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THE COMPANIES ACT 2013

ARTICLES OF ASSOCIATION*

OF

CINEFIL PRODUCERS PERFORMANCE LIMITED

(Company Limited by guarantee and not having share capital)

Altered and adopted pursuant to resolution passed at the EOGM held on 14 November, 2022, Monday.

For Cinefil Producers Performance Ltd



Director

Interpretation

1. (1) in this regulations:-

- a. "Affiliated society," means any of the societies in other countries, having objects similar to those of the society, with which the Society is for the time being affiliated.
- b. "Author" means in relation to a cinematograph film, the producer.
- c. "Board of Directors / Board" means the Board constituted under the Companies Act 2013, pursuant to these Articles.
- d. Deleted the old definition of Cinematograph Film from Article Para 1(1)(d) at the EOGM Dt. 14 November and inserted the definition of Cinematograph Film in **Article Para 1(1)(d) pursuant to Section 2[(f) of Copyright Act 1957** , means any work of visual recording and includes a sound recording accompanying such visual recording and "cinematograph" shall be construed as including any work produced by any process analogous to cinematography including video films.
- e. "Communication to the Public" pursuant to Section 2 (ff) of the Copyright Act, 1957 means making any work or performance available for being seen or heard or otherwise enjoyed by the public directly or by any means of display or diffusion other than by issuing physical copies of it, whether simultaneously or at places and times chosen individually, regardless of whether any member of the public actually sees, hears or otherwise enjoys the work or performance so made available. (Explanation- For the purpose of this clause, communication through satellite or cable or any other means of simultaneous communication to more than one household or place of residence including residential rooms of any hotel or hostel shall be deemed to be communication to the public).
- f. "Copyright society" means a society registered under sub-section (3) of section 33 of copyright act 1957.
- g. "Director" means a member of the Board of Director as constituted under the Companies Act.
- h. "Governing Council" means the ruling body of members formed pursuant to the Copyright Act, 1957 and the Copyright Rules, 2013.

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i. "Producer" pursuant to Section 2 (uu) of the Copyright Act, 1957 means In relation to a cinematograph film or sound recording, means a person who takes initiative and responsibility for making the work.

j. "Rules" means the rules made under Copyright Rules 2013 with amendment thereof or any of the relevant statute(s).

k. "Visual Recording" pursuant to Section 2 (xxa) means the recording in any medium, by any method including the storing of it by any electronic means, of moving images or of the representations thereof, from which they can be perceived, reproduced or communicated by any method.

l. "The Act" means the Companies Act, 2013 & the Copyright Act, 1957.

m. "Work" pursuant to Section 2(y) means any of the following works, namely:-

(i) A literary, dramatic, musical or artistic work;

(ii) A cinematographic films;

(iii) A sound recording.

(2) Unless the context otherwise requires, Words or expressions contained in these Articles shall bear the same meaning as in the Companies Act and/or the Copyright Act or any statutory modifications made therein from time to time.

Members

II. (1) there shall be no upper limit on the number of members and the categories of membership shall be decided by the Governing Council members for effective governance and provides that all members of the copyright society shall enjoy equal right pursuant to Section 35 (4) of the Copyright Act, 1957.

(2) Deleted Old Article Para II(2) at the EOGM Dt. 14 November 2022.

Application for Society Membership

- Deleted Old Article(s) Para II (3) & (4) at the EOGM Dt. 14 November 2022.

(4A) Inserted new Article Para II (4A) at the EOGM Dt. 14 November 2022. **Rule 45 of Copyright Rules 2013: "Membership of every copyright society shall be open to all the Authors and Other Owners**

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of a right or set of rights in specific categories of Works for which it is registered". For CINEFIL the category of Work is 'Cinematograph Film" Work.

5. The Governing Council shall examine the list and when satisfied, shall certify that the persons named thereon have been duly admitted to be Producers and Other Owners member and the name of such member will be entered in the Register of membership as required under the Copyright Act 1957.

6. Governing Council may in recognition of long and valuable services rendered by any retiring Director, President, Member or any other person as the board deemed fit shall appoint such person to be in the Honorary position for the duration of his life time.

7. In case of a firm/Company/ LLP, the membership shall be in the name of the firm/ Company/ LLP representing by authorised representative on behalf of the firm/Company/ LLP respectively.

Termination of Society Membership

8. Any Producers and Other Owners member may by giving one month notice in writing to the company or any committee thereof appointed by the Governing Council can rescind his membership, subject to the Copyright Act, 1957 read with Copyright Rules 2013.

