

The Kapol Co-operative Bank Ltd.
Andheri Branch, 1st Floor, Indicate
Chambers, 21, Sahay Road, Andheri (E),
Mumbai-400 060

D-557110 R. 1000 (001) MB
For the Kapol Co-operative Bank Ltd.

THE COMPANIES ACT 1956
Authorised Signatory

भारत 95214
128521

SPECIAL
ADHESIVE
महाराष्ट्र
MAY 21 2009

12:38

Rs. 0000200/- PB5505

INDIA STAMP DUTY MAHARASHTRA

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TIPS FILMS LIMITED

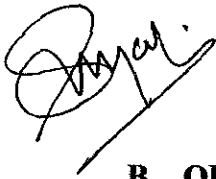


- I. The name of the Company is **TIPS FILMS LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Maharashtra ~~at~~ **Mumbai**, i.e. within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.
- III. The Objects for which the Company is established are:

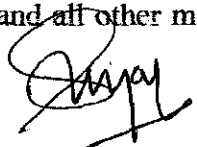
A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business to produce, promote, project, participate, manufacture, manipulate, treat, process, prepare, alter, develop, expose, edit, exhibit, make, remove, display, print, reprint, convert, duplicate, finish, buy, sell, run, import, export and to act as broker, agent, distributor, proprietor, copy right owner, video right owner, audio right owner, theatre owner, dubbing right owner, lab owner and all kinds of cine films, video films, telefilms, documentary films, advertising films, animation films, internet web portal, internet blog, TV serial slides, in all languages and different modes of expressions prevailing in the world.

2. To act as distributors, financier, exhibitors and exploiters of all types of motion pictures, features, documentaries, ad-films, educational films, cultural and historical films, films of places of tourist interests, films on sciences and technology and the like on different formats, and to carry on the business of proprietors, agents, managers, lessees, hirers, licensees, partners of studios, theatres, places of amusements or entertainment, music halls, cinemas, picture places and concert halls and of hiring out studios for the purpose of shooting, dubbing, recording or editing of films in all formats and to give all other facilities apparent thereto including artist management services and for these purposes construct and/or acquire studios, theatres, sound and recording equipments and all other machinery required for the purpose of business. ~~of the~~



~~Company~~



B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

3. To take on lease, purchase, acquire, develop, alter, improve, decorate, furnish or maintain any immovable and moveable property, land, building, structures, premises, recording studios, apartments, houses, flats, shopping centres, shops, offices, rooms or other accommodation or conveniences or part thereof, for the attainment of the objects of the Company.
4. To buy, sell, repair, alter, improve, manipulate, refine, renovate, exchange, let out on hire, import, export, enlarge, acquire, prepare for market and/or deal in all equipments, accessories, implements, tools, utensils, appliances, apparatus, products, materials, substances, articles, materials and things capable of being used in any business which this Company is competent to carry on or required by any entity or persons having dealings with the Company or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt in connection therewith.

5. To negotiate loans of different descriptions, underwriting contracts, mortgages, equity participation, cash credit, overdrafts, refinancing and other financial facilities from banks, financial institutions, Government and Semi-Government bodies and others and to collect rents and debts, to make investments and to issue and pledge shares, stocks, debentures and other securities.
6. To establish and maintain agencies or branches in India or abroad for sales, purchases, distribution or any other purpose or business of the Company and regulate their working and also discontinue the same and to take all necessary steps in that connection.
7. To make loans, advances and payments for the purchase of rights, new projects, commitment, related technology, systems, equipments, designs, programmes, commodities, stationery, hardware, goods, machinery, stores and other articles required for the purpose of the Company or are deemed expedient with or without security of whatsoever nature and kind.
8. To open current or fixed accounts with any bank, banker and to pay into and draw money from such accounts.
9. To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, cheques and other negotiable or transferable instruments or securities or letters of credit in connection with the business of the Company.
10. To undertake or direct the management of the property, building, land and estates of any tenure or kind or any other assets belonging to the Company.
11. To adopt, ratify and/or pay for any contract, commitment and other obligation, relating to the objects for which the Company is incorporated and made by any subscriber or subscribers with any individual, firm, body corporate, local body and/or government department before the incorporation of the Company.

12. To effect and maintain insurance against loss of or injury to any property or assets of or any person employed and/or engaged by the Company or against any other loss to the Company and to protect and get indemnified such property, assets or person either on mutual principle or otherwise.
13. To enter into contract, agreement, arrangement, joint venture arrangement or other dealings with any person, association of persons, firm, company, corporation, Central or State Government, Municipal or other local body or Public Authority that may be conducive to the Company's objects or any of them and to obtain from any such person or association of persons, firm, company, corporation, Government, Municipal or local or public authority any right, privilege, concession, contract or licenses which the Company may think fit and desirable to obtain and carry out, exercise and comply with any such arrangement, rights, privilege and concession.
14. To apply for, promote and obtain in any Act or Charter any privilege, concession, licence, authorisation from any Government, Municipal or local board or any judicial or quasi-judicial authority any provisional order, licence or authority for enabling the Company to carry on any of its objects into effect or for extending any of the powers of the Company or for effecting any modifications of the Company's objects or its constitution or for any other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interest in any manner whatsoever.
15. To employ artists, directors, musicians, technicians and other experts such as engineers, architects, set designers, interior designers, technicians, surveyors, valuers, programmers, system managers, lawyers, accountants, administrators and other workers and professionals for undertaking various activities of the Company and to pay remuneration, fees, allowances to such persons engaged by the Company and arrange and conduct various training programmes for such personnel.

16. To form, promote and acquire subsidiary companies in India or abroad carrying out similar activities and to promote the objects of such other concerns and/or to subsidise or aid or organise such other concerns and to appoint Directors, Managing Directors and Managers of such companies and concerns.
17. To guarantee the payment of money secured by or payable under or in respect of bonds, debentures, debenture-stocks, contracts, mortgages, charges, loans, borrowings, obligations and other securities of any company or any person whatsoever whether incorporated or not.
18. To mortgage or charge all or any part of the property and rights of the Company including its uncalled capital either for its own purpose or to secure loans, borrowings and/or obligation created by other individual, firm or body corporate whether incorporated or not.
19. To execute corporate guarantee in favour of any Bank or Financial Institution or body corporate, firm or individual for guaranteeing the repayment of loans granted to any company, partnership firm or individual and to mortgage or charge all or any part of Company's property as security for the repayment of the amounts due under such corporate guarantee.
20. To take part in the management, supervision and control of the business or operations of any company having similar objects or concern and for the objects which are similar to those of the Company and to appoint and remunerate any Director, Trustee, Accountant or other expert or agent for the said activities.
21. To sell, lease, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as the Company may think fit.

22. To accept and/or secure payment for any property or rights sold or otherwise disposed off or dealt with by the Company either in cash or in instalments or otherwise or in fully or partly paid up shares of any company or corporation with or without preference or deferred right in respect of dividend or repayment of capital or otherwise or in debenture, debenture-stock or other security of any company or corporation or partly in one mode and partly in another and generally on such terms as the Company may adopt.
23. To acquire, undertake, sell or dispose of the whole or any part of the business, property and liabilities of any person, firm or company carrying on or proposing to carry on business, which the Company is authorised to carry on or which can be carried on in conjunction therewith.
24. To pay for any properties, rights or privileges acquired by the Company either by issue of shares of the Company or in cash or partly in shares and partly in cash and generally on such terms as the Company may approve.
25. To acquire, preserve and disseminate useful information in connection with trade, commerce and industry market surveys and to carry out any investigation, enquiries, services, analysis or otherwise as may be considered useful.
26. Subject to the provisions of Banking Regulation Act, 1949, Section 58-A of the Companies Act, 1956 and the Directives of the Reserve Bank of India issued from time to time, to borrow, raise or secure the payment of money or to receive money and deposit from its members, directors or their relatives as time deposit, loan or otherwise at interest or otherwise for any purpose of the Company and at such time or times and in such manner as may thought fit and/or in particular by the creation and issue of debentures or debenture stock, bonds, shares, credited as fully or partly paid up, obligations, mortgages, charges and securities of all kinds either perpetual or otherwise either redeemable annuities in and by way of securities for any such moneys so borrowed, raised or received or of any such debentures, debenture-stock, bonds, obligations, mortgages, charges and

securities of all kinds either so issued to mortgage, pledge or charge the undertaking of whole or any part of the property, rights, assets or revenue and profits of the Company, present and future, including its uncalled capital or otherwise or to transfer or convey the same absolutely or in trust and to give the powers as may seem expedient and to purchase, redeem or pay off any such securities and to guarantee the debts, obligations and contracts of any person, firm, company, corporation or association of persons.

27. To exchange, sell, convey, assign or let on lease or grant licenses for the whole or any part of the Company's immoveable properties and to accept as consideration or in lieu thereof either cash, Government securities, shares or otherwise.
28. To invest any of the surplus funds of the Company from time to time in such shares, debentures, bonds, securities, properties or assets as may from time to time be determined by the Directors or in fixed deposits or by way of loans on interest or otherwise in any of the banks, firms, companies, persons or association of persons and from time to time sell, redeem or vary any or all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf and to draw, make, accept, discount, buy, sell, negotiate and deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents.
29. To lend and advance money or to give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with the Company and to guarantee the performance of any contracts or obligations in the course of carrying on of the objects of the Company.
30. To enter into partnership or into any arrangements for sharing profits or losses, union of interest, reciprocal concession, joint venture, amalgamation or co-operation with any person or persons, corporation or company, Indian or Foreign

carrying on or about to carry on or engaged in business or transaction which the Company is authorised to carry on and to take or otherwise acquire and hold shares or stock in securities of and to subsidise or otherwise assist any such company and to sell, hold, reissue with or without guarantee or otherwise with such cash or securities and to form, constitute or promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company.

31. To recognise the Company in India and abroad in respect of any matter of interest to the Company and to advertise and adopt the means of making known the activities and/or products of the Company and to issue circulars, books, pamphlets, brochures and price lists and conducting of competitions, exhibitions and granting prizes, rewards and donations, subject to provisions of the Companies Act, 1956.
32. To capitalise the reserves or to distribute as bonus shares amongst the members or otherwise to apply, as the Company may from time to time think fit, any money received by way of premium on shares or debentures issued at premium by the Company.
33. Subject to the provisions of the Companies Act, 1956, in the event of winding up, to distribute among members any property, assets or residuals of the Company or any proceeds of sale or disposal of property, assets or residuals of the Company.
34. To apply for, get registered, purchase or otherwise acquire and protect and renew and/or to transfer, assign in any part of the world any copy right, intellectual property right, patent, patent rights, trade marks, brand name, designs, licenses, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop or otherwise turn to account the property,

rights or information so acquired and to expend money in experimenting upon testing or improving any such patent, invention, right of information and to deal with or dispose of all or any of the above for fees, commission, remuneration, royalty, share in profit, dividend or in any other form of income in cash or in kind.

35. To make donations to such persons, institutions or political parties as may be decided by the Directors of the Company and in particular to remunerate any person, corporation or association introducing business to this Company and also subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious, benevolent, national, public, cultural, educational or other purposes to institutions, political parties or objects, subject to provisions of the Companies Act, 1956.
36. To refer or agree to refer any claims, demands, disputes or any other questions by or against the Company or in which the Company is interested or concerned and whether between the Company and the members, employees, clients, customers, constituents or others or their representatives to arbitration in India or at any place outside India and to observe and to comply with awards made thereon and to do all such acts, deeds, matters or things necessary to carry out and enforce the awards.
37. To institute, prosecute, defend, oppose, appear or appeal in any suit or arbitration, abandon or submit to judgement, decision, award, to become non-suit in any proceedings and demands for the recovery of any debt, claim, sum of money or for exercise of any right, privilege, demand, settlement of any claim whatsoever due to, payable or in any way belonging to the Company or others in respect of whom Company is an agent.
38. To act as the agents, distributors or in any other capacity for any company or companies, other concerns or firms carrying on business similar to that of the Company.

39. To assist any company which carries on the objects similar to those of the Company by issuing or subscribing for or guaranteeing the subscriptions and issue of capital, shares, stocks, debentures, debenture-stocks or other securities and to take, hold or deal in shares, stock or securities of any such company, as per the RBI guidelines.
40. To acquire, take up and hold as an earnest money, deposit, other than public deposit, or otherwise shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any company or corporation constituted or carrying on business in India or abroad and debentures, debenture-stocks, bonds, obligations, securities issued or guaranteed by any Government, Sovereign Ruler, Commissioner, public Body or Authority, Municipal, local or otherwise and to deal any other securities or shares of any company (other than the shares of the Company) and in such manner as may from time to time be determined and to vary and transpose any such investments.
41. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, private or public for the benefits of its employees or ex-employees, shareholders, past shareholders, directors, ex-directors of the Company and for persons having dealings with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonus either by way of annual payment or lump sum and to make payments towards insurance and to form and contribute to provident and other benefit funds for such persons and to provide for the welfare of shareholders, directors and ex-directors and employees and ex-employees of the Company and wives, widows and families or dependents or connections of such persons by building, contributing to the buildings, houses, dwellings or chawls or by grant of moneys, pensions, allowances, bonus or other payments and to provide or subscribe or contribute towards places of instructions and recreations, hospitals, dispensaries,

