

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: egm.response@iprs.org Website: www.iprs.org

NOTICE

Notice is hereby given that the (1st/2024-25) Extra-ordinary General Meeting of the Members (Author- Composer Members and Publisher-Owner Members) of The Indian Performing Right Society Limited will be held on Friday, 20th December, 2024 at 11.00 A.M. IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business:

SPECIAL BUSINESS:

1. Adoption of Investment Policy

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

“RESOLVED THAT the “Investment Policy” of the Company which has been duly approved by the Board of Directors at their meeting held on 21st March 2024, a copy of which is annexed herewith as per Annexure A, be and is hereby approved and adopted.

“RESOLVED FURTHER THAT the Directors and the CEO of the Company, be and are hereby authorized, severally, to do all such acts, deeds and things as may be considered necessary, desirable and expedient for giving effect to this resolution, and to deal with matters related thereto.”

2. Alteration in Clause (k) of Article 25 of the Articles of Association of the Company

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 such regulatory authorities as applicable in this regard, approval of the members of the Company be

and is hereby granted for alteration of the existing clause (k) of Article 25 of the Articles of Association of the Company as under:

Existing clause (k) of Article 25:

(k) Any person to be elected to the Board shall fulfil certain additional criteria as may be laid down in the Rules of the Society and be compliant with applicable provisions of the Companies Act.

be and is hereby altered by deletion therefrom of the text *“laid down in the Rules of the Society and be compliant”*. Consequently, following amended Clause (k) be and is hereby substituted in place of the existing Clause (k):

Amended clause (k) of Article 25:

(k) Any person to be elected to the Board shall fulfil certain additional criteria as may be stipulated for compliance with the applicable provisions of the Companies Act.

“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 Articles of Association as per the recommendation/direction of the applicable Regulatory Authorities subject to approval by the Members, and to 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 from time to time.”

“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: 8th November, 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 Extra-Ordinary General Meeting (EGM) through VC/OAVM in compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars. Accordingly, the Members are not permitted to appoint proxies to attend and vote at the EGM on their behalf. Article 23(a) of the Articles of Association of the Company too prohibits appointment of proxies by the Members in relation to general meetings.
2. 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 ensuing Extra-Ordinary 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 Extra-Ordinary General Meeting:
 - (i) Draft of altered Articles of Association
 - (ii) Investment Policy
3. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
4. Participation through VC/OAVM shall be reckoned for the purpose of quorum for the EGM as per Section 103 of the Companies Act, 2013.
5. In case of deceased Members, their respective legal heirs can attend the meeting, but will not be entitled to participate and/or vote at the Extra-Ordinary General Meeting (EGM).
6. Family Members, Friends, Children accompanying the Member/Legal Heir, shall not be permitted to attend the meeting.
7. Members desirous of obtaining any information concerning business matters set out in notice of ensuing EGM 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 EGM. In case of receipt of query at any time less than seven days before the EGM, such query will not be answered at the EGM but will be dealt with separately by the Company.
8. Corporate members intending to send their authorised representative(s) to attend the Meeting through VC/OAVM on their behalf and to vote through remote e-voting prior to and e-voting during the EGM pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company through their registered e-mail address, a certified true copy of the relevant Board Resolution together with the specimen

signature(s) of the representative(s) authorised under the said Board Resolution to attend and to vote through remote e-voting prior to and e-voting during the EGM on their behalf.

9. Members are requested to notify the Company about their change of address, if any.
10. The business matters set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote e-voting prior to the EGM and e-voting during the EGM provided by Central Depository Services (India) Limited (CDSL) are given herein below in this Notice. In case of any queries or grievances in connection with remote e-voting/e-voting at the EGM, the members may contact Mr. Adesh Sharma or Ms. Vibha Oza or Ms. Rumpa Banerjee at 69729999/ 46067653 or may write to them at the Registered Office address of the Company or by email at **egm.response@iprs.org**.
11. Statement pursuant to Section 102(1) of the Companies Act, 2013 in relation to the Special Business to be transacted at the EGM is annexed hereto.
12. All the relevant documents referred to in this EGM Notice and Explanatory Statement etc. shall be available electronically for inspection by the members at the ensuing Extra-Ordinary General Meeting. Members seeking to inspect such documents can send an e-mail to **egm.response@iprs.org** from their registered e-mail address.
13. In compliance with the aforesaid MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company. Members may note that the ensuing EGM Notice will also be available on the Company's website www.iprs.org.
14. Instructions for members for attending the EGM through VC/OAVM are as under:
 - i. Members will be provided with a facility to attend the EGM through VC/OAVM or view the live webcast of EGM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under member's login by using the remote e-voting credentials. The link for VC/OAVM will be available in member's login where the EVSN of Company will be displayed. 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 EGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include Directors, Senior Executives, Auditors, Company Law Consultants etc.

who are allowed to attend the EGM without restriction on account of first come first served basis.