Pending Proceedings Continuation of Control of Rights

9. If any proceedings have been instituted by or against the Company in respect of Producers and Other Owners Member's works either in the name of the Company or of the Member and such Producers and Other Owners Member ceases to be a Member during the pendency of the proceedings, any rights on the subject of such proceedings which have been vested in the Company by such member or are controlled by the Company by virtue of its/ his / her membership shall remain so vested or controlled by the company until such proceedings are finally disposed of pursuant to the Copyright Act, 1957.

General Meetings

10. All general meetings other than annual general meeting shall be called extraordinary general meeting.

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For Cinefil Producers Performance Ltd


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11. (a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(b) The Producers and Other Owners members will hold the General Meeting every year as per the provisions of the Copyright Act 1957 and rules made there under which shall be ratified by the Company for onward submission to the Copyright Registrar.

Notice of General Meeting of the Company

12. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be in such manner, as may be prescribed by the Company. Any general meeting to be called in shorter notice shall be as per the provisions of the Companies Act 2013 and / or Copyright Act, 1957, as the case may be.

Quorum

13. No business of the Company shall be transacted at any General Meeting unless a quorum of Members are present at the time when the meeting proceeds to business as per the provisions of the Companies Act 2013/ the Copyright Act, 1957 as the case may be.

Adjournment

14. If, within half an hour after the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of Members, the meeting shall be dissolved; in any other case the members present shall be the Quorum or it shall stand adjourned to such other day and at such other time and place, and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the Members present shall be the quorum.

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Chairman

15. (a) The Chairman of the Governing Council shall preside as Chairman at every General Meeting of the Company. If there is no such Chairman of the Governing Council, or if he is not present within thirty minutes after the time appointed for holding the meeting, or if he is not willing to act as chairman, the Vice Chairman of Governing Council shall be the Chairman of the meeting and failing him, the members of the Governing Council present shall choose one of their number to be Chairman of the meeting.

(b) If at any meeting no member of Governing Council is present within thirty minutes after the time appointed for holding the meeting, the Members present shall choose one of their member to be chairman of the meeting.

Adjournment of Meeting

16. (a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(d) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Method of Voting

(17). at any General Meeting, first all decisions will be taken by show of hands and matters / resolutions will be decided by a majority of votes. Every member of the society shall have equal vote and further provides that there shall be no discrimination between members who are author (Producer) and other owners of right pursuant to Rule 61 (5) and Rule 61 (6) of the Copyrights Rules, 2013.

Upon request of a majority of the Members, a resolution may be voted upon by a ballot and same is acceptable to the Chairman of the Meeting.

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- (a) In the event that a matter is to be resolved by a show of hands, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried unanimously or by a particular majority (as the case may be), or lost, and an entry to that effect in the book containing the minutes of proceedings shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.
- (b) If voting is to be done by poll, the Chairman shall issue official ballot papers to all those Members entitled to vote and present at the meeting, listing the name of the Member and the number of votes he is entitled to cast and every member shall have one man one vote pursuant to the Table H of Schedule I of the Companies Act, 2013 read with Section 35 (4) of the Copyright Act, 1957.
- (c) Each Member shall have one vote for the purposes of a poll by ballot.

Poll by Ballot

(18) A poll by ballot shall be taken in such manner as the Chairman of the meeting directs, and the result of the poll by ballot shall be declared prior to the adjournment of the meeting at which the poll was conducted.

Chairman of casting vote

(19) 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.

Time for taking poll

(20) A poll demanded on the election of a Chairman of a meeting or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs; and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

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Votes of Members

(21) a) Every Member shall have *one vote*, unless the voting is conducted on a show of hands. No Member shall be entitled to vote unless he is present in person.

(b) Votes may be given personally in the case of individuals and in relation to firms, companies or corporate bodies, votes may be given as provided by these Articles or by a representative duly authorised.

(22) Rules and regulations and the necessary guidelines in connection to meeting, adjourned meeting, Quorum, voting, method of voting, casting vote, poll etc. of Producers and Other Owners members shall be framed by the Governing Council of the Company from time to time.

Board of Directors/Governing Council

(23) The number of the directors and the names of the directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

(a) The numbers of the Directors shall not be less than 7 (Seven).

