

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

NOTICE

Notice is hereby given that the Fifty-fourth (54th) 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, 24th September 2024 at 11.00 A.M. IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

- 1.** To consider and adopt the Audited Balance Sheet as on 31st March 2024, 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. 2023-24, 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. Samirsen Sambhusen Sen (DIN: 02810672), 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. Jayakumar Jayaraj Harris (DIN: 02081326), Author Director, Region- South, 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. Jeet Gannguli (DIN: 08484597), Author Director, 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. Aditya Gupta (DIN: 02815692), Publisher Owner Director representing Aditya Music (India) Private Limited, Region-South, 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. Dinraj Karunakara Shetty (DIN: 09680087), Publisher Owner Director representing Sony Music Publishing (India) Private Limited, Region- West, 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), the following Resolution as an Ordinary Resolution:**

"RESOLVED THAT in pursuance of provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and applicable provisions of the Companies (Audit and Auditors) Rules, 2014, M/s R. K. Khanna & Associates, Chartered Accountants (Firm Registration No. 105082W), be and are hereby re-appointed as the Statutory Auditors of the Company for the term of five years i.e. from the conclusion of this Annual General Meeting till the conclusion of the Fifty-ninth Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Statutory Auditors plus applicable tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to fix remuneration of statutory auditors and to re-imburse the actual expenses that may be incurred by them in the performance of their duty as statutory auditors of the Company and to do all other things, deeds, acts as may be required in this connection."

SPECIAL BUSINESS:

8. **Appointment of Mr. Subhas Chandra Bose Kanukuntla (DIN: 10422262) 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. Subhas Chandra Bose Kanukuntla (DIN:10422262), who was appointed as an Additional Director of the Company, in the category of Author-Composer Director, Region-South, with effect from 21st December, 2023 by the Board of Directors of the Company pursuant to provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting 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 an Author-Composer 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.”

9. Appointment of Ms. Sagarika Ajit Bam (DIN: 10603185) as Publisher Owner Director, Region-West:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a 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, Ms. Sagarika Ajit Bam (DIN: 10603185) who was appointed as an Additional Director of the Company, in the category of Publisher-Owner Director, Region-West, with effect from 26th June, 2024 by the Board of Directors of the Company pursuant to provisions of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting 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 Viks Band, a Publisher Owner Member, proposing candidature of Ms. Sagarika Ajit Bam for the office of Publisher Owner Director, Region-West, representing Viks Band, a Publisher Owner Member, be and is hereby appointed as a Publisher Owner 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. Appointment of Ms. Sneha Khanwalkar (DIN: 09167515) as Author Composer Director, Region-West:

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, Ms. Sneha Khanwalkar (DIN: 09167515), who was appointed as an Additional Director of the Company, in the category of Author-Composer Director, Region-West, with effect from 26th June, 2024 by the Board of Directors of the Company pursuant to provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from her under Section 160 of the Companies Act, 2013 along with necessary security deposit amount, proposing her candidature for the office of Author-Composer Director, Region-West, be and is hereby appointed as an Author-Composer 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.”

11. 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 2024-25 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.

12. 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.

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

“RESOLVED THAT the amendments to the Scheme for Welfare of the Members of the IPRS framed in terms of Rule 67 read alongwith Rule 55(2) of the Copyright Rules, 2013, be and are hereby approved.

RESOLVED FURTHER THAT the Board of Directors 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 for implementation of the amended Welfare Scheme for Members as approved hereby and to deal with all such matters as may arise from time to time in connection with the same.”

14. Alteration of existing Articles of Association of the Company by adoption of new set of Articles of Association in total exclusion and substitution thereof:

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and subject to approval(s) of other regulatory authorities as applicable in this regard, approval of the members of the Company be and is hereby granted for alteration of the existing Articles of Association of the Company by adoption of new set of Articles of Association of the Company in total exclusion and substitution thereof”

“**RESOLVED FURTHER THAT** the Directors and CEO of the Company, be and are hereby severally authorized, to undertake all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable, including any change or modification to the new Articles of Association as per the recommendation/direction of the applicable Regulatory Authorities, and subject to approval by the Members, 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** the Directors and CEO of the Company, be and are hereby severally 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.”

