

THE INDIAN COMPANIES ACTS 1913-1936

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COMPANY LIMITED BY GURANTEE

(AND NOT HAVING A SHARE CAPITAL)

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MEMORANDUM OF ASSOCIATION

OF

PHONOGRAPHIC PERFORMANCE LIMITED

- \* 1. The name of the Company (which is hereinafter called "the Company") is "PHONOGRAPHIC PERFORMANCE LIMITED."
- \*\*2. The registered office of the Company will be situated in **MAHARASHTRA**.
3. The objects for which the Company is established are –
- (a) To carry on business in India and abroad of issuing or granting license for the Public performance of gramophone records, perforated rolls and other contrivances by means of which sounds may be mechanically and/or electrically reproduced (all of which contrivances are hereinafter included in the term "record").
- \*\*\* (b) To purchase from manufacturers of records and/or the owners of or being otherwise entitled to the benefit of or interest in the copyrights in such records hereinafter called the "Proprietors" all or any of the rights or remedies of the proprietors by virtue of the Copyright Act, 1957 and to exercise and enforce such rights and remedies in the Company's name.
- \*\*\* (c) To obtain from the proprietors 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 records after payment to the proprietors such fees as may be agreed upon between the Company and the proprietors 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.
- \* As altered by the Special Resolution passed by the Company at the General meeting held on 01/03/1996 and a fresh certificate of incorporation to that effect issued by the Central Government i.e., The Registrar of Companies, West Bengal under his hand on 27/06/1996.
- \*\* As altered by the Special Resolution passed by the Company at the General meeting held on 04/05/2001 and approved by the Company Law Board, Eastern Region Bench by its Order dated 31st January, 2003.
- \*\*\* As altered by the Special Resolution passed by the Company at the General meeting held on 02/03/1982 and approved by the Company Law Board, Eastern Region Bench by its Order dated 08th December, 1983.

- \*\*\*\*(ac) To protect, safeguard and defend the copyrights and intellectual property rights in sound recordings to the extent they are administered by the Company, through enforcement, litigation, anti-piracy action, education, co-ordination with government agencies and other expedient measures, against illegal usage and infringement, and, for this purpose, to be a member and/or affiliate of copyright enforcement or anti-piracy institutions.
- (d) 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.
- (e) To distribute the net moneys received by the Company in the exercise of the foregoing powers after making provision thereout for the expenses and liabilities of the Company incurred in such exercise or in otherwise 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.
- (f) 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.
- (g) 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 proprietors.
- (h) 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.
- (i) 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 or 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.

\*\*\*\* Inserted vide Special Resolution passed at the Annual General Meeting of the Shareholders of the Company held on 30/09/2009

- (j) 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.
- (k) 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.
- (l) 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.
- (m) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (n) 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.
- (o) 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.
- (p) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.
- (q) 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.
- (r) 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.
- (s) To procure the Company to be registered or recognized in any foreign country or place.
- (t) 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.
- (u) 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.
- (v) To do all or any of the above things in any part of India, Burma, Ceylon, Federated Malay States and Straits Settlements or elsewhere 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.

- (w) 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.
  - (x) To carry on business in India and abroad of audio visual works of members.
  - (y) To carry on business in India and abroad of aggregation and distribution of digital content on behalf of Owners of Copyrights of sound recordings / literary and musical works and audio visual works.
  - (z) To carry on business in India and abroad of issuing / granting license for the recording / re-recording of the literary and musical works on behalf of the Copyright Owners, or exclusive Owners of the said works.
  - (aa) To carry on business in India and abroad of Public Performance on behalf of the Copyright Owners, be it Owners of musical / literary works or Performers in sound recording or audio visual works.
  - (ab) To carry on business in India and abroad of collectively administering any Copyright, within the meaning of the word "Copyright", as mentioned in the Copyright Act, 1957, as amended from time to time.
4. The liability of the members is limited.
5. Every member undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a member or within one year afterwards for the payment of the debts and liabilities of the Company contracted before the time at which he ceases to be member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding Rs. 25.

Clause (x) to (ab) altered by the Special Resolution passed by the Company in Annual General meeting held on 20/09/2004 and Certificate of Registration of Special Resolution passed for alteration of the objects filed with Registrar of Companies on 22/08/2005 and Certificate of Registration of Special Resolution given by Registrar of Companies on 24/08/2005.

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

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**Names address and description of subscribers**

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**COLUMBIA GRAMOPHONE COMPANY LIMITED,**  
29, Waterloo Street, Calcutta,  
by L. A. Wright, Its duly constituted attorney

**THE PARLOPHONE COMPANY LIMITED,**  
Blyth Road, Hayes, Middlesex, England,  
By L.A. Wright, Its duly constituted attorney

**THE DECCA RECORD COMPANY LIMITED,**  
Burlington Road, New Malden,  
Surrey, England,  
by L. A. Wright, Its duly constituted attorney

**THE GRAMOPHONE COMPANY LIMITED,**  
33, Jessore Road, Dum Dum,  
by A. Forbes, Its duly constituted attorney

**THE TWIN RECORD COMPANY,**  
33, Jessore Road, Dum Dum,  
by A. Forbes, Its duly constituted attorney

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**Dated this 19th Day of April, 1941**  
**WITNESS to the above signatures**

**R.H. Blakeway,**  
**Solicitor,**  
**Calcutta**