

THE INDIAN PERFORMING RIGHT SOCIETY LIMITED

Statement of proposed amendments to the clauses in Articles of Association:

Article No.	Title	Existing Article	Amended Article	Description of amendment
1 (a) (xviii)	Definition	-	“Meeting” means any General Meeting or Extraordinary General Meeting (called by the Society), conducted in accordance with the applicable provisions of the Companies Act, 2013 read with Rules thereof.	Incorporation of new definition as per following text: <i>“Meeting” means any General Meeting or Extraordinary General Meeting (called by the Society), conducted in accordance with the applicable provisions of the Companies Act, 2013 read with Rules thereof.</i> The numbering of subsequent clauses has changed from Article 1 (a) (xviii) to Article 1(a) (xxxiv) due to insertion of the above.
1 (a) (xxxiv)	Definition	-	“Votes” shall mean the right or entitlement of a member of the Society, as per these Articles ,to vote on any matter or resolution as placed before the Meeting of the members of the Society for	Incorporation of new definition as per following text: <i>“Votes” shall mean the right or entitlement of a member of the Society, as per these</i>

			<p>consideration and approval thereof or any matter or resolution as placed before the members of the Society for consideration and approval thereof through Ballot (i.e. by remote e-voting prior to date of general meeting or as e-voting or physical ballot at the general meeting),conducted in accordance with the applicable provisions of the Companies Act, 2013 read with Rules thereof, such voting right or entitlement having been determined vide Article 21 of these Articles of Association.</p>	<p><i>Articles ,to vote on any matter or resolution as placed before the Meeting of the members of the Society for consideration and approval thereof or any matter or resolution as placed before the members of the Society for consideration and approval thereof through Ballot (i.e. by remote e-voting prior to date of general meeting or as e-voting or physical ballot at the general meeting),conducted in accordance with the applicable provisions of the Companies Act, 2013 read with Rules thereof, such voting right or entitlement having been determined vide Article 21 of these Articles of Association.</i></p>
1 (a) (xxxv)	Definition	-	<p>“Voting Pool” shall mean the aggregate number of votes of each class of members of the Society (the right or entitlement of which having been determined vide Article 21 of these Articles of Association) with regard to any matter or resolution as placed before a General Meeting of the members of the Society for consideration and approval thereof or any matter or resolution as placed before the members of the Society for consideration and</p>	<p>Incorporation of new definition as per following text:</p> <p><i>“Voting Pool” shall mean the aggregate number of votes of each class of members of the Society (the right or entitlement of which having been determined vide Article 21 of these Articles of Association) with regard to any matter or resolution as placed before a General Meeting of the members of the Society for consideration and</i></p>

			<p>approval thereof through Ballot (i.e. by remote e-voting prior to date of general meeting as well as e-voting or physical ballot at the general meeting), conducted in accordance with the applicable provisions of the Companies Act, 2013 read with Rules thereof.</p>	<p><i>approval thereof or any matter or resolution as placed before the members of the Society for consideration and approval thereof through Ballot (i.e. by remote e-voting prior to date of general meeting as well as e-voting or physical ballot at the general meeting), conducted in accordance with the applicable provisions of the Companies Act, 2013 read with Rules thereof.</i></p>
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5	Application for Membership	<p>(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 Board shall from time to time prescribe. Each applicant shall submit such proof of work, evidence of eligibility and fulfilment of the qualifying criteria as the Board considers to be reasonably necessary.</p>	<p>(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 Board shall from time to time prescribe. Each applicant shall submit such proof of work, evidence of eligibility and fulfilment of the qualifying criteria as the Board considers to be reasonably necessary. each applicant shall submit such proof of release/publication of work(s) and personal details including</p> <ul style="list-style-type: none"> (i) Name, (ii) Pseudo-Name/Alias/Doing Business as Name/d.b.a, (iii) Address (Permanent and Current), (iv) Date of Birth, (v) Contact Number/Email, (vi) Bank details for remitting royalties, (vii) Proof of Identity and Residence as per (viii) Proof of establishment/incorporation/constitution 	<p>(1) Deletion of following text in Article 5(a):</p> <p><i>“shall be in such form as the Board shall from time to time prescribe. Each applicant shall submit such proof of work, evidence of eligibility and fulfilment of the qualifying criteria as the Board considers to be reasonably necessary”</i></p> <p>(2) Incorporation of following text in Article 5(a):</p> <p><i>“each applicant shall submit such proof of release/publication of work(s) and personal details including</i></p> <ul style="list-style-type: none"> <i>(i) Name,</i> <i>(ii) Pseudo-Name/Alias/Doing Business as Name/d.b.a,</i> <i>(iii) Address (Permanent and Current),</i> <i>(iv) Date of Birth,</i> <i>(v) Contact Number/Email,</i> <i>(vi) Bank details for remitting royalties,</i> <i>(vii) Proof of Identity and Residence as per</i> <i>(viii) Proof of establishment/incorporation/constitution</i>
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			(ix) PAN and GST numbers for statutory compliance.	(ix) PAN and GST numbers for statutory compliance.
			(b) For Legal Heir beneficiary members, in addition to the details for membership at Article 5(a), details, information and documents including (i) Evidence of nomination, (ii) Certified copies of Certificate/Judicial Order/Judgement/Decree from a competent court or statutory authorities in the nature of probate, succession certificate, as applicable under law (iii) adequate indemnification in favour of the Society, shall be provided by the applicant to the Society.	Insertion of new clause (b): <i>For Legal Heir beneficiary members, in addition to the details for membership at Article 5(a), details, information and documents including (i) Evidence of nomination, (ii) Certified copies of Certificate/Judicial Order/Judgement/Decree from a competent court or statutory authorities in the nature of probate, succession certificate, as applicable under law (iii) adequate indemnification in favour of the Society, shall be provided by the applicant to the Society.</i>

