



The Indian Performing Right Society Limited

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CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF THE MEMBERS OF THE INDIAN PERFORMING RIGHT SOCIETY LIMITED HELD ON 5TH JANUARY 2008 AT 'BANQUET' (MAIN LAND CHINA), 7TH FLOOR SHALIMAR ANDHERI (WEST) MUMBAI AT 11.30 A.M.

Special Resolution:

Alteration of the Articles of Association of the Society:

"RESOLVED THAT the regulations contained in the printed document submitted to the meeting and for the purposes of identification signed by the Chairman on behalf of the Governing Council thereof be and the same are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of all existing articles and regulations thereof."

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Item No. 4 of the Notice of 37th Annual General Meeting of the Members of The Indian Performing Right Society Limited held on 5th January 2008

Since the incorporation of the company, the Company's articles of association have not been substantially altered. Many of the provisions contained in the articles are not in conformity with the current provisions of the Companies Act, 1956 and your Governing Council consider it desirable to take this opportunity of adopting new Articles of Association which would not only be in conformity with the provisions of the Act and various rules made thereunder but also with the requirements of the Copyright Act and rules thereof.

All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. and 1.00 p.m., upto the date of ensuing Annual General Meeting.

**CERTIFIED TO BE TRUE
For THE INDIAN PERFORMING RIGHT SOCIETY LIMITED**


Director

Member : International Confederation of Societies of Authors & Composers (CISAC), World Congress of Authors & Composers
: Copyright Enforcement Advisory Council, Ministry of Human Resource Development, Government of India.
: Copyright Council & Copyright Centre, New Delhi.