Notice is hereby given that the Fifty-first (51st) Annual General Meeting of the Members (Author- Composer Members and Publisher-Owner Members) of The Indian Performing Right Society Limited will be held on Monday, 27th December, 2021 at 11.30 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 2021, Income and Expenditure Account and Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditors thereon, in respect of the Company’s administration of the Performing/Mechanical and other Rights vested in it by its members and the Confederate Societies.

**SPECIAL BUSINESS:**

2. To consider and if thought fit, to pass, with or without modification(s), a Special Resolution to appoint a Director in place of Mr. Sameer Pandey (Alias: Sameer Anjaan) (DIN: 01515751), Author Director, Region-North, who retires by rotation and being eligible, has offered himself for re-appointment.

3. To consider and if thought fit, to pass, with or without modification(s), a Special Resolution to appoint a Director in place of Mr. Mayur Puri (DIN: 02409730), Author Director, Region-West, who retires by rotation and being eligible, has offered himself for re-appointment.

4. To consider and if thought fit, to pass, with or without modification(s), a Special Resolution to appoint a Director in place of Mr. Sahithi Cherukupalli (DIN:07769259), Author Director, Region-South, 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), a Special Resolution to appoint a Director in place of Mr. Sushilkumar Shankarlal Agrawal (DIN: 00116517), Publisher Owner Director representing Ultra Media & Entertainment Pvt. Ltd., Region-West, who retires by rotation and being eligible, has offered himself for reappointment.

6. To consider and if thought fit, to pass, with or without modification(s), a Special Resolution to appoint a Director in place of Mr. Devraj Sanyal (DIN: 03533598), Publisher Owner Director representing Universal Music Publishing Private Limited, Region-North, who retires by rotation and being eligible, has offered himself for reappointment.

7. To consider and if thought fit, to pass, with or without modification(s), a Special Resolution to appoint a Director in place of Mr. Vikram Mehra (DIN: 03556680), Publisher Owner Director representing Saregama India Limited, Region-East, who retires by rotation and being eligible, has offered himself for reappointment.

8. To consider and if thought fit, to pass, with or without modification(s), a Special Resolution to appoint a Director in place of Mr. Mandar Thakur (DIN: 05333792), Publisher Owner Director representing Bennett Coleman & Company Ltd., Region-South, who retires by rotation and being eligible, has offered himself for reappointment.

9. Alteration 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 a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any modification or re-enactment thereof), the Articles of Association of the Company be and is hereby altered and amended as under:

(i) Substitution of existing clause (a) of Article 20 by the following new clause (a):

(a) The Chairman of the Society & Board shall be elected (from within the Directors elected to the Board) by members of the Society voting during a General Meeting. In the event of a demand for Poll by Ballot to elect the Chairman of the Society & Board, the Poll by Ballot shall be conducted on the basis of the “one man one vote” formula and by a simple majority.
(ii) Substitution of existing clause (c) of Article 20 by the following new clause (c):

(c) Subject always to Article 20(a), the Chairman of the Society shall be appointed by the Board of Directors as the Chairman of Board. The term of the Chairman of the Society & Board shall be determined by the Members as per law at a Meeting which term shall commence from the date of his/her election at a meeting of the Society. However, the Chairman is eligible to be re-appointed as Chairman and there shall be no bar to such re-appointment.

(iii) Substitution of existing clause (g) of Article 21 by the following new clause (g):

(g) The Society intends to adopt international best practices with respect to the method of voting by adopting a revenue-based approach (“The Revenue Method”) based on Royalties distributed to each member, subject to requisite approvals from the Government of India. The said Method shall be adopted by the Board and ratified / approved by the General Body as Special Business not later than 30th September 2026.

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby 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/approval of the applicable Regulatory Authorities and settle any question, difficulty or doubt that may arise in this regard, including but not limited to requisite flings with the Registrar of Companies that may be required to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board of Directors, be and is hereby 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.”

10. Continuation of Mr. Javed Akhtar (DIN: 00112984) as the Chairman of the Company for a further period of 2 (Two) years:

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

“RESOLVED THAT pursuant to the provisions of Article 20 of the Articles of Association of the Company and such approvals, permissions and sanctions from the concerned authorities as may be required in this regard, the consent of the members be and is
hereby accorded to continuation of Mr. Javed Akhtar (DIN: 00112984) as the Chairman of the Company for a further period of 2 (Two) years commencing from the conclusion of this Annual General Meeting, who shall not be liable to retire by rotation.