		<p>(c) No person may be admitted by the Society as a Member of any category (Author or Publisher Owner) unless he has fulfilled the qualifying criteria prescribed for that category in the Rules.</p>	<p>(d) No person may be admitted by the Society as a Member of any category (Author or Publisher Owner) unless he has fulfilled the qualifying eligibility criteria as prescribed for that category in the Rules Article 4.</p>	<p>Deletion of following words:</p> <ul style="list-style-type: none"> - <i>Qualifying</i> - <i>The Rules</i> <p>Incorporation of following words:</p> <ul style="list-style-type: none"> - <i>eligibility</i> - <i>as</i> - <i>Article 4</i> <p>The numbering of clause (c) has changed to clause (d) and accordingly all numbering of all subsequent clauses has changed.</p>
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		<p>(d) As soon as practicable after the qualifying criteria as prescribed by the Board and where necessary, approved, the Board shall subject to all requirements under the Companies Act and the rules made thereunder and the Rules framed by the Board having been fulfilled by the applicant, admit the applicant as a Member of the Society and the Society shall inform the applicant about his membership and his name having been duly added to the records of the Society and updated with the relevant registrar of companies in accordance with applicable laws. Only after the Board has approved the admittance of a member, the name of such a member shall be entered in the Register of Authors</p>	<p>(e) As soon as practicable, after the qualifying criteria as prescribed by the Board and where necessary, approved, the Board shall subject to all requirements under the Companies Act and the rules made thereunder, and the Rules framed by the Board having been fulfilled by the applicant, admit the applicant as a Member of the Society and the Society shall inform the applicant about his membership and his name having been duly added to the records of the Society and updated with the relevant registrar of companies in accordance with applicable laws. Only after the Board has approved the admittance of a member, the name of such a member shall be entered in the Register of Authors and Publisher Owners. Further, the Society shall issue to the applicant a membership certificate in writing in such form as the Board may prescribe from time to time, signed by a Director of the Society and counter signed by the Secretary or any other officer so appointed therefor;</p>	<p>Deletion of following text:</p> <ul style="list-style-type: none"> - <i>after the qualifying criteria as prescribed by the Board and where necessary, approved</i> - <i>and the Rules framed by the Board having been fulfilled by the applicant</i>
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		and Publisher Owners. Further, the Society shall issue to the applicant a membership certificate in writing in such form as the Board may prescribe from time to time, signed by a Director of the Society and counter signed by the Secretary or any other officer so appointed therefor;		
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		<p>(g) Persons eligible under Article 4 (ii) and applying for membership need to submit in writing at the time of application, the necessary documents proving legal heirship as prescribed by the Board from time to time and in case there are more than one (1) legal heirs, an authorisation letter together with instructions, if any, would need to be submitted to the Society, duly signed by all the legal heirs intimating to the Board the person so authorized amongst themselves to represent the legal heirs in the Society and attend any General Meeting of the Society and the person so authorized shall be entitled to exercise the same powers (except voting rights) on behalf of all the heirs which</p>	<p>(h) Persons eligible under Article 4 (ii) and applying for membership need to submit in writing at the time of application, the necessary documents proving legal heirship as prescribed by the board under applicable law from time to time and in case there are more than one (1) legal heirs, an authorisation letter together with instructions, if any, would need to be submitted to the Society, duly signed by all the legal heirs intimating to the Board the person so authorized amongst themselves to represent the legal heirs in the Society and attend any General Meeting of the Society and the person so authorized shall be entitled to exercise the same powers (except voting rights) on behalf of all the heirs which he/she represents. The legal heirs are entitled to change such authorisation not more than once in a fiscal year unless circumstances so demand and as approved by the Board. The legal heirs need to intimate the Society of such a change promptly.</p>	<p>1. Deletion of following words: <i>“by the board”</i></p> <p>2. Incorporation of following words: <i>“under applicable law”.</i></p>
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		he/she represents. The legal heirs are entitled to change such authorisation not more than once in a fiscal year unless circumstances so demand and as approved by the Board. The legal heirs need to intimate the Society of such a change promptly		
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		<p>(h) Partnership firms applying for membership need to submit in writing at the time of application, the necessary documents as prescribed by the Board, including but not limited to the partnership deed, an authorisation letter together with instructions, if any, duly signed by all the partners of such partnership firm intimating to the Board the person so authorized amongst themselves to represent them in the Society, and attend and vote at any General Meetings of the Society and the person so authorized shall be entitled to exercise the same powers on behalf of the firm which he represents, as that firm could exercise if it were an individual Member of the Society. The Firm is entitled</p>	<p>(i) Partnership firms applying for membership need to submit in writing at the time of application, the necessary documents as prescribed by the board including but not limited to the partnership deed, an authorisation letter together with instructions, if any, duly signed by all the partners of such partnership firm intimating to the Board the person so authorized amongst themselves to represent them in the Society, and attend and vote at any General Meetings of the Society and the person so authorized shall be entitled to exercise the same powers on behalf of the firm which he represents, as that firm could exercise if it were an individual Member of the Society. The Firm is entitled to change such representative not more than once in a fiscal year unless circumstances so demand and as approved by the Board. The firm needs to intimate the Society of such a change promptly.</p>	<p>Deletion of following words: <i>“as prescribed by the Board”</i></p>
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		to change such representative not more than once in a fiscal year unless circumstances so demand and as approved by the Board. The firm needs to intimate the Society of such a change promptly.		
8	Termination of Membership	By the Board of Directors and Members in General Meeting. (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 75%	By the Board of Directors and Members in General Meeting. (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 75% majority of votes cast in favour of such resolution by the Members, such voting to be carried out electronically i.e. by remote e-voting prior to date of general meeting on the basis of "one man	Deletion of following text <i>on the basis of "one man one vote" for Author Composer Members and on the basis of "one work one vote" for Publisher Owner Members.</i>

