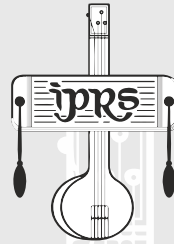


Draft Amended Articles of Association for Approval in Extra-ordinary General Meeting to be held on 3rd August, 2018



The Indian Performing Right Society Limited



AMENDMENTS IN ARTICLE OF ASSOCIATION

AMENDMENTS IN ARTICLE OF ASSOCIATION

Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
1	-	-	Clause 1(a)(xx)	"Member's Deed of Assignment" means the deed of assignment made between the Member and the Society (as the same shall be varied and/or amended from time to time).	A new definition has been added in the AOA i.e Clause 1(a)(xx).
2	Clause 1(a)(xxi)	"Music Publisher" means an Owner, who carries on the business of Music Publishing or an authorised licensee of literary and musical works by its Owner/s.	Clause 1(a)(xxii)	"Publisher Owner" means an Owner, who carries on the business of Music Publishing or an authorised licensee of literary and musical works by its Owner/s.	The word "Music Publisher" is replaced with "Publisher Owner" in the definition
3	Clause 1(a)(xxii)	"Owner" means: Indian entities/persons, commonly referred to as Music Publishers, but by whatever name called, who have acquired, control or own the copyrights, in an existing Work, wholly or partially, in the Literary Works and/or the Musical Works created by Authors for any territory and term that is administered by the Society in any	Clause 1(a)(xxiii)	"Owner" means: l) Indian or foreign entities/persons, commonly referred to as Music Publishers, but by whatever name called, who have acquired, control or own the copyrights, in an existing Work, wholly or partially, in the Literary Works and/or the Musical Works created by Authors for any territory and term that is	The definition of "Owner" also includes "Foreign entities/persons"

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	Clause 1(a)(xxii)	musical work or in any literary work which are or may be associated with a musical work; and Authors who have retained, wholly or partially, the copyrights in their respective Literary and/or Musical Work/s.	Clause 1(a)(xxiii)	administered by the Society in any musical work or in any literary work which are or may be associated with a musical work; and ii) Authors who have retained, wholly or partially, the copyrights in their respective Literary and/or Musical Work/s.	
4	Clause 1(a)(xxv)	"Rules" means the Rules made under the Companies Act, 2013, the Copyright Act, 1957, Copyright Rules, 2013 and the rules made by the Society, which may be as amended form time to time.	Clause 1(a)(xxvi)	"Rules" means the Rules made under the Companies Act, 2013, the Copyright Act, 1957, Copyright Rules, 2013 and the rules made by the Society, which may be as amended from time to time.	The word "form " is replaced with "from" in the definition i.e "amended from time to time"
5	Clause 3(ii)	all persons, who as on the date of the amendments of these Articles, (whether Authors or Owners), had been admitted as members of the Society in whatever capacity and class.	Clause 3(ii)	all persons, who as on the date of the amendments of these Articles, (whether Authors or Publisher Owners), had been admitted as members of the Society in whatever capacity and class.	The word "Owner" is replaced with "Publisher Owner" i.e (whether Authors or Publisher Owners)

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
6	Clause 4 (i) and Clause 4 (ii)	<p>The following persons shall be eligible for membership of the Society:</p> <p>I. any Author or Owner of copyright in Musical Work and/or Literary Work;</p> <p>ii. any spouse, widow, child or other relative, next to kin, beneficiary under a will, personal or legal representative or a trustee of a deceased Author or Owner, so long as the copyright in the Musical and/or Literary Works of the deceased Author or Owner subsist under the Copyright Act 1957.</p>	Clause 4 (i) and Clause 4 (ii)	<p>The following persons shall be eligible for membership of the Society:</p> <p>I. any Author or Publisher Owner of copyright in Musical Work and/or Literary Work;</p> <p>ii. any spouse, widow, child or other relative, next to kin, beneficiary under a will, personal or legal representative or a trustee of a deceased Author or Publisher Owner, so long as the copyright in the Musical and/or Literary Works of the deceased Author or Publisher Owner subsist under the Copyright Act 1957.</p>	<p>The word "Owner" is replaced with "Publisher Owner" in Clause 4 (i) and Clause 4 (ii)</p>
7	Clause 5 (c)	<p>(c) No person may be admitted by the Society as a Member of any category (Author or Owner) unless he has fulfilled the qualifying criteria prescribed for that category in the Rules.</p>	Clause 5 (c)	<p>(c) No person may be admitted by the Society as a Member of any category (Author or Publisher Owner) unless he has fulfilled the qualifying criteria prescribed for that category in the Rules.</p>	<p>The word "Owner" is replaced with "Publisher Owner" in Clause 5 (c)</p>

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
8	Clause 5 (d)	As soon as practicable after the qualifying criteria as prescribed by the Board and where necessary, approved, the Board shall subject to all requirements under the Companies Act and the rules made thereunder and the Rules framed by the Board having been fulfilled by the applicant, admit the applicant as a Member of the Society and the Society shall inform the applicant about his membership and his name having been duly added to the records of the Society and updated with the relevant registrar of companies in accordance with applicable laws. Only after the Board has approved the admittance of a member, the name of such a member shall be entered in the Register of Authors and Owners. Further, the Society shall issue to the applicant a membership certificate in writing in such form as the Board may prescribe from time to time, signed by a Director of the Society and counter signed by the Secretary or any other officer so appointed therefor;	Clause 5 (d)	As soon as practicable after the qualifying criteria as prescribed by the Board and where necessary, approved, the Board shall subject to all requirements under the Companies Act and the rules made thereunder and the Rules framed by the Board having been fulfilled by the applicant, admit the applicant as a Member of the Society and the Society shall inform the applicant about his membership and his name having been duly added to the records of the Society and updated with the relevant registrar of companies in accordance with applicable laws. Only after the Board has approved the admittance of a member, the name of such a member shall be entered in the Register of Authors and Publisher Owners. Further, the Society shall issue to the applicant a membership certificate in writing in such form as the Board may prescribe from time to time, signed by a Director of the Society and counter signed by the Secretary or any other officer so appointed therefor;	The word "Owner" is replaced with "Publisher Owner" in Clause 5 (d)