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

11. Appointment of Mr. Bhushan Dua (DIN :00126614) as Publisher Owner Director-Region-North:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special 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. Bhushan Dua (DIN :00126614) who was appointed as an Additional Director of the Company with the effect from 2nd March,2021 by the Board of Directors of the Company pursuant to provision of Section 161 of the Companies Act, 2013 and to hold office up to 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 Super Cassette Industries Private Limited, a Publisher Owner Member, proposing candidature of Mr. Bhushan Dua for the office of Publisher Owner Director-Region-North, 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.”

12. Appointment of Mr. Rajinder Singh Panesar (DIN: 00756149) as Author-Composer Director-Region-North:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special 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 Articles of Association of the Company, Mr. Rajinder Singh Panesar (DIN: 00756149), who was appointed as an Additional Director of the Company with the effect from 2nd March, 2021 by the Board of Directors of the Company pursuant to provision of Section 161 of the Companies Act, 2013 and to hold office up to 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-North, 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.”

13. Approval of existing Tariff Scheme:

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

“RESOLVED THAT the existing “Tariff Scheme” (as per Annexure A) be and is hereby approved for the Financial Year 2021-22 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 of the Company/CEO 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 “Tariff Scheme”, is entitled to withdraw his authorization given to the Society or surrender/relinquish his Membership of the Society.

14. Approval of Distribution Policy:

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

“RESOLVED THAT the Distribution Policy/Rules and Methods (as per Annexure B) 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.

By Order of the Governing Council
For The Indian Performing Right Society Limited

Sd-
JAVED AKHTAR
CHAIRMAN
DIN: 00112984

Place: Mumbai
Date: 16th November, 2021

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) pursuant to Circular No. 02/2021 dated 13th January, 2021, 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020 and Circular No.17/2020 dated 13th April, 2020 (“MCA Circulars”), has permitted holding of Annual General Meeting (AGM) 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 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 electronically for inspection of any Member of the Company on the website of the Company on the date of ensuing 51st Annual General Meeting:

(i) Memorandum and Articles of Association
(ii) Register of Directors
(iii) Register of Members
(iv) Tariff Scheme of the Company
(v) Distribution Policy / Rules and methods
(vi) Annual Budget for the Financial Year 2021-22
(vii) List of Reciprocal Agreements with foreign copyright societies under Section 34(2) of the Copyright Act, 1957

3. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

4. Participation through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.

5. In case of deceased Members, their respective legal heirs will not be entitled to 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 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 to responseagm@iprs.org, 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 Ms Rumpa Banerjee or Ms. Vibha Oza at 26733748/26733749/26733750/26736616 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 on the date of the 51st 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 2020-21 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 2020-21 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. Member 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. Suraj Ramesh (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 14th December 2021 to 20th December 2021. 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 Friday, the 24th December, 2021 at 9:00 A.M. and ends on Sunday, the 26th December, 2021 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 20th December 2021. 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 Friday, the 24th December, 2021 at 9:00 A.M. and ends on Sunday, the 26th December, 2021 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 Articles of Association of the Company.

B. A copy of this notice has been placed on the website of the Company and the website of CDSL.

C. Mr. Himanshu S. Kamdar, Practicing Company Secretary (Membership No. FCS 5171) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
D. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

E. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.iprs.org 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.
EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 2 to 8

As per the provisions of Section 152 of the Companies Act, 2013 read with the applicable provisions of the Copyright Act, 1957, the Copyright Rules, 2013 and the Articles of Association of the Company, following Directors are liable to retire by rotation at the ensuing Fifty-first Annual General Meeting, who, being eligible, have offered themselves for re-appointment.

<table>
<thead>
<tr>
<th>Name of Director</th>
<th>DIN No</th>
<th>Category</th>
<th>Region</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Sameer Pandey</td>
<td>01515751</td>
<td>Author-Composer Director</td>
<td>North</td>
</tr>
<tr>
<td>Mr. Mayur Puri</td>
<td>02409730</td>
<td>Author-Composer Director</td>
<td>West</td>
</tr>
<tr>
<td>Mr. Sahithi Cherukupalli</td>
<td>07769259</td>
<td>Author-Composer Director</td>
<td>South</td>
</tr>
<tr>
<td>Mr. Sushilkumar Agrawal</td>
<td>00116517</td>
<td>Publisher-Owner Director</td>
<td>West</td>
</tr>
<tr>
<td>Mr. Devraj Sanyal</td>
<td>03533598</td>
<td>Publisher-Owner Director</td>
<td>North</td>
</tr>
<tr>
<td>Mr. Vikram Mehra</td>
<td>03556680</td>
<td>Publisher-Owner Director</td>
<td>East</td>
</tr>
<tr>
<td>Mr. Mandar Thakur</td>
<td>05333792</td>
<td>Publisher-Owner Director</td>
<td>South</td>
</tr>
</tbody>
</table>

The Board recommends the Special Resolutions as set out at Item Nos. 2 to 8 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 8 of the Notice.

