Ahmed</b>
<b>Age</b>	63 years
<b>Qualifications</b>	B.A. LLB
<b>Director Identification Number (DIN)</b>	08298783
<b>No. of Works registered with IPRS</b>	195 +
<b>Nature of Expertise &amp; Experience</b>	Composition of Music on Various Fields
<b>Relationship with existing Director(s) of the Company</b>	Not Applicable
<b>Name of other Companies in which also holds Directorship</b>	Nil
<b>Date of first appointment on the Board</b>	26 <sup>th</sup> December, 2018
<b>Number of the meetings of the Board attended during the year</b>	Nil
<b>Region</b>	East