

**Statement of the Proposed Amendments to the Existing Articles of Association of  
The Indian Performing Right Society Limited-Circulated along with the Notice of the 47<sup>th</sup> AGM  
to be held on 29.09.2017**

Sr. No.	Article No.	Existing Article	Proposed New Article (Specific proposed amendment has been underlined)
1.	7(b)	<p>The rights to be given by a Member and which would be administered by the Society on behalf of the Member are:-</p> <p>i. the Performing Right;</p> <p>ii. the Mechanical Right (Right of Reproduction);</p> <p>iii. the Synchronisation Royalty payable to the Society as per these Articles;</p> <p>iv. the Right to Royalty</p> <p>The Society will not administer but shall be entitled to collect share of royalties payable to Author/Composer Members of the Society in relation to the Synchronisation Right.</p> <p>Without prejudice to the Performance/Communication to the Public license fee/royalty payable separately to the society for the Performance/Communication to the public of the Synchronised Work, the Society shall also collect share of royalties payable to Author/Composer Members for the Synchronisation of the Work ("Synchronisation Royalty"). For ease of business, the Publisher Members shall grant consolidated license both for such Synchronized Work; provided that the Publisher Member ensures that Synchronization royalty is paid to the society at a percentage rate fixed by the Board of the Society as percentage of consideration. In case of the Publisher Members granting a free license, the Publishers Member shall inform the Society on a monthly basis with the full details of the licenses issued during the month and shall ensure payment to the society of the Synchronization royalty as decided by the Board of the Society.</p>	<p>The rights to be given by a Member and which would be administered by the Society on behalf of the Member are:-</p> <p>i. the Performing Right;</p> <p>ii. the Mechanical Right (Right of Reproduction);</p> <p>iii. the Synchronisation Royalty payable to the Society as per these Articles;</p> <p>iv. the Right to Royalty</p> <p>The Society will not administer but shall be entitled to collect share of royalties payable to Author/Composer Members of the Society in relation to the Synchronisation Right.</p> <p>Without prejudice to the Performance/Communication to the Public license fee/royalty payable separately to the society for the Performance/Communication to the public of the Synchronised Work, the Society shall also collect share of royalties payable to Author/Composer Members for the Synchronisation of the Work ("Synchronisation Royalty"). For ease of business, the <u>Owner Members</u> shall grant consolidated license both for such Synchronized Work; provided that the <u>Owner Member</u> ensures that Synchronization royalty is paid to the society at a percentage rate fixed by the Board of the Society as percentage of consideration. In case of the <u>Owner Members</u> granting a free license, the <u>Owner Member</u> shall inform the Society on a monthly basis with the full details of the licenses issued during the month and shall ensure payment to the society of the Synchronization royalty as decided by the Board of the Society.</p>
2.	8(d)(i)	<p>If any member who acts contrary to the interest or prejudice of the Society or</p>	<p>If any member who acts contrary to the interest or prejudice of the Society or</p>