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
9	Clause 5 (j)	Member in its category as Author or Owner shall be registered region-wise (viz. North, South, East, West) depending upon the place of residence in case of an individual and upon the place of the registered office of the firm or corporate entity or the Owner or Author Member should represent the repertoire of that region	Clause 5 (j)	Member in its category as Author or Publisher Owner shall be registered region-wise (viz. North, South, East, West) depending upon the place of residence in case of an individual and upon the place of the registered office of the firm or corporate entity or the Publisher Owner or Author Member should represent the repertoire of that region	The word "Owner" is replaced with "Publisher Owner" in Clause 5 (j)
10	Clause 6	No Member shall be at liberty to transfer his membership or any rights or privileges attached to such membership to any other person, or to alienate, assign, sell, transfer, license or exercise himself any right (Performing Right and Mechanical Right) vested in the Society or controlled by the Society by virtue of the membership of the Member of the Society or by these Articles required to be so vested or controlled.	Clause 6	No Member shall be at liberty to transfer his membership or any rights or privileges attached to such membership to any other person, or to alienate, assign, sell, transfer, license or exercise himself any right (Performing Right and Mechanical Right) vested in the Society or controlled by the Society by virtue of and to the extent of the terms and conditions of the Member's Deed of Assignment	The sentence "by virtue of the membership of the Member of the Society or by these Articles required to be so vested or controlled." Is replaced with "by virtue of and to the extent of the terms and conditions of the Member's Deed of Assignment"

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
11	Clause 7 (a)	(a) Every Member shall, on admission and/or at any time thereafter, on request by the Society, give or cause to give by way of an Assignment ("Exclusive Authorisation") to the Society, of his portion /share of all the rights as mentioned in Article 7(b) below (in all of his/her/its Musical Works and/or Literary Works), past, present and future of which he/she/it is the Author or Owner to be exclusively administered on his/her/its behalf by the Society for World and for such other territories as so specified in the Assignment Agreement;	Clause 7 (a)	Every Member shall, on admission and/or at any time thereafter, on request by the Society, give or cause to give by way of an Assignment ("Exclusive Authorisation") to the Society, of his portion /share of all the rights as mentioned in Article 7(b) below (in all of his/her/its Musical Works and/or Literary Works), past, present and future of which he/she/it is the Author or Publisher Owner to be exclusively administered on his/her/its behalf by the Society for World and for such other territories as so specified in the Deed of Assignment Agreement;	In Clause 7 (a), The word "Owner" and "Assignment Agreement" is replaced with "Publisher Owner" and "Deed of Assignment Agreement"

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
12	Clause 7 (b)	<p>b) The rights to be given by a Member and which would be administered by the Society on behalf of the Member are:-</p> <ul style="list-style-type: none"> i. the Performing Right; ii. the Mechanical Right (Right of Reproduction); iii. the Synchronisation Royalty payable to the Society as per these Articles; iv. the Right to Royalty. <p>The Society will not administer but shall be entitled to collect share of royalties payable to Author/Composer Members of the Society in relation to the Synchronisation Right.</p> <p>Without prejudice to the Performance / Communication to the Public license fee/ royalty payable separately to the society for the Performance/Communication to the public of the Synchronised Work, the Society shall also collect share of royalties payable to Author/Composer Members for the Synchronisation of the Work</p>	Clause 7 (b)	<p>(b) The rights to be given by a Member and which would be administered by the Society on behalf of the Member are:-</p> <ul style="list-style-type: none"> i. the Performing Right; ii. the Mechanical Right (Right of Reproduction); iii. The Right to Royalty in respect of (i) and (ii) above. 	<p>The Clause no 7(b)(iii) and paragraph below Clause no 7(b)(iv) has been Omitted.</p>

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
		<p>("Synchronisation Royalty"). For ease of business, the Publisher Members shall grant consolidated license both for such Synchronized Work; provided that the Publisher Member ensures that Synchronization royalty is paid to the society at a percentage rate fixed by the Board of the Society as percentage of consideration. In case of the Publisher Members granting a free license, the Publishers Member shall inform the Society on a monthly basis with the full.</p>			
13	Clause 7 (e)	<p>Pending the Assignment of rights to the Society pursuant to this Article, every Member by virtue of his being admitted as a Member, gives/grants to the Society, for and during the period of Membership in his name or in that of the Society but at the Society's sole charge and expense, the sole power and authority:</p>	Clause 7 (e)	<p>To the extent of and subject to the terms of the Member's Deed of Assignment, every Member by virtue of his/her being admitted as a Member, gives/grants to the Society, for and during the period of Membership in his/her name or in that of the Society but at the Society's sole charge and expense, the sole power and authority:</p>	<p>In Clause no 7(e), the sentence "Pending the Assignment of rights to the Society pursuant to this Article," is replaced with "To the extent of and subject to the terms of the Member's Deed of Assignment,"</p>

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
14	Clause 7 (e) (iv)	To institute and prosecute proceedings against all persons infringing the said rights (Performing Right, Mechanical Right) and, if the Society in its discretion thinks fit, to defend or oppose any proceedings taken against any Member in respect of such rights and works, and to compound, compromise, refer to arbitration or submit to judgement in any proceedings, and generally to represent the Member in all matters concerning the said rights (Performing Right, Mechanical Right & Synchronisation Right);	Clause 7 (e) (iv)	To institute and prosecute proceedings against all persons infringing the said rights (Performing Right, Mechanical Right) and, if the Society in its discretion thinks fit, to defend or oppose any proceedings taken against any Member in respect of such rights and works, and to compound, compromise, refer to arbitration or submit to judgement in any proceedings, and generally to represent the Member in all matters concerning the said rights (Performing Right, Mechanical Right);	In Clause no 7(e)(iv) the sentence "(Performing Right, Mechanical Right & Synchronisation Right)" is replaced with "(Performing Right, Mechanical Right)"
15	Clause 7 (e) (v)	To protect generally the said rights (Performing Right, Mechanical Right) and collect the Author's royalty for the Synchronisation Right, in the Member's Musical and /or Literary Works; and	Clause 7 (e) (v)	To protect generally the said rights (Performing Right, Mechanical Right) in the Member's Musical and /or Literary Works; and	In Clause no 7(e)(v) the sentence "and collect the Author's royalty for the Synchronisation Right" is omitted.
16	-	-	Clause 7 (g)	In the event of any conflict between Articles 7 and 7A and a Member's Deed of Assignment and its parts, the Member's Deed of Assignment and its parts shall prevail to the extent of such conflict	The Clause no 7(g) is newly added in AOA.

