

*(These Articles of Association have been adopted in lieu of the old Articles of Association vide Special Resolution passed at the Extra Ordinary General Meeting of the Members of the Company held on August 21, 2018)*

## THE COMPANIES ACT, 2013

### ARTICLES OF ASSOCIATION

OF

### RECORDED MUSIC PERFORMANCE LIMITED

(Company Limited by Guarantee and not having Share Capital)

#### 1. **Interpretation Clause**

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modifications thereof.

The heading hereto shall not affect the construction hereof and in these presents, unless there be something in the subject or context inconsistent therewith.

#### 2. **Definition**

**In these regulations -**

**Act** - 'The Act' means the Companies Act, 2013 as amended from time to time or such other Act or Legislation as may be promulgated by the Central Government in total exclusion and substitution of the present Companies Act.

**Articles** - 'Articles or these Articles' means these Articles of Association as originally framed or as altered from time to time by a Special Resolution.

**Auditors** - 'Auditors' means and include those persons appointed as such for the time being by the Company.

**Company** - 'Company' means **RECORDED MUSIC PERFORMANCE LIMITED (RMPL)**.

#### **Members:**

**Associate Member** - 'Associate Member' means copyright owner of Sound Recording, who has registered with the Company, at least one work in his /its name, and whose name is recorded in the Register of Works maintained, and any person who holds right of administration of copyrights for and on behalf of and at behest of the copyright owner, shall only be admitted as an Associate Member of the Company.

**Associated Member-Limited** - 'Associate Member-Limited' means copyright owner of the sound recording, who has registered with the Company at least one work in his / its name, whose name is recorded in the Register of Works maintained AND has given the mandate to the Company to administer its right restricted to one or two sets of rights (for example, public

performance rights only OR public performance rights and radio broadcast rights only); and includes any person who holds right of administration of copyrights for and on behalf of and at the behest of the copyright owner. "Associate Member - Limited" is a sub-category of the 'Associate Member' category of Members.

**Author Member-** 'Author Member' means author of any sound recording who has registered with the Company at least one sound recording authored by him in his name and whose name is recorded as the author of such sound recording in the Register of Works maintained, in accordance with the mandate of Section 35 read with Rule 44(2) of the Copyright Act, 1957 and the Copyright Rules, 2013 as amended up to date.

**Board/Board of Directors** - 'Board/Board of Directors' means the Board of Directors of the Company duly constituted, consisting of Directors collectively and any committee or sub-committee constituted thereof, or the requisite number of Directors entitled to pass circular resolution in accordance the Act and with these Articles.

**Cinematograph Film** - 'Cinematograph Film' shall have the meaning assigned to it by the provisions of the Copyright Act, 1957. i.e. any work of visual recording including 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.

**Copyright** - 'Copyright' means the exclusive right to do or authorize the doing of the following acts in respect of a work or any such substantial part thereof, namely-

In case of cinematograph film and sound recording:

- (i) To make a copy of the film including a photograph of any image forming part thereof or make any other sound recording embodying it;
- (ii) To sell or give on hire or offer for sale or hire any copy of the cinematograph film /sound recording regardless of whether any such copy has been sold or given on hire on earlier occasions; and
- (iii) To communicate the cinematograph film /sound recording to the public. **Feature Film** - 'Feature Film' means any film which is 60 minutes or more in duration **Film-national** - 'Film-national' Means feature film in National language (Hindi)

**Film-regional** - 'Film-regional' Means Feature Films in all scheduled languages except in National Language (Hindi).

**General Meeting** - 'General Meeting' means the Annual General meeting or the Extra Ordinary General meeting, as the case may be, of the members of the Company duly called and constituted and any adjourned holding thereof.

**Gross Royalty** - 'Gross Royalty' means License fees/Compensation paid to the Copyright Owner for the sale/usage/performance/broadcast/duplication of the sound recordings, the copyright for which are already registered in the name of the copyright owner.

**Honorary Members** - 'Honorary Members' means such, distinguished individuals and other persons who may have rendered special services in the field of works in the arts, culture, education and infrastructure, collecting societies having reciprocal arrangements with the Company, approved by the Board of Directors.

**'In Writing' or 'Written'** - 'In Writing' or 'Written' includes printing, lithography and other modes of representing or reproducing the words in a visible form.

**International Work** - 'International Work' means any work released in India in languages which originates outside the country but is spoken and understood in India.

**Manufacturer** - 'Manufacturer' includes a manufacturer of records and one who sells and exploits records under a label or mark owned by him.

**Member** - 'Member' means subscriber to the Memorandum of Association, any copy right owner or author of the sound recordings who has given the mandate to the Company to administer its rights, owners of sound recordings in India and abroad, and whose name(s) is/are entered in the Register of Members maintained by the Company under the Act.

**Founder Member** - 'Founder Member' is a signatory to the Memorandum, or the entity represented by him/her, shall automatically be a Founder Member.

**Full / Major Member** - 'Full/Major Member' means:

- (i) Any member who has continued to be such member for minimum of two years, and
- (ii) Has been registered as owner of rights with the Company of more than 1,000 works or such number of works, as may be amended from time to time by Members at General Meetings; and Enrolled as Full Member/Major Member by the Company in its Register of Members;

*\*(inserted vide Special Resolution passed at the Extra Ordinary General Meeting of Members held on 20<sup>th</sup> September 2019)*

Save and except that these two conditions shall not be applicable in respect of International Repertoire Zone.

Provided that the Board of Directors is fully empowered to relax or modify the said conditions at its sole discretion, on a case-to-case basis or on a uniform basis.

Further, the application from an any Member seeking upgrade as Full Member is not automatic and it shall be subject to the approval of the Board, which shall have sole discretion and full power in this; regard.

**Month** - 'Month' means a Calendar Month

**Musical Work** - 'Musical Work' means a work consisting of music and includes any graphical notation of such works but does not include any words or any action intended to be sung, spoken or performed with the music.

**National work** - 'Notional work' is all works in languages which are dominant in at least 6 (Six) States in India and are spoken by at least 20% of the total population of India.

**Net Royalty** - 'Net Royalty' means Gross Royalty minus the Administrative Expenses.

**Non Feature Film / Non film** - 'Non Feature Film / Non film' means any work which is not part of any feature film or is part of a film which is less than 60 minutes duration.

**Non-Film Regional** - 'Non-Film Regional' means non film regional work (as defined in definition of work)

**Ordinary Resolution and Special Resolution** - 'Ordinary Resolution' and 'Special Resolution' shall have the meanings assigned thereto by the Section 114 of Act.

**Performing right** - 'Performing right' means the right of communication to Public or Public Performance of sound recordings in public in all parts of the world.

**Persons** - 'Person' shall where the context so requires include a Company or body corporate.

**Proprietor** - 'Proprietor' means any person who is a manufacturer of records and /or owner or other person entitled to the benefit of or interest in the copyrights of records.

**Proxy** - 'Proxy' means an instrument whereby any person is authorized to vote for a member at the General Meeting, and includes an Attorney duly constituted under a Power of Attorney.