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

Place: **Mumbai**
Date: **27th August, 2024**

**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-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 54th 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 54th 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 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 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.
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 54th 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 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.
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 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 Monday, 16th September 2024 to Friday, 20th 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 19th September 2024 at 9:00 A.M. and ends on Monday, the 23rd 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, 17th 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 19th September 2024 at 9:00 A.M. and ends on Monday, the 23rd 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.

- 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 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 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 6

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-fourth Annual General Meeting, who, being eligible, have offered themselves for re-appointment.

Name of Director	DIN No.	Category	Region
Mr. Samir Sen	02810672	Author-Composer Director	North
Mr. Harris Jayaraj	02081326	Author-Composer Director	South
Mr. Jeet Gannguli	08484597	Author-Composer Director	East
Mr. Aditya Gupta	02815692	Publisher Owner Director	South
Mr. Dinraj Shetty	09680087	Publisher Owner Director	West

The Board recommends the Ordinary Resolutions in accordance with Item Nos. 2 to 6 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 6 of the Notice.

Item No. 8

Mr. Subhas Chandra Bose Kanukuntla (DIN: 10422262), Author Composer Member, was appointed by the Board of Directors as an Additional Director under the category of Author Composer Director, Region-South, with effect from 21st December, 2023 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.

As per the provisions contained under Section 161 of the Companies Act, 2013, an Additional Director so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Subhas Chandra Bose Kanukuntla, as an Additional Director, would hold office upto the date of the ensuing Annual General Meeting.

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 the case may be, along with deposit of one lakh rupees. Accordingly, the Company has received a notice along with deposit of One Lakh Rupees from Mr. Subhas Chandra Bose Kanukuntla for his candidature for the office of Author Composer Director, Region-South, in terms of Section 160 of the Companies Act, 2013.

Mr. Subhas Chandra Bose Kanukuntla has also given a declaration to the Company that he meets criteria for 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 business hours on all working days till the date of the ensuing Annual General Meeting.

Except Mr. Subhas Chandra Bose Kanukuntla, 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. 8 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 8 for approval of the Members.

Item No. 9

Ms. Sagarika Ajit Bam (DIN: 10603185) representing Viks Band, a Publisher Owner Member, was appointed by the Board of Directors as an Additional Director under category of Publisher Owner Director, Region West, with effect from 26th June, 2024 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.

As per the provisions contained under Section 161 of the Companies Act, 2013, the Additional Director so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Ms. Sagarika Ajit Bam, as an Additional Director, holds office upto the date of this Annual General Meeting.

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/she or some member intending to propose him/her 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/her hand signifying his/her candidature as a Director, or the intention of such member to propose him/her as a candidate for that office, as they case may be, along with deposit of one lakh rupees. Accordingly, the Company has received a notice along with One Lakh Rupees from Viks Band, a Publisher Owner Member, proposing candidature of Ms. Sagarika Ajit Bam for the office of Publisher Owner Director, Region-West, in terms of Section 160 of the Companies Act, 2013.

Ms. Sagarika Ajit Bam has also given a declaration to the Company that she meets criteria of as a Director 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 business hours on all working days till the date of the ensuing Annual General Meeting.

Except Ms. Sagarika Ajit Bam, 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

Ms. Sneha Khanwalkar (DIN: 09167515), Author Composer Member, was appointed by the Board of Directors as an Additional Director under the category of Author Composer Director, Region-West, with effect from 26th June, 2024 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.

As per the provisions contained under Section 161 of the Companies Act, 2013, an Additional Director so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Ms. Sneha Khanwalkar, as an Additional Director, would hold office upto the date of the this Annual General Meeting.

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/she or some member intending to propose him/her 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/her hand signifying his/her candidature as a Director, or the intention of such member to propose him/her as a candidate for that office, as they case may be, along with deposit of one lakh rupees. Accordingly, the Company has received a notice along with deposit of One Lakh Rupees from Ms. Sneha Khanwalkar for her candidature for the office of Author Composer Director, Region-West, in terms of Section 160 of the Companies Act, 2013.

Ms. Sneha Khanwalkar has also given a declaration to the Company that she meets criteria for 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 business hours on all working days till the date of the ensuing Annual General Meeting.