		<p>majority of votes cast in favour of such resolution by the Members, such voting to be carried out electronically i.e. by remote e-voting prior to date of general meeting as well as e-voting or physical ballot at the general meeting, on the basis of "one man one vote" for Author Composer Members and on the basis of "one work one vote" for Publisher Owner Members. 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</p>	<p>one vote" for Author Composer Members and on the basis of "one work one vote" for Publisher Owner Members as well as e-voting or physical ballot at the general meeting. 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.</p>	
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		concerned cease to be a Member of the Society with immediate effect.		
16.	Business of General Meetings	<p>(a) Ordinary Business matters requiring Ordinary Resolution to be passed by separate simple majority (greater than 50%) of votes for approval by Author Composer Members and Publisher Owner Members respectively:</p> <p>The following Ordinary business matters shall be transacted at every Annual General Meeting by passing Ordinary Resolutions which requires separate Simple Majority (i.e. greater than 50%) votes of Author Composer Members and separate Simple Majority (i.e. greater than 50%) votes of Publisher Owner</p>	<p>(a) Ordinary Business matters requiring Ordinary Resolution to be passed by separate simple majority (greater than 50%) of votes for approval by Author Composer Members and Publisher Owner Members respectively:</p> <p>The following Ordinary business matters shall be transacted at every Annual General Meeting by passing Ordinary Resolutions which requires separate Simple Majority (i.e. greater than 50%) votes of Author Composer Members and separate Simple Majority (i.e. greater than 50%) votes of Publisher Owner Members in favour of the resolution, for it to be passed and Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner members shall vote on the basis of "one work one vote".</p>	<p>Deletion of following text:</p> <p><i>"and Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner members shall vote on the basis of "one work one vote".</i></p>