**Public Company** - The Company is a "Public Company" within the meaning of the Act.

**Records** - 'Record' means Gramophone records, perforated rolls and other contrivances by means of which sounds may be mechanically and/or electrically reproduced.

**Regional Work** - 'Regional Work' means all works created in scheduled languages except the National language

**Register** - 'Register' means the Register of Members to be kept pursuant to Section 88 of the Act.

**Royalty** - 'Royalty' means the consideration payable to the applicable member for giving mandate to the Company to administer his rights for Registered Works, as defined hereinafter.

**Registered Works** - 'Registered Works' means the sound recordings registered by the Members with the Company.

**Seal** - 'Seal' means the Common Seal of the Company.

**Sound Recording** - 'Sound Recording' means a recording of sounds from which such sounds may be produced regardless of the medium on which such recording is made or the method by which such sounds are produced.

**Sound Recording Works** - 'Sound Recording Works' shall mean a recording of sounds from which such sounds may be produced regardless of the medium on which such recording is made or the method by which such sounds are produced and which shall include vocal song and soundtrack.

**The Copyright Act** - 'The Copyright Act' means the Copyright Act, 1957 or any statutory modification or re-enactment thereof for the time being in force and Rules made thereunder.

**The Registrar** - 'The Registrar' means the Registrar of Companies, Maharashtra, Mumbai.

**The Secretary** - 'The Secretary' means the Secretary for the time being of the Company

**The Office** - 'The Office' means the Registered Office for the time being of the Company

**Work** - 'Work' means any of the following works published in India, namely:-

- (i) A literary, dramatic, musical or artistic work;
- (ii) A cinematograph film;
- (iii) A sound recording

Work is classified into International, Film National, Film Regional, Non-Film National, Non-Film Regional depending upon the type of the work. Words importing the singular number

only shall include the plural number and vice versa.

**'Year' and 'Financial Year'** - 'Year' means the calendar year and 'Financial Year' shall have the meaning assigned thereto by Section 2(41) of the Act.

Words importing the masculine gender only shall include the feminine gender.

Words importing the singular number include, where the context admits or requires, the plural number and vice-versa.

Save as aforesaid any, words or expressions defined in the Act shall if not inconsistent with the subject or content bear the same meaning in these Articles.

### **3. Members of the Company**

The subscribers for incorporation of the Company are:

- a) The Indian Record Manufacturing Company Limited
- b) Meshi Creations Private Limited
- c) Sarthak Music Private Limited
- d) Strumm Entertainment Private Limited
- e) Yellow Music Private Limited
- f) Ms. Latha Chowdhury
- g) Mr. Sanjay Arjundas Wadhwa

### **4. First Directors of the Company**

The following shall be the first directors and they will constitute the first Board of Directors of the Company:

- a) Mr. Sovan Lal Saha
- b) Mr. Sitaram Agrawalla
- c) Mr. Suresh Thangiah

### **5. Membership**

The number of members with which the Company proposes to be registered is seven, but the Board may, from time to time, whenever the Company or the business of the Company requires it, register an increase in the number of members upto a maximum of 999 members.

The subscribers to the Memorandum of Association of the Company and such other persons, as the General Body shall in accordance with the provisions of these Articles, admit to membership, shall be members of the Company, provided that such persons are eligible to membership in terms of these Articles.

### **6. Eligibility of Membership**

Any individual, firm, association, institution or a body corporate incorporated under any law or regulation for the time being in force and who are the authors or owners of sound recordings in India and abroad, and have a place of business in India shall be eligible to become members of the Company.

### **7. Admissions of Membership**

- a) Every application for membership shall be made in writing in such form as may from time to time be prescribed by the Board and shall be lodged at the Office.
- b) The applicant shall provide complete track-wise details of the rights authored or owned by him in the prescribed format and shall also indemnify the Company against any action arising out of any claim made by any third party on the rights represented by the

applicant. The application shall also be accompanied by the prescribed authorization agreements (mandates) duly signed by the proprietor/managing partner/managing director as the case may be of applicant authorizing the Company to administer the various rights of the applicant, collect royalty and distribute the same, as and when applicable, subject to deduction of administrative expenses of the Company.

- c) On the admission of an entity as a member of the Company the board shall issue to the member concerned a certificate in writing stating that he has been so admitted; such certificate shall be in such form as the Board may from time to time prescribe and shall be signed by two of the Directors and countersigned by the Secretary, if any, or such other person as the Board may from time to time determine.
- d) Following would be the nominees in respect of following type of Members:
  - (i) In case of body corporate - the Managing Director of the Company
  - (ii) In case of Proprietorship Concern - the proprietor
  - (iii) In Case of a Partnership firm- managing partner or any other partner of the firm as may be decided by the firm.

Provided that, any person being so nominated shall be appointed as nominee with proper authority of the body corporate or of sole Proprietor or the partnership firm so appointing him.

- e) No person who is a non-resident and who does not have any place of Business in India shall be eligible to seek admission as a member of the Company.
- f) No member shall be at liberty to transfer his membership to any other person without the consent of the Board.
- g) On the death of a nominated person, in case of a body corporate his membership of the Company shall be transmitted to any other person appointed as a new nominee with Proper authority of the Board of Directors of the member Company;
- h) On the death of a nominated person, in case of a partnership firm, his membership of the Company shall be transmitted to any other partner appointed as a new nominee with Proper authority of the Firm of the member Company.
- i) On the death of a nominated person, in case of an individual, his membership of the Company shall be; transmitted to any other legal heir appointed or approved by the Board.
- j) On the insolvency of a member his membership of the company shall be transmitted to any other Person appointed as a new nominee by the concerned appropriate authority.

#### **8. Categories of Members and privileges available to each Category:**

Broadly there shall be only five Categories of Members viz. Founder Members, Honorary Member, Associate Members, Full/Major Members and Author Members. The Company may from time to time develop different categories of membership and/or sub-categorize existing categories.

#### **9. Founder Member:**

A Signatory to the Memorandum, or the entity represented by him/her, shall automatically be a Founder Member.

#### **10. Honorary Members:**

The Board of Directors shall have powers to enroll, distinguish individuals and such other Persons who may have rendered special services in the field of works in the art, culture,

education, and infrastructure, as Honorary Members of the Company. In addition to the aforesaid, the Collecting Societies having reciprocal arrangements with the Company may be enrolled as the Honorary Members. The Honorary Members shall have no voting rights.

**11. Associate Member:**

An Owner of Sound Recording Copyright, who has registered with the Company, at least one work in his/ its name, and as recorded in the Register of Works maintained, and any person who holds right of administration of copyrights for and on behalf of and at behest of the Copyright Owner, shall only be admitted as an Associate Member of the Company.

The Associate Members shall enjoy voting rights in the manner prescribed elsewhere under the Para: The voting rights of the members".

An Associate Member shall be entitled to apply to the Board for his/its representation on the Board of Directors. The Board of Directors shall hold right to exercise its sole discretion before accepting any Associate Member as Director on the Board.

**12. Full Member / Major Member:**

A Member who satisfies following conditions as is the Full Member / Major Member.

