

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 (02nd / 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 Monday, 31st March, 2025 at 02.00 P.M. at ISKCON's Auditorium, Hare Krishna Land, Next to Hare Krishna Temple, Juhu, Mumbai – 400 049, to transact the following business:

SPECIAL BUSINESS:

1. Approval of the Amendments to 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 Amendments to the Existing Tariff Scheme be and are hereby approved for the Financial Year 2025-26 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.

By Order of the Board

For The Indian Performing Right Society Limited

Place: Mumbai

Date: 05th March, 2025

Sd/-

Javed Akhtar

Chairman

DIN: 00112984

NOTES:

1. **A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE MEETING. AS PER ARTICLE 23(a) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY, NO MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT ANOTHER PERSON AS PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER/ITS BEHALF.**
2. In accordance with the requirements of the Copyright Act, 2012 read with the Copyright Rules, 2013, the proposed Tariff Scheme (containing the amendments), is being presented and shall be made available for inspection of any Member of the Company at the venue of the ensuing Extra-ordinary General Meeting and at the Registered office of the Company during business hours on all working days till the date of ensuing Extra-ordinary General Meeting:
3. Member attending the Meeting must fill-in the Attendance Slip sent herewith to attend the Meeting.
4. In case of deceased Members, their respective legal heirs will be permitted to attend but not be entitled to participate and/or vote at the Extra-ordinary General Meeting (EGM).
5. Members in person and Legal Heirs are requested to carry Photo ID Card (PAN Card/Aadhar Card) for identification/verification purpose.
6. Family members, friends, children of the members/legal heirs, shall not be permitted to attend the meeting.
7. Members desirous of obtaining any information concerning the amendments to the Tariff Scheme, are requested to send their queries to the registered office of the Company at least seven days before the date of the EGM. Members can also send their queries by email at **egm.response@iprs.org** 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. In case of Members being bodies corporate, such Members are required to attach Certified True Copy of the Resolution passed by their Board of Directors for appointment of Authorised Representative under Section 113 of the Companies Act, 2013 along with Attendance Slip.
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 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, 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. Route Map to the Venue of the EGM is annexed to this Notice.
12. 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.
13. 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 resolution proposed in this notice by electronic means and the business may be transacted through e-Voting Services and the said resolution will not be decided on a show of hands at the EGM.
 - b. The facility for voting through electronic/digital mode shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through electronic/digital mode.
 - c. The Chairman shall, at the EGM, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of scrutinizer, by electronic/digital mode for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
 - d. The remote e-voting period commences on Tuesday, the 25th March, 2025 at 09:00 A.M and ends on Sunday, the 30th March, 2025 at 05:00 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 24th March, 2025. 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 Tuesday, the 25th March, 2025 at 09:00 A.M and ends on Sunday, the 30th March, 2025 at 05:00 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 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 by CDSL
- 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 resolution 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 the Amendments to the existing Tariff Scheme:

The members may note that that the existing General Public Performance Tariff has been in effect since 2018. The rationale for amendment to the Tariff scheme is primarily due to an exponential growth achieved by IPRS in the Member enrollment over these 7 years. This in turn has led to a significant growth in the music catalogue administered by IPRS and has increased IPRS's market share in the music publishing space as regards the Public Performance of Music in physical commercial establishments. Secondly, there has been a general price increase in the market over these years. However, the benefits of such increase has not been realized by IPRS due to the low Tariff maintained over these years, despite a rise in the number of licenses issued by IPRS to the various users of music. The proposed amendments to the Tariff is in line with the expanded repertoire administered by IPRS and to represent a value commensurate to the existing price levels.

In accordance with the Copyright Act, 1957 read with the Copyright Rules, 2013, the Amendments to the existing Tariff Scheme, as per copy of the proposed Tariff Scheme (containing the amendments) annexed to this Notice (Annexure 1) is subject to approval of the members of the Society for the Financial Year 2025-26 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. 1 for approval of the Members.

Copy of the proposed Tariff Scheme, containing the amendments as approved by the Board in the Governing Council Meeting held on 8th November 2024, is attached herewith as Annexure 1 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.

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.