		<p>Members in favour of the resolution, for it to be passed and Author Composer members shall vote on the basis of “one man one vote” and Publisher Owner members shall vote on the basis of “one work one vote”.</p> <p>In case of Article 16(a)(iv) pertaining to re-appointment of Directors retiring by rotation at the annual general meeting, the Company shall invite nomination/notice in accordance with the provisions of Section 160 of the Companies Act, 2013 read with relevant rules thereto, from other desiring members belonging to the same class and region as that of the respective Director retiring by rotation,</p>	<p>In case of Article 16(a)(iv) pertaining to re-appointment of Directors retiring by rotation at the annual general meeting, the Company shall invite nomination/notice in accordance with the provisions of Section 160 of the Companies Act, 2013 read with relevant rules thereto, from other desiring members belonging to the same class and region as that of the respective Director retiring by rotation, for proposing own candidature or nominating any member from the same class and region, for the office of Director of the Company. Upon receipt of such nomination/notice, the Company shall hold election between the respective Director retiring by rotation and the desiring member who has given such nomination/notice, by proposing necessary resolutions in the notice of the annual general meeting for approval of members belonging to the same class by passing ordinary resolution with simple majority (i.e. greater than 50%). In case of such</p>	
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		<p>for proposing own candidature or nominating any member from the same class and region, for the office of Director of the Company. Upon receipt of such nomination/notice, the Company shall hold election between the respective Director retiring by rotation and the desiring member who has given such nomination/notice, by proposing necessary resolutions in the notice of the annual general meeting for approval of members belonging to the same class by passing ordinary resolution with simple majority (i.e. greater than 50%). In case of such election, the candidate who receives higher number of votes in "favour", shall be declared as elected as</p>	<p>election, the candidate who receives higher number of votes in "favour", shall be declared as elected as Director of the Company for the same class and region.</p>	
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		<p>Director of the Company for the same class and region.</p>		
		<p>(b) Special Business requiring Special Resolution to be passed by separate special majority (75% or more) of votes for approval by Author Composer Members and Publisher Owner Members respectively:</p> <p>In accordance with the Companies Act, 2013, the business pertaining to amendment, alteration or substitution of Memorandum of Association and/or Articles of Association shall be required to be passed as Special Resolutions requiring special majority (75% or more) of votes cast at Annual General Meeting</p>	<p>(b) Special Business requiring Special Resolution to be passed by separate special majority (75% or more) of votes for approval by Author Composer Members and Publisher Owner Members respectively:</p> <p>In accordance with the Companies Act, 2013, the business pertaining to amendment, alteration or substitution of Memorandum of Association and/or Articles of Association shall be required to be passed as Special Resolutions requiring separate special majority (75% or more) of votes cast at Annual General Meeting or Extra-ordinary General Meeting respectively by Author Composer members and Publisher Owner members and Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner</p>	<p>1. Deletion of following text: - <i>and Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner members shall vote on the basis of "one work one vote".</i></p> <p>2. Insert of following words: - <i>separate</i> - <i>voting separately</i></p>

		<p>or Extra-ordinary General Meeting respectively by Author Composer members and Publisher Owner members and Author Composer members shall vote on the basis of “one man one vote” and Publisher Owner members shall vote on the basis of “one work one vote”.</p>	<p>members shall vote on the basis of “one work one vote” voting separately.</p>	
		<p>(c) Special Business requiring Ordinary Resolution to be passed by separate simple majority (greater than 50%) of votes for approval by Author Composer Members and Publisher Owner Members respectively:</p> <p>Following Special Business matters namely:</p> <p>(i) amendments / alterations /</p>	<p>(c) Special Business requiring Ordinary Resolution to be passed by separate simple majority (greater than 50%) of votes for approval by Author Composer Members and Publisher Owner Members respectively:</p> <p>Following Special Business matters namely:</p> <p>(i) amendments / alterations / substitution to the accepted / approved Tariff Scheme;</p> <p>(ii) amendments / alterations / substitution to the accepted / approved Distribution Scheme.</p>	<p>Deletion of following text:</p> <p>- <i>Author Composer members shall vote on the basis of “one man one vote” and Publisher Owner members shall vote on the basis of “one work one vote”.</i></p>

		<p>substitution to the accepted / approved Tariff Scheme;</p> <p>(ii) amendments / alterations / substitution to the accepted / approved Distribution Scheme.</p> <p>(iii) Election of Directors by fresh appointment and/or appointment to fill vacancy and/or approval/regularisation of Additional Directors;</p> <p>(iv) appointment of the Chief Executive Officer, but excluding the dismissal or suspension of Chief Executive Officer;</p> <p>shall be transacted at any Annual General Meeting or Extra-Ordinary General Meeting by passing of Ordinary Resolutions</p>	<p>(iii) Election of Directors by fresh appointment and/or appointment to fill vacancy and/or approval/regularisation of Additional Directors; appointment of the Chief Executive Officer, but excluding the dismissal or suspension of Chief Executive Officer</p> <p>shall be transacted at any Annual General Meeting or Extra-ordinary General Meeting by passing of Ordinary Resolutions requiring separate simple majority (i.e. greater than 50%) of votes cast respectively by Author Composer Members and Publisher Owner Members in favour of the resolution. Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner members shall vote on the basis of "one work one vote".</p>	
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		<p>requiring separate simple majority (i.e. greater than 50%) of votes cast respectively by Author Composer Members and Publisher Owner Members in favour of the resolution. Author Composer members shall vote on the basis of “one man one vote” and Publisher Owner members shall vote on the basis of “one work one vote”.</p>		
21	Votes of Members (Method and Entitlement)		<p>(a) The Votes of the members of the Society concerning any matter or resolution as placed before the General Meeting of the members of the Society for consideration and approval thereof through Ballot, conducted in accordance with the applicable provisions of the Companies Act, 2013 read with Rules thereof, shall be determined by the Society by adopting a revenue-based approach (“the Revenue Method”) based on the amount of Royalty paid/attribution to</p>	<p>Incorporation of new Article 21:</p> <p><i>(a) The Votes of the members of the Society concerning any matter or resolution as placed before the General Meeting of the members of the Society for consideration and approval thereof through Ballot, conducted in accordance with the applicable provisions of the Companies Act, 2013 read with Rules thereof, shall be determined by the Society by adopting a revenue-based approach (“the Revenue Method”)</i></p>