- a) Any member who has continued to be as such member for minimum of 2 years,  
and
- b) Has registered as owner of rights with the Company of more than 1,000 works as such number of works or such number of works, as may be amended from time to time by members at General Meetings, and Enrolled as Full Member/Major Member by the Company in its Register of Members.

*\*(inserted vide Special Resolution passed at the Extra Ordinary General Meeting of Members held on 20<sup>th</sup> September 2019)*

**13. Cessation of Membership**

- a) Member shall, ipso facto, cease to be a Member –
  - (i) If such member withdraws from the membership of the Company.
  - (ii) If, being a body corporate, a Resolution is passed for its winding up or an Order for its winding up is passed by Court of Competent Jurisdiction.
  - (iii) If being a body corporate, a Resolution is passed for its winding up or an Order for its winding up is passed by Court of Competent Jurisdiction,
  - (iv) If such member is expelled from the Company under the next succeeding sub clause.
- b) If any Member shall refuse or neglect or shall fail to comply, with any of the provisions of the Memorandum and Articles of Association of any bye-laws, rules or regulations of the Company made by the Board of Directors or shall be guilty of Such conduct as the Board of Directors considers likely to endanger the harmony or affect the character or stability or interest of the Company or if the Board of Directors is at any time of the opinion that in the interests of the company it is not desirable to continue the membership of any person or body corporate, then the Board of Directors shall give a written Notice of Expulsion to such member. After giving such a member a reasonable opportunity of

Being heard the Board may pass such appropriate directions which may have the effect of the member ceasing to be a Member of the Company.

- c) A Member shall be deemed to have ceased to be member of the Company if :-
  - (i) He is adjudged to be insolvent or of unsound mind;  
or
  - (ii) If being a company or body corporate, it goes into liquidation;  
or
  - (iii) He is on the date of adoption of these Articles or becomes at any time thereafter a non-resident with no place of business in India.
- d) Any Member may, at any time give notice in writing to the Chairman of the Company of his intention to withdraw from membership of the Company and upon receipt of such notice, such member shall cease to be a member of the Company.
- e) A Member ceasing to be a Member under any of the provisions of this Article shall be so informed and the Company shall cease to administer his repertoire within 60 days of such notice. All the accrued royalty of the applicable member shall be paid to him in accordance with the distribution scheme in force at that time.
- f) A Person ceasing to be a Member under any of the provisions of this Article shall forfeit all rights to and claims upon the Company and its property and funds, but he shall nevertheless remain liable for and shall pay to the Company all moneys which at the time of his ceasing to be a member may be due to the Company from such person.

#### **14. Privileges and Obligations of members**

In respect of Full/Major members and Associate Members but excluding Associate Members Limited sub-category and Author Members:

- a) Every member whose name is included in the Register of Members as member on the date of registration of the Company shall ipso facto become a member of the Company and shall be entitled to all the benefits under and shall be bound by these Articles of Association, so long as he continues to be a member.
- b) Each and every member shall notify to the Company, change of address and/or ownership. In event of non-communication, Company shall continue to communicate on the same address and in the event that the royalty accrued to such member remains unclaimed for 3 years, the members right to receive royalty for that period shall be forfeited and the amount due shall be transferred to General Reserve.
- c) Every member shall be entitled to receive a notice of the General meetings of the Company, copy of the audited accounts, Auditor's Report, and Report of Board of Directors to the members.
- d) To vote at all meetings of the Company or any matter referred to the General Body of Members by circular as per his voting strength;
- e) To be elected as an office-bearer of the Company, except for the post of the Chairman. The procedure for the election of Chairman is provided elsewhere in this Article. Save and except that an Interested Member shall not be eligible to be elected as an office bearer or Director of the Company. For this purpose, an "Interested Member" is defined as a Member whose other divisions or sister / associates / group / relatives / Companies / firms / concerns are engaged in business that is a regular User / licensee of works administered by the Company. The Board of Directors is fully authorized to rule which



member is an Interested Member for this purpose. Save and except that a member in the "Associate Member-Limited" sub-category shall not be entitled to vote on Tariff Scheme or Distribution Scheme or any other matter that is not directly related to the set of rights authorized by such Member.

- f) To all such facilities and services as may be decided by the Board of Directors from time to time.
- g) Receive the tariff scheme & Distribution scheme as approved by the Board of Directors from time to time.
- h) Every member shall be entitled to receive the license fees/royalty accrued on the usage of his sound recordings if administered by the Company as per the royalty distribution approved by the Board of Directors from time to time.

In respect of Associates members -Limited sub-category:

- a) Each and every Associate Member-Limited shall notify to the Company, change of address and/or Ownership .In the event of non-communication, Company shall continue to communicate at old address and royalty generated shall also be sent to on the same address and in the event that the royalty accrued to such member remains unclaimed for 3 years, the member's right to receive royalty for that period shall be forfeited and the amount due shall be transferred to General Reserve.
- b) Every Associate Member -Limited shall be entitled to receive a notice of the Annual General Meetings of the Company, copy of the audited accounts, Auditor's Report and Report of Board of Directors to the members.
- c) To all such facilities and services as may be decided by the Board of Directors from time to time.
- d) Receive the tariff scheme & Distribution scheme as approved by the Board of Directors from time to time, only in respect of the set of rights authorized by such Associate Member-Limited.
- e) Every Associate Member-Limited shall be entitled to receive the license fees/royalty accrued on the usage of his sound recordings if administered by the Company as per the royalty distribution approved by the Board of Directors from time to time, which may be general or in accordance with the individual authorization agreement entered into between such Associated member Limited and the Company.
- f) Associate Member-Limited shall not be entitled to any privileges or rights other than what is stated in paras (a) through (e) hereinabove.

In respect of Author Members:

- a) To vote at all meetings of the Company or any matter referred to the General Body of Members by circular as per his voting strength;
- b) Every author member shall be entitled to receive a notice of the General meetings of the Company, copy of the audited accounts, Auditor's Report, and Report of Board of Directors;

- c) To all such facilities and services as may be decided by the Board of Directors from time to time;
- d) To receive the tariff scheme & distribution scheme as approved by the Board of Directors from time to time;
- e) The author members shall not be entitled to any privileges or rights other than what is stated in paras (a) to (d) hereinabove.

**15. Register of Members**

- a) The Company shall duly keep and maintain the Register of Members in accordance with the provisions of Section 88 of the Act.
- b) The Secretary/Director shall maintain a Register of Members of the Company containing names of individual members and of individuals who may be representing, for the time being, any member or members of Company, being an association, institution, firm or limited Company. A partnership firm may nominate any of its partners, a limited Company may nominate of its Directors or senior executives and an institution/Association may nominate any of its office bearers or any member of its Board of Directors to be its representative. All changes in the name representatives, individual members and their addresses, etc. shall have to be notified in writing, to Secretary on or before 31st January of each year.

**16. Copies of Memorandum and Articles to be sent to members**

Copies of the Memorandum and Articles of Association of the Company and other documents referred to in the Act shall be sent by the Company to every member at his/its request within seven days of the request on the payment of the sum of Rupee one for each copy or such sum as may be specified under the Act from time to time.