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		otherwise does any act or acts detrimental to the interests of the Society and/or commits any breach or violation of any of the Articles under the Articles of Association of the Society or the Rules made from time to time, the Board shall be entitled to determine and/or terminate his membership of the Society by passing or adopting a resolution with 3/4th majority of the Author Board members and separately 3/4th majority of Music Publisher Owners members present and voting to that effect on a case to case basis.	otherwise does any act or acts detrimental to the interests of the Society and/or commits any breach or violation of any of the Articles under the Articles of Association of the Society or the Rules made from time to time, the Board shall be entitled to determine and/or terminate his membership of the Society by passing or adopting a resolution with 3/4th majority of the Author Board members and separately 3/4th majority of <u>Owners members</u> present and voting to that effect on a case to case basis.
3.	8(d)(iv)	On the passing of the resolution by the Board determining or terminating the membership of any Member concerned, such Member's membership shall stand suspended till the resolution of the Board is approved by majority of all Members at the General Meeting by passing or adopting a resolution with 3/4th majority of the Members present and voting at the General Meeting to that effect on a case to case basis, on the basis of "one man one vote" for Authors/Composers and on the basis of "one work one vote" for Music Publishers/Owners. Only after the resolution of the Board determining or terminating the membership of any Member concerned is approved in a General Meeting as aforesaid, shall that person concerned cease to be a Member of the Society with immediate effect.	On the passing of the resolution by the Board determining or terminating the membership of any Member concerned, such Member's membership shall stand suspended till the resolution of the Board is approved by majority of all Members at the General Meeting by passing or adopting a resolution with 3/4th majority of the Members present and voting at the General Meeting to that effect on a case to case basis, on the basis of "one man one vote" for Authors/Composers and on the basis of "one work one vote" for <u>Owners</u> . Only after the resolution of the Board determining or terminating the membership of any Member concerned is approved in a General Meeting as aforesaid, shall that person concerned cease to be a Member of the Society with immediate effect.
4.	20(a)	The Chairman of the Meeting shall be elected from among the members of the Society, by a majority of all the members present and voting at a General Meeting of the Society. The said election of the Chairman shall be by way of show of hands (i.e. on the basis of a "one man one vote" formula) unless a poll by ballot (which shall also be cast on the basis of	The Chairman of the Meeting shall be elected from among the members of the Society, by a majority of all the members present and voting at a General Meeting of the Society. The said election of the Chairman shall be by way of show of hands (i.e. on the basis of a "one man one vote" formula) unless a poll by ballot (which shall also be cast on the basis of

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		“one man one vote” formula) is demanded by the members present and voting at a General Meeting of the Society or by the said candidates.	“one man one vote” formula) is demanded by the members present and voting at a General Meeting of the Society or by the said candidates. <u>The elected Chairman of the Society shall be and preside as Chairman at every General Meeting and Board Meetings of the Society.</u>
5.	20(b)(i)	Publisher: 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;	<u>Owner</u> : 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;
6.	20(d)	Save and except the provisions of Article 24, the said elected Chairman shall also be appointed as the Chairman of the Board of Directors of the Society from within Directors comprising of representatives of the 12 (Twelve) Directors(6 Directors each being drawn respectively from Author Members and Music Publisher Members) elected on the Board of the Society. Once a member, standing for election as a Director, is elected as the Chairman of the Society in a General Meeting and as a Director, other Members shall cause their nominees (on the Board) to vote in favour of appointment of such person as the Chairman of the Board of Directors.	Save and except the provisions of Article 24, the said elected Chairman shall also be appointed as the Chairman of the Board of Directors of the Society from within Directors comprising of representatives of the 12 (Twelve) Directors(6 Directors each being drawn respectively from Author Members and <u>Owner Members</u> ) elected on the Board of the Society. Once a member, standing for election as a Director, is elected as the Chairman of the Society in a General Meeting and as a Director, other Members shall cause their nominees (on the Board) to vote in favour of appointment of such person as the Chairman of the Board of Directors.
7.	21(b)(ii)	For the Reserved Items mentioned in Article 16 (b)(i) to (iv) and Resolutions moved/proposed during the Meeting with prior approval of the Board, the voting methodology shall be on the basis of “one man one vote” for Authors/Composers and on the basis of “one work one vote” for Music Publishers and such matters/resolutions shall be placed at the General Meeting and shall require 75% (i.e. 3/4th majority) or more votes of Author/Composers Members present in person and entitled to vote at the General	For the Reserved Items mentioned in Article 16 (b)(i) to (iv) and Resolutions moved/proposed during the Meeting with prior approval of the Board, the voting methodology shall be on the basis of “one man one vote” for Authors/Composers and on the basis of “one work one vote” for <u>Owners</u> and such matters/resolutions shall be placed at the General Meeting and shall require 75% (i.e. 3/4th majority) or more votes of Author/Composer Members present in person and entitled to vote at the General Meeting