			<p>each member of the Society for the Applicable Financial Year (1st April to 31st March).</p> <p>(b) The computation of the Votes of each member of the Society in numerical value, shall be determined by the Society based on the actual amount of Royalty paid to each member of the Society for the Applicable Financial Year. Based on such actual amount of royalty paid, the number of votes that a member is entitled (" Voting Entitlement") to exercise in a General Meeting shall be arrived at by dividing the royalty paid to the member by using a common denominator, such denominator being 100.</p> <p>(c)Notwithstanding Articles 21 (a) and (b), there shall be a minimum of 1 Vote for members who receive less than Rs.150 as royalty or do not receive or have not received any royalty during such Applicable Financial Year. The Voting</p>	<p><i>based on the amount of Royalty paid/attribution to each member of the Society for the Applicable Financial Year (1st April to 31st March).</i></p> <p><i>(b) The computation of the Votes of each member of the Society in numerical value, shall be determined by the Society based on the actual amount of Royalty paid to each member of the Society for the Applicable Financial Year. Based on such actual amount of royalty paid, the number of votes that a member is entitled (" Voting Entitlement") to exercise in a General Meeting shall be arrived at by dividing the royalty paid to the member by using a common denominator, such denominator being 100.</i></p> <p><i>(c) Notwithstanding Articles 21 (a) and (b), there shall be a minimum of 1 Vote for members who receive less than Rs.150 as royalty or do not receive or have not received any royalty during such Applicable Financial Year. The Voting</i></p>
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			<p>Entitlement will be rounded to the nearest next/prior integer</p> <p>Illustration: If a member has received Rs.151 as royalty during the Applicable Financial Year, the member's vote count will be 2 (i.e., rounding of 1.51 to nearest next integer), if a member has received Rs.249 as royalty during the Applicable Financial Year, the member's vote count will be 2 (i.e., rounding of 2.49 to the nearest previous integer).</p> <p>(d) In the case of Publisher member(s) of the Society who collect the share of royalty (i.e. royalty attributable to the Publisher member) in respect of specific licensees/users/platforms directly and where the Society collects only the Authors share of royalties (i.e., where the Publisher does not collect the Publisher share of royalty through the Society in respect of specific licensees/users/platforms and the specific works being common between the Authors</p>	<p><i>Entitlement will be rounded to the nearest next/prior integer</i></p> <p><i>Illustration: If a member has received Rs.151 as royalty during the Applicable Financial Year, the member's vote count will be 2 (i.e., rounding of 1.51 to nearest next integer), if a member has received Rs.249 as royalty during the Applicable Financial Year, the member's vote count will be 2 (i.e., rounding of 2.49 to the nearest previous integer).</i></p> <p><i>(d) In the case of Publisher member(s) of the Society who collect the share of royalty (i.e. royalty attributable to the Publisher member) in respect of specific licensees/users/platforms directly and where the Society collects only the Authors share of royalties (i.e., where the Publisher does not collect the Publisher share of royalty through the Society in respect of specific licensees/users/platforms and the specific works being common between the Authors and Music Publisher), then the amount equivalent to and not</i></p>
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			<p>and Music Publisher), then the amount equivalent to and not exceeding the amount of Author share of Royalty collected during the Applicable Financial Year by the Society in relation to the works attributable to each such Publisher, shall be attributed as Publisher Royalty in relation to such Publisher(s) and form part of the total voting pool available for such Publisher members. The royalty attribution to Publishers under this clause (solely for the purpose of calculation of Votes and for no other purpose) shall only constitute royalty data verifiable by the Society from the Author share of Royalty collected by the Society from such licensees/users/platforms by the Society.</p> <p>(e) No member of the Society belonging to any class of members shall be entitled to exercise a number of votes/cumulative vote share for such member exceeding 18% (Eighteen Percentage) of the Voting Pool for such</p>	<p><i>exceeding the amount of Author share of Royalty collected during the Applicable Financial Year by the Society in relation to the works attributable to each such Publisher, shall be attributed as Publisher Royalty in relation to such Publisher(s) and form part of the total voting pool available for such Publisher members. The royalty attribution to Publishers under this clause (solely for the purpose of calculation of Votes and for no other purpose) shall only constitute royalty data verifiable by the Society from the Author share of Royalty collected by the Society from such licensees/users/platforms by the Society.</i></p> <p><i>(e) No member of the Society belonging to any class of members shall be entitled to exercise a number of votes/cumulative vote share for such member exceeding 18% (Eighteen Percentage) of the Voting Pool for such class of members of the Society on any matter or resolution as placed before the General Meeting of</i></p>
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			<p>class of members of the Society on any matter or resolution as placed before the General Meeting of the members of the Society for consideration and approval thereof or any matter or resolution as placed before the members of the Society for consideration and approval thereof through Ballot.</p> <p>(f) The Financial Year to be considered under Article 21 for the purposes of computing the Voting Entitlement will be the Financial Year immediately preceding the year of the General Meeting (“Applicable Financial Year”).</p> <p>(g) The Society shall compute the Voting Pool for the Applicable Financial Year for each class of members by adding the number of votes as per the Votes of each member belonging to such class of members.</p>	<p><i>the members of the Society for consideration and approval thereof or any matter or resolution as placed before the members of the Society for consideration and approval thereof through Ballot.</i></p> <p><i>(f) The Financial Year to be considered under Article 21 for the purposes of computing the Voting Entitlement will be the Financial Year immediately preceding the year of the General Meeting (“Applicable Financial Year”).</i></p> <p><i>(g) The Society shall compute the Voting Pool for the Applicable Financial Year for each class of members by adding the number of votes as per the Votes of each member belonging to such class of members.</i></p> <p>Due to insertion of new Article “Vote of Members” (Article 21) the numbering of all the subsequent articles has changed.</p>
22.	Method of voting	(a) For Ordinary Business:	(a) For Ordinary Business: At any General Meeting, all resolutions	Deletion of following text:

		<p>At any General Meeting, all resolutions for Ordinary Business as per Article 16(a) shall be put to vote under Sections 108 and 109 of the Companies Act, 2013. Such matters will be decided by a simple majority (i.e. greater than 50%) of votes cast in favour of the resolution separately by Author Composer Members and Publisher Owner Members present in person and physically voting or by e-voting at the general meeting and by remote e-voting prior to the date of general meeting. The voting shall be on the basis of “one man one vote” for Author Composer Members and on the basis of “one work one vote” for Publisher Owner Members. For Re-appointment of Directors</p>	<p>for Ordinary Business as per Article 16(a) shall be put to vote under Sections 108 and 109 of the Companies Act, 2013. Such matters will be decided by a simple majority (i.e. greater than 50%) of votes cast in favour of the resolution separately by Author Composer Members and Publisher Owner Members present in person and physically voting or by e-voting at the general meeting and by remote e-voting prior to the date of general meeting. The voting shall be on the basis of “one man one vote” for Author Composer Members and on the basis of “one work one vote” for Publisher Owner Members. For Re-appointment of Directors who are retiring by rotation as per Article 16 (a)(iv), the Author Composer members and Publisher Owner members shall vote for candidates in their respective category of Author Composer or Publisher Owner only.</p>	<p><i>The voting shall be on the basis of “one man one vote” for Author Composer Members and on the basis of “one work one vote” for Publisher Owner Members.</i></p>
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		<p>who are retiring by rotation as per Article 16 (a)(iv), the Author Composer members and Publisher Owner members shall vote for candidates in their respective category of Author Composer or Publisher Owner only.</p>		
		<p>(b) For Special Business:</p> <p>(i) At any General Meeting, Special Business as per Article 16(b) pertaining to amendment, alteration or substitution of Memorandum of Association and/or Articles of Association shall be put to vote under Sections 108 and 109 of the Companies Act, 2013, for being passed as a Special Resolution requiring special majority</p>	<p>(b) For Special Business:</p> <p>(i) At any General Meeting, Special Business as per Article 16(b) pertaining to amendment, alteration or substitution of Memorandum of Association and/or Articles of Association shall be put to vote under Sections 108 and 109 of the Companies Act, 2013, for being passed as a Special Resolution requiring special majority (75% or more) of votes cast by the Members in favour of the resolution, separately by Author Composer Members and Publisher Owner Members present in person and</p>	<p>1. Deletion of following text:</p> <ul style="list-style-type: none"> - <i>Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner members shall vote on the basis of "one work one vote".</i>