**17. General Meeting of the Members**

- a) When Annual General Meeting to be held

In addition to any other meetings, Annual General Meeting of the Company shall be held within such intervals as are specified in Section 96 and other applicable provisions of the Act, on any day that is not the Public holiday. Such General Meeting shall be called "Annual General Meeting " and shall be specified as such in the notice convening the said meeting. All other General Meetings of the Company shall be called "Extraordinary General Meetings".

- b) When Extra-Ordinary General Meeting to be held

The Board of Directors may, whenever it thinks fit, call an Extraordinary General Meeting. The Board shall also, on the requisition of such number of the applicable Members as, at the date of the deposit of the requisition, have not less than one-tenth of the total voting power of the Members having at the said date a right to vote in regard to the matter to be considered at the meeting, forthwith proceed to call an Extraordinary General Meeting, and in the case of such requisition the following provisions shall apply:-

- (i) The requisition shall state the matters for the consideration of which General

Meeting is to be so called, shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company. The requisition may consist of several documents in like form each signed by one or more requisitionists.

- (ii) Where two or more distinct matters are specified in the requisition, the requisition shall be valid only in respect of those matters in regard to which the requisition has been signed by the applicable Member or members hereinbefore specified.
- (iii) If the Board of Directors does not, within twenty-one days from the date of deposit of a valid requisition in regard to any matter(s), proceed duly to call General Meeting for the consideration of those matter(s) on a day not later than forty-five days from the date of deposit, the requisitionists or such of them as are entitled to do so, may themselves call the General Meeting within the period of three months from the date of requisition.
- (iv) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board of Directors duty to call a meeting shall be reimbursed to the requisitionists by the Company and any sum so reimbursed shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as are in default.

#### **18. Length of the Notice**

Every notice of Annual or Extraordinary General Meeting shall be signed by the Secretary or Chairman or by such officer as the Board may appoint, except in case of a General Meeting convened by way of requisition in accordance with these Articles, in which case the notice may be signed by the Member(s) requisitioning the same.

A General Meeting of the Company may be called by giving not less than 21 Days clear Notice in writing to the members. A General Meeting may be called after giving shorter Notice than that specified hereinabove, if consent is accorded thereto as under

- a) In the case of an Annual General Meeting, by not less than 95% of the members entitled to vote thereat; and
- b) In the case of any other General Meeting, not less than 95% of the total voting power exercisable at that meeting.

#### **19. Meeting not to transact Business not mentioned in the Notice**

No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transact any business, which has not been mentioned in the notice, or notices upon which it was convened.

#### **20. Body Corporate Deemed to be personally present**

A Body Corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act.

#### **21. Circulation of Members Resolution**

The Company shall comply with the provisions of Section 111 of the Act as to giving notice of resolutions and circulating statements on the requisition of Members.

## 22. Proceedings at General Meetings

### a) Business of General Meetings

The Ordinary Business of an Annual General Meeting shall be that as specified in Section 102 of the Act. All other Businesses transacted at an Annual General Meeting and all the businesses transacted at an Extraordinary General Meeting shall be deemed to be Special Business.

### b) Quorum to be present when Business Commenced

No business shall be transacted at any general meeting unless requisite quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided five members present in person shall be a quorum, as specified in Section 103 of the Act.

### c) Resolution to be passed by the Company in General Meeting

Any Act or Resolution which, under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in general meeting shall be sufficiently so done or passed if effected by an Ordinary Resolution unless either the Act or these Articles specifically require such any act to be done or resolution passed by a Special Resolution.

### d) Chairperson of General Meeting

The Board may elect a Chairperson of its meetings. The maximum term for which a Chairperson can be appointed shall be 2 (two) years. Thereafter, the Chairperson shall be not eligible for not more than one extension of another 2 (two) years subject to the condition that the resolution for this extension is unanimous. The Chairperson shall not be eligible for any further extension of term of Chairmanship.

The Chairperson of the Board of Directors shall be entitled to take the Chair at every general meeting. If there be no such Chairperson or if at any meeting, he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act, the members present shall choose another Director as Chairperson. If no Director is present, or if all the Directors present are unwilling to act, then the Members present, shall elect one of their number, being a member entitled to vote, to act as the Chairperson.

### e) If Quorum not present, when Meeting to be cancelled and when to be adjourned

If within half an hour from the time appointed for convening the meeting, requisite quorum is not present, the meeting, if convened upon the requisition of the Members as aforesaid, shall stand cancelled; but in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such time and place as the Board of Directors may by notice appoint and if at such adjourned meeting requisite quorum is not present, those applicable Members who are present and not being less than two, shall be the quorum and may transact the business for which the meeting was called.

### f) Power to Adjourn General Meeting:

(i) The Chairman of general meeting may adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting

other than the business left unfinished at the meeting from which the adjournment took place.

- (ii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

g) How Questions to be Decided at General Meeting:

- (i) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least three Members having a right to vote on the resolution and present in person or by proxy or by any Member or Members holding not less than 1/10<sup>th</sup> (One-tenth) of the total voting power in respect of the resolution. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously or by a particular majority or lost and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (ii) Every question submitted to a meeting shall be decided in the first instance by a show of hands and in the case of any equality of votes the Chairman shall, both on a show of hands and on a poll, if any, have a casting vote in addition to the vote to which he is entitled as a member.
- (iii) Subject to the provisions of Article 22g.(v), if a poll is demanded as aforesaid the same shall, subject to the provisions of these Articles, be taken at such time (not later than 48 (forty-eight) hours from the time when the demand was made) and place and either by open voting or by ballot, as the Chairman shall direct and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.
- (iv) Where a poll is to be taken, the Chairman of the meeting shall appoint at least two scrutineers to scrutinise the votes given on the poll and to report thereon to him. One of the scrutineers so appointed shall always be a Member, present in person at the meeting, provided such a Member is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared to remove a scrutineer from office and fill vacancies in the office of scrutineer arising from such removal or from any other cause
- (v) Any poll demanded on the election of a Chairman of a meeting shall be taken forthwith.
- (vi) The demand for a poll, except on the question of the selection of the Chairman and of an adjournment, shall not prevent the continuance of a meeting for the transaction of any business other than the matter on which the poll has been demanded.

h) Minutes of General Meetings:

- (i) The Company shall cause minutes of all proceedings of every General Meeting to be kept by making, within 30 (thirty) days of the conclusion of every such meeting concerned, entries thereof in books kept for the purpose with their pages

consecutively numbered.

- (ii) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of 30 (thirty) days or in the event of the death or inability of that Chairman within that period, by any Director who was present in the meeting and duly authorized by the Board for that purpose.
- (iii) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- (iv) Nothing herein contained shall require or be deemed to require the inclusion in any such minutes -of any matter which in the opinion of the Chairman of the meeting (i) is or could reasonably be regarded as defamatory of any person, or (ii) is irrelevant or immaterial to the Proceedings or (iii) is detrimental to the interest of the Company.- The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.
- (v) Any such minutes shall be evidence of the proceedings recorded therein.
- (vi) The book containing the minutes of proceedings of General Meetings shall be kept at the Registered Office of the Company and shall be open, during business hours, for such periods, not being less in the aggregate than two hours of each day, as may be determined, for inspection of any Member, without charge.

