



The Indian Performing Right Society Limited

208, Golden Chambers, 2nd Floor, New Andheri Link Road, Andheri (W), Mumbai 400 053.
Tel: 9122 2673 3748 / 49 / 50, 2673 6616 • Fax: 9122 26736658
Email : membership@iprsltd.com

THE INDIAN PERFORMING RIGHT SOCIETY LIMITED (IPRS)

INVITATION TO MEMBERS TO NOMINATE CANDIDATES FOR ELECTION OF DIRECTORS TO THE BOARD OF DIRECTORS OF

23rd November 2018

Dear Member,

1. In view of several significant changes in past couple of years as regards the status of the Company as a Copyright Society, the Members of The Indian Performing Right Society Limited (“IPRS”/“the Company”) at their Extra-ordinary General Meeting held on Friday, 3rd August 2018 (EGM), approved and adopted new Articles of Association in total exclusion and substitution of the existing Articles of Association of the Company with immediate effect by passing a Special Resolution. A copy of the new Articles of Association of IPRS was already sent to you along with the Notice of the EGM.
2. In accordance with Article 24 of the new Articles of Association of the Company as adopted by the Company on 3rd August 2018 and further subject to the provisions of the Companies Act, 2013 along with the relevant Rules made thereunder, the Board of Directors of the Company hereby invites nominations/candidatures from the Members for election of Directors.
3. Nominations/candidatures are invited from the Members as under:

Sl. No.	Nomination/ candidature from Region	Member Category	Remarks
1.	North	Publisher Owner	Due to resignation of Mr. Ganesh Jain as Director of the Company on 14 th December 2017
2.	West	Publisher Owner	Due to resignation of Mr. Kumar Taurani as Director of the Company on 21 st December 2017
3.	South	Publisher Owner	Due to resignation of Mr. Shridhar Subramaniam as Director of the Company on 14 th December 2017
4.	West	Publisher Owner	Due to resignation of Mr. Devraj Sanyal as Director of the Company on 14 th December 2017
5.	South	Publisher Owner	Due to retirement by rotation of Mr. Mandar Thakur at ensuing 48 th Annual General Meeting of the Company who being eligible, has offered himself for re-appointment at the ensuing 48 th AGM.
6.	South	Author-Composer	Due to retirement by rotation of Mr. G.V. Prakashkumar at ensuing 48 th Annual General Meeting of the Company who being eligible, has offered himself for re-appointment ensuing 48 th AGM.
7.	East	Author-Composer	Due to retirement by rotation of Mr. Anupam Roy at ensuing 48 th Annual General Meeting of the Company who being eligible, has offered himself for re-appointment ensuing 48 th AGM.

4. ***Please note that any member or person intending or desirous of being appointed as Director of the Company shall possess Director Identification Number (DIN) in accordance with the provisions of Section 153 of the Companies Act, 2013.***
5. In this regard, we have attached following documents/specimen formats with a view to facilitate Members to furnish their nomination forms/candidatures for election of Directors:
- (i) Note on relevant provisions of the Articles of Association of the Company for eligibility of Directors
 - (ii) Specimen of Notice of Nomination separately for Author-Composer Members and Publisher-Owner Members
 - (iii) Note on mandatory disclosures by Director under the provisions of the Companies Act, 2013
 - (iv) Specimen of Form MBP-1 for Director's Notice of disclosure of interest in other entities along with list of relatives
 - (v) Specimen of Form DIR-8 for Director's confirmation about his eligibility for appointment as Director
 - (vi) Specimen of Form DIR-2 for Director's consent to act as Director
 - (vii) Brief profile of candidate for appointment as Director
6. ***The duly completed and signed Notice of Nomination along with all the requisite annexures as per serial nos. (iv), (v), (vi) and (vii) above and demand draft for deposit of Rs. 1,00,000/- in favour of "The Indian Performing Right Society Limited" shall be delivered to the Company's Registered Office on or before Tuesday, 11th December 2018 before the closure of business hours i.e. 06.00 PM.***
7. ***The deposit of Rs. 1,00,000/- shall be refunded to the concerned member or candidate if the candidate gets elected as Director of the Company or gets more than twenty-five per cent of total valid votes cast in relation to his/her respective resolution at the ensuing Annual General Meeting.***