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		Meeting and separately 75% (i.e. 3/4th majority) or more votes of Music publishers Members present in person and entitled to vote at the General Meeting, in favour of the resolution, for it to be passed; For item mentioned in Article 16 (B) (i) concerning election of Directors, Author Members and Owner Members shall vote for candidates in their respective category of Author or Owner only. For clarity, Author members shall not be eligible to elect Owner members to the Board of the Society and Owner members shall not be eligible to elect Author members to the Board of the Society.	and separately 75% (i.e. 3/4th majority) or more votes of <u>Owner Members</u> present in person and entitled to vote at the General Meeting, in favour of the resolution, for it to be passed; For item mentioned in Article 16 (B) (i) concerning election of Directors, Author Members and Owner Members shall vote for candidates in their respective category of Author or Owner only. For clarity, Author members shall not be eligible to elect Owner members to the Board of the Society and Owner members shall not be eligible to elect Author members to the Board of the Society.
8.	25A(c)	The Chairman Emeritus shall be entitled to all the privileges and facilities as made available to Chairman of the Society as per Article 25 (a) & (b) of these Articles.	The Chairman Emeritus shall be entitled to all the privileges and facilities as made available to Chairman of the Society as per Article 25 (a) & (b) of these Articles <u>and such costs shall be exclusively borne by the Society's Members only.</u>
9.	26	The Directors on the Board shall not be entitled as such to any remuneration; but the Board may remunerate in such manner as it thinks fit, any Director who may be called upon to render any special service to the Society. The Directors shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meeting of the Board and/or in connection with the Society's business and also a sitting fee.	The Directors on the Board shall not be entitled as such to any remuneration; but the Board may remunerate in such manner as it thinks fit, any Director who may be called upon to render any special service to the Society. The Directors shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meeting of the Board and/or in connection with the Society's business and also a sitting fee. <u>All such payments shall be detailed in the Society's Annual Report.</u>
10.	27(c)	Further, for the Reserved Items as per the matters set out as Reserved Items vide Article 16 (a) (ii) to (v) to be considered as having been finally passed would also require to be passed by 75% or more votes of Members present in person and entitled to vote at a General Meeting of Members, in favour of the resolution. The voting methodology at	Further, for the Reserved Items as per the matters set out as Reserved Items vide Article 16 (a) (ii) to (v) to be considered as having been finally passed would also require to be passed by 75% or more votes of Members present in person and entitled to vote at a General Meeting of Members, in favour of the resolution. The voting methodology at

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		AGM/EGM pertaining to Reserved Items shall be on the basis of “one man one vote” for Authors/Composers and on the basis of “one work one vote” for Music Publishers and such matters/resolutions placed at the General Meeting shall be binding on the Society only after the said resolutions have been passed by (i) 75% or more votes of Author/Composers Members present in person and entitled to vote at the General Meeting and (ii) 75% or more votes of Music publishers Members present in person and entitled to vote at the General Meeting.	AGM/EGM pertaining to Reserved Items shall be on the basis of “one man one vote” for Authors/Composers and on the basis of “one work one vote” for <u>Owners</u> and such matters/resolutions placed at the General Meeting shall be binding on the Society only after the said resolutions have been passed by (i) 75% or more votes of Author/Composers Members present in person and entitled to vote at the General Meeting and (ii) 75% or more votes of <u>Owner Members</u> present in person and entitled to vote at the General Meeting.
11.	28(a)	The Board may appoint a Committee(s) by whatever name called, for such purposes and with such powers, authorities and directions under Terms of Reference (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit. Committee Members may be paid all travelling, hotel and other expenses properly incurred by them under the said Terms of Reference.	The Board may appoint a Committee(s) by whatever name called, for such purposes and with such powers, authorities and directions under Terms of Reference (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit <u>with all such functions being recommendatory and subject to approval of the Board.</u> Committee Members may be paid all travelling, hotel and other expenses properly incurred by them under the said Terms of Reference.
12.	28(b)	It is clarified that the Legal Committee authorised and appointed to oversee the Society’s legal matters shall consist of 2 (Two) Author/ Composer Directors and 2 (Two) Music Publisher Directors (inclusive of the Chairman of the Society). The Legal Committee of the Board shall be exclusively responsible for all legal matters of the Society, including appointment of outside counsel, legal proceedings and/ or investigations (civil and/or criminal), claims and actions concerning or related to the Society, any part of or the whole of its Business, interests of its members or one class of members, its Directors and Officers excluding for “Legal	It is clarified that the Legal Committee authorised and appointed to oversee the Society’s legal matters shall consist of 2 (Two) Author/ Composer Directors and 2 (Two) <u>Owner</u> Directors (inclusive of the Chairman of the Society). The Legal Committee of the Board shall be exclusively responsible for all legal matters of the Society, including appointment of outside counsel, legal proceedings and/ or investigations (civil and/or criminal), claims and actions concerning or related to the Society, any part of or the whole of its Business, interests of its members or one class of members, its Directors and Officers excluding for “Legal

