

THE COMPANIES ACT, 2013

MEMORANDUM OF ASSOCIATION

OF

RECORDED MUSIC PERFORMANCE LIMITED
(Company Limited by Guarantee and not having Share Capital)

1. The name of the Company is "**RECORDED MUSIC PERFORMANCE LIMITED**" (hereinafter referred to as "**the Company**" or "**RMPL**").
2. The registered office of the Company will be situated in the State of **Maharashtra**.
- 3(a) The objects to be pursued by the Company on its incorporation are –
 - * i. To carry on and deal with the business, in territory of India and abroad, of issuing or granting licenses in respect of sound recording works under the Copyright Act, 1957 and all other activities ancillary or incidental thereto.
 - ii. To exercise on behalf of Members of the Company in India and/or the World, being the Owners of or being otherwise entitled to the benefit of or interested in the copyrights in such works all rights and remedies of the owners by virtue of the Copyright Act, 1957 and any other applicable law, or otherwise in respect of any exploitation of their works by public performance, by broadcasting or by communication to public of the Sound Recording and or Music Video/Visual Recording (music video/visual recording not being the original cinematograph film incorporating the sound recording) by any other such means available for dissemination of the works, which may exist today or develop from time to time.
- 3(b) Matters which are necessary for furtherance of the Objects specified in Clause 3(a) are:
 - iii. To have assignment from Owners of sound recording or music video/Visual Recording incorporating the sound recording (music video/visual recording not being the original cinematograph film incorporating the sound recording) and/or the owners of or being otherwise entitled to the benefit of or interest in the copyrights in such Sound Recording and Music Videos/Visual Recording of such Sound Recordings hereinafter called the "Owners", all or any of the rights or remedies of the Owners by virtue of the Copyright Act, 1957 and to exercise and enforce such rights and remedies in the Company's name. Such assignments, assurances, powers of attorney or other authorities or instruments as may be deemed necessary or expedient for enabling the Company to acquire all or any part of the legal estate in the copyrights of such Sound Recording and Music Videos/Visual Recording of such Sound Recordings after payment to the Owners such fees as may be agreed upon between the Company and the Owners and to exercise and enforce in its own name or otherwise all such rights and remedies as aforesaid and to execute and do all such assurance, agreements and other instruments and acts as may be deemed necessary or expedient for the purpose of the exercise or enforcement by the Company of such rights and remedies as aforesaid.

* Altered vide Special Resolution passed at the Extra-Ordinary General Meeting held on 25/04/2019.



- iv. To make from time to time alter or vary any rules for regulating (1) the method and proportions by and in which and the times at which the net moneys received by the Company in respect of the Public performance of any such records as aforesaid shall be divided and apportioned among the members of the Company; (2) the administration of the property or business of the Company and any matters incidental thereto.
- v. To distribute the net moneys received by the Company in the exercise of the foregoing powers after making provision there out for the expenses and liabilities of the Company incurred in such exercise or otherwise in carrying out the purposes and operations of the Company, and for any contributions or payments for any of the purposes specified in the next following sub-clause hereof, amongst the members of the Company entitled thereto in accordance with the rules for the time being in force with respect to the distribution thereof.
- vi. To grant gratuities, donations, pensions and emoluments to any person at any time in the employment of the Company, or engaged in any business acquired by the Company, and the wives, widows, families and dependents of any such persons, and establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions, and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purpose of the Company or calculated to further its objects.
- vii. To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated, directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company or the Owners.
- viii. To acquire or undertake the whole or any part of the business, property or liabilities of any person, firm, association or company carrying on any undertaking or business, which the Company is authorized to carry on, or possessed of property suitable for the purposes of the Company.
- ix. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person, firm, association or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to amalgamate with or become affiliated to any such association or company, and to lend money to, guarantee the contracts of or otherwise assist any such person, association or company and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- x. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- xi. To promote any company or companies for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose, which may seem directly or indirectly calculated to the benefit this Company.
- xii. To purchase, take on lease, or in exchange, hire or otherwise acquire any real and personal property and any rights of privileges which the Company may think necessary or convenient for the purposes of its undertaking or business, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
- xiii. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.

- xiv. To borrow or raise or secure the payment of money in such' manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) and to purchase, redeem or pay off any such securities.
 - xv. To remunerate any person or company for services rendered or to be rendered in placing or guaranteeing the placing of any debentures, debentures stock or other securities of the Company or in or about the formation or promotion of the Company, or the conduct of its business.
 - xvi. To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.
 - xvii. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
 - xviii. To adopt such means of making known the operations of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by publication of books and periodicals.
 - xix. To get the Company to be registered or recognized in any foreign country or place.
 - xx. To sell, improve, manage, develop, exchange, lease, mortgage, dispose off, turn to account or otherwise deal with all or any part of the property and rights of the Company.
 - xxi. To appoint any agent or agents for the collection and recovery of any moneys receivable by the Company in the exercise of its powers or otherwise for the purpose of the exercise of any of such powers.
 - xxii. To do all or any of the above things in any part of India and abroad, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
 - xxiii. To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.
4. The liability of the member(s) is limited.
5. Every member undertakes to contribute:
- i. to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for the payment of debts and liabilities of the Company or of such debts and liabilities as may have been contracted before he ceases to be a member; and
 - ii. to the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributories among themselves), such amount as may be required, not exceeding INR 500 (Indian Rupees Five Hundred only).



6. We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum 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	Sd/	
6.	Latha Chowdhury, daughter of Chathapuram Venkatraman Rajan, aged about 42 years Address: A-302, Jimmy Park-I CHS Ltd. Plat No. 182-D, Sector 17, Nerul - 400706. Occupation: Self-employed	Sd/-	
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