Except Ms. Sneha Khanwalkar, 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. 10 of the Notice.

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

Item No. 11

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 2024-25 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. 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

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. 12 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. 13

The members may note that it is proposed to make certain amendments to the Scheme for Welfare/Benefit of members of the Company framed pursuant to Rule 67 read with Rule 55 of the Copyright Rules, 2013. Draft of amended scheme after incorporating therein the above referred amendments is attached herewith (Annexure C) for perusal of members. The members are requested to approve the Ordinary Resolution vide Item No. 13 of the Notice of the 54th Annual General Meeting of the members.

None of the Directors and/or their relatives shall be deemed to be interested in the above resolution.

Item No. 14

The Members are requested to note that in the matter of the Company's application for re-registration as Copyright Society which is currently under process by the Central Government, considering (a) practical requirements given the efflux of time, (b) based on discussions of the IPRS team with the DPIIT on August 7th, 2024 in the matters of voting privileges/methodology and DPIIT views, and (c) DPIIT requirements on some items (other than voting methodology) to provide certainty in the Articles of Association and/or to align the same with the Copyright Rules, 2013, it is proposed to make amendments by way of insertion/modification and deletions in certain clauses of the existing Articles of Association of IPRS to clear way forward for IPRS' re-registration as Copyright Society. Considering the extent of changes, it is proposed to adopt new set of Articles of Association in total exclusion and substitution of existing Articles of Association.

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.

A copy of the draft amended Articles of Association along with statement of proposed amendments in the existing Articles of Association of the Company shall be available electronically for inspection by the Members on the website of the Company till the date of the ensuing Annual General Meeting.

The Board recommends the Special Resolution set out in Item No. 14 of the 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 Notice.

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

Place: **Mumbai**
Date: **27th August, 2024**

**Sd/-
Javed Akhtar
Chairman
DIN: 00112984**

Brief Profile of Directors seeking re-appointment at the ensuing 54th Annual General Meeting of the Company

Name of the Director	Mr. Samirsen Sambhusen Sen	Mr. Jayakumar Jayaraj Harris
Age	66 years	49
Qualifications	SSC	Inter
Director Identification Number (DIN)	02810672	02081326
No. of Works of registered with IPRS	1084 +	1060 +
Nature of Expertise & Experience	Experience over 5 decades in Film Industry as Musician , Asst.Music Director and Music Director. Worked in more than 150 Films / Albums	Music composer, music producer and music director
Relationship with existing Director(s) of the Company	NA	NA
Name of other Companies in which also holds Directorship	Love Music Private Limited	Sri Saravanabavaa Entertainment Private Limited
Date of first appointment on the Board	30/09/2022	30/09/2022
Number of the meetings of the Board attended during the year	4	1
Region	North	South

Brief Profile of Directors seeking re-appointment at the ensuing 54th Annual General Meeting of the Company

Name of the Director	Mr. Jeet Gannguli	Mr. Aditya Gupta
Age	54 years	37 years
Qualifications	B.A.	MBA
Director Identification Number (DIN)	08484597	02815692
No. of Works of registered with IPRS	817 +	24479 + *
Nature of Expertise & Experience	<p>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</p>	<p>Mr. Aditya Gupta has rich experience of 14 years in media & entertainment industry. He is the second generation entrepreneur/businessman, successfully driving the family business of Aditya Music Group and responsible for transformation and being updated in this constantly evolving industry. He has played key role in bringing global recognition to both South Indian music industry as well as with his vast experience, he has gained expertise and has in-depth knowledge across the areas of music, business, copyright, licensing, marketing, publishing & distribution across digital, online, mobile, TV, Radio, etc. He has been actively serving</p>

		the industry being the member of Executive Committee of IMI.
Relationship with existing Director(s) of the Company	NA	NA
Name of other Companies in which also holds Directorship	Nil	Nil
Date of first appointment on the Board	30/09/2022	26/12/2018
Number of the meetings of the Board attended during the year	3	3
Region	East	South

Brief Profile of Directors seeking re-appointment at the ensuing 54th Annual General Meeting of the Company