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		Cases” as defined in Article 28(c). All legal expenses already incurred or that may be incurred under direction of the Committee shall be promptly disbursed by the Society on written request of the Legal Committee. All decisions of the Legal Committee shall be on the basis of a simple majority of members present and voting during meetings of the Legal Committee. The Chairman shall have a second or casting vote only in the case of a tie.	Cases” as defined in Article 28(c). All legal expenses already incurred or that may be incurred under direction of the Committee shall be promptly disbursed by the Society on written request of the Legal Committee. All decisions of the Legal Committee shall be on the basis of a simple majority of members present and voting during meetings of the Legal Committee. The Chairman shall have a second or casting vote only in the case of a tie.
13.	28(c)	Notwithstanding Article 28 (b), the composition of the Legal Committee solely responsible for the conduct and disposal of legal proceedings (civil and/or criminal), claims, complaints, claims and actions (“Legal Cases”) arising, filed, registered (and subsisting/pending) prior to 31.12.2016 against the Society, its Directors and/or Officers, shall be 2 (Two) Author/Composer Directors and 2 (Two) Music Publishers Directors (inclusive of the Chairman of the Society) and the Outside Counsel of the Society (as a non-voting invitee) if any. This composition shall subsist until the year 2020 or until the Legal Cases are finally closed or quashed and/or withdrawn, whichever is earlier. All legal expenses already incurred or that may be incurred under direction of the Committee shall be promptly disbursed by the Society on written request of the Legal Committee charged with the Legal Cases. All decisions of the Legal Committee shall be on the basis of a simple majority of members present and voting during meetings of the Legal Committee. In case of a tie, the decision will be referred to Governing Council and would be decided by 3/4th majority of Board Member present and voting.	Notwithstanding Article 28 (b), the composition of the Legal Committee solely responsible for the conduct and disposal of legal proceedings (civil and/or criminal), claims, complaints, claims and actions (“Legal Cases”) arising, filed, registered (and subsisting/pending) prior to 31.12.2016 against the Society, its Directors and/or Officers, shall be 2 (Two) Author/Composer Directors and 2 (Two) <u>Owner</u> Directors (inclusive of the Chairman of the Society) and the Outside Counsel of the Society (as a non-voting invitee) if any. This composition shall subsist until the year 2020 or until the Legal Cases are finally closed or quashed and/or withdrawn, whichever is earlier. All legal expenses already incurred or that may be incurred under direction of the Committee shall be promptly disbursed by the Society on written request of the Legal Committee charged with the Legal Cases. All decisions of the Legal Committee shall be on the basis of a simple majority of members present and voting during meetings of the Legal Committee. In case of a tie, the decision will be referred to The Board and would be decided by 3/4th majority of Board Member present and voting.
14.	33(a)	The Board shall, from time to time, appoint any person not being a Member as Chief Executive Officer of the Society for such term and at such remuneration as it may think fit, and (subject to any contract entered into between the Society and such Chief Executive Officer) may from time to time remove and	The Board shall, from time to time, appoint any person, not being a Member <u>of any Society either as a Music Publisher or as an Author</u> , as Chief Executive Officer of the Society for such term and at such remuneration as it may think fit, and (subject to any contract entered into between the