**23. Votes Of Members - Determination of Voting Rights of the Members:**

- a) In the case of voting by show of hands, every applicable member shall have one vote;
- b) In the case of voting on a poll, every applicable member shall have:

\* Every member of the society shall have equal voting rights in the General Body Meetings.

- c) Honorary members will have no voting rights.
- d) No Company or body corporate shall vote by proxy so long as a resolution of its Board of Directors under the provisions of Section 113 of the Act is in force and the representative named in such resolution is present at the general meeting at which the vote by proxy is tendered.

**24. Procedure where a Company is a Member of the Company**

When a Company or a body corporate (hereinafter called "member company") is a Member of the Company, a person duly appointed by a resolution- in. accordance with the provisions of Section 113 of the Act to represent such member company at a meeting of the Company, shall not, by reason of such appointment; be deemed to be a proxy, and the production at the meeting of a copy of such resolution duly, signed by one. Director or the Secretary of such member Company and certified by him as being a true Copy of the resolution shall be accepted by the Company, as sufficient Evidence of the validity of his appointment. Such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy on behalf of such member Company which he represents, as that member company could exercise, if it were a individual member.

- **Altered vide Special Resolution passed at the Extra-Ordinary General Meeting held on 25th April, 2019**

**25. Voting Powers of representatives of a corporate member declared of Unsound mind, lunatic' etc.**

A corporate member, whose representative appointed under Section 113 of The Act, to vote on behalf of the member, is adjudged insolvent or of unsound mind that corporate members can vote through another representative duly appointed or if not so appointed, through a valid proxy.

**26. Proxies Permitted**

Votes may be given either personally or by proxy, or in the case of a body corporate, by a representative duly authorised as aforesaid. However a Proxy can vote only on a Poll and not by show of hands.

**27. Instrument Appointing Proxy to be in Writing**

- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his Attorney duly authorized in writing or if such appointer is a body corporate be under its common seal or the hand of officer or Attorney duly authorized. A proxy who is appointed for a specified meeting only be called a Special Proxy. Any other proxy shall be called a General Proxy.
- A Member - may appoint one proxy for all business to be transacted on the same occasion, or different proxies for different businesses to be transacted on the same occasion.
- A person may be appointed a proxy though he is not a member of the Company. It shall not be necessary to state in every notice convening a meeting of the Company that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him.

**28. Instrument Appointing a Proxy to be deposited at the Office.**

The instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed, or a naturally certified copy of that power or authority, shall be deposited at the office not less than forty eight hours before at the office the time for holding the meeting at which the person named in the instrument purports to vote in respect thereof and in default the instrument of proxy shall not be treated as valid.

**29. When Vote by Proxy valid though authority revoked**

A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument provided no intimation in writing of the death insanity, revocation shall have been received by the Company at the office before the vote is given. Provided nevertheless that the Chairman of any meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and that the same has not been revoked.

**30. Form of instrument appointment a Proxy**

Every instrument appointing a proxy shall be retained by the Company and shall as nearly as

circumstances will admit be in any of the forms set out in Section 105 of the Act.

**31. Objection to Qualification of votes to be raised at Meetings**

- a) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.
- b) Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
- c) The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting.

**32. Directors:**

a) Number of Directors

The number of Directors shall be a minimum of 3 and a maximum of 15, including the Chairman after incorporation of the Company. Provided that, except for casual or temporary vacancies caused by death, disability, insolvency, resignation etc., the total number of Directors shall be either 3 or 5 or 8 or 9. The following persons shall be the first Directors of the Company:

- (i) Mr. Sovan Lal Saha
- (ii) Mr. Sitaram Agrawalla
- (iii) Mr. Suresh Thangiah

Save and except for temporary or casual vacancy caused by death, disability, insolvency, resignation etc., after incorporation, the Company shall endeavor to have 4 Directors consisting of 1 director from each of the 4 Repertoire Zones viz. North, East, South and West. Zone refers to language of the repertoire and not to the geographical/physical town/city of the head-office of a member; North Repertoire Zone includes Hindi, Urdu, Punjabi, Bhojpuri, Kashmiri and other regional languages primarily of the northern States of India; East Repertoire Zone includes Bengali, Oriya, Assamese and other regional languages primarily of the Eastern and North-Eastern States of India; South Repertoire Zone includes Tamil, Telugu, Malayalam, Kannada, and other regional languages primarily of the southern States of India; West Repertoire Zone refers to Hindi, Gujarati, Marathi, Konkani and other regional languages primarily of the Western States of India. Similarly, out of the 8 directors, save and except for temporary situations caused for example by death, disability, insolvency, resignation etc., 2 directors shall represent each of the 4 Repertoire Zones viz. North, East, South and West. In case of 5 or 9 directors, the 5th or the 9th Director shall represent International repertoire, which is the fifth Zone, designated as International Repertoire Zone. When a vacancy takes place, replacement shall ordinarily be from the same Repertoire Zone; However, the Board of Directors is fully empowered to waive or amend or relax this condition.

Only a member who has been upgraded as Full Member or is a founder director shall be entitled to apply to the Board for his/its representation on the Board of Directors, subject to fulfillment of the applicable eligibility norms, terms and conditions. An Associate Member or a honorary members are not eligible to apply to the Board for his/its representation on the Board of Directors. The Board of Directors shall hold right to exercise its sole discretion before permitting appointment of any Full Member as Director on the Board and their decision shall be final and binding.



b) Composition of the Board of Directors:

- (i) The Directors shall be liable to retire by rotation in accordance with the provisions of the Act. A Director who offers himself for re-election shall be in fulfillment of the eligibility criteria/norm at the time of offering himself for re-election.
- (ii) The applicable members of the Board to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who become members on the same day, those who are to retire shall in default of and subject to any agreement among themselves, be determined by lot.
- (iii) At the Annual General Meeting at which a member retires as aforesaid, the Company may fill up the vacancy by appointing the retiring member or some other person thereto.
- (iv) An applicable member of the Board retiring under sub-rule (i), (ii) and (iii) above shall be eligible for re-election and shall retain office as a member of the Board of Directors until the close of the meeting at which he retires.

c) Eligibility to be a Director:

- (i) He should have been a member for minimum of 2 years continuously ; and
- (ii) He has registered as owner of rights with the company for more than 1000 works as such member of works or such number of works, as may be amended from time to time by members at General meetings
- (iii) He should be a member of the Company

Provided that the Board of Directors is fully empowered to relax or modify the said conditions at its sole discretion, on a case-to-case basis or on a uniform basis.

