



The Indian Performing Right Society Limited

Regd. Office : 208, Golden Chambers, 2nd Floor, New Andheri Link Road, Andheri (W), Mumbai - 400 053.

Tel : (022) 2673 3748 - 2673 3749 - 2673 3750 - 2673 6616. Fax. No. (022) 2673 6658.

e-mail - admin@iprsltd.com • Visit us at : www.iprs.org

CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED AT THE ANNUAL GENERAL BODY OF THE INDIAN PERFORMING RIGHT SOCIETY LIMITED HELD ON 27TH SEPTEMBER, 1991 AT HOTEL HORIZON, JUHU, BOMBAY AT 11.00 A.M.

Alteration of the Articles of Association of the Society:

“RESOLVED THAT the Articles of Association of the Company be altered as under:

INTERPRETATION

1. In Article 1 of the Articles of Association the definition of the following new terms be added:

1(a)(iv) “Ballet” means a choreographic work having a story, plot or abstract idea, devised or used for the purpose of interpretation by dancing and/or miming and includes country or folk dancing, and dance sequences.

1(a)(v) “Cinematograph film” includes a Cinematograph film and “Cinematograph” shall be construed as including any work produced by any process analogous to Cinematography. For this purpose “Video films” shall also be deemed to be work produced by a process analogous to Cinematography.

1(a)(x) “Dramatico-Musical Work” means an opera, operetta, musical play, revue or pantomime, or plays consisting of any form of music and it consists of words and music written expressly therefor.

1(a)(xii) “Background Music” means in respect of any work, the exclusive right to reproduce the work in any part of the world on the Sound-track of any cinematograph film/and any form of videography.

1(a)(xvii) “Musical Work” without prejudice to the generality of the expression, includes:

- (a) any combination of melody and harmony or either of them, printed, reduced to writing or otherwise graphically produced or reproduced.
- (b) any part of a musical work,
- (c) any musical accompaniment to non-musical plays,
- (d) any words or music of monologues having a musical introduction or accompaniment,
- (e) performance of any vocal or instrumental music either live or by recorded disc, tape, sound track of film or in any other form of audio or video recording,
- (f) any other words (or part of words) which are associated with a musical work (even if the musical work itself is not in copyright,

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or even if the performing rights in the musical work are not administered by the Society).

1(a) (xxv) Words importing the singular number includes the plural number.

2. In Articles 1(s) and (v) of the Articles of Association be deleted and in its place the following new articles shall be substituted:

1(a) (xix) "Performing Right" means and includes the right of performing in public, broadcasting and causing to be transmitted to subscribers to a diffusion service in all parts of the World, by any means and in any manner whatsoever, all musical works or parts thereof and such words and part thereof (if any) as are associated therewith including (without prejudice to the generality of the expression 'musical works') the vocal and instrument music in cinematograph films, the words and/or music of monologues having musical introduction, and/or accompaniment, and the musical accompaniment of non-musical plays, dramatico-musical works including operas, operettas, Musical plays, revues or pantomimes and ballets, video, plays, serials documentaries, dramas, commentaries etc. accompanied by music and the right of authorizing of the said Acts.

1(a) (xxxii) "Owner" means any person owning wholly or partially or having any interest in the public performing right or mechanical right in any work or music published or contained on the sound track of a cinematograph film, disc, audio or video cassette or otherwise in any other form or manner whatsoever and/or in any words which are or may be associated with any such music.

3. On the above resolutions being passed and becoming effective, the serial numbers of the sub-articles of Article 1(a) shall change.

MEMBERSHIP

4. Article Nos 3(1), 3(2), 3(3), 3(6), 3(7), 3(10) be deleted and its place the following new Articles shall be substituted:

5(a) Any person who is eligible may apply to the Society for admission to Membership. Such application shall be made in writing, signed by the applicant and shall be in such form as the Governing Council shall from time to time prescribe. Each applicant shall submit such evidence of eligibility and fulfillment of the qualifying criteria as the Governing Council considers to be reasonably necessary.

5(b) Each application shall be considered by the Governing Council or in such other manner as the Governing Council may from time to time direct. The Governing Council shall have full and unrestricted power to refuse any application without assigning any reason for such refusal.