Item No. 9

With a view to bring more clarity on the appointment of the Chairman specifically to remove any apprehension and to assure members of the Company that Chairman of the Society & Board would only be elected by all the Members of the Company at a General Meeting and
that the Term of the Chairman would be elected by Members as per prevailing law and also with an intent to bring the provisions of the Articles of Association in parity with the relevant provisions of the recently notified Copyright (Amendment) Rules, 2021, the clauses (a) and (c) of Article 20 of the Articles of Association of the Company are proposed to be amended suitably as per Resolution vide Item No. 9. The proposed clauses (a) and (c) of Article 20 now confirm that the Chairman would always be elected by the members of the Company in a Meeting.

Further it is also proposed to alter clause (g) of Article 21 of the Articles of Association of the Company which provides that IPRS intends to adopt international best practices with respect to the method of voting by adopting a revenue-based approach (“The Revenue Method”) based on Royalties distributed to each member. This is warranted since the recently notified Copyright (Amendment) Rules, 2021 does not envisage the revenue method as was expected from a perusal of the draft Copyright (Amendment) Rules. Currently it is provided that the said method shall be adopted by the Board and ratified/approved by the General Body as Special Business not later than 30th September 2020. However, in accordance with the resolution passed at the 243rd Meeting of the Governing Council held on 30th September 2021, it is proposed to extend the said period from 30th September 2020 to 30th September, 2026.

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 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. 9 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. 9 of the Notice.

**Item No. 10**

The members of the Company are well aware of the tremendous progress achieved by the Company in terms of royalty collections and distributions thereof in the recent years and the pivotal role played by Mr. Javed Akhtar, Chairman of the Company in this regard through his leadership, vision and innovative ideas during last four years since his appointment to the said position in the Company. It was also expected that the Copyright (Amendment) Rules, 2021 would remove prevailing term limits. However since this term limit was not removed by the recently notified Copyright (Amendment) Rules, 2021, and with a view to regularize and fix the Term of the Chairman, address objections on this
aspect and to enable the Company and its stakeholders to continue their journey towards further operational progress and prosperity, it is considered necessary that Mr. Javed Akhtar shall continue to provide guidance and leadership to the Company as the Chairman for a further period of two years i.e. commencing from the Fifty first Annual General Meeting of the Company.

The Board recommends the above Resolution set out in Item No. 10 as a Special Resolution for approval of the Members.

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

**Item No. 11**

Mr. Bhushan Dua (DIN :00126614) representing Super Cassette Industries Private Limited, a Publisher Owner Member, was appointed by the Board of Directors as an Additional Director under category of Publisher Owner Director, Region- North with effect from 2nd March, 2021 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, Mr. Bhushan Dua, 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 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 they case may be, along with deposit of one lakh rupees. Accordingly, the Company has received a notice along with One Lakh Rupees from Super Cassette Industries Private Limited, a Publisher Owner Member, proposing candidature of Mr. Bhushan Dua for the office of Publisher Owner Director-Region-North, for the office of Director in terms of Section 160 of the Companies Act, 2013.

Mr. Bhushan Dua has also given a declaration to the Company that he 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 electronically for inspection by the members on the website of the Company till the date of the ensuing Annual General Meeting.
Except Mr. Bhushan Dua, 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. 11 of the Notice.

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

**Item No. 12**

Mr. Rajinder Singh Panesar (DIN: 00756149), Author Composer Member, was appointed by the Board of Directors as an Additional Director under category of Author Composer Director, Region-North, with effect from 2nd March, 2021 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, Mr. Rajinder Singh Panesar, 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 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 they case may be, along with deposit of one lakh rupees. Accordingly, the Company has received a notice along with One Lakh Rupees from Mr. Rajinder Singh Panesar for the office of Author Composer Director-Region-North, in terms of Section 160 of the Companies Act, 2013.

Mr. Rajinder Singh Panesar has also given a declaration to the company that he 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 electronically for inspection by the members on the website of the Company till the date of the ensuing Annual General Meeting.

Except Mr. Rajinder Singh Panesar, 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. 12 of the Notice.

The Board recommends the Special Resolution as set out at item no. 12 for approval of the Members.
**Item No. 13**

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 2021-22 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 Special Resolution as set out at item no. 13 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. 14**

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 Special Resolution as set out at item no. 14 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.

