

The Indian Performing Right Society Limited
CIN : U92140MH1969GAP014359
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

NOTICE

Notice is hereby given that the Forty-Eighth Annual General Meeting of the Members (Author - Composer and Publisher-Owner Members) of The Indian Performing Right Society Limited will be held on Wednesday, the 26th December 2018 at 11:30 A.M. at ISKCON's Auditorium, Hare Krishna Land, Next to Hare Krishna Temple, Juhu, Mumbai – 400 049 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as on 31st March 2018, 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.
2. To appoint a Director in place of Mr. Mandar Thakur (DIN: 05333792), Publisher-Owner Director, Region-South, who retires by rotation and being eligible, has offered himself for reappointment.
3. To appoint a Director in place of Mr. G.V. Prakashkumar (DIN: 07768643), Author-Composer Director, Region-South, who retires by rotation and being eligible, has offered himself for reappointment.
4. To appoint a Director in place of Mr. Anupam Roy (DIN: 07769837), Author-Composer Director, Region-East, who retires by rotation and being eligible, has offered himself for reappointment.
5. To ratify the appointment of M/s. R.K. Khanna & Associates, Chartered Accountants (Firm Registration No. 105082W) as Statutory Auditors of the Company to hold office from the conclusion of ensuing Annual General Meeting up till the conclusion of next Annual General Meeting for the Financial Year 2018-19 and to authorize the Board of Directors to fix their remuneration.

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

Place: Mumbai
Date: 28th September 2018

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 NEW 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, following documents are being presented and shall be made available for inspection of any Member of the Company at the venue of the ensuing Annual General Meeting and at the Registered office of the Company during business hours on all working days till the date of ensuing Annual General Meeting :

- i. Articles of Association of the Company as amended and adopted by the Members at the Extra Ordinary General Meeting held on 03rd August, 2018
- ii. Tariff Scheme of the Company as approved by the Members at the Extra Ordinary General Meeting held on 11th April, 2018
- iii. Distribution Scheme as approved by the Members at the Extra Ordinary General Meeting held on 03rd August, 2018
- iv. Budget for Financial Year 2018-2019, as approved by the Governing Council of the Company at its meeting held on 28th September, 2018.

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/or vote at the Annual General Meeting (AGM).

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 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. 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 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 AGM.

b. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (AGM) ("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 AGM 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 AGM, 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 AGM 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 Sunday, the 23rd December 2018 at 9:00 A.M. and ends on Tuesday, the 25th December 2018 at 5:00 P.M. During this period members of the Company as on the cut-off date of 19th December 2018 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) refer 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 Sunday, the 23rd December 2018 at 9:00 A.M. and ends on Tuesday, the 25th December 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. 19th December 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 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 busin 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 19th December 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) 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 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.

Brief Profile of Directors seeking re-appointment on account of retirement by rotation at the ensuing 48th Annual General Meeting of the Company

Name of the Director	MANDAR THAKUR	G.V. PRAKASHKUMAR	ANUPAM ROY
Age	45 years	30 Years	35 years
Qualifications	H.S.C.	Diploma in Sound Engineering	B.E. (Electronics)
No. of Works registered with IPRS	32,720	509	210
Nature of Expertise & Experience	Over 26 years of local and international experience in digital music industry, recorded music and music publishing industry, music broadcast industry.	Mr. G.V. Prakashkumar is an Indian film score and soundtrack composer, actor and singer. He has mainly scored music for Tamil films. His first film was S Pictures' Veyyil (2006) and he became popular in Tamil cinema by the early 2010s. He has ventured into film production and acting. He first appeared as a vocalist on the soundtrack of director S. Shankar's Tamil film Gentleman, composed by his maternal uncle, A. R. Rahman. He has also contributed to some of Rahman's other projects. He had also worked with Harris Jayaraj and sang two songs in Anniyan and Unnale Unnale. GV Prakash's introduction as a film composer was in the critically acclaimed	He is an Indian lyricist, music composer and singer from Kolkata, West Bengal. He is best known for his song <i>Amake Amar Moto Thakte Dao</i> , which appeared on the soundtrack to the 2010 film <i>Autograph</i> . In 2015, he made his Bollywood debut, composing the songs and score for <i>Piku</i> . He was nominated for the Filmfare Award for Best Music Director, and won the Filmfare Award for Best Background Score. In 2016, he composed two songs for the Hindi film <i>Pink</i> .

		<p>Tamil film Veyil. He went on to win critical acclaim for his music in Selvaraghavan's drama film Mayakkam Enna, which became his third collaboration that featured Dhanush in the lead role. G.V. Prakash signed his 50th film with Director Atlee that is Vijay 's 59th which is named as Theri. In 2013, Prakash Kumar launched his own production house under the name "GV Prakashkumar Productions". In 2012, Director AR Murugadoss had seen a picture of G.V. Prakash on a poster promoting his work in A. L. Vijay's Thaandavam and contacted him regarding a potential acting venture. Prakash agreed to star in the project and though the film later failed to take off, he remained interested in acting opportunities. He subsequently signed on to appear in three films in quick succession, with the three entering production simultaneously. Prakash was going to make his acting debut in a film titled Pencil</p>	
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		opposite Sri Divya, where he will be playing a school student. However, as Pencil's release was delayed, his first release became the horror film, Darling.	
Relationship with existing Director(s) of the Company	None	None	None
Name of other Companies in which also holds Directorship	(1) Phonographic Performance Limited (2) Swayam Comicbuk Private Limited (3) Phonographic Digital Limited	None	None
Region	South	South	East

DETAILS OF VENUE OF THE 48TH ANNUAL GENERAL MEETING

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

ROUTE MAP