***\*(inserted vide Special Resolution passed at the Extra Ordinary General Meeting of Members held on 20<sup>th</sup> September 2019)***

d) Appointment of Nominee Directors by Corporate entities:

In case of corporate entities being the member of the society can appoint their nominee as a director if the corporate entity has been the major member for minimum of 5 years.

e) Board of Directors to Act notwithstanding vacancy

The continuing Directors may act notwithstanding any vacancy in their body; but so that if the number falls below the minimum fixed the Board of Directors shall not except for the purpose of filling vacancies or for summoning a general meeting act, so long as the number is below the minimum.

f) Vacation of Office of Director

- (i) Subject to Section 167 and Section 188 of the Act, the Office/Place of Profit of the Director shall become vacant if:-
  - a. He resigns by notice in writing to the Company; or
  - b. He is found to be of unsound mind by a Court of competent Jurisdiction or
  - c. He applies to be adjudicated an insolvent; or
  - d. He is adjudged an insolvent, or
  - e. He is deemed to have vacated office under the provisions of Section 188

because of any place of profit being held in contravention thereof; or

- f. He absents himself from all the meetings of the Board of Directors held during a period of twelve months, without or without obtaining leave of absence from the Board of Directors, or
  - g. He becomes disqualified by, an order of the Court under Section 203 of the Act; or
  - h. He is removed in pursuance of Section 169 of the Act; or
  - i. He acts in contravention of Section 184 of the Act; or
  - j. He is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months; or
  - k. He acts in contravention of Section 185 of the Act; or
  - l. He having been appointed as Director by virtue of his holding any office or other employment in this Company he ceases to hold such office or other employment in the Company.
- (ii) Notwithstanding anything in clauses (c), (g) and (j) of sub-section (1), the disqualification referred to in those clauses shall not take effect –
- a. For thirty days from the date of adjudication, sentence or order;
  - b. Where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence, or order until the expiry of seven days from the date on which such appeal or petition is disposed of; or
  - c. Where within the seven days aforesaid, any further appeal or Petition is preferred in respect of the adjudication, sentence, conviction, or order, and the appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.

**33. Office or Place of Profit under the Company or its Subsidiary**

Any Director or other person referred to in Section 188 of the Act may be appointed to or hold any office or place of profit under the Company or under subsidiary of the Company in accordance with the provisions of Section 188 of the Act.

**34. When Director of this Company appointed as Director of a Company in which the Company is interested 'either as a member or otherwise**

A Director of this Company may be or become a Director of any other Company promoted by this Company or in which it may be interested as a member or Otherwise and no such Director shall be accountable for any benefits received as a Director or Member of such other Company.

**35. Appointment of Directors**

a) Power to Appoint Alternate Director

Subject to the provisions of Article 4 hereof, the Board of Directors may appoint any person to act as an Alternate Director, for a Director during, the latter's absence for a period of not less than three months from India, and whilst he holds office as an Alternate Director, he shall be entitled to notice of meetings of the Board of Directors and to attend and vote there at accordingly, but he shall ipso facto vacate office if and when the absent

Director returns to India.

b) Board of Directors may fill up Casual Vacancies

Any casual vacancy occurring among the Members of the Board of Directors may subject to the provisions of the Act be filled by the Board of Directors.

If any Director appointed by the Company in General Meeting vacates office as a Director before his term of office shall expire in the normal course the resulting casual vacancy may be filled up by the Board of Directors, but any person so appointed shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred.

c) Board of Directors' power to appoint Additional Director

Subject to the provisions of Section 161 of the Act, the Board of Directors shall have power at any time and from time to time to appoint any other qualified person to be an Additional Director, but so that the total number of Directors shall not any time exceed the maximum fixed under Article 32. Any such Additional Director shall hold office only up to the next Annual General Meeting but shall be eligible for election at such meeting.

**36. Removal of Directors**

a) The Company may, by ordinary resolution, remove a Director before the expiry of his term. However, special notice shall be required for such resolution or to appoint somebody instead of a Director so removed at the meeting at which he is removed.

b) A vacancy created by the removal of a director may, if he had been appointed by the Company in General meeting or by the Board by filling casual vacancy, be filled by the appointment of another Director in his stead by the meeting at which he is removed, provided. Special notice of the intended appointment has been given as above.

c) Subject to the provisions of the Act (and particularly Section 188) any Member of the Board and any of his relatives and any registered firm or Company in which he is interested may enter into any contract with the Company for the sale, purchase or supply of goods, the rendering of services or otherwise, without such Member of the Board being disqualified or incurring any liability to account for profits.

**37. Proceedings of Meetings of Directors:**

a) Meetings of Directors

Board of Directors shall meet together at least once in every three months for the dispatch of business and may adjourn and otherwise regulate its meetings and proceedings as it thinks fit, provided that at least four such meetings shall be held in every year. Notice in writing of every meeting of the Board of Directors shall be given to every Director for the time being in India and at his usual address in India to every other Director.

b) Chairperson:

The Chairperson will be elected by the Board who shall also determine the period for which he is to hold the office. Chairperson of the Meeting shall be the Judge of Validity of any Vote.

A Director shall be eligible to be a Chairperson, if he has been a major member for an un-interrupted minimum period of at least 5 Years, and as Director for un-interrupted minimum term of 3 years. In the event the Chairperson as elected above is absent/not present for any meeting any other Director present may be elected as Chairperson with

the consent of other Directors present.

c) Quorum

- (i) The quorum for a meeting of the Board of Directors shall be determined from time to time in accordance with the provisions of Section 174 of the Act. If a quorum shall not be present within fifteen minutes from the time appointed for holding a meeting of the Board of Directors, it shall be adjourned until such date and time as the Chairman of the Board of Directors shall appoint.
- (ii) A meeting of the Board of Directors at which a quorum be present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Board of Directors, as specified under Section 179 of the Act.

d) Decisions at Meeting of Board of Directors:

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In case of equality of votes, the Chairman shall have a second or casting vote.

e) Committee of Directors:

- (i) The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.
- (ii) 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 Board.
- (iii) A committee may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be chairman of the meeting.
- (iv) A committee may meet and adjourn as it thinks proper questions arising at any meeting of a committee shall be determined by a Majority of votes of the members present, an in case of an equality of votes, the chairman shall have a second or casting vote.

f) Validation of Acts of Directors at Board of Directors Meeting

All acts done by any meeting of the Board of Directors or any Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or that they or any of them were disqualified, be as valid as if such Director had been duly appointed provided that nothing in this Article shall be deemed to give validity to acts by its Directors after the appointment of such Director have been shown to be invalid.

g) Resolution without Board of Directors Meeting

Save in those cases where resolution is required by Sections 179 and other applicable provisions of the Act and these Articles, to be passed at a meeting of the Board of

Directors a resolution shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly called and constituted, if a draft thereof is circulated, together with the necessary papers, if any, to all the Directors, then in India (not being less in number than the quorum fixed for a meeting of the Board of Directors) and to all other Directors at their usual address in India, and has been approved by such of them

as are then in India or by a majority of such of them as are entitled to vote on the resolution.

h) Remuneration of Directors

- (i) The remuneration of a Director for his services shall be such sum as may be fixed by the Board, not exceeding such sum within the maximum limit that may be prescribed by the Act or by the Central Government for each meeting of the Board or a committee thereof attended by him.
- (ii) Subject to the provisions of the Act:
  - (a) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel, travel insurance and other expenses properly incurred by them ----
    - (i) In attending and returning from meetings of the Board of Directors or any Committee thereof or general meetings of the Company; or
    - (ii) In connection with the business of the Company.
  - (b) Board of Directors is fully empowered to secure its Directors and Officers through appropriate insurance policy covers, including D&O (Directors & Officers) liability insurance; and the premium and other costs thereof shall be borne by the Company.