Yours faithfully,
For **The Indian Performing Right Society Limited**

Sd/-
Javed Akhtar
Chairman
DIN: 00112984

NOTE ON RELEVANT PROVISIONS OF THE ARTICLES OF ASSOCIATIONS ('AOA') OF THE COMPANY FOR ELIGIBILITY AS DIRECTORS

Article 24(b)

Members of the Society who satisfy the following criteria shall be eligible for appointment to the Board of Directors:

- **Publisher Owner:** they should have 1000 Indian Musical & Literary works published and/or contained on the sound track of Indian Cinematograph Films/Teleserials or have 1000 Indian Musical & Literary works published and/or contained on Discs and/or cassettes;
- **For a Composer** he/she should have a minimum of 100 Indian Musical Works published and/or contained on the soundtrack of Indian Cinematograph Films/Teleserials or have a minimum of 100 Indian Musical Works published and/or contained on Discs and/or cassettes or has composed background music for a minimum of 25 films/ telefilms or has composed background music for 50 teleserials aggregating to a minimum of 2500 episodes or has albums (whether by way of CD's or Cassettes) of his vocal or instrumental compositions prior to the date of the incorporation of the Society of hereinafter;
- **For an Author** he/she shall have a minimum of 100 musical works publish and/or contained on the soundtrack of Cinematograph Films/ Teleserials or have a minimum of 100 Musical works published and/or contained on discs and/or cassettes prior to the date of the incorporation of the Society or thereafter.

Article 24(c)

Board of Directors

- Subject to these Articles, the Board of Directors shall consist of Members from all the four regions of India viz., East, West, North and South in a manner to ensure fair and just representation of Author Members and Publisher Owner Members from each region and accordingly, the number of seats region wise shall be as under:

	West	South	North	East	
Author Member	2	2	1	1	6
Publisher Owner	2	2	1	1	6
Total	4	4	2	2	12

- For a member to stand and represent a specified region, the member should be a Publisher Owner or Author Member registered as such to membership from that region at the time of his membership or the Publisher Owner or Author Member should represent the repertoire of that region.
- To avoid direct conflict of interest, any firm or body corporate ("Entity") which is a Member of the Society, having direct or indirect Control (as defined by Section 2(27) of the Companies Act, 2013) over any entity whose revenue attributable to/from any business activity eligible or requiring it to secure a statutory/compulsory/blanket license under the Copyright Act, 1957 from the Society or from any of its Affiliated Society(s) accounts for more than 40% of such Entity's total revenue in

the preceding financial year shall not be eligible to stand for election to the post of a Director of the Board.

- The ratio of the composition of the Board will stand as it is in case of increase or decrease in the number of the Directors.
- Appointment, Re-appointment and/or replacement of Directors shall be as per the provisions of the Companies Act, Copyright Act, 1957 and Copyright Rules, 2013.
- Any person to be elected to the Board shall fulfill certain additional criteria as may be laid down in the Rules of the Society and be compliant with applicable provisions of the Companies Act.
- Author Members and Publisher Owner Members shall vote for candidates for election to the Board in their respective category of Author or Publisher Owner only. For clarity, Author members shall not be eligible to elect Publisher Owner members to the Board of the Society and Publisher Owner members shall not be eligible to elect Author members to the Board of the Society.

Nomination Notice under Section 160 of the Companies Act, 2013 and rules made thereunder:

Case-I: In case of Author-Composer member of the Company proposing the candidature of himself/herself for appointment as Director of the Company.

Date: _____

To

**The Board of Directors
THE INDIAN PERFORMING RIGHT SOCIETY LIMITED
208, Golden Chambers,
New Andheri Link Road,
Andheri (West), Mumbai-400 053**

Dear Sirs,

Sub: Notice under Section 160 of Companies Act, 2013

I, Mr./Ms. _____, [DIN _____] do hereby give notice under Section 160 of the Companies Act, 2013, signifying my intention to propose my candidature for the office of Author-Composer Director of The Indian Performing Right Society Limited, (Representing Region _____) in the ensuing 48th Annual General Meeting of the Company or any adjournment thereof.