5(c) There shall be three categories of Members, namely:

- i) Associate Members.
- ii) Full Members.
- iii) Honorary Members.

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5(d) No person may be admitted by the Council as a Member of any category unless he has fulfilled the qualifying criteria prescribed for that category, save that the Governing Council may, in its discretion, at any time admit any person who is eligible for membership to any category of Member, notwithstanding that he has not fulfilled the qualifying criteria for that category, if the Governing Council is satisfied that there are special circumstances, in view of which it would be in the interest of the Society for that person to be so admitted.

5(e) The qualifying criteria for each category of Member shall be:

- i) For Full membership, any of the following persons complying with the conditions respecting them may be admitted as full member of the Society
 - (a) A composer whose musical works may have been published and/or contained on the soundtrack of at least three released cinematograph films and/or works which are or may be associated in such music prior to the date of the incorporation of the Society or thereafter;
 - (b) An author whose works may have been published and/or contained on the soundtrack of at least 3 fully written released cinematograph films or lyrics aggregating to at least 20 lyrics in one or more of these films and/or works which are or may be associated in such works prior to date of the incorporation of the Society or thereafter, provided that his works should not be co-authored;
- ii) For associate membership, any of the following persons complying with the conditions respecting them may be admitted as associate members of the Society:
 - (a) A composer or author whose works may have been published and/or contained on the soundtrack of at least 1 released cinematograph film and/or works associated in such music prior to the date of the incorporation of the Society or thereafter;
 - (b) A composer whose musical works are contained in at least 1 telefilm or 1 teleserial (subject to a minimum of 13 episodes);
 - (c) An author whose works are contained in tele-serial or tele-film aggregating to at least 1 lyric in one/more of such tele-serial or tele-film;
 - (d) A composer of background music whose works may have been published and/or contained on the sound track of at least 1 released cinematograph film, telefilm and/or tele-serial (subject to a minimum of 13 episodes) and/or works which are or may be associated in such music prior to the date of incorporation of the Society or thereafter;
 - (e) An owner who may have commissioned the creation of original musical work by utilizing the services of an author or composer to compose and/or arrange musical works for at least 3 cinematograph films produced and released for exhibition prior to the incorporation of the Society or thereafter; provided that all agreements entered into after the incorporation of the Society shall expressly reserve to the author/lyricist, music director/composer, the entire copyright in all such works;
 - (f) A composer who has composed 50 original songs which have been commercially recorded on discs and/or cassettes and/or works which are or may be associated in such works prior to the date of the incorporation of the Society or thereafter;

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- (g) An author whose 50 lyrics have been commercially recorded on discs and or cassettes and/or works which are or may be associated in such works prior to the date of the incorporation of the Society or thereafter;
- (h) A composer of instrumental music whose original composition have been commercially recorded on 5 discs and/or cassettes and/or works which are or may be associated in such works prior to the date of the incorporation of the Society or thereafter;

iii) For honorary membership, a person who is actively engaged with the promotional activities of the aims and object of the Society or whose association with the Society may tend to further the interest and object of the Society may be admitted.

5(f) As soon as practicable after any qualifying criteria have been prescribed and, where necessary, approved, the Governing Council shall issue to the applicant a certificate in writing of the membership of such applicant in such form as the Governing Council may prescribe, signed by a Director of the Society and counter signed by the Secretary or any other officer appointed therefore, and cause them to be published in a journal or other periodical published by the Society at the time of the Annual General Meeting for the Information of Members.

5(g) Subject to these Articles, the admission to associate and full membership of Associate Members who have fulfilled the relevant qualifying criteria for such admission shall take place as soon as practicable after the commencement of each fiscal year following 31st March, on such member giving the necessary data.

5(h) For the purpose of this Article the Governing Council shall cause a statement to be prepared as soon as possible after the commencement of each financial year containing the names of all associate members who have fulfilled the qualifying criteria for admission to Full Membership.

The Governing Council shall examine the list and when satisfied that it is correct shall certify that the persons named thereon have been duly admitted to associate and full membership as the case may be.

5(i) Every person who has:

- a. been admitted to membership, or
- b. who has been subsequently admitted to another category of membership shall have issued to him a certificate as to his membership in such form, and signed by such officer of the Society, as the Governing Council shall from time to time prescribe.