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
17	Clause 7 (g)	The Society may exercise and enforce the rights (Performing Right, Mechanical Right & Synchronisation Royalty Right) of the members of any Affiliated Societies pursuant to the terms of any contract(s) that now exists or which may hereafter be made between the Society and such Affiliated Societies.	Clause 7 (h)	The Society may exercise and enforce the rights (Performing Right, Mechanical Right) of the members of any Affiliated Societies pursuant to the terms of any contract(s) that now exists or which may hereafter be made between the Society and such Affiliated Societies.	In Clause no 7(h) the sentence "(Performing Right, Mechanical Right & Synchronisation Royalty Right)" is replaced with "(Performing Right, Mechanical Right)"
18	Clause 7 (h)	Every member at the time of his membership and thereafter from time to time, shall notify the Society through such forms as prescribed by the Society, details of all works in respect of which he/she/it is the Author and/or Owner. Every member shall also deposit with the Society, upon request by the Society, such further proofs and documents including a print or copy of each such work. The Society shall not be responsible for any loss or damage (financial or otherwise) sustained by any Member by reason of his/her/its failure to comply with the provisions of this Article.	Clause 7 (i)	Every member at the time of his membership and thereafter from time to time, shall notify the Society through such forms as prescribed by the Society, details of all works in respect of which he/she/it is the Author and/or Publisher Owner. Every member shall also deposit with the Society, upon request by the Society, such further proofs and documents including a print or copy of each such work. The Society shall not be responsible for any loss or damage (financial or otherwise) sustained by any Member by reason of his/her/its failure to comply with the provisions of this Article.	The word "Owner" is replaced with "Publisher Owner" in Clause 7 (i)

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
19	-	-	Clause 7 (k)	In relation to Works not written or composed by an Author or Composer Member of the Society i.e., works first made or published outside India, the Publisher Owner Member may restrict the grant of rights to the Society or exclude any such Work or category of rights in any such Work from the grant of rights to the Society notwithstanding anything contained in this Article 7.	The Clause no 7(k) is newly added in AOA.
20	-	-	Clause 7 A	(a) The assignment of rights described in Article 7 does not include synchronisation rights. However, without prejudice to the Performance / Communication to the Public license fee/ royalty payable separately to the society for the Performance/ Communication to the public of the Synchronised Work, the Society shall also collect share of royalties' payable as per the Copyright Act, 1957, to Author/ Composer Members for the Synchronisation of only the	This new clause named Synchronisation Rights has been inserted as Clause 7A

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
				<p>Literary and Musical Works written or Composed by Author Members of the Society ("Synchronisation Royalty"). For ease of business, the Publisher Owner Members shall grant consolidated license both for such Synchronized Work; provided that the Publisher Owner Member ensures that Synchronization royalty is paid to the society at a percentage rate fixed by the Board of the Society as percentage of consideration. In case of the Publisher Owner Members granting a free license, the Publishers Owner Member shall inform the Society on a monthly basis with the full details of the licenses issued during the month and shall ensure payment to the society of the said Synchronization royalty as decided by the Board of the Society.</p> <p>(b) The written authorization by the Author/Composer to the Society to collect from the Publisher Member the shares</p>	

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
21	Clause 8 (d)(i)	i. If any member who acts contrary to the interest or prejudice of the Society or otherwise does any act or acts detrimental to the interests of the Society and/or commits any breach or violation of any of the Articles under the Articles of Association of the Society or the Rules made from time to time, the Board shall be entitled to determine and/or terminate his membership of the Society by passing or adopting a resolution with 3/4th majority of the Author Board members and separately 3/4th majority of Music Publisher Owners members present and voting to that effect on a case to case basis.	Clause 8 (d)(i)	i. If any member who acts contrary to the interest or prejudice of the Society or otherwise does any act or acts detrimental to the interests of the Society and/or commits any breach or violation of any of the Articles under the Articles of Association of the Society or the Rules made from time to time, the Board shall be entitled to determine and/or terminate his membership of the Society by passing or adopting a resolution with 3/4th majority of the Author Board members and separately 3/4th majority of Publisher Owners members present and voting to that effect on a case to case basis.	The word "Music Publisher Owner" is replaced with "Publisher Owner"

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
22	Clause 8 (d)(iv)	iv. On the passing of the resolution by the Board determining or terminating the membership of any Member concerned, such Member's membership shall stand suspended till the resolution of the Board is approved by majority of all Members at the General Meeting by passing or adopting a resolution with 3/4th majority of the Members present and voting at the General Meeting to that effect on a case to case basis, on the basis of "one man one vote" for Authors/ Composers and on the basis of "one work one vote" for Music Publisher Owners. Only after the resolution of the Board determining or terminating the membership of any Member concerned is approved in a General Meeting as aforesaid, shall that person concerned cease to be a Member of the Society with immediate effect.	Clause 8 (d)(iv)	iv. On the passing of the resolution by the Board determining or terminating the membership of any Member concerned, such Member's membership shall stand suspended till the resolution of the Board is approved by majority of all Members at the General Meeting by passing or adopting a resolution with 3/4th majority of the Members present and voting at the General Meeting to that effect on a case to case basis, on the basis of "one man one vote" for Authors/Composers and on the basis of "one work one vote" for Publisher Owners. Only after the resolution of the Board determining or terminating the membership of any Member concerned is approved in a General Meeting as aforesaid, shall that person concerned cease to be a Member of the Society with immediate effect.	The word "Music Publisher Owner" is replaced with "Publisher Owner"
23	Clause 8 (f)	The membership of any member shall ipso facto cease on institution by such member of a suit, court claim, complaint or court proceedings against the Society.	Clause 8 (f)	The membership of any member shall ipso facto cease on institution by such member of a suit, court claim or court proceedings against the Society.	In Clause 8 (f) , the word "Complaint" is omitted