(b) As per Rule 59 (1) (b) of the Copyright Rule, 2013 provides that the Governing Council shall consist of Chairman and a minimum of six others members and the names of the first directors/ members:

- i. Mr. Rishi Raj - Chairman
- ii. Mr. Anil Basantkumar Agarwal – Other Owner- Secretary
- iii. Mr. Deepak Sawant- Producer- Executive Vice President
- iv. Mr. Vinayak Pothu- Other Owner- Treasurer
- v. Mrs. Kaveri Kaushal- Producer
- vi. Mr. Anoop Kumar - Producer
- vii. Mr. Satyam Raj- Other Owner

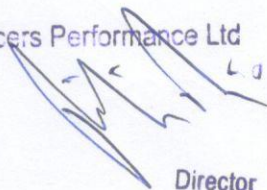
(24) (a) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(b) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

- i. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

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ii. in connection with the business of the company.

(c)(i) Subject to the provisions of Section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed by the Board by the articles.

(ii) Such Person shall hold office only upto the date of the next annual general meeting of the Company but shall be eligible for appointment by the company as a director at the meeting subject to the provisions of the Companies Ac, 2013.

Functioning/ Management of Copyright Society

(25)General Body:

(a) a general body consisting of all the Producers and Other Owners of right or set of rights in the Cinematographic Film works for which the copyright society has been authorised to issue or grant license.

(b) The general body shall be the decision making body of the society. All the powers necessary for the purpose of effective management of the society shall be with the General Body and the Governing Council may act as per the directions of the Governing Body.

(c) Pursuant to Rule 59 (3) the Chairman shall be elected by two-third of the majority of all the Members present and voting in the General Body meeting of the Copyright Society.

(d) The Chairman of the Governing Council shall chair the General Body.

(e) The Chairman shall have the right to vote in the General Body and the Governing Council.

(f) Pursuant to the provision of Rule 59 (6) of the Copyright Rules, 2013 the members other than the Chairman of the Governing Council shall represent equally from Producers and Other Owners, elected from the General Body by the majority of members present and voting in the General Body meeting of the Society.

(g) Deleted Old Article Para II 25(g) and inserted new Para II 25(g) at the EOGM DT. 14 November 2022 : Pursuant to the provisions of Rule 59(7) given under Copyright Rule 2021 - "The Chairman and other members of the Governing Council shall be elected for a term of

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two years and shall be eligible for re-election”.

(h) The general body may create sub-committees for preparing Tariff Scheme, Distribution Scheme, Welfare Scheme and such other matters relating thereto, under the supervision of the Governing Council.

(i) The General Body shall approve the instrument of the Society including any subsequent changes made to it.

(j) Inserted New Article Para II 25(j) at the EOGM Dt. 14 November 2022 : **For Managing and functioning the affairs of the Copyright Society as defined under Section 2(ffd), the prescribed Copyright Rules with amendments thereof made under the Copyright Act 1957 shall be paramount and if any inconsistency and / or variations in any of the provisions under this Article of Association on Copyright Society functioning or managing , then the Copyright Act 1957 read with prescribed Copyright Rules with amendments / notifications issued thereof , if any, shall prove superior strictly in accordance to such prevailing Copyright legislations”.**

Meetings of the Society

(26) General Body Meeting:

(a) Every copyright society shall hold a General Body Meeting of all its members as its annual General Body Meeting before the 31st day of March every year pursuant to the rule 61 (1) of the Copyright Rules, 2013.

(b) A special meeting of the General Body called Extra Ordinary General Body Meeting of all its members may also be held, if consider necessary, by two-third majority of the Governing Council.

(c) The meetings of the General Body and Governing Council shall be held in the town or city in which registered office is situated or such other convenient place as decided by the Chairman of the Society.

(27) Notice for the general body meetings:

The notice for General Body meeting shall be issued before twenty one days of the meeting and it shall and specify the agenda, time , date and address of the venue of the meeting and the same shall be posted on the website of the Society.

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(28) Quorum and adjournment:

(a) Pursuant to Rule 61 (7) of the Copyright Rules, 2013, quorum for meeting of the General Body shall be one-third of the total members and in case of lack of quorum the meeting may be adjourned for thirty minutes and then members present shall constitute quorum.

(b) Pursuant to Rule 61 (8) of the Copyright Rules, 2013, quorum for the meeting of the Governing Council shall be one-third of its total members other than Chairman with equal numbers of Producers and Other Owners.

Bodies/Committees

(29) Subject to the provision of Rule 48(c) of Copyright Rules, 2013 the bodies/committees will function for the arrangement for accounting and auditing along with other arrangement for the administration of the Society.

There will be Seven (7) independent committees that will monitor the functional heads and staffs of the Company.