5(j) The Governing Council may in recognition of long and valuable services rendered by any retiring President, Member or any other person directly connected with the aims and objects of the Society, appoint such person to be the President of Honour for the duration of his lifetime.

5(k) In case of a firm, the membership shall be in the name of the firm.

5. Article No. 3(5) is deleted and in its place the following new Article shall be substituted:

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4. The following persons shall be eligible for membership of the Society:
- (a) any Writer, Composer or Author, Owner;
 - (b) any widow, child or other relative, next to kin, beneficiary under the will, or legal representative of a deceased composer, author, writer, publisher or proprietor or of any deceased member (except of any Honorary Member), so long as the Copyright in the works of the deceased member subsists.

6. After Article 3 of the Article of Association a new Article 3 be inserted:

3. The Members of the Society are:

- (a) all persons who are Members at the time these Articles become binding upon the Society, and
- (b) any persons who is admitted to membership pursuant to Article 5.

7. Article 3 (9) of the Articles of Association be bifurcated into 2 sub-Articles 6(a) and (b).

8. After Article 3(9) of the Articles of Association a new article 6(c) be inserted.

6 (c) An Honorary Member shall not be entitled to receive notice of, or attend or vote at General Meetings, nor will he be entitled to the receipt of any payment out of the funds of the society, but he shall be entitled to receive a copy of the Director's Annual Report and the Audited Accounts except in cases as the Governing Council may at its discretion decide on.

9. Article 4(a) to 4(e) of the Article of Association be renumbered as Article 7(a) to 7(f).

10. Article 5(a) & 5(b) of the Article of Association be renumbered as Article 8(a) and 8(b).

11. Article 6(a) of the Articles of Association be deleted and in its place the following new Article shall be substituted.

9. (a) on the death of the member his membership shall cease and shall not be transmitted to any other person, but the rights(if any) already vested in the Society by the member, or controlled by the society by virtue of his membership, shall, subject to article 79 remain so vested or controlled:-

(i) for a period ending either on the 31st day of March in the seventh year following the year in which the member's death took place unless within that period an election as mentioned in the following paragraphs (ii) and (iii) takes place, or

(ii) if a successor shall be elected to membership during such period, then for so long as such successor remains a member, or

(iii) if a person is elected during such period to membership of an affiliated society in respect of the rights of the deceased member, then up to the date of such election.

Any payment to which the member would, if living have been entitled to in accordance with the Rules in respect of any period prior to the election of such

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successor shall be made to the member's legal representative until a successor is elected, or until the end of such seventh year as aforesaid, whichever is the earlier date. Upon the election to membership of any successor or aforesaid, any payment to which the member would, if living, have been entitled in accordance with the Rules in respect of any period subsequent to such election shall be made to such successor.

12. Article 6(b) of the Article of Association be renumbered as 9(b).

13. Article 7 of the Article of Association be deleted and in its place a new Article 9(c) be inserted.

9(c) The membership of any member shall ipso facto cease:-

(i) upon the expiration of the longest period for which copyright subsists by virtue of statute in any country which is either a member of the Berne union or a party to the Universal Copyright Convention in any of the works in respect of which such member is entitled to participate in distribution, or

(ii) in the case of any member being an executor or administrator under a successor certificate/ will upon his having disposed of all interest in all performing and mechanical rights which may have vested in him as such as an executor or an administrator.

14. Article 8 of the Article of Association be deleted and in its place a new article 9(e) be inserted.

9(e) any member may, by giving three months notice in writing to the Secretary, terminate his membership:

(i) three years after his first election to membership at the end of the month in that third year corresponding to the month in which he was first elected to membership, and

(ii) thereafter, on any third anniversary of that date; provided that in the case of any person who is already a Member when this article comes into operation the initial three year period shall be calculated from the anniversary of his election to the membership which immediately follows to the coming into operation of this article.

15. Articles 9 of the Articles of Association be deleted and in its place a new article 9(d) be inserted:

9(d) The Governing Council shall be entitled to terminate membership of any member in the following manner:-

(i) any member acting contrary to the interest or prejudice of the Society or otherwise does any act or acts detrimental to the interest of the Society and/or commits any breach or violation of any of the Articles of Association of the Society, the Governing Council shall be entitled to determine and/or terminate his membership of the Society by passing or adopting a resolution to that effect on a case to case basis.