		<p>(75% or more) of votes cast by the Members in favour of the resolution, separately by Author Composer Members and Publisher Owner Members present in person and physically voting or by e-voting at the general meeting and by remote e-voting prior to the date of general meeting. Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner members shall vote on the basis of "one work one vote".</p>	<p>physically voting or by e-voting at the general meeting and by remote e-voting prior to the date of general meeting. Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner members shall vote on the basis of "one work one vote".</p>	<p>(ii) For the Special Business matter as per 2. Deletion of following text:</p>
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		<p>(ii) For the Special Business matter as per Article 16(c)(iii) related to election of Directors by fresh appointment and/or appointment to fill vacancy and/or approval/ regularisation of Additional Directors, the resolutions shall be put to vote under Sections 108 and 109 of the Companies Act, 2013. Such matters/ resolutions shall be decided by a simple majority (i.e. greater than 50%) of total votes cast in favour of the resolution by the Members present in person and physically voting or by e-voting at the general meeting and by remote e-voting prior to the date of general</p>	<p>Article 16(c)(iii) related to election of Directors by fresh appointment and/or appointment to fill vacancy and/or approval/ regularisation of Additional Directors, the resolutions shall be put to vote under Sections 108 and 109 of the Companies Act, 2013. Such matters/ resolutions shall be decided by a simple majority (i.e. greater than 50%) of total votes cast in favour of the resolution by the Members present in person and physically voting or by e-voting at the general meeting and by remote e-voting prior to the date of general meeting. Author Composer Members and Publisher Owner Members shall vote for candidates in their respective category of Author Composer and Publisher Owner only. For clarity, Author Composer 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 Composer members to the Board of the Society. Author Composer members shall vote on the basis of "one</p>	<p>- <i>Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner members shall vote on the basis of "one work one vote".</i></p>
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		<p>meeting. Author Composer Members and Publisher Owner Members shall vote for candidates in their respective category of Author Composer and Publisher Owner only. For clarity, Author Composer 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 Composer members to the Board of the Society. Author Composer members shall vote on the basis of "one man one vote" and Publisher Owner members shall vote on the basis of "one work one vote".</p>	<p>man one vote" and Publisher Owner members shall vote on the basis of "one work one vote".</p> <p>(iii) For the Special Business matters as per</p>	<p>3. Deletion of following text;</p>
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		<p>(iii) For the Special Business matters as per Article 16(c)(i), (ii) and (iv), the resolutions shall be put to vote under Sections 108 and 109 of the Companies Act, 2013 and shall be decided by a simple majority (i.e. greater than 50%) of total votes cast in favour of the resolution, separately by the Author Composer Members and Publisher Owner Members, present in person and physically voting or by e-voting at the general meeting and by remote e-voting prior to the date of general meeting. Author Composer members shall vote on the basis of “one man one vote” and Publisher Owner</p>	<p>Article 16(c)(i), (ii) and (iv), the resolutions shall be put to vote under Sections 108 and 109 of the Companies Act, 2013 and shall be decided by a simple majority (i.e. greater than 50%) of total votes cast in favour of the resolution, separately by the Author Composer Members and Publisher Owner Members, present in person and physically voting or by e-voting at the general meeting and by remote e-voting prior to the date of general meeting. Author Composer members shall vote on the basis of “one man one vote” and Publisher Owner members shall vote on the basis of “one work one vote”.</p>	<p>- <i>Author Composer members shall vote on the basis of “one man one vote” and Publisher Owner members shall vote on the basis of “one work one vote”.</i></p>
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		members shall vote on the basis of "one work one vote".		
		e. The Society, subject to requisite approvals of the Government of India, intends to adopt international best practices with respect to the method/basis of voting by adopting a revenue-based approach ("The Revenue Method") based on Royalties distributed to each member. The said method/basis of voting based on royalty distributed to the members shall be adopted by the Board and ratified/approved by the General Body as Special Business with Special Resolution not	e. The Society, subject to requisite approvals of the Government of India, intends to adopt international best practices with respect to the method/basis of voting by adopting a revenue-based approach ("The Revenue Method") based on Royalties distributed to each member. The said method/basis of voting based on royalty distributed to the members shall be adopted by the Board and ratified/approved by the General Body as Special Business with Special Resolution not later than 30th September 2026.	Deletion of the clause (e): <i>e. The Society, subject to requisite approvals of the Government of India, intends to adopt international best practices with respect to the method/basis of voting by adopting a revenue-based approach ("The Revenue Method") based on Royalties distributed to each member. The said method/basis of voting based on royalty distributed to the members shall be adopted by the Board and ratified/approved by the General Body as Special Business with Special Resolution not later than 30th September 2026.</i>

		later than 30 th September 2026.		
24.	Votes of Members			The title of Article changed from “votes of members” to “voting by members”.
25.	Composition of Board of Directors	c. Provided that the Board of Directors of the Company shall be authorized to increase the above number of Directors from time to time upto a maximum of 20 (twenty) Directors having equal Author Members and equal Publisher Owner Members.	c. Provided that the Board of Directors of the Company shall be authorized to increase the above number of Directors from time to time upto a maximum of 20 (Twenty) 24 (twenty-four) Directors having equal Author Members and equal Publisher Owner Members.	1. Deletion of following words: - 20 (Twenty) 2. Incorporation of following words: - 24 (Twenty-four)
			d. Notwithstanding Article 25(b) and subject to Article 25(c), to ensure representation of members representing minority interests (i.e., in terms of royalties earned from the Society) from all classes of members of the Society on the Board, 2 (Two) Author members and 2 (Two) Owner Publisher members shall be appointed to the Board by the Members of the Society. Notwithstanding Article 25(b),	Incorporation of following text: d. <i>Notwithstanding Article 25(b) and subject to Article 25(c), to ensure representation of members representing minority interests (i.e., in terms of royalties earned from the Society) from all classes of members of the Society on the Board, 2 (Two) Author members and 2 (Two) Owner Publisher members shall be appointed to the Board by the Members of</i>

			<p>Members eligible for such representation on the Board shall be those members who have received royalties, in the case of Authors, less than INR. 75 Lakhs (Rupees Seventy-Five Lakhs only) and in the case of Owner Publisher members, less than INR. 1.5 Crores (Rupees One Crore Fifty Lakhs Only) in the Applicable Financial Year.</p>	<p><i>the Society. Notwithstanding Article 25(b), Members eligible for such representation on the Board shall be those members who have received royalties, in the case of Authors, less than INR. 75 Lakhs (Rupees Seventy-Five Lakhs only) and in the case of Owner Publisher members, less than INR. 1.5 Crores (Rupees One Crore Fifty Lakhs Only) in the Applicable Financial Year.</i></p>
			<p>e. Subject to Article 25 (c), the Company shall also have a minimum of 2 (Two) Female Directors on Board, being one each from (i) Author /Composer and (ii) Owner Publisher category which can also include representations from members representing minority interests under Article 25(d) of these Articles.</p>	<p>Incorporation of following text:</p> <p><i>e. Subject to Article 25 (c), the Company shall also have a minimum of 2 (Two) Female Directors on Board, being one each from (i) Author /Composer and (ii) Owner Publisher category which can also include representations from members representing minority interests under Article 25(d) of these Articles.</i></p> <p>The numbering of subsequent clauses in Article 25 has changed due to insertion of new sub-clauses. [(d) and (e)]</p>

27.	Directors remuneration and Expenses	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. All such payments shall be detailed in the Society's Annual Report	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. All such payments shall be detailed in the Society's Annual Report	Deletion of following text: - "All such payments shall be detailed in the Society's Annual Report."
29	Appointment of Committees	(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) Publisher Owner Directors (inclusive of the	(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) Publisher Owner Directors (inclusive of the Chairman of the Society). The Legal Committee of the Board shall be exclusively responsible	1. Deletion of following text: <i>(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) Publisher Owner Directors (inclusive of the Chairman of the</i>

		<p>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 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</p>	<p>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 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.</p> <p>(c) Notwithstanding Article 28 (b) The composition of the Legal Committee solely responsible for the conduct and disposal of legal proceedings (civil</p>	<p><i>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 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.</i></p> <p>2. Deletion of following words:</p> <p>- <i>Notwithstanding Article 28 (b)</i></p>
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		<p>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.</p> <p>(a) 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) Publisher Owner Directors</p>	<p>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) Publisher Owner 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 for matters prior to 31.12.2016 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</p>	<p>3. Incorporation of following words:</p> <p>- <i>for matters prior to 31.12.2016</i></p>
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		<p>(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</p>	<p>be decided by 75% majority of Board Member present and voting</p>	
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		will be referred to The Board and would be decided by 75% majority of Board Member present and voting.		
32.	Distribution of Receipts – General Purposes	<p>The Distribution of Receipts of the Society shall be implemented in accordance with the Distribution Policy approved by the Board of the Society.</p> <p>(g) Royalties payable to the Members by the Society shall constitute an over-riding or prior charge on the copyright fees collected by the Society and the Society is entitled to no profit or gain out of the receipts from the exercise of rights assigned to it.</p>	<p>The Distribution of Receipts of the Society shall be implemented in accordance with the Distribution Policy approved recommended by the Board and subject to approval by the Members of the Society in a Meeting of the Society.</p> <p>(g) Royalties payable to the Members by the Society shall constitute an over-riding or prior charge on the copyright fees collected by the Society and the Society is entitled to no profit or gain out of the receipts from the exercise of rights assigned to it. Royalties paid to Members is a contractual obligation based on the assignment of rights by the Members to Society and a statutory obligation to Author Members of the Society and such royalties paid to the individual</p>	<p>1. Deletion of following word:</p> <p>- <i>“approved”</i></p> <p>2. Incorporation of following words:</p> <p>- <i>“recommended”</i> - <i>“and subject to approval by the Members of the Society in a Meeting”</i></p> <p>3. Incorporation of following text:</p> <p><i>“Royalties paid to Members is a contractual obligation based on the assignment of rights by the Members to Society and a statutory obligation to Author Members of the Society and such royalties paid to the individual Members is Confidential and Commercially Sensitive Business Information and cannot form part of disclosure by the Society and shall</i></p>

			<p>Members is Confidential and Commercially Sensitive Business Information and cannot form part of disclosure by the Society and shall only be disclosed to an individual member who is competent to receive such royalties from the Society or only by way of an Order issued by a competent Government/Regulatory authority or by way of a Court order/judgement, subject to law.</p>	<p><i>only be disclosed to an individual member who is competent to receive such royalties from the Society or only by way of an Order issued by a competent Government/Regulatory authority or by way of a Court order/judgement, subject to law."</i></p>
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