- iii. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- iv. Members who need assistance before or during the EGM, can contact CDSL on helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
- v. Members who would like to express their views/ask questions during the meeting, may register themselves as speaker and send request from their registered e-mail address mentioning their name, e-mail address, mobile number at **egm.response@iprs.org** from Monday, 9th December, 2024 to Friday, 13th December, 2024. Such Members who have registered themselves as speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

15. Information and other instructions relating to voting by electronic means:

- a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed in this notice by electronic means and the business may be transacted through e-Voting Services and the said resolutions will not be decided on a show of hands at the EGM.
- b. The facility of casting the votes by the members using electronic voting system from a place other than venue of the Extra-ordinary General Meeting (EGM) (“remote e-voting”) prior to the EGM as well as e-voting during the EGM will be provided by Central Depository Services (India) Limited (CDSL).
- c. The members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again, by e-voting during the EGM.
- d. The remote e-voting period commences on Monday, 16th December, 2024 at 9:00 A.M. and ends on Thursday, the 19th December, 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 Friday, 13th December, 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 Monday, 16th December, 2024 at 9:00 A.M. and ends on Thursday, the 19th December, 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 EGM.
- iii.** The Members should log on to the e-voting website www.evotingindia.com.
- iv.** Click on Shareholders.
- v.** Now Enter your User ID provided to you by CDSL .
- vi.** Next enter the Image Verification as displayed and Click on Login.
- vii.** Enter your password to be used provided to you along with the notice for this Extra-Ordinary General Meeting.
- viii.** After entering these details appropriately, click on "SUBMIT" tab.
- ix.** Click on the EVSN of The Indian Performing Right Society Limited on which you choose to vote.
- x.** On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi.** Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire bus in details.
- xii.** After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii.** Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv.** You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com 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 Extra-Ordinary General Meeting of the Company. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.iprs.org and on the website of CDSL within 3 (Three) days of passing of the resolutions at the Extra-Ordinary General Meeting and will be communicated to Members accordingly.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Approval of Investment policy:

The Members may note that in the matter of the Company's pending application for re-registration/renewal as Copyright Society which is currently under process by the Central Government, wherein based on the latest discussions of the IPRS team with the Department for Promotion of Industry and Internal Trade (DPIIT) on 20th September 2024, IPRS has been advised to comply with the requirement pertaining to adoption/approval of Investment Policy by the Members.

It is pertinent to note that as per the review and recommendation of the Accounts, Audit and Finance Committee, the Board of Directors at their meeting dated 21st March 2024, have already approved the Investment Policy of the Company. However, the Government has now advised that the Investment Policy should also be adopted by the Members of the Company. Hence, the Board of Directors has proposed the Ordinary Resolution vide Item No. 1 of the Notice, for approval by the Members.

Copy of the Investment Policy is attached herewith as Annexure A and the same shall also be available for inspection of the members of the Company at the Registered Office during business hours on all working days till the date of the meeting as also electronically on the website of the Company till the date of the ensuing Extra-ordinary General Meeting.

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. 1 of the Notice.

Item No. 2

Alteration in Clause (k) of Article 25 of the Articles of Association of the Company

The Members may note that in the matter of the Company's pending application for re-registration/renewal as Copyright Society which is currently under process by the Central Government, wherein based on the latest discussions of the IPRS team with the Department for Promotion of Industry and Internal Trade (DPIIT), the Government has also advised IPRS to alter clause (k) of Article 25 of the Articles of Association of the Company as under:

The existing clause (k) of Article 25:

(k) *Any person to be elected to the Board shall fulfil certain additional criteria as may be laid down in the Rules of the Society and be compliant with applicable provisions of the Companies Act.*

Based on the advice of the Government, it is proposed to delete the text **“laid down in the Rules of the Society and be compliant”** from the said clause to make it absolutely clear that any person who is proposed to be elected to the Board of Directors, shall be required to fulfil only such additional criteria which may be laid down in the applicable provisions of the Companies Act, 2013. Thus, there shall not be any additional criteria to be fulfilled by any candidate for election as Director of the Company which is not laid down in the applicable provisions of the Companies Act, 2013.

Post the above-mentioned alteration, the amended clause (k) of Article 25 of the Articles of Association would be as under:

(k) *Any person to be elected to the Board shall fulfil certain additional criteria as may be stipulated for compliance with the applicable provisions of the Companies Act.*

In accordance with the provisions of Section 14 of the Companies Act, 2013, the alteration of clause (k) of Article 25 of the Articles of Association of the Company requires approval of the members of the Company by way of passing of 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 of the Company shall be available for inspection of the members of the Company at the Registered Office during business hours on all working days till the date of the meeting as also electronically on the website of the Company till the date of the ensuing Extra-ordinary General Meeting.

The Board recommends the Special Resolution set out in Item No. 2 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. 2 of the Notice.

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

**Place: Mumbai
Date: 8th November, 2024**

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