(ii) however, no resolution terminating the membership of any member shall be passed by the Governing Council unless and until the Governing Council and through the Secretary of the Society issue a Show Cause Notice in writing at such of his last known address giving an opportunity to the member concerned to show cause within 14 days as to why his membership of the society should not be determined or terminated. On receipt of such notice by the member concerned he should show cause

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why his or her membership should not be determined or terminated and his explanation shall be taken into consideration by the Governing Council prior to passing a resolution determining or terminating the membership of the member concerned.

(iii) on the passing of the resolution by the Governing Council determining or terminating the membership of any member concerned, such member shall cease to be a member of the society with immediate effect.

(iv) in the event of the not showing cause to the Governing Council, the Governing Council shall be entitled to determine or terminate the membership of the member concerned.

NOTICE OF GENERAL MEETINGS:

16. Article 15 of the Article of Association be deleted and in its place a new article 15 be inserted:

15. An Annual General Meeting and a meeting called for the passing of a special Resolution shall be called by twenty one days' notice in writing at the least, and a meeting of the society other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the society in General Meeting, to such members as are, under these Articles, entitled to receive such notices from the society.

PROCEEDING AT GENERAL MEETING

17. In Article 18 of the Article of Association the words "25 full members (including the Directors) present in person" be substituted for the words "Five Members present in persons entitled to attend and vote personally".

18. In Article 21 of the Article of Association, the word "thirty" be substituted for the word "Fifteen".

VOTES OF MEMBERS:

19. Article 28, 29, 30 and 31 of the Article of Association be renumbered as Article 28(a) to 28(d).

20. After Article 31 of the Articles of Association a new Article 28(e) be inserted:

28(e) An Associate Member is neither entitled to vote nor to stand for election to the post of a Director of the Governing Council.

21. Article 32 of the Article of Association be renumbered as Article 29.

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22. Article 33 of the Articles of Association be deleted and in its place a new Article 30(a) and (b) be inserted:

30 (a) Subject to the provisions of Section 252 of the Companies Act, the Governing Council shall consist of not more than twenty six directors excluding President of Honour and the authors and composers shall have equal representation and not more than 2 shall be owners.

(b) Only Full Members are entitled to stand for election to the post of a Director of the Governing Council.

23. Article 34 of the Article of Association be renumbered as Article 39 (b)

24. Article 35 of the Article of Association be renumbered as Article 34.

25. Article 36 of the Articles of Association be renumbered as Article 31.

26. After Article 36 of the Article of Association two new Article 32 and 33 be inserted:

32(a). The Governing Council may also elect as President of Honour on such terms as it shall deem expedient, a retiring President to whose long and valuable services it desires to give special recognition. The Governing Council may also elect as Honorary Members of the Governing Council, retiring Directors whom it desires to honour for similar reasons. Save as hereinafter provided such elections shall be at the entire discretion of the Governing Council, and shall be for life, subject to Article 60 hereof: provided that no person shall be so elected as an Honorary Member who has served either as a Director or Consultant Director for less, in aggregate, than ten years or as Chairman or Vice-Chairman of the Governing Council for less than five years.

(b) the President, Vice-President and Presidents of Honour shall have the right to attend all meetings of the Governing Council or Executive Council, and of any Committee of the Governing Council or Executive Council; the Honorary Members of the Governing Council shall have the right to attend all such meetings of the Governing Council, and of the Executive Council or of any Committee of the Governing Council or Executive Council as they have been invited to attend by the Chairman of the Executive Council as the case may be or of the Committee in question. Except in the case of the President or Vice-President who is a Director, no person attending a meeting of the Governing Council, Executive Council or Committee thereof pursuant to this Article shall have any voting rights at the meeting, provided that any such person who may be elected Chairman of the Governing Council and/or of the Executive Council and/or of any Committee shall have the customary Chairman's casting vote.

33. Consultant Directors may be appointed by the Governing Council on such terms and for such period as it shall deem expedient.