By Order of the Governing Council
For The Indian Performing Right Society Limited

Sd-
JAVED AKHTAR
CHAIRMAN

Place: Mumbai
Date: 16th November, 2021

DIN: 00112984
### Brief Profile of Directors seeking appointment/re-appointment at the ensuing 51st Annual General Meeting of the Company

<table>
<thead>
<tr>
<th>Name of the Director</th>
<th>Mr. Sameer Pandey</th>
<th>Mr. Mayur Puri</th>
</tr>
</thead>
<tbody>
<tr>
<td>Age</td>
<td>63</td>
<td>47</td>
</tr>
<tr>
<td>Qualifications</td>
<td>M.Com.</td>
<td>M.A.</td>
</tr>
<tr>
<td>Director Identification Number (DIN)</td>
<td>01515751</td>
<td>02409730</td>
</tr>
<tr>
<td>No. of Works registered with IPRS</td>
<td>5617</td>
<td>126</td>
</tr>
<tr>
<td>Nature of Expertise &amp; Experience</td>
<td>Lyrics written in Films &amp; Non Films</td>
<td>Lyrics written in Films &amp; Non Films</td>
</tr>
<tr>
<td>Relationship with existing Director(s) of the Company</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
</tr>
</tbody>
</table>
| Name of other Companies in which also holds Directorship | Sahi Realty LLP | 1. Jointly Rolled Production Private Limited  
2. Ninjas Of New And Improved Production LLP |
| Date of first appointment on the Board | 23/12/2019 | 23/12/2019 |
| Number of the meetings of the Board attended during the year | 5 | 4 |
| Region | North | West |
**Brief Profile of Directors seeking appointment/re-appointment at the ensuing 51st Annual General Meeting of the Company**

<table>
<thead>
<tr>
<th>Name of the Director</th>
<th>Mr. Sushilkumar Shankarlal Agrawal</th>
<th>Mr. Devraj Sanyal</th>
</tr>
</thead>
<tbody>
<tr>
<td>Age</td>
<td>65</td>
<td>46</td>
</tr>
<tr>
<td>Qualifications</td>
<td>M.Sc. in Agriculture</td>
<td>MBA – Marketing</td>
</tr>
<tr>
<td>Director Identification Number (DIN)</td>
<td>00116517</td>
<td>03533598</td>
</tr>
<tr>
<td>No. of Works registered with IPRS</td>
<td>28899 (works of Ultra Media &amp; Entertainment Pvt. Ltd.)</td>
<td>6597 (works of Universal Music Publishing Pvt. Ltd.)</td>
</tr>
<tr>
<td>Nature of Expertise &amp; Experience</td>
<td>Media &amp; Entertainment</td>
<td>An entrepreneurial, creative leader with extensive experience across the media and entertainment business in multiple geographic and functions. Proven track record in delivering strategic and commercial objective in the area of media &amp; entertainment with domain expertise in Music Business with domain expertise in music business with experience of more than 25 years.</td>
</tr>
<tr>
<td>Relationship with existing Director(s) of the Company</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
</tr>
<tr>
<td>Date of first appointment on the Board</td>
<td>26/12/2018</td>
<td>17/09/2012</td>
</tr>
<tr>
<td>Number of the meetings of the Board attended during the year</td>
<td>5</td>
<td>4</td>
</tr>
<tr>
<td>Region</td>
<td>West</td>
<td>North</td>
</tr>
</tbody>
</table>
### Brief Profile of Directors seeking appointment/re-appointment at the ensuing 51st Annual General Meeting of the Company