Name of the Director	Mr. Dinraj Karunakara Shetty
Age	55 years
Qualifications	MBA
Director Identification Number (DIN)	09680087
No. of Works of registered with IPRS	51191 + *
Nature of Expertise & Experience	Managing all aspects of the company's business, such as promoting the Sony Music Publishing catalog, negotiating worldwide agreements for Indian labels for publishing, bringing in global best practices, fostering relationships with industry partners, 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	NA
Name of other Companies in which also holds Directorship	1. Sony Music Publishing (India) Private Limited 2. Federation of Indian Music Publishers
Date of first appointment on the Board	26/09/2023
Number of the meetings of the Board attended during the year	3
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.**

Brief Profile of Directors seeking appointment at the ensuing 54th Annual General Meeting of the Company

Name of the Director	Mr. Subhas Chandra Bose Kanukuntla	Ms. Sagarika Ajit Bam
Age	54	53
Qualifications	B. Tech	M. Com
Director Identification Number (DIN)	10422262	10603185
No. of Works of registered with IPRS	1200 +	3600 + *
Nature of Expertise & Experience	Lyricist from past 28 years in Telegu Film Industry	<p>Sagarika has lead the Sagarika label for 25 years developing and marketed over 10000 tracks in various Indian languages and genres.</p> <p>She successfully added allied revenue streams like live and television concert production, video content production to the existing music business which helped her navigate through the worst ever period in the Music Industry and keep the label alive and healthy.</p> <p>Since then Sagarika has been involved in Music Production, Publishing and Distribution, Film and Television Content Production, Live Concert Production, Artist and Celebrity Management, Music and Movie Merchandise Retail among other things, making the label a widely respected Independent music label in the country specializing in regional content and National content.</p> <p>She has a large number of</p>

		<p>hits to her credit. Music/albums/videos that she has conceived, produced, directed and marketed.</p> <p>Her work in Artist and Celebrity management has earned her special recognition in the industry. Sagarika has launched over 25 singers , composers, actors into the Indian music/entertainment industry . The label handled the artists as celebrity managers and Sagarika Das personally strategized the careers of most of these artists.</p> <p>She is a trained film maker and has directed over 100 music videos and music based television reality shows and short films.</p> <p>She has also published articles on Music in prestigious publications of the country. She is involved in various philanthropic endeavours and has founded a school for Autistic and Differently abled children in Navi Mumbai.</p> <p>Her latest initiative is establishment of Sagarika UK wherein she is creating a platform for artists all over the world where language is no barrier to music</p> <p>Sagarika UK has already released artists from Africa , Europe, and Australia and of course India and is now working on bringing together artists from</p>
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		different countries and sensibilities to collaborate and create a new sound.
Relationship with existing Director(s) of the Company	NA	NA
Name of other Companies in which also holds Directorship	NIL	NIL
Date of first appointment on the Board	21.12.2023	26.06.2024
Number of the meetings of the Board attended during the year	Nil	NIL
Region	South	West

Brief Profile of Directors seeking appointment at the ensuing 54th Annual General Meeting of the Company

Name of the Director	Ms. Sneha Khanwalkar
Age	41
Qualifications	Bachelor of Arts, Diploma in 3D Animation
Director Identification Number (DIN)	09167515
No. of Works of registered with IPRS	123 +
Nature of Expertise & Experience	Sneha Khanwalkar has played a significant role in changing perceptions of Hindi film music by digitally mixing disparate noises, sounds of local instruments and voices to produce a track. Thriving on taking the composition of music beyond the studio, Sneha conceptualised and hosted the MTV mini-series 'Sound Trippin'. Some of her key projects include Gangs of Wasseypur, Khoobsurat, Oye Lucky! Lucky Oye!, Love Sex aur Dhoka in her repertoire. She won Filmfare's R.D Burman Award for the best music director for the film Love Sex aur Dhoka (2011) and was nominated in the Best Music Director category at the 58th Filmfare Awards for Gangs of Wasseypur Part 1 & Part 2.
Relationship with existing Director(s) of the Company	NA
Name of other Companies in which also holds Directorship	1. Jelly Music Private Limited 2. Soundcake Private Limited
Date of first appointment on the Board	26.06.2024
Number of the meetings of the Board attended during the year	NIL
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.**