

The Indian Performing Right Society Limited
Regd. Office: 208, Golden Chambers, New Andheri Link Road,
Andheri (West), Mumbai- 400053
Tel: 2673 3748/49/50/6616 Fax: 26736658.
Email: membership@iprsltd.com Website: www.iprs.org
CIN : U92140MH1969GAP014359

NOTICE

Notice is hereby given that 2nd/2018-19 Extra-ordinary General Meeting of the Members of The Indian Performing Right Society Limited will be held at **ISKCON's Auditorium, Hare Krishna Land, Next to Hare Krishna Temple, Juhu, Mumbai – 400 049** on Friday, the 3rd day of August, 2018 at 11:00 A.M. to transact the following business::

SPECIAL BUSINESS:

1. 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 existing Articles of Association of the Company be and is hereby amended by adoption of a new set of Articles of Association of the Company in total exclusion and substitution thereof, containing provisions and incorporating therein the changes/alterations/ modifications as per the statement of changes circulated to the members of the Company and attached herewith”.

“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 of the applicable Regulatory Authorities 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 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.”

2. To pass following resolution as an Ordinary Resolution:

“RESOLVED THAT consent of the Members of the Company be and is hereby accorded for approval of the Distribution Rules / Scheme pursuant to the Copyright Act, 1957 and Copyright Rules, 2013 and CISAC's binding Resolution and Professional Rules which shall be effective from 1st April, 2018.”

“RESOLVED FURTHER THAT in respect of collections made till 31st March, 2018, the previous Distribution Rules / Scheme will prevail. The distribution of Royalties shall be carried out promptly from time to time as per the Copyright Rules, 2013. The Royalties pertaining to earlier years and/or pending distribution due to the non-availability of logs or incomplete logs will be distributed in line with fair basis of distribution as fixed and mandated by the Board of Directors as per the recommendation of the Distribution Committee. The Royalties collected, after making deduction for the expenses shall be fully distributed among the owners and author / composer members in terms of the Copyright Act, 1957, Copyright Rules, 2013 and Distribution Rules / Scheme. In respect of collection and distribution of Mechanical, Reproduction rights which will include, Ringtones, Music & Video Downloads, etc., and also Physical Sales which the Company has not collected in the past and hence not mentioned in the Distribution Rules / Scheme, however, basis the new IPRS assignments which gather new rights (Mechanical Rights and new aspects of the Performing Rights) and continue with earlier granted Performance Rights, IPRS has now commenced collecting and distributing the royalties for the said rights.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to revise/alter/modify the Distribution Rules/Scheme based on the collections made, from time to time.”

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

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

Place: Mumbai
Date: 22nd June, 2018

Sd/-
JAVED AKHTAR
CHAIRMAN
DIN: 00112984

Notes:

1. **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/HERSELF/ITS BEHALF**
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is appended hereto.
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 not be entitled to participate and vote at the Extra-ordinary General Meeting
5. Members in person and Legal Heirs may please carry Photo ID Card for identification/verification purpose.
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 at least seven days before the date of the EoGM. In case of receipt of query at any time less than seven days before the EoGM, such query will not be answered at the EoGM 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 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 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. Manish Jani or Ms. Vibha Oza at 26733748/26733749/26733750/ 26736616 or may write to them at the Registered Office address of the Company.

11. 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 EoGM.
- b. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Extra-ordinary General Meeting (Eogm) (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
- c. The facility for voting through ballot paper shall be made available at the EoGM 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 ballot paper.
- d. The Chairman shall, at the EoGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the EoGM but have not cast their votes by availing the remote e-voting facility.
- e. 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, either by e-voting or by physical ballot.
- f. The remote e-voting period commences on Tuesday, the 31st July 2018 at 9:00 A.M. and ends on Thursday, the 2nd August 2018 at 5:00 P.M. During this period, members of the Company as on the cut-off date i.e. 27th July 2018 only may cast their vote by remote e-voting. 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 (whether voted by e-voting or by physical ballot). Please refer to Rule 20 Sub Rule (vii) of the Companies (Management & Administration) Rules, 2014.