<table>
<thead>
<tr>
<th>Name of the Director</th>
<th>Mr. Bhushan Dua</th>
<th>Mr. Rajinder Singh Panesar</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Age</strong></td>
<td>43</td>
<td>52</td>
</tr>
<tr>
<td><strong>Qualifications</strong></td>
<td>Graduate</td>
<td>Composer</td>
</tr>
<tr>
<td><strong>Director Identification Number (DIN)</strong></td>
<td>00126614</td>
<td>00756149</td>
</tr>
<tr>
<td><strong>No. of Works registered with IPRS</strong></td>
<td>175252 (Works of Super Cassettes Industries Private Ltd.)</td>
<td>1189</td>
</tr>
<tr>
<td><strong>Nature of Expertise &amp; Experience</strong></td>
<td>Chairman &amp; Managing Director of India’s largest Music Label and Publisher</td>
<td>Rajinder Singh Panesar is a musician, Music Composer, Arranger, Music Director, Music Producer and Singer. He has composed Scores for over a one hundred and fifty Movies. As a musician Singh started playing for Uttam Singh who introduced him as a guitarist for the song Mere Pyar ki Umar for the Movie Waaris. Initially he started off as a guitarist with R D Burman and has the honour to be part of his last movie 1942: A Love Story then slowly progressed on to become an arranger, Music Director, Composer and Scorer for Bollywood movies later composing and directing for television and advertising. One of the famous hits is Soniyo from Raaz: The Mystery Continues, Gungunati hain from Satta.</td>
</tr>
<tr>
<td><strong>Relationship with existing Director(s) of the Company</strong></td>
<td>Not Applicable</td>
<td>Not Applicable</td>
</tr>
</tbody>
</table>
| **Name of other Companies in which also holds Directorship** | 1. YBR Music Publishing Private Limited  
2. Vijay Processors Private Limited  
3. T-Series Motion Pictures Private Limited  
4. Venkateshwar Estates Pvt Ltd  
5. Super Cassettes Industries Private Limited  
6. Aalap Digital Music Private Limited  
| **Date of first appointment on the Board** | 02/03/2021 | 31/03/2017 |
| **Number of the meetings of the Board attended during the year** | 1 | 1 |
| **Region** | North | North |
### Brief Profile of Directors seeking appointment/re-appointment at the ensuing 51st Annual General Meeting of the Company

<table>
<thead>
<tr>
<th>Name of the Director</th>
<th>Mr. Vikram Mehra</th>
<th>Mr. Mandar Ramesh Thakur</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Age</strong></td>
<td>50</td>
<td>48</td>
</tr>
<tr>
<td><strong>Qualifications</strong></td>
<td>B.Tech. in Computer Science from IIT Roorkee and MBA from IIM Lucknow.</td>
<td>H.S.C</td>
</tr>
<tr>
<td><strong>Director Identification Number (DIN)</strong></td>
<td>03556680</td>
<td>05333792</td>
</tr>
<tr>
<td><strong>No. of Works registered with IPRS</strong></td>
<td>132306 (works of Saregama India Ltd.)</td>
<td>16307 (works of Bennett Coleman &amp; Co. Ltd.)</td>
</tr>
<tr>
<td><strong>Nature of Expertise &amp; Experience</strong></td>
<td>Mr. Mehra brings with him a wealth of experience of handling the ever-developing digital platforms and has deep understanding of various aspects and facets of digital media. Mr. Mehra is currently holding the position of Managing Director at Saregama India Limited. Prior to this, he held positions with Tata Sky Ltd. as Chief Commercial Officer and also worked with Tata Motors and TCS.</td>
<td>Over 26 years of local and international experience in digital music industry, recorded music and music publishing industry, music broadcast industry.</td>
</tr>
<tr>
<td><strong>Relationship with existing Director(s) of the Company</strong></td>
<td>Not Applicable</td>
<td>Not Applicable</td>
</tr>
</tbody>
</table>
| **Name of other Companies in which also holds Directorship** | 1. Saregama India Limited  
2. Indecent Foods Private Limited  
2. Phonographic Digital Limited  
3. Swayam Comicbuk Private Limited |
| **Date of first appointment on the Board** | 31/03/2017 | 31/03/2017 |
| **Number of the meetings of the Board attended during the year** | 5 | 5 |
| **Region** | East | South |
Brief Profile of Directors seeking appointment/re-appointment at the ensuing 51st Annual General Meeting of the Company

<table>
<thead>
<tr>
<th>Name of the Director</th>
<th>Mr. Sahithi Cherukupalli</th>
</tr>
</thead>
<tbody>
<tr>
<td>Age</td>
<td>68</td>
</tr>
<tr>
<td>Qualifications</td>
<td>M.Sc. (Botany)</td>
</tr>
<tr>
<td>Director Identification Number (DIN)</td>
<td>07769259</td>
</tr>
<tr>
<td>No. of Works registered with IPRS</td>
<td>1392</td>
</tr>
<tr>
<td>Nature of Expertise &amp; Experience</td>
<td>Sahithi Cherukupalli is leading Telugu Lyricist having written more than 900 songs.</td>
</tr>
<tr>
<td>Relationship with existing Director(s) of the Company</td>
<td>Not Applicable</td>
</tr>
<tr>
<td>Name of other Companies in which also holds Directorship</td>
<td>-</td>
</tr>
<tr>
<td>Date of first appointment on the Board</td>
<td>31/03/2017</td>
</tr>
<tr>
<td>Number of the meetings of the Board attended during the year</td>
<td>5</td>
</tr>
<tr>
<td>Region</td>
<td>South</td>
</tr>
</tbody>
</table>