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

**Place: Mumbai
Date: 05th March, 2025**

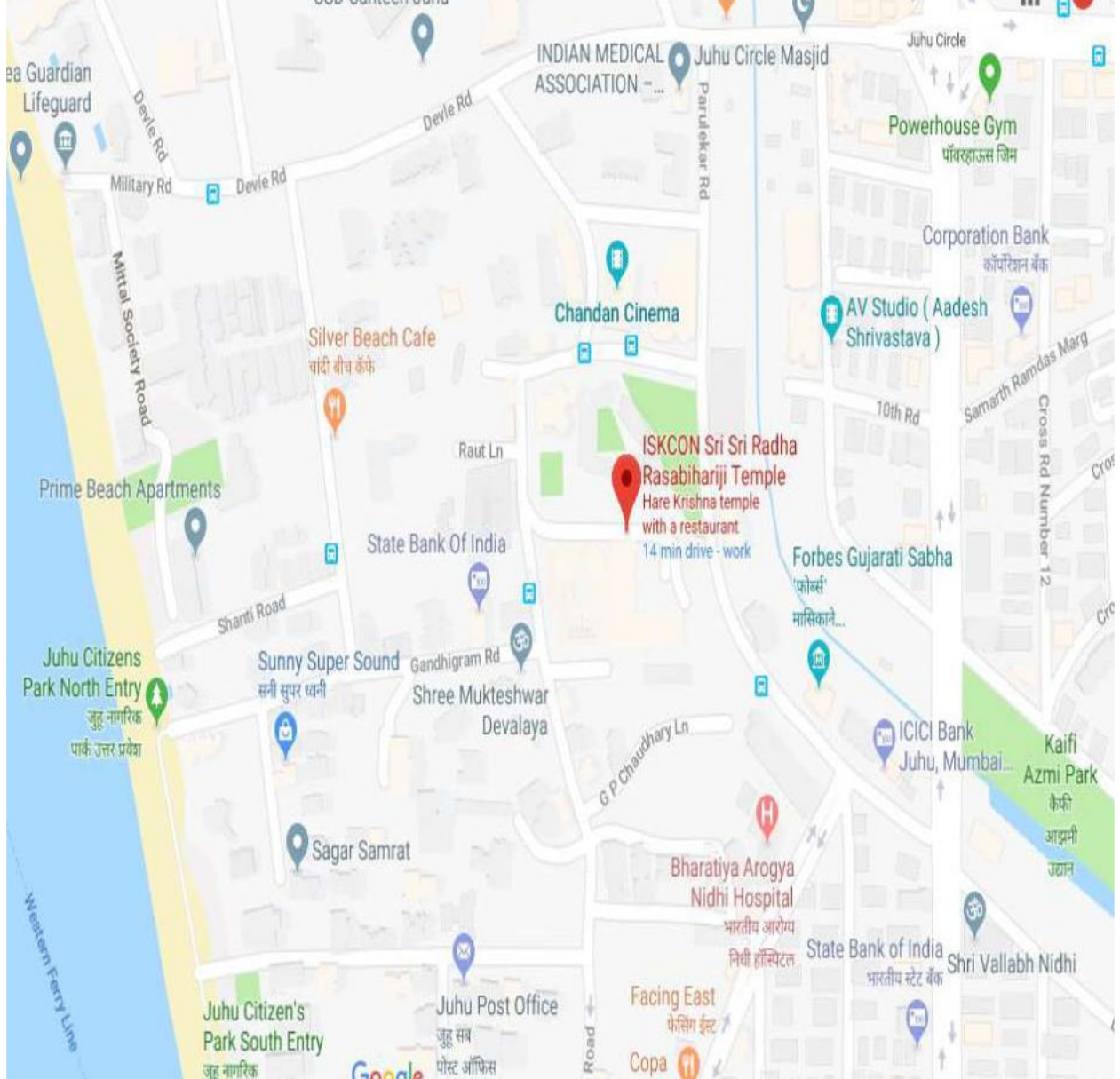
**Sd/-
Javed Akhtar
Chairman
DIN: 00112984**

DETAILS OF VENUE OF THE (2nd / 2024-2025) EXTRA-ORDINARY GENERAL MEETING

Address:

ISKCON's Auditorium, Hare Krishna Land, Next to Hare Krishna Temple, Juhu, Mumbai – 400 049

ROUTE MAP



THE INDIAN PERFORMING RIGHT SOCIETY LIMITED

A Registered Copyright Society under section 33(3) of the Copyright Act

CIN: U92140MH1969GAP014359

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

Tel: 69729999/46067653

E-mail: egm.response@iprs.org Website: www.iprs.org

ATTENDANCE SLIP FOR AUTHOR - COMPOSER MEMBER

Membership No.: _____ Membership Code: _____

Name:

Address:

Nature of Membership: **AUTHOR - COMPOSER**

No. of Votes:

I hereby record my presence at the (02nd/2024-25) Extra-ordinary General Meeting of the Members of the Company held on Monday, 31st March, 2025 at 02.00 P.M. at ISKCON's Auditorium, Hare Krishna Land, Next to Hare Krishna Temple, Juhu, Mumbai – 400 049.

Signature of the Member _____

Notes:

1. Member attending the Meeting must fill-in this Attendance Slip and hand it over at the entrance of the venue of this Meeting.
2. In case of deceased Members, their respective legal heirs will be permitted to attend , but will not be entitled to participate and vote at the Extra-ordinary General Meeting.
3. Members in person and Legal Heirs are requested to carry Photo ID Card (PAN Card/Aadhar Card) for identification/verification purpose.
4. Family members, friends or children accompanying the member/legal heir shall not be permitted to attend the Meeting.

THE INDIAN PERFORMING RIGHT SOCIETY LIMITED

A Registered Copyright Society under section 33(3) of the Copyright Act

CIN: U92140MH1969GAP014359

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

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E-mail: egm.response@iprs.org Website: www.iprs.org

ATTENDANCE SLIP FOR PUBLISHER OWNER MEMBER

Membership No.: _____ Membership Code: _____

Name:

Address:

Nature of Membership: **PUBLISHER OWNER**

No. of Votes:

I/We hereby record my/our presence at the (02nd/2024-25) Extra-ordinary General Meeting of the Members of the Company held on Monday, 31st March, 2025 at 02.00 P.M. at ISKCON's Auditorium, Hare Krishna Land, Next to Hare Krishna Temple, Juhu, Mumbai – 400 049.

Name of Representative, if any _____

Signature of the Member/Representative _____

Notes:

1. Member attending the Meeting must fill-in this Attendance Slip and hand it over at the entrance of the venue of this Meeting.
2. Members in person/through Representatives are requested to carry Photo ID Card (PAN Card/Aadhar Card) for identification/verification purpose.
3. In case of Members being bodies corporate, such Members are required to attach Certified True Copy of the Resolution passed by their Board of Directors for appointment of Authorised Representative under Section 113 of the Companies Act, 2013 along with Attendance Slip.
4. Family members, friends or children accompanying the Member/representative shall not be permitted to attend the Meeting.