E-Voting Process:

Pursuant to Section 108 of the Companies Act, 2014 read with the Companies (Management and Administration) Rules, 2014, the Company is providing facility of e-voting to all members. The e-voting facility is being provided through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for members for voting electronically are given in below paragraphs.

The instructions for members voting electronically are as under:

- i. The voting period begins on Tuesday, the 31st July 2018 at 9:00 A.M. and ends on Thursday, the 2nd August 2018 at 5:00 P.M. During this period, such members whose name is recorded in the Register of Members, as on the cut-off date i.e. 27th July

2018 only shall be entitled to cast their vote electronically. The 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 again.
 - 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 Extra-Ordinary 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 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 Resolution 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.
- (i) 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 rights of the members shall be in proportion to their number of works registered with the Company as on the cut-off date (record date) of 27th July 2018.

- 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, CP No. 3030) 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) working 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 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.

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

Place: Mumbai
Date: 22nd June, 2018

Sd/-
JAVED AKHTAR
CHAIRMAN
DIN: 00112984

ANNEXURE TO THE NOTICE

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

Item No. 1

Pursuant to the CISAC's binding Resolution and Professional Rules which shall be effective from 1st April, 2018, the Company is required to adopt new Articles of Association of the Company in substitution and total exclusion of the current Articles of Association.

In accordance with the provisions of Section 14 of the Companies Act, 2013, amendment to the existing Articles of Association of the Company by adoption of a new set of Articles of Association of the Company in total exclusion and substitution thereof, 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 each of the existing Articles of Association of the Company, new set of Articles of Association of the Company and the statement containing changes/alterations/modifications as proposed therein, are available at the Registered Office of the Company for inspection of members during 01.00 P.M. to 05.00 P.M. on all working days till the date of the ensuing Extra-ordinary General Meeting.

None of the Directors and Key Managerial Personnel including their respective relatives shall be deemed to be interested in the above resolution.

Item No. 2:

Pursuant to the Copyright Act, 1957 and Copyright Rules, 2013 and CISAC's binding Resolution and Professional Rules which shall be effective from 1st April, 2018, the Company is required to adopt Distribution Rules / Scheme which shall be effect from 1st April, 2018. Accordingly, the Board of Directors of the Company has recommended the Distribution Rules / Scheme for approval of the members of the Company.

In respect of collections made till 31st March, 2018, the previous Distribution Rules / Scheme will prevail. The distribution of Royalties shall be carried out promptly from time to time as per the Copyright Rules, 2013. The Royalties pertaining to earlier years and/or pending distribution due to the non-availability of logs or incomplete logs will be distributed in line with fair basis of distribution as fixed and mandated by the Board of Directors as per the recommendation of the Distribution Committee. The Royalties collected, after making deduction for the expenses shall be fully distributed among the owners and author / composer members in terms of the Copyright Act, 1957, Copyright Rules, 2013 and Distribution Rules / Scheme. In respect of collection and distribution of Mechanical, Reproduction rights which will include, Ringtones, Music & Video Downloads, etc., and also Physical Sales which

the Company has not collected in the past and hence not mentioned in the Distribution Rules / Scheme, basis the new IPRS assignments which gather new rights (Mechanical Rights and some new aspects of the Performing Rights) and continue with earlier granted Performance Rights, IPRS has now commenced be collecting and distributing the royalties for the said rights.

A copy of the draft Distribution Rules / Scheme is available at the Registered Office of the Company for inspection of members during 01.00 P.M. to 05.00 P.M. on all working days till the date of the ensuing Extra-ordinary General Meeting.

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

Place: Mumbai
Date: 22nd June, 2018

Sd/-
JAVED AKHTAR
CHAIRMAN
DIN: 00112984

DETAILS OF VENUE OF THE EXTRA-ORDINARY GENERAL MEETING

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

Landmark: Hare Krishna Temple

ROUTE MAP