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
24	Clause 20 (a)	(a) The Chairman of the Meeting shall be elected from among the members of the Society, by a majority of all the members present and voting at a General Meeting of the Society. The said election of the Chairman shall be by way of show of hands (i.e. on the basis of a "one man one vote" formula) unless a poll by ballot (which shall also be cast on the basis of "one man one vote" formula) is demanded by the members present and voting at a General Meeting of the Society or by the said candidates.	Clause 20 (a)	(a) The Chairman of the Society & Board shall be appointed (from within the twelve Directors elected to the Board) by a show of hands of all members of the Society present and voting during a General Meeting. In event of a demand for Poll by Ballot to appoint the Chairman of the Society & Board, the Poll by Ballot shall be conducted on the basis of the "one man one vote" formula and by a simple majority.	The clause named as "Chairman of the meeting" is replaced with "Chairman of the Society & Board".
25	Clause 20 (b)	(b) Members of the Society who satisfy the following criteria shall be eligible for appointment to the Board of Directors: i. Publisher: they should have 1000 Indian Musical & Literary works published and/or contained on the sound track of Indian Cinematograph Films/ Teleserials or have 1000 Indian Musical & Literary works published and/or contained on Discs and/or cassettes;	-	-	The Clause 20 (b) is Omitted

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
		<p>ii. For a Composer he/she should have a minimum of 100 Indian Musical Works published and/or contained on the soundtrack of Indian Cinematograph Films/ Teleserials or have a minimum of 100 Indian Musical Works published and/or contained on Discs and/or cassettes or has composed background music for a minimum of 25 films/ telefilms or has composed background music for 50 teleserials aggregating to a minimum of 2500 episodes or has albums (whether by way of CD's or Cassettes) of his vocal or instrumental compositions prior to the date of the incorporation of the Society of hereinafter;</p> <p>iii. For an Author he/she shall have a minimum of 100 musical works publish and/or contained on the soundtrack of Cinematograph Films/ Teleserials or have a minimum of 100 Musical works published and/or contained on discs and/or cassettes prior to the date of the incorporation of the Society or thereafter.</p>			

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
26	Clause 20 (c)	(c) Any member of the Society eligible for appointment to the Board of Directors of the Society shall be eligible to stand for election of Chairman of the Society and the Board.	Clause 20 (b)	(b) Any member of the Society eligible for appointment to the Board of Directors of the Society shall be eligible to stand for election of Chairman of the Society & Board and may nominate himself/ herself as a candidate.	The sentence "election of Chairman of the Society and the Board" is replaced with " election of Chairman of the Society & Board and may nominate himself/ herself as a candidate."
27	Clause 20 (d)	Save and except the provisions of Article 24, the said elected Chairman shall also be appointed as the Chairman of the Board of Directors of the Society from within Directors comprising of representatives of the 12 (Twelve) Directors(6 Directors each being drawn respectively from Author Members and Music Publisher Members) elected on the Board of the Society. Once a member, standing for election as a Director, is elected as the Chairman of the Society in a General Meeting and as a Director, other Members shall cause their nominees (on the Board) to vote in favour of appointment of such person as the Chairman of the Board of Directors.	-	-	The Clause 20 (d) is Omitted

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
28	Clause 20 (e)	The elected Chairman of the Society shall be and preside as Chairman at every General Meeting and Board Meetings of the Society.	-	-	The Clause 20 (e) is Omitted
29	Clause 20 (f)	If the Chairman is not present within thirty minutes after the time appointed for holding the Meeting, or if he is not willing to act as Chairman, then the Directors present shall choose one amongst them to be the Chairman of the meeting.	-	-	The Clause 20 (f) is Omitted
30	Clause 20 (g)	If at any General Meeting, the elected Chairman is not present within thirty minutes after the time appointed for holding the meeting, the Members present shall choose one amongst them to be the Chairman of the meeting.	-	-	The Clause 20 (g) is Omitted
31	Clause 20 (h)	The Chairman shall have the right to vote in his individual capacity in the Meetings. In the case of an equality of votes, whether on a show of hands or on a poll by ballot, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.	-	-	The Clause 20 (h) is Omitted

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
32	Clause 20 (i)	The Chairman of the Society shall be elected for a period of 3 years. However, the Chairman is eligible to be re-elected as Chairman and there shall be no bar to such re-election.	Clause 20 (c)	(c) The Chairman of the Society shall be elected for a period of 2 years commencing from the date of his/her Election during a meeting of the Society. However, the Chairman is eligible to be re-elected as Chairman and there shall be no bar to such re-election.	The sentence "The Chairman of the Society shall be elected for a period of 3 years" is replaced with "The Chairman of the Society shall be elected for a period of 2 years commencing from the date of his/her Election during a meeting of the Society."

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
33	-	-	Clause 20A	<p>(a) The Chairman of the Society and Board shall preside as Chairman at every General Meeting of the Society. In the event of the absence of the Chairman of the Society from a Meeting, the election of a Chairman for that Meeting shall be way of show of hands. If a Poll is demanded by the members present and voting at every Meeting, the Poll by Ballot shall be conducted on the basis of the "one man one vote" formula to elect a Chairman from among the Directors of the Board for that Meeting.</p> <p>(b) The Chairman shall have the right to vote in his individual capacity in the Meetings.</p>	The Clause 20A is newly added in AOA.

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
34	-	-	Clause 20B	The Board of Directors may decide, by simple majority, to appoint a Chairman Emeritus under extraordinary circumstances and for a limited period of time. The Chairman Emeritus will be a person that deserves such position due to his/her broad experience and good reputation. The Chairman Emeritus will not have the right to vote in the Board and the General Assembly. The duties of the Chairman Emeritus will be specified by the Board of Directors, with the aim to contribute to the positive development of the goals and obligations of IPRS. The term of duration of the Chairman Emeritus as well as the remuneration, if any, will be also decided by the Board of Directors of the Society. There should only be one Chairman Emeritus.	The Clause 20B is newly added in AOA.

