



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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CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED AT THE ANNUAL GENERAL BODY OF THE INDIAN PERFORMING RIGHT SOCIETY LIMITED HELD ON 2ND SEPTEMBER, 1996 AT REGENCY HALL, HOTEL HOLIDAY INN, BOMBAY AT 10.00 A.M.

Alteration of the Articles of Association of the Society:

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

9.1 Articles 1(a)(v), 1(a)(vii), 1(a)(xvii) of the Articles of Association be deleted and in its place the following new Articles shall be substituted:

1(a)(v) “Cinematograph Film” means any work of visual recording on any medium produced through a process from which a moving image may be produced by any means and includes a sound recording accompanying such visual recording and “Cinematograph” shall be construed as including any work produced by any process analogous to cinematography including video films.

1(a)(vii) “Composer” in relation to a Musical Work, means the person who composes the music regardless of whether he records it in any form of graphical notation.

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

- (a) a work consisting of music and includes any graphical notation of such work but does not include any words or any action intended to be sung, spoken or performed with the music;
- (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 of accompaniment;
- (e) performance of any vocal or instrumental music either live or by recorded disc, tape, soundtrack 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, or even if the performing rights in the musical work are not administered by the Society).

9.2 Article 5(e) (i) of the Articles of Association be deleted and in its place the following new Articles shall be substituted:

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

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- (i) For Full Membership, any of the following persons complying with the conditions respecting them may be admitted as Full Members of the Society:
 - (a) A Composer whose 30 Musical Works may have been published and/or contained on the soundtrack of released cinematograph films or whose musical work by way of background music may have been published and/or contained on the soundtrack of at least 3 released cinematograph films, or serials of 39 episodes or whose 50 musical works may have been published on any other medium and/or works which are or may be associated in such music prior to the date of incorporation of the Society or thereafter;
 - (b) An Author whose works may have been published and/or contained on the soundtrack of released cinematograph films aggregating to at least 24 lyrics in one or more of these films or serials of 39 episodes or aggregating to at least 40 lyrics in any other medium and/or works which are or may be associated in such music prior to the date of the incorporation of the Society or thereafter; provided that these works should not be co-authored;
 - (c) A Publisher who has published 50 Musical works contained on the sound track of released cinematograph films or whose musical works by way of background music may have been published and/or contained on the soundtrack of at least of 6 released cinematograph films, or serials of 39 episodes or who has published 75 Musical Works on any other medium and/or works which are or may be associated in such music prior to the date of the incorporation of the Society or thereafter.

9.3 Article 9(e) of the Article of Association be deleted and in its place the following new Article shall be substituted:

9(e) Any member may, by giving 2 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 membership which immediately follows the coming into operation of this Article.

- (iii) If the Society fails to fulfill its commitment as laid down in the Assignment Agreement

9.4 In Article 12 of the Article of Association the words "fifteen months" be substituted for the words "twelve months".

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9.5 In Article 18 of the Article of Association the words “25 full members (including the Directors) present in person” be substituted by the words ”1/3rd of the Members of the Society”

9.6 Article 19 of the Article of Association be deleted and in its place the following new Article shall be substituted:

19. If, within half an hour after the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of the Members, shall be dissolved; in any other case the Members present shall be the quorum or it shall stand adjourned to such other day and at such other time and place as the Governing Council may determine, and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the Full Members present shall be the Quorum.

9.9 A new Article 30(d) be added to the Article of Association as follows:

- 30(d) Directors who attain 70 years of age shall retire from the Governing Council and shall be eligible for recognition as per Article 32 of the Articles of Association of the Society.

9.10 In Article 32(a) of the Article of Association, at the end, the following words are to be added:

- 32(a) A Retiring Director as per Article 30(d) is eligible to be elected as Chairman or Vice-Chairman of the Governing Council.

CERTIFIED TO BE TRUE

For THE INDIAN PERFORMING RIGHT SOCIETY LIMITED


Director



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EXPLANATORY STATEMENT Under Section 173(2) of the Companies Act, 1956

Item No. 5.

Your Directors have felt that the Articles of Association of the Society have to be amended to bring it in line with the Copyright Act, 1957, as also to respond to the requirement of the present time and thus seeks your approval and consent. The Explanations as required under Section 173 of the Companies Act, 1956 is given hereunder:

Item No. 1 of the Annexure :

The 3 definitions are required to be amended to keep in line with the definitions of these terms as per the Copyright Act, 1957.

Your Directors commend these Resolutions for approval.

Item No. 2 of the Annexure :

The Governing Council feels that the criteria for admission to full membership of the Society should be reviewed. Thus, your Directors Commend the new Article 5(e) be approved.

Your Directors commend the Resolution for approval.

Item No. 3 of the Annexure :

This Article needs to be amended to keep in line with the requirement of the Copyright Rules, 1958.

Your Directors commend the Resolution for approval.

Item No. 4 of the Annexure :

This article needs to be amended to keep in line with the requirement of the Copyright Rules, 1958.

Your Directors commend the Resolution for approval.

Item No. 5 of the Annexure :

This Article needs to be amended to keep in line with the requirement of the Copyright Rules, 1958.

Your Directors commend the Resolution for approval.

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This Article needs to be amended to keep in line with the requirement of the Copyright Rules, 1958.

Your Directors commend the Resolution for approval.

Item No. 7 of the Annexure :

In order to increase the representation from different sectors of Music other than film, as also with a view to encourage a larger participation from the members, the Governing Council proposes to make amendments to this Article.

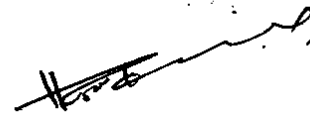
Your Directors commend these Resolutions for approval.

Item No. 8 of the Annexure :

The proposed addition to this Article is with a view of laying down clearly the possibility of Honorary Directors being the Chairman or Vice-Chairman of the Society.

Your Directors commend the Resolution for approval.

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



DIRECTOR