In this regard enclosed please find demand draft No. XXXXX dated XXXXX for INR 100,000/- (Rupees One Lakh Only) drawn on (Bank Name with Address of branch) towards the deposit in favour of The Indian Performing Right Society Limited as required under Section 160 of the Companies Act, 2013.

Thanking You.

Yours sincerely,

(Signature)

(Name of the Member)

Note: Deposit shall be refundable to such person if the person proposed to be appointed gets elected or gets more than 25% of total valid votes casted in respect of resolution for his/ her appointment

Encl:

- Demand Draft bearing No. _____ dated _____ for INR 100,000/- drawn in favour of 'The Indian Performing Right Society Limited'.
- Disclosure of Interest in Form MBP-1 along with List of Relatives.
- Declaration of eligibility in Form DIR-8.
- Letter for consent to act as a Director in Form DIR-2
- Brief Profile of the Candidate as per prescribed Format

Case-II: In case of Publisher Owner Member proposing the candidature of a person for appointment as Director of the Company.

Date: _____

To

The Board of Directors

THE INDIAN PERFORMING RIGHT SOCIETY LIMITED

208, Golden Chambers,
New Andheri Link Road,
Andheri (West), Mumbai-400 053

Dear Sirs,

Sub: Notice under Section 160 of Companies Act, 2013

We, (Corporate Member Name), [CIN _____] member of The Indian Performing Right Society Limited, hereby give notice under section 160 of the Companies Act, 2013 signifying the candidature of [**Name and Address of person to be appointed as director along with his/her DIN number**], for appointment as Publisher Owner Director of The Indian Performing Right Society Limited, (Representing Region _____) in the ensuing 48th Annual General Meeting of the Company.

In this regard enclosed please find Demand Draft No. XXXXX dated XXXXX for INR 100,000/- (Rupees One Lakh Only) in favour of The Indian Performing Right Society Limited drawn on (Bank Name with Address of branch) towards the deposit as required under Section 160 of the Companies Act, 2013.

Thanking You.

Yours sincerely,

For [Name of the corporate member]

Name of Director

Designation

Note: Deposit shall be refundable to such person if the person proposed to be appointed gets elected or gets more than 25% of total valid votes casted in respect of resolution for his/her appointment.

Encl:

- Demand Draft bearing No. _____ dated _____ for Rs. 100,000/- drawn in favour of 'The Indian Performing Right Society Limited'.
- Disclosure of Interest in Form MBP-1 along with List of Relatives
- Declaration of eligibility in Form DIR-8.
- Letter for consent to act as a Director in Form DIR-2
- Brief Profile of the Candidate as per prescribed Format

MANDATORY DISCLOSURES PERTAINING TO APPOINTMENT OF DIRECTOR PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013

1. DISCLOSURE OF INTEREST IN FORM MBP-1:

Pursuant to sub-section (1) of section 184 of the Companies Act, 2013 read with Rule 9 of the Companies (Meetings of the Board and its Powers) Rules, 2014, every Director shall disclose his concern or interest in any Company or Companies, Bodies Corporate, Firms and other Association of Individuals which shall include shareholding, in such manner as prescribed in MBP-1, **marked as Annexure I and List of Relatives as per Annexure II.**

2. DECLARATION OF ELIGIBILITY IN FORM DIR-8:

Pursuant to the provisions of sub-section (2) of section 164 of the Companies Act, 2013, every person before his appointment as a Director in the Company, shall be required to intimate to the Company about his/her eligibility in Form DIR-8, **marked as Annexure III.**

3. CONSENT TO ACT AS A DIRECTOR IN FORM DIR-2:

Pursuant to the provisions of section 152 of the Companies Act, 2013, a person proposed to be appointed as a Director shall not act as a Director unless he/she gives his/her consent to hold office of the Director in Form DIR-2 and such consent shall be filed with the Registrar of Companies within 30 days of his/her appointment, **marked as Annexure IV.**

4. BRIEF PROFILE OF CANDIDATE AS PER PRESCRIBED FORMAT marked as Annexure V.

Form MBP-1

Notice of Interest by Director

[Pursuant to Section 184(1) and Rule 9(1) of Companies Act, 2013]

To,
The Board of Directors
THE INDIAN PERFORMING RIGHT SOCIETY LIMITED
208, Golden Chambers, New Andheri Link Road,
Andheri (West), Mumbai- 400 053

Dear Sir(s),

I, [•], S/o [•], resident of [•], being a Director in the Company hereby give notice of my interest or concern in the following company or companies, bodies corporate, firms or other association of individuals:-

Sr. No.	Names of the Companies/bodies corporate, firms or other association of individuals	Nature of Interest or concern /Change in interest or concern	Shareholding (%)	Date on which interest or concern arose/changed
1.				
2.				
3.				