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
35	Clause 21(b)(ii)	For the Reserved Items mentioned in Article 16 (b) (i) to (iv) and Resolutions moved/ proposed during the Meeting with prior approval of the Board, the voting methodology shall be on the basis of "one man one vote"for Authors/ Composers and on the basis of "one work one vote" for Music Publishers and such matters/ resolutions shall be placed at the General Meeting and shall require 75% (i.e. 3/4th majority) or more votes of Author/Composers Members present in person and entitled to vote at the General Meeting and separately 75% (i.e. 3/4th majority) or more votes of Music Publishers Members present in person and entitled to vote at the General Meeting, in favour of the resolution, for it to be passed; For item mentioned in Article 16 (B) (i) concerning election of Directors, Author Members and Owner Members shall vote for candidates in their respective category of Author or Owner only. For clarity, Author members shall not be eligible to elect Owners Members to the Board of the Society and Owners Members shall not be eligible to elect Author members to the Board of the Society.	Clause 21(b)(ii)	For the Reserved Items mentioned in Article 16 (b) (i) to (iv) and Resolutions moved/ proposed during the Meeting with prior approval of the Board, the voting methodology shall be on the basis of "one man one vote" for Authors/Composers and on the basis of "one work one vote" for Publisher Owners and such matters/resolutions shall be placed at the General Meeting and shall require 75% (i.e. 3/4th majority) or more votes of Author/Composers Members present in person and entitled to vote at the General Meeting and separately 75% (i.e. 3/4th majority) or more votes of Publisher Owners present in person and entitled to vote at the General Meeting, in favour of the resolution, for it to be passed; For item mentioned in Article 16 (B) (i) concerning election of Directors, Author Members and Publisher Owners shall vote for candidates in their respective category of Author or Owner only. For clarity, Author members shall not be eligible to elect Owner members Publisher Owners to the Board of the Society and Publisher Owners shall not be eligible to elect Author members to the Board of the Society.	The word "music publisher & owner members" have been replaced with "Publisher Owners"

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
36	-	-	Clause 24(b)	<p>(b) Members of the Society who satisfy the following criteria shall be eligible for appointment to the Board of Directors:</p> <p>iv. Publisher Owner: they should have 1000 Indian Musical & Literary works published and/or contained on the sound track of Indian Cinematograph Films/ Teleserials or have 1000 Indian Musical & Literary works published and/or contained on Discs and/or cassettes;</p> <p>v. For a Composer he/she should have a minimum of 100 Indian Musical Works published and/or contained on the soundtrack of Indian Cinematograph Films/ Teleserials or have a minimum of 100 Indian Musical Works published and/or contained on Discs and/or cassettes or has composed background music for a minimum of 25 films/ telefilms or has composed background music for 50 teleserials aggregating to a minimum of 2500 episodes or has</p>	The Clause 24(b) is newly added in AOA.

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
36			Clause 24(b)	<p>albums (whether by way of CD's or Cassettes) of his vocal or instrumental compositions prior to the date of the incorporation of the Society of hereinafter;</p> <p>vi. For an Author he/she shall have a minimum of 100 musical works publish and/or contained on the soundtrack of Cinematograph Films/ Teleserials or have a minimum of 100 Musical works published and/or contained on discs and/or cassettes prior to the date of the incorporation of the Society or thereafter.</p>	The Clause 24(b) is newly added in AOA.
37	Clause 24(b)	Subject to these Articles, the Board of Directors shall consist of Members from all the four regions of India viz., East, West, North and South in a manner to ensure fair and just representation of Author Members and Owner Members from each region and accordingly, the number of seats region wise shall be as under:	Clause 24(c)	Subject to these Articles, the Board of Directors shall consist of Members from all the four regions of India viz., East, West, North and South in a manner to ensure fair and just representation of Author Members and Publisher Owners from each region and accordingly, the number of seats region wise shall be as under:	The word "owner members" has been replaced with the word "Publisher Owners"

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
38	Clause 24(b)	For a member to stand and represent a specified region, the member should be an Owner or Author Member registered as such to membership from that region at the time of his membership or the Owner or Author Member should represent the repertoire of that region.	Clause 24(d)	For a member to stand and represent a specified region, the member should be a Publisher Owner or Author Member registered as such to membership from that region at the time of his membership or the Publisher Owner or Author Member should represent the repertoire of that region.	The word "Owner or Author Member " is replaced with "Publisher Owner or Author Member"
39	Clause 24(f)	Subject to these Articles, Members shall appoint a Chairman of the Board in accordance with Article 20 from amongst themselves who would be the Chairman of the Society and Board. Apart from his vote as a Director, only in the case of an equality of votes or tie, the Chairman shall be entitled to have a second casting vote in Board meetings.	Clause 24(g)	Subject to these Articles, Members shall appoint a Chairman of the Board in accordance with Article 20 from amongst themselves who would be the Directors of the Board as the Chairman of the Society and Board. Apart from his vote as a Director, only in the case of an equality of votes or tie, the Chairman of the Board shall be entitled to have a second casting vote in Board meetings.	The sentence "Members shall appoint a Chairman of the Board in accordance with Article 20 from amongst themselves who would be the Chairman of the Society and Board." is replaced with " Members shall appoint a Chairman of the Board in accordance with Article 20 from amongst themselves who would be the Directors of the Board as the Chairman of the Society and Board."

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
40	Clause 24(i)	Author Members and Owner Members shall vote for candidates for election to the Board in their respective category of Author or Owner only. For clarity, Author members shall not be eligible to elect Owner members to the Board of the Society and Owner members shall not be eligible to elect Author members to the Board of the Society.	Clause 24(j)	Author Members and Publisher Owners shall vote for candidates for election to the Board in their respective category of Author or Publisher Owner only. For clarity, Author members shall not be eligible to elect Publisher Owners to the Board of the Society and Publisher Owners shall not be eligible to elect Author members to the Board of the Society.	The word "Owner Member" is replaced with "Publisher Owner"
41	Clause 25(a)	The Society shall provide adequate facilities to the Chairman and shall employ such personnel (not exceeding 3 persons) as may be required and as may be appointed by the Chairman towards an office for the Chairman of the Society. The Society shall meet such costs/salaries/retainers, being commensurate with Industry norms, during the tenure of the Chairman incurred in connection with the Society. Such personnel of Chairman's office shall not be a member or any employee of the member or office bearer of any association/copyright Society/company.	Clause 25(a)	The Society shall provide adequate facilities to the Chairman and shall employ such personnel (not exceeding 3 persons) as may be required and as may be appointed & employed by the Society towards the office of the Chairman. The Society shall meet such costs/salaries/retainers, being commensurate with Industry norms, during the tenure of the Chairman incurred in connection with the Society. Such personnel of Chairman's office shall not be a member or any employee of the member or office bearer of any association/copyright Society/company.	The sentence "as may be required and as may be appointed by the Chairman towards an office for the Chairman of the Society" is replaced with "as may be required and as may be appointed & employed by the Society towards the office of the Chairman"