27. Article 37 and 38 of the Article of Association be renumbered as Article 35 and 36 respectively.

POWERS AND DUTIES OF THE GOVERNING COUNCIL

28. Article 39 and 40 of the Article of Association be renumbered as Article 37 and 38 respectively.

29. Article 41 of the Articles of Association be deleted.

30. After Article 41 of the Article of Association a new Article 39 be inserted:

39. The Governing Council may, from time to time and at any time, by power of attorney appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Governing Council to be the attorney or attorneys of the Society for such purposes, and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Governing Council under these Articles) and for such period and subject to such conditions as it may think fit. Any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Governing Council may think fit, and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

31. Article 42 and 43 of the Articles of Association be renumbered as Article 40 and 41 respectively.

32. Article 44(a), (b) and (c) be deleted and in its place a new article 42(a) be inserted:

42. The Governing Council may, before making any distribution among the Members:-

(a) Apply out of the receipts such sums as it thinks proper or has agreed to contribute:-

(i) As gratuities, donations, pensions and emoluments to any Member or ex-Member or any person at any time in the employment of the Society or engaged in any business acquired by the Society and the wives, widows, families and dependants of any such persons;

(ii) to contributions to any benevolent, pension or similar fund which may be established for the benefit of Members, ex-Members or employees of the Society or their wives, widows, families or dependants;

(iii) for the relief of distress caused by natural disasters or other exceptional calamities;

(iv) by way of loan or gift or on such terms as may be thought fit for any purpose conducive to the improvement or advancement of the composition, teaching or performance of music or for any other purpose calculated to benefit members or to or for the benefit of the Society, Association or Company whose objects shall include any such purpose;

(v) to establish any fund, trust, association or institution to carry out any of the purpose referred to in (i) to (iv) hereof.

(vi) to set aside such sums as it thinks proper for paying subscriptions, loans, donations, gifts or other payments for any of the purposes for which power is given by sub-clauses (ii) and (iv) of Clause III (6) of the Memorandum of Association.

Provided that any payments under (ii), (iii) and (iv) hereof shall not in any one accounting year in aggregate exceed a sum which is equivalent to ten percent of the

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total of the amounts allocated and paid to Members and affiliated societies during the preceding accounting year as shown in the Directors' Report and Statement of Accounts for that year adopted by the Society.

33. Article 44(b) of the Articles of Association be renumbered as Article 42 (b).

34. In Article 45 to 48 of the Articles of Association the words "Governing Council" be substituted for the words "Executive Committee" and they be renumbered as Article 43 to 46 respectively.

35. Article 49 and 50 be renumbered as Articles 47 and 48 respectively.

36. Article 51 be renumbered as Article 49.

37. Article 52 to 57 be renumbered as Articles 50 to 56 respectively.

38. Article 58 to 61 be renumbered as Article 57 to 60 respectively.

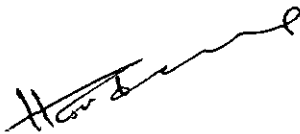
39. After Article 61 of the Article of Association a new Article 61 be inserted:

61. The Governing Council and the Executive Council may delegate any of their respective powers to Committees consisting of such Director or Directors as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Governing Council or, as the case may be, by the Executive Council.

40. In Article 79 of the Article of Association, the word "March" be substituted for the word "December".

CERTIFIED TO BE TRUE

For THE INDIAN PERFORMING RIGHT SOCIETY LIMITED



DIRECTOR



The Indian Performing Right Society Limited

Regd. Office : 208, Golden Chambers, 2nd Floor, New Andheri Link Road, Andheri (W), Mumbai - 400 053.

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e-mail - admin@iprs Ltd.com • Visit us at : www.iprs.org

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

The Governing Council is of the opinion that most of the provisions in the Articles of Association of the Society at present are outdated and are not in keeping with the changed times and therefore, the same needs to be amended.

The alterations proposed to be made in the Articles of Association of the Society, as proposed by the Governing Council, described in detail in the Notice to this meeting.

The proposed alteration would, however, require approval of the Members of the Society by way of a Special resolution.

The Governing Council recommends the said resolution for the approval of the Members of the Society.

Draft of amended Articles of Association of the Society shall be available for inspection of the Members.

None of the Directors of the Company are interested in the above resolution.

By Order of the Governing Council
For **THE INDIAN PERFORMING RIGHT SOCIETY LTD.**

DIRECTOR