**38. Minutes:**

- (a) The Board shall cause minutes of all proceedings of every meeting of the Board and of every sub-committee thereof to be kept by making within 30 (thirty) days of the conclusion of every such meeting entries thereof in books kept for that purpose with their pages consecutively numbered.
- (b) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
- (c) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- (d) The minutes shall also contain-
  - (i) The name of the Members of the Board present at the meeting and
  - (ii) In the case of each resolution passed at the meeting, the names of the Members of the Board, if any, dissenting from or not concurring in the resolution.
- (e) Nothing contained in sub-clause (a) to (f) shall be deemed to require the Inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting
  - (i) Is or could reasonably be regarded as defamatory of any person, or
  - (ii) Is irrelevant or immaterial to the proceedings, or
  - (iii) Is detrimental to the interests of the Company. The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this Sub-clause.
  - (iv) Minutes of meeting kept in accordance with the aforesaid Provisions shall be evidence of the proceedings recorded therein.

**39. Powers of the Board of Directors:**

The Board of Directors shall exercise authorities and powers as specified under Section 179 of the Act.

The Powers of the Board shall be subject to restrictions as specified in Section 180 of the Act.

**40. General Powers of Company vested in the Board of Directors**

Board of Directors' may, at its sole discretion, accept .any grants, contributions or donations, from anybody corporate, Company or persons and on such terms and conditions, as it may deem fit. The Board of Directors may refuse acceptance of any such grant, donation or contribution without any reason therein fore. The Board of Directors shall exercise all such powers of the Company and do all such acts and things as are not, by the Act, or by any other statute or by its Memorandum and Articles of Association required to be exercised by the Company in general meeting subject nevertheless to these Articles, to the provisions of the Act or any other statute and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General meeting shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made.

**41. Secretary:**

The Board of Directors may from time to time appoint and at their discretion remove any individual (hereinafter called the Secretary') to perform any functions which by the Act are to be performed by the Secretary and to execute any other purely ministerial administrative duties which may from time to time be assigned to the Secretary by the Director. The Directors may also at any time appoint some other person (who need not be the Secretary) to keep the registers required to be kept by the Company.

**42. Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer**

- a. Subject to the provisions of the Act,—
  - (i) A chief executive officer, manager, Company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it thinks fit; and any chief executive officer, manager, Company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board.
  - (ii) A director may be appointed as chief executive officer, manager, Company secretary or chief financial officer with the approval resolution of the Board of Directors.
- b. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, Company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, Company secretary or chief financial officer.
- c. Entitled immunity: The Directors, Chief Executive Officer, Auditors, and other Officers for the time being of the Company shall be indemnified and secured harmless out of the assets and property of the Company from and against all actions, costs, 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 their own willful neglect 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 Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any monies of or belonging to the Company 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 their own willful neglect or default respectively.

**43. The Seal**

The Board of Directors shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in

lieu thereof and the Board of Directors shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board of Directors or a Committee of the Board of Directors previously given.

The Company shall also be at liberty to have an official Seal for use in any territory & district or place outside India.

**44. Deeds how executed:**

Every deed or other instrument to which the Seal of the Company is required to be affixed, shall unless the same is executed by a duly constituted attorney, be signed by two Directors or one Director and Secretary or some other person appointed by the Board of Directors for the purpose.

**45. Annual Returns:**

The Company shall comply with the provisions of Section 92 of the Act as to the making of Annual Returns.

**46. Books and Documents**

a. Books of Account to be kept:

The Board of Directors shall cause to be kept in accordance with Section 128 of the Act proper books of account with respect to:-

- (i) all sums of money received and expended by the Company and the Matters in respect of which the receipt and expenditure takes place; (ii) All sales and purchase of goods by the Company; (iii) The assets and liabilities of the Company; (iv) Register of Works. (v) Register showing calculation of Works.

b. Register of Directors:

- (i) The Board shall cause to be kept at the Registered Office of the Company a Register containing the particulars of the Board of Directors and other persons as mentioned in Section 170 of the Act and shall otherwise comply with the provisions of the said section in all respect
- (ii) Every Member of the Board of Directors shall disclose to the Company the particulars relating to his office in any other body Corporate which are required to be specified under the Act.
- (iii) Every member of the Board of Directors shall give notice to the Company of such matter relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of Section 170 of the Act.

c. Following documents to be maintained as per Rule 64 of the Copyright Rules, 2013

- (i) Register of Authors and other owners; (ii) Register of Agreements; (iii) Register of Royalties; and (iv) Disbursement Register

d. Books where to be kept

The Books of Account shall ordinarily be kept at the Registered Office or at such other place in India as the Board of Directors decides and when the Board of Directors so decides, the Company shall, within seven days of the decision, file with the Registrar a notice in the writing giving the full address of that other place.

e. Inspection

Subject to the provisions of Section 128 of the Act, the books of accounts and other books and papers shall be open to inspection during business hour by any Director, Registrar or any Officer or Government authorized by the Central Government in this behalf.

f. Inspection by Member

The Board of Directors may from time to time, determine whether and to what extent, and at what times and places, and under which condition or regulations, the books of account and books of documents or any of them, shall be open to the inspection of the applicable members not being Directors and no member (not being a Director) shall have any right of inspecting any books of account or books or documents of the Company except as conferred by law or authorised by the Board of Directors or by the Company in General meeting.

The applicable member desirous of inspecting the work register and calculation of the voting rights, record of calculation of the voting rights, record of Works registered of the members, and Register of Members, shall have an access to such records, one week before the date of the general meeting, with prior notice of one week.

g. Books of Accounts and Vouchers to be preserved

The Books of account of the Company together with the vouchers relevant to any entry in such books of Account shall be preserved in, good order in accordance with the provisions of Section 128 of the Act.

h. True and Fair view

The Books of Account shall give a true and fair view of the state of affairs of Company and explain its transactions.

#### **47. Balance Sheet and Accounts**

a. Income and Expenditure Account and Balance Sheet

At every Annual General Meeting, the Board of Directors shall lay before the Company a Balance Sheet and Income and Expenditure Account made up in accordance with the provisions of Section 129 of the Act, and the Balance Sheet and Income and Expenditure Account shall comply with the requirements of the Act so far as they are applicable to the Company but, same as aforesaid the Board of Directors shall not be bound to disclose greater details of the result or extent of the trading and transactions of the Company than the Board of Directors deems expedient.

b. Annual Reports of Directors / Board of Directors

There shall be attached to every Balance Sheet laid before the Company the Report of the Board of Directors complying with Section 134 of the Act.

c. Copies to be sent to Members and Others

A copy of every Balance Sheet (including the Income and Expenditure Account, the Auditors' Report and every document required by law to be annexed or attached to the Balance Sheet), as provided by Section 128 and 129 of the Act, not less than Fourteen days before the meeting



be sent to every such members, and other person to whom the same is required to be sent by the said Section.