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
42	Clause 25A	<p>(a) The Chairman of the Society & Board first elected to hold the office of Chairman of the Society and Board under these Articles shall on attaining age of retirement as prescribed under the Companies Act, 2013 be designated as "Chairman Emeritus" of the Society.</p> <p>(b) The Chairman Emeritus shall be entitled to attend Board meetings but shall not have a vote during the said meeting.</p> <p>(c) The Chairman Emeritus shall be entitled to all the privileges and facilities as made available to Chairman of the Society as per Article 25 (a) & (b) of these Articles.</p>	-	-	The Clause 25A is Omitted

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
43	Clause 26	The Directors on the Board shall not be entitled as such to any remuneration; but the Board may remunerate in such manner as it thinks fit, any Director who may be called upon to render any special service to the Society. The Directors shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meeting of the Board and/or in connection with the Society's business and also a sitting fee.	Clause 26	The Directors on the Board shall not be entitled as such to any remuneration; but the Board may remunerate in such manner as it thinks fit, any Director who may be called upon to render any special service to the Society. The Directors shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meeting of the Board and/or in connection with the Society's business and also a sitting fee. All such payments shall be detailed in the Society's Annual Report	The following sentence has been inserted after the end of paragraph "All such payments shall be detailed in the Society's Annual Report"

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
44	Clause 27 (c)	Further, for the Reserved Items as per the matters set out as Reserved Items vide Article 16 (a) (ii) to (v) to be considered as having been finally passed would also require to be passed by 75% or more votes of Members present in person and entitled to vote at a General Meeting of Members, in favour of the resolution. The voting methodology at AGM/EGM pertaining to Reserved Items shall be on the basis of "one man one vote" for Authors/Composers and on the basis of "one work one vote" for Music Publishers and such matters/resolutions placed at the General Meeting shall be binding on the Society only after the said resolutions have been passed by (i) 75% or more votes of Author/Composers Members present in person and entitled to vote at the General Meeting and (ii) 75% or more votes of Music publishers Members present in person and entitled to vote at the General Meeting.	Clause 27 (c)	Further, for the Reserved Items as per the matters set out as Reserved Items vide Article 16 (a) (ii) to (v) to be considered as having been finally passed would also require to be passed by 75% or more votes of Members present in person and entitled to vote at a General Meeting of Members, in favour of the resolution. The voting methodology at AGM/EGM pertaining to Reserved Items shall be on the basis of "one man one vote" for Authors/Composers and on the basis of "one work one vote" for Publisher Owners and such matters/resolutions placed at the General Meeting shall be binding on the Society only after the said resolutions have been passed by (i) 75% or more votes of Author/Composers Members present in person and entitled to vote at the General Meeting and (ii) 75% or more votes of Publisher Owner Members present in person and entitled to vote at the General Meeting.	The word "Music Publisher" is replaced with "Publisher Owners"

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
46	Clause 28 (a)	The Board may appoint a Committee(s) by whatever name called, for such purposes and with such powers, authorities and directions under Terms of Reference (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit. Committee Members may be paid all travelling, hotel and other expenses properly incurred by them under the said Terms of Reference.	Clause 28 (a)	The Board may appoint a Committee(s) by whatever name called, for such purposes and with such powers, authorities and directions under Terms of Reference (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit with all such functions being recommendatory and subject to approval of the Board. Committee Members may be paid all travelling, hotel and other expenses properly incurred by them under the said Terms of Reference.	The sentence "for such period and subject to such conditions as it may think fit." is replaced with "for such period and subject to such conditions as it may think fit with all such functions being recommendatory and subject to approval of the Board. "
47	Clause 28 (b)	It is clarified that the Legal Committee authorised and appointed to oversee the Society's legal matters shall consist of 2 (Two) Author / Composer Directors and 2 (Two) Music Publisher Directors (inclusive of the Chairman of the Society). The Legal Committee of the Board shall be exclusively responsible for all legal matters of the Society, including appointment of	Clause 28 (b)	It is clarified that the Legal Committee authorised and appointed to oversee the Society's legal matters shall consist of 2 (Two) Author / Composer Directors and 2 (Two) Publisher Owner Directors (inclusive of the Chairman of the Society). The Legal Committee of the Board shall be exclusively responsible for all legal matters of the Society, including appointment of	The word "Music Publisher Directors" is replaced with "Publisher Owner Directors "

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
47	Clause 28 (b)	outside counsel, legal proceedings and/ or investigations (civil and/or criminal), claims and actions concerning or related to the Society, any part of or the whole of its Business, interests of its members or one class of members, its Directors and Officers excluding for "Legal Cases" as defined in Article 28(c). All legal expenses already incurred or that may be incurred under direction of the Committee shall be promptly disbursed by the Society on written request of the Legal Committee. All decisions of the Legal Committee shall be on the basis of a simple majority of members present and voting during meetings of the Legal Committee. The Chairman shall have a second or casting vote only in the case of a tie.	Clause 28 (b)	outside counsel, legal proceedings and/ or investigations (civil and/or criminal), claims and actions concerning or related to the Society, any part of or the whole of its Business, interests of its members or one class of members, its Directors and Officers excluding for "Legal Cases" as defined in Article 28(c). All legal expenses already incurred or that may be incurred under direction of the Committee shall be promptly disbursed by the Society on written request of the Legal Committee. All decisions of the Legal Committee shall be on the basis of a simple majority of members present and voting during meetings of the Legal Committee. The Chairman shall have a second or casting vote only in the case of a tie.	The word "Music Publisher Directors" is replaced with "Publisher Owner Directors "
48	Clause 28 (c)	Notwithstanding Article 28 (b), the composition of the Legal Committee solely responsible for the conduct and disposal of legal proceedings (civil and/or criminal), claims, complaints, claims and actions ("Legal Cases")	Clause 28 (c)	Notwithstanding Article 28 (b), the composition of the Legal Committee solely responsible for the conduct and disposal of legal proceedings (civil and/or criminal), claims, complaints, claims and actions ("Legal Cases")	The word " Music Publisher" is replaced with "Publisher Owner" and the word "Governing