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		appoint some other person as Chief Executive Officer in his place. The Chief Executive Officer so appointed shall be holding the position of a principal officer of the Society/ Company under the Copyright Act and Rules as applicable. Such person shall be required to act under the control, supervision and directions of the Board of Directors as executor of the decisions of the Board/Governing Council.	Society and such Chief Executive Officer) may from time to time remove and appoint some other person as Chief Executive Officer in his place. The Chief Executive Officer so appointed shall be holding the position of a principal officer of the Society/Company under the Copyright Act and Rules as applicable. Such person shall be required to act under the control, supervision and directions of the Board of Directors as executor of the decisions of <u>the Board.</u>
15.	40	The provisions of the Companies Act shall govern the term of office of Directors and their re-election subject to it complying with the provisions of the Copyright Act, 1957 and Copyright Rules, 2013.	The provisions of <u>the Companies Act, 2013</u> shall govern the term of office of Directors and their re-election subject to it complying with the provisions of the Copyright Act, 1957 and Copyright Rules, 2013. <u>The Directors of the Company shall be liable to retire by rotation, pursuant to Section 152(6)(c) of the Companies Act 2013, one third of the total number of directors for the time being, shall retire by rotation at every AGM of the Company. Thus, the term of office of every director shall be three years, who subject to the provisions of the Companies Act shall be eligible for re-appointment.</u>
16.	56	The Directors, Chief Executive Officer, Auditors, Secretary, and other Officers for the time being of the Society, and the trustees (if any) for the time being, acting in relation to any of the affairs of the Society, and each one of them and their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and property of the Society from and against all actions, claims, proceedings, costs including legal expenses, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors, or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through such person's proven personal wilful neglect or default respectively, and none of them shall	The Directors, Chief Executive Officer, Auditors, Secretary, and other Officers for the time being of the Society, and the trustees (if any) for the time being, acting in relation to any of the affairs of the Society, and each one of them and their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and property of the Society from and against all actions, claims, proceedings, costs including legal expenses, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors, or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through such person's proven personal wilful neglect or default respectively, and none of them shall

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		<p>be answerable for the acts, receipts, neglects or defaults of the other or others of them, or for joining in any receipt for the sake of conformity or for any bankers or other persons with whom any monies or effects belonging to the Society shall be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which monies of or belongings to the Society shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, unless the same shall happen by or through such persons proven personal wilful neglect or default respectively. It is clarified that Directors representing Music Publisher Members and/or Author Members shall be eligible for Indemnification by the Society only during the term and subsistence of their Music Publisher Company or individual's membership of the Society respectively.</p> <p>Any action, civil and/or criminal, against past or present Directors and/or the Chief Executive Officer and/or other Company Executives/Officers for any matter related the Company Administration (including licensing, distribution, documentation, accounting and other matters) can be initiated only subject to unanimous resolution of more than ¾ of the total strength of the Board of Directors present and voting in person at such meeting of the Governing Council.</p>	<p>be answerable for the acts, receipts, neglects or defaults of the other or others of them, or for joining in any receipt for the sake of conformity or for any bankers or other persons with whom any monies or effects belonging to the Society shall be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which monies of or belongings to the Society shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, unless the same shall happen by or through such persons proven personal wilful neglect or default respectively. It is clarified that Directors representing <u>Owner Members</u> and/or Author Members shall be eligible for Indemnification by the Society only during the term and subsistence of their Music Publisher Company or individual's membership of the Society respectively.</p> <p>Any action, civil and/or criminal, against past or present Directors and/or the Chief Executive Officer and/or other Company Executives/Officers for any matter related the Company Administration (including licensing, distribution, documentation, accounting and other matters) can be initiated only subject to <u>majority</u> resolution of more than ¾ of the total strength of the Board of Directors present and voting in person at such meeting of the <u>Board of Directors</u>.</p>