[•]
Director
DIN: [•]

Place: Mumbai
Date: [•]

LIST OF RELATIVES

1. Father (incl. Step-Father) :
2. Mother (incl. Step-Mother) :
3. Son (incl. Step-Son) :
4. Son's wife (incl. Step-Son) :
5. Daughter (incl. Step Daughter) :
6. Daughter's Husband :
7. Brother (incl. Step Brother) :
8. Sister (incl. Step Sister) :
9. HUF/its members :
10. Spouse :

Place: Mumbai
Date: [•]

[•]
Director
DIN: [•]

**FORM DIR-8
Intimation by Director**

[Pursuant to Section 164(2) and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014]

Registration No. of Company	U92140MH1969GAP014359
Name of Company	THE INDIAN PERFORMING RIGHT SOCIETY LIMITED
Address of its Registered Office	208, GOLDEN CHAMBERS, NEW ANDHERI LINK ROAD, ANDHERI (WEST), MUMBAI – 400 053

To,
The Board of Directors
THE INDIAN PERFORMING RIGHT SOCIETY LIMITED
208, Golden Chambers, New Andheri Link Road,
Andheri (West), Mumbai- 400 053

I, [•], S/o. [•], resident of [•], Director in the Company hereby give notice that I am/was a director in the following companies during the last three years:-

Sr. No	Name of the Company	Date of Appointment	Date of Cessation

I further confirm that I have not incurred disqualification under section 164(2) of the Companies Act, 2013 in any of the above companies, in the previous financial year, and that I, at present, stand free from any disqualification from being a Director.

OR

I further confirm that I have incurred disqualifications under section 164(2) of the Companies Act, 2013 in the following Companies, in the previous financial year, and that I, at present, stand disqualified from being a Director:

Sr. No	Name of the Company	Date of Appointment	Date of Cessation

Signature: _____

Name of Signatory : _____

DIN: _____

Place: _____
Date: _____ 2018

Form DIR-2**Consent to act as a director of a company**

[Pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014]

To,
The Board of Directors
THE INDIAN PERFORMING RIGHT SOCIETY LIMITED
208, Golden Chambers, New Andheri Link Road,
Andheri (West), Mumbai- 400 053

Sub: **Consent to act as a Director of The Indian Performing Right Society Limited**

I, [_____], hereby give my consent to act as Director of The Indian Performing Right Society Limited, pursuant to sub-section (5) of section 152 of the Companies Act, 2013 and certify that I am not disqualified to become a director under the Companies Act, 2013.

Director Identification Number (DIN)	:	
Name (in full)	:	
Father's Name (in full)	:	
Address	:	
E-mail id	:	
Mobile No	:	
Income-tax PAN	:	
Occupation	:	
Date of birth	:	
Nationality	:	
No. of companies in which I am already a Director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager	:	
Particulars of membership No. and Certificate of practice No. if the applicant is a member of any professional Institute	:	

Declaration

I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years. I further declare that if appointed my total Directorship in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.

Signature : _____

Name of Signatory : _____

Date: _____ 2018

Place: _____

**Attachments: 1.Proof of identity
2.Proof of residence**

BRIEF PROFILE OF CANDIDATES PROPOSED TO BE APPOINTED AS DIRECTOR OF THE COMPANY AT THE 48TH ANNUAL GENERAL MEETING

Name of the Director	
Age	
Qualifications	
No. of Works registered with IPRS	
Nature of Expertise & Experience	
Relationship with existing Director(s) of the Company	
Name of other Companies in which also holds Directorship	
Nomination / Candidature from Region	

Signature : _____

Name of Signatory : _____

Date: _____ 2018

Place: _____