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
		<p>arising, filed, registered (and subsisting/ pending) prior to 31.12.2016 against the Society, its Directors and/ or Officers, shall be 2 (Two) Author / Composer Directors and 2 (Two) Music Publishers Directors (inclusive of the Chairman of the Society) and the Outside Counsel of the Society (as a non-voting invitee) if any. This composition shall subsist until the year 2020 or until the Legal Cases are finally closed or quashed and/or withdrawn, whichever is earlier. All legal expenses already incurred or that may be incurred under direction of the Committee shall be promptly disbursed by the Society on written request of the Legal Committee charged with the Legal Cases. All decisions of the Legal Committee shall be on the basis of a simple majority of members present and voting during meetings of the Legal Committee. In case of a tie, the decision will be referred to Governing Council and would be decided by 3/4th majority of Board Member present and voting.</p>		<p>arising, filed, registered (and subsisting/ pending) prior to 31.12.2016 against the Society, its Directors and/ or Officers, shall be 2 (Two) Author / Composer Directors and 2 (Two) Publisher Owner Directors (inclusive of the Chairman of the Society) and the Outside Counsel of the Society (as a non-voting invitee) if any. This composition shall subsist until the year 2020 or until the Legal Cases are finally closed or quashed and/or withdrawn, whichever is earlier. All legal expenses already incurred or that may be incurred under direction of the Committee shall be promptly disbursed by the Society on written request of the Legal Committee charged with the Legal Cases. All decisions of the Legal Committee shall be on the basis of a simple majority of members present and voting during meetings of the Legal Committee. In case of a tie, the decision will be referred to the Board and would be decided by 3/4th majority of Board Member present and voting.</p>	<p>Council" is replaced with "The Board"</p>

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
49	-	-	Clause 31	<p>The Distribution of Receipts of the Society shall be implemented in accordance with the Distribution Policy approved by the Board of the Society.</p> <p>In relation solely to any Musical Work and Literary Work written or composed by Author Members of the Society:</p>	The following point is newly inserted in Clause 31
50	Clause 31 (a)	The Society shall license, collect and distribute for all utilization (per section 18 & 19 read with Section 30 of the Copyright Act 1957) in exercise of the copyright, license or authority assigned to the Society by its members and affiliated societies or exercise the same as per law, i.e. the royalty distribution will be equally between the Owner and Author.	Clause 31 (a)	The Society shall license, collect and distribute for all utilization (per section 18 & 19 read with Section 30 of the Copyright Act 1957) in exercise of the copyright, license or authority assigned to the Society by its members and affiliated societies or exercise the same as per law, i.e. the royalty distribution will be equally between the Publisher Owner and Author.	The word "Owner and Author" is replaced with "Publisher Owner and Author."

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
51	Clause 31 (b)	<p>All such royalties received or collected by the Society shall be distributed in the ratio of:</p> <p>(i) Relevant Owner Member of the relevant Literary and/ or Musical Work: 50%;</p> <p>(ii) Relevant Author Member of Literary Work: 25%; and</p> <p>(iii) Relevant Author Member of Musical Work: 25%.</p>	Clause 31 (b)	<p>All such royalties received or collected by the Society shall be distributed in the ratio of:</p> <p>(i) Relevant Publisher Owner of the relevant Literary and/ or Musical Work: 50%;</p> <p>(ii) Relevant Author Member of Literary Work: 25%; and</p> <p>(iii) Relevant Author Member of Musical Work: 25%.</p>	The word "Owner member" is replaced with "Publisher Owner"

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
52	Clause 31 (c)	<p>For clarity, the Society will collect and distribute royalties for all utilization, after 21st June 2012 of all Musical and/or Literary Works to</p> <p>i) The Relevant Authors / Composers and Owners or their legal heirs equally in the ratio as stated in (i), (ii) and (iii) of sub Article (b) above for Musical or Literary Works created and owned prior to 21st June 2012.</p> <p>ii) The Relevant Authors / Composers and Owners or their legal heirs equally in the ratio as stated in (i), (ii) and (iii) of sub Article (b) above for Musical or Literary Works created and owned post to 21st June 2012.</p> <p>iii) The Relevant Authors / Composers and Owners or their legal heirs their share of royalty and no private arrangement to the contrary will be binding on the Society.</p>	Clause 31 (c)	<p>(c). For clarity, the Society will collect and distribute royalties for all utilization, after 21st June 2012 of all Musical and/or Literary Works to</p> <p>i) The Relevant Authors / Composers and Publisher Owners or their legal heirs equally in the ratio as stated in (i), (ii) and (iii) of sub Article (b) above for Musical or Literary Works created and owned prior to 21st June 2012.</p> <p>ii) The Relevant Authors / Composers and Publisher Owners or their legal heirs equally in the ratio as stated in (i), (ii) and (iii) of sub Article (b) above for Musical or Literary Works created and owned post to 21st June 2012.</p> <p>iii) The Relevant Authors / Composers and Publisher Owners or their legal heirs their share of royalty and no private arrangement to the contrary will be binding on the Society.</p>	<p>The word "Owner" and "Owner Member" is replaced with "Plubisher Owner"</p>

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
53	Clause 31 (d)	It is clarified that the Society shall only distribute Royalties, as payable under these Articles, directly, in the name and to the account of the relevant Author/Composer/Owner Member of the Society or their legal heir and to no other third person or entity.	Clause 31 (d)	It is clarified that the Society shall only distribute Royalties, as payable under these Articles, directly, in the name and to the account of the relevant Author/Composer/Publisher Owner Member of the Society or their legal heir and to no other third person or entity.	The word "Owner Member" is replaced with "Plubisher Owner"
54	Clause 31 (h)	<p>It is clarified that excluding and other than for Works created or owned prior to 21st June 2012, the distribution of royalty to Authors/Composers shall not be construed as creation of any charge, encumbrance, and interest or right on the Copyright of the Owners and copyright ownership of the Owners would remain absolute without any restriction or limitation whatsoever subject to Owners securing valid assignment agreements with the relevant Authors.</p> <p>The Society shall not discriminate in relation to the payment of royalties to its members.</p>	Clause 31 (h)	<p>It is clarified that excluding and other than for Works created or owned prior to 21st June 2012, the distribution of royalty to Authors/Composers shall not be construed as creation of any charge, encumbrance, and interest or right on the Copyright of the Owners and copyright ownership of the Publisher Owners would remain absolute without any restriction or limitation whatsoever subject to Publisher Owners securing valid assignment agreements with the relevant Authors.</p> <p>The Society shall not discriminate in relation to the payment of royalties to its members and shall publish transparent distribution policies.</p>	<p>The word "Owner" is replaced with "Plubisher Owner"</p> <p>and</p> <p>the sentence "and shall publish transparent distribution policies" is inserted at the end of the paragraph.</p>