1. Membership Enrolment Committee
2. Public Grievance & Information Committee
3. Business Strategy & Legal Compliance Committee
4. Welfare Scheme Committee
5. Tariff & Licensing Committee
6. Royalty Distribution Committee
7. Accounting and Audit Committee.

For above committees, the Committee members will be those Film Producers who have explicit exposure of Film fraternity having complete knowledge & information of Producers (Old & New) & Other Owners who have assigned and / or Licensed numerous Rights during the term of Copyright. Committee members will be Honorary Members initially who will be paid traveling and conveyance and/ or other miscellaneous payments, subject to approval of Governing Council and not any salaries.

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Each Committee will have 4 members and minimum 2 Members will be attending office twice a week. Mandatorily Committee to be held every month and duly signed minutes (signed by minimum two committee members) to be submitted to GC every month.

Proceeding of the Board

(30) (a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

(31) (a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(b) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

(32) The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

(33) (a) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(b) If no such chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their members to be Chairperson of the meeting.

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(34) (a) The Board may, subject to the provisions of the Companies Act, 2013 and the Copyright Act, 1957, delegate any of its powers to committees/ Governing Council consisting of such member or members of its body as it thinks fit.

(b) Any committee/ Governing Council so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

Power vested in the Governing Council in pursuance of Copyright Act, 1957 and Copyright Rules, 2013

(35) a) The company may file an application for registration of copyright society with the Registrar of Copyrights for submission to the central government for grant of permission to carrying on the business of issuing or granting licences in respect of copyright on cinematographic film subject to the rules framed under the Copyright Rules 2013 pursuant to Copyright Act 1957.

b) The company may issue licences and collect fees in accordance with its scheme of Tariff in relation to only such works as it has been authorised to administer in writing by the owners of rights and for the period for which it has been so authorised. The distribution of fees collected shall be subject to deduction administrative expenses incurred by the company subject to the rules framed under the Copyright Rules 2013 pursuant to Copyright Act 1957.

Chief Executive Officer, Company Secretary or Chief Financial Officer

(36) A chief executive officer, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it thinks fit; and any chief executive officer, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board.

Execution of negotiable instruments

(37) All cheques, Promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted,

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endorsed or otherwise executed, as the case may be in such manner as the Board shall from time to time by resolution determine.

Distribution of Receipts – General Purposes

(38) All moneys received by the Company in exercise of the copyright, licence or authority assigned by its members and affiliated societies shall be paid by way of royalty and/or fees to such assignors in consideration of assignment of their rights subject to the rules framed under the Copyright Rules 2013 pursuant to Copyright Act 1957.

Reserve Fund

(39) Company shall pursuant to Rule 55 (2) of the Copyrights Rule, 2013 make a deduction of only 15% from the royalty collection towards administration expenses and further 5% pursuant to Rule 67 of the Copyrights Rule, 2013 toward Welfare Scheme. The proviso to this Rule provides that a copyright society may during the initial period of two years of its registration deduct up to 20% of annual total collection on account of administration expenses.

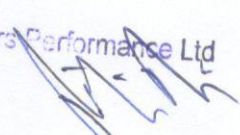
Payment of Expenses and Liability

(40) The Company shall pay and defray the expenses and liabilities of the Company incurred in the exercise or enforcement of the rights vested in or controlled by the Company out of the monies received by the Company in respect of the exercise or enforcement of such rights.

Borrowing Power

(41) The Company may from time to time borrow raise or secure the payment of such sum or sums of money, as it may deem requisite for any purpose, which it may deem expedient in the interests of the Company but not to charge any right or interest of any Producers and Other Owners Member.

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Minute

(42) The Board, Governing Council, Executive Council, and other Committees shall cause minutes to be duly made in books for recording purpose as required under Companies Act 2013 and / or Copyright Act 1957.

Accounts

(43) The Company shall cause proper books of account to be kept with respect to: all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place; and the assets and liabilities of the Company pursuant to the requirements of the Companies Act 2013 and Rule 63 of the Copyright Rule, 2013.

Winding Up

(44) In the event of and upon the winding up of the company, whether voluntary or otherwise, at any time, the assets of the company, (other than the performing right vested in or controlled by the company pursuant to these Article or copyright act any sums distributable in accordance with the Rules) shall, in so far as they are available for the purpose, be apportioned among the persons who are members at the date of such winding up, in the proportions, in which such Members received distributions from the company in respect of the year ending on the 31st day of the March immediately prior to such winding up and the rights (if any) vested in the company by a member, by a Members, or controlled by the company.

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