**48. Audit:**

a. Account to be Audited Annually

Once at least in every year the Books of Account of the Company shall be examined and the correctness of the Balance Sheet and Income and Expenditure Account ascertained by one or more Auditor or Auditors.

b. Appointment and Remuneration of Auditors

The Company at each Annual General Meeting shall appoint an Auditor or Auditors to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting and their appointment, remuneration rights and duties shall be regulated by Section 139 to 147 of the Act.

c. Audit of Accounts of Branch Office of Company

Where the Company has a branch office the provisions of the Act shall apply.

d. Right of Auditor to attend General Meeting

All notices of and other communications relating to any general meeting of the Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditor of the Company and the Auditor shall be entitled to attend any general meeting and to be heard at any general meeting which he attends on any part of the business which concerns him as Auditor.

e. Auditor's Report to be read

The Auditors' Report shall be read before the Members in General Meeting and shall be open to inspection by any member of the Company.

f. When Accounts to be Deemed Finally Settled

Accounts of the Company when audited and adopted by the Company in General Meeting shall be conclusive except as regards any error discovered therein within three months next after the adoption thereof. Whenever any such error is discovered within that period the accounts shall forthwith be corrected and therefor shall subject to the approval of the Company in general meeting, be conclusive

g. Power to Amend Audited Accounts laid before the Company in General Meeting

The Directors shall, if they consider it to be necessary and in the interest of the Company, be entitled to amend the audited accounts of in the Company of any financial year which have been laid before the Company in General Meeting. The amendments to be affected by the Directors in Pursuance of this Article shall be placed before the General Meeting for their consideration and approval.

**49. Dividend:**

No part of the profit or other income of the Company shall be distributed to the members as dividends or otherwise.

**50. Service of Notices and Documents:**

**How Notice to be served on Members**

A notice or other document may be given by the Company to any member in accordance with the provisions of the Act.

**51. Secrecy:**

Every Director, Secretary, Trustee for the Company, its members, officers, servant, agent, accountant or other person employed in or about the business of the Company shall, if so required by the Board of Directors before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the

Board of Directors or by a Court of law and except so far as may be necessary in-order to comply with any of the provisions in these Articles Contained.

**52. Indemnity and Responsibility:**

Every Director, Secretary or officer of the Company or any person (whether an officer of the Company or not) employed by the Company as Auditor shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Secretary or Officer or Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under the Act in which relief is granted to him by the Court.

**53. Funds of the Company:**

All the monies or funds of the Company not immediately required shall be paid into an account, to be opened with any bank or banks that may be approved by the Board of Directors in the name of the Company. All cheques on that account shall be signed jointly by any two Office Bearers duly authorized for the purpose by the Board of Directors.

**54. Arbitration:**

The Board of Directors may, on assuming the office form an Arbitration Board from the applicable members of the Company, which shall consist of 3 (three) applicable Members who shall elect amongst them a Chairman. Any disputes arising from business dealings between members or between members and non-members or between any other parties may be referred to the Arbitration Board. The dispute so referred to them shall be governed by the rules framed in this connection by the Board of Directors from time to time and shall comply the Arbitration & Conciliation Act, 1996. Such rules may include the fees to be charged.

**55. Winding Up:**

If upon a winding up or dissolution of the Company there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall either be distributed amongst the members of the Company but shall be transferred to such other Company doing similar kind of business, to be determined by the members of the Company at or before the time of dissolution or in default thereof, by the High Court of Judicature that has or acquires Jurisdiction in the matter.

**56. Copyright Act Compliance:**

The company shall comply with the provisions of the Copyright Act, 1957 as amended by Copyright (Amendment) Act, 2012 and the Copyright Rules, 2013 and any amendments, modifications there to from time to time including the provisions, rules and regulations relating to the Collection Societies. Neither any member nor any director of Company shall do any act,

deed or matter under any contravention or violation of the provisions of the Copyright Act, 1957 or of the Copyright Rules, 2013 as amended, modified or re-enacted from time to time.

**57. Alterations in Rules and Regulations:**

The foregoing rules and regulations shall be copied in a book to be kept with the records of the Company. Printed copies of the same shall be made available to all the members and no alterations or additions or deletions shall be made therein or thereto save and except when adopted by the majority or three-fourths of the members present at the General Meeting convened by a notice issued at least seven clear days before the holding of such a meeting and in which notice all the terms of proposed alterations or deletions have been clearly set forth. No alterations and amendments will be carried out without the approval of the Central Government. Every member shall bind himself to abide by these Articles of Association or any alteration or modification thereat that may be made from time to time in conformity with the Companies Act 1956 for the time being in force subject to the approval of the Government.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Articles of Association.

Sr. No.	Names, address, description and occupation of Subscribers	Signature of the subscribers	Signature, names, addresses, descriptions and occupations of witnesses
1.	The Indian Record Manufacturing Company Limited through its Authorized Representative Mr. Sovan Lal Saha (vide Board resolution dated October 3, 2017) [Company incorporated under India Companies Act, 1956] Address: 6/1, Akrur Dutta Lane, Kolkata-700012. Occupation: Business	Sd/-	
2.	Meshi Creations Private Limited through its Authorized Representative Mr. Dewal Prashar (vide Board resolution dated December 9, 2017) [Company incorporated under India Companies Act, 1956] Address: 140, Defence Enclave, BOH Road, Ambala Cantt, Ambala-133021 Occupation: Business	Sd/	Witness to 1, 2, 3, 4, 5, 6 and 7:  Sd/- Name: Himanshu Shantilal Kamdar
3.	Sarthak Music Private Limited through its Authorized Representative Mr. Sitaram Agrawalla (vide Board resolution dated December 9, 2017) [Company incorporated under India Companies Act, 1956] Address: Shwetana Residency, Kanika New Colony, Kanika Chhak, Cuttack-8, Odisha. Occupation: Business	Sd/	Address: A-303, Prathmesh, 3rd Floor, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
4.	Strumm Entertainment Private Limited through its Authorized Representative Mr. Suresh Thangiah (vide Board resolution dated December 5, 2017) [Company incorporated under India Companies Act, 1956] Address: 302, B Wing, Mangalya, Andheri East, Mumbai-400059 Occupation: Business	Sd/	Description: Rathi & Associates, Company Secretaries  Occupation: Company Secretary in practice  Membership No. F5171 COP: 3030
5.	Yellow Music Private Limited through its Authorized Representative Mr. Deepak Bali (vide Board resolution dated December 7, 2017) [Company incorporated under India Companies Act, 2013] Address: 9, Vasant Vihar, Jalandhar, Punjab-144001. Occupation: Business	QA/	
6.	Latha Chowdhury, daughter of Chathapuram Venkatraman Raj an, aged about 42 years Address: A-302, Jimmy Park-I CHS Ltd. Plat No. 182-D, Sector 17, Nerul - 400706. Occupation: Self-employed	Sri/-	
7.	Sanjay Arjundas Wadhwa, son of Mr. Arjundas Pokardas Wadhwa, aged about 51 years, Address: Old No 80, New No 42, New Avadi Road, Kilpauk, Chennai 600010. Occupation: Self-employed	Sd/-	

Dated this day of January 19, 2018 at Mumbai