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
55	Clause 33 (a)	(a) The Board shall, from time to time, appoint any person not being a Member as Chief Executive Officer of the Society for such term and at such remuneration as it may think fit, and (subject to any contract entered into between the Society and such Chief Executive Officer) may from time to time remove and appoint some other person as Chief Executive Officer in his place. The Chief Executive Officer so appointed shall be holding the position of a principal officer of the Society/ Company under the Copyright Act and Rules as applicable. Such person shall be required to act under the control, supervision and directions of the Board of Directors as executor of the decisions of the Board/Governing Council.	Clause 33 (a)	The Board shall, from time to time, appoint any person, not being a Member of any Society either as a Music Publisher or as an Author, as Chief Executive Officer of the Society for such term and at such remuneration as it may think fit, and (subject to any contract entered into between the Society and such Chief Executive Officer) may from time to time remove and appoint some other person as Chief Executive Officer in his place. The Chief Executive Officer so appointed shall be holding the position of a principal officer of the Society/ Company under the Copyright Act and Rules as applicable. Such person shall be required to act under the control, supervision and directions of the Board of Directors as executor of the decisions of the Board.	The word "governing council" has been deleted. And the following sentence have been inserted "being a Member of any Society either as a Music Publisher or as an Author"

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
56	Clause 40	The provisions of the Companies Act shall govern the term of office of Directors and their re-election subject to it complying with the provisions of the Copyright Act, 1957 and Copyright Rules, 2013.	Clause 40	The provisions of the Companies Act, 2013 shall govern the term of office of Directors and their re-election subject to it complying with the provisions of the Copyright Act, 1957 and Copyright Rules, 2013. The Directors of the company shall be liable to retire by rotation, pursuant to section 152(6)(c) of the Companies Act 2013, one third of the total number of directors for the time being, shall retire by rotation at every AGM of the Company. Thus, the term of office of every director shall be two years, who subject to the provisions of the Companies Act shall be eligible for re-appointment.	The sentence "The Directors of the company shall be liable to retire by rotation, pursuant to section 152(6)(c) of the Companies Act 2013, one third of the total number of directors for the time being, shall retire by rotation at every AGM of the Company. Thus, the term of office of every director shall be two years, who subject to the provisions of the Companies Act shall be eligible for re-appointment." is newly inserted after the end of paragraph.

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
57	Clause 41	The Society may, in a General Meeting, by way of Ordinary Business, of which notice has been given in accordance with Section 169 of the Companies Act 2013 (except sub-section (4) which until the said sub section is brought into force section 284 (4) of the Companies Act, 1956, remove any Director before the expiration of his period of office, subject to these articles. However, the ratio of the Board nominees as provided for in Article 24 shall be maintained and in case of vacancy caused by way of removal or retirement and/or for any reason of a Director shall be filled only by a nominee chosen by the Author Member or Owner Member (as the case may be) whose nominee has been removed or his/her term has expired or retired, etc.	Clause 41	The Society may, in a General Meeting, by way of Ordinary Business, of which notice has been given in accordance with Section 169 of the Companies Act 2013 (except sub-section (4) which until the said sub section is brought into force section 284 (4) of the Companies Act, 1956, remove any Director before the expiration of his period of office, subject to these articles. However, the ratio of the Board nominees as provided for in Article 24 shall be maintained and in case of vacancy caused by way of removal or retirement and/or for any reason of a Director shall be filled only by a nominee chosen by the Author Member or Publisher Owner (as the case may be) whose nominee has been removed or his/her term has expired or retired, etc.	The word "Owner Member" is replaced with "Plubisher Owner"

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Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
58	Clause 56	The Directors, Chief Executive Officer, Auditors, Secretary, and other Officers for the time being of the Society, and the trustees (if any) for the time being, acting in relation to any of the affairs of the Society, and each one of them and their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and property of the Society from and against all actions, claims, proceedings, costs including legal expenses, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors, or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through such person's proven personal wilful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them, or for joining in any	Clause 56	The Society may, in a General Meeting, by way of Ordinary Business, of which notice has been given in accordance with Section 169 of the Companies Act 2013 (except sub-section (4) which until the said sub section is brought into force section 284 (4) of the Companies Act, 1956, remove any Director before the expiration of his period of office, subject to these articles. However, the ratio of the Board nominees as provided for in Article 24 shall be maintained and in case of vacancy caused by way of removal or retirement and/or for any reason of a Director shall be filled only by a nominee chosen by the Author Member or Publisher Owner (as the case may be) whose nominee has been removed or his/her term has expired or retired, etc.The Directors, Chief Executive Officer, Auditors, Secretary, and other Officers for the time being of the Society, and the trustees (if any) for the time being, acting in relation to any of the affairs of the Society, and each one of them and their heirs, executors and	The word "Music Publisher member" is replaced with "Publisher Owner"

Draft Amended Articles of Association for Approval in Extra-ordinary General Meeting to be held on 3rd August, 2018

Sr. No.	Original Article No.	Original Article	New/Revised Article No.	Suggested changes in Article	Changes done in Article
		<p>receipt for the sake of conformity or for any bankers or other persons with whom any monies or effects belonging to the Society shall be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which monies of or belongings to the Society shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, unless the same shall happen by or through such persons proven personal wilful neglect</p>		<p>administrators, shall be indemnified and secured harmless out of the assets and property of the Society from and against all actions, claims, proceedings, costs including legal expenses, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors, or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through such person's proven personal wilful neglect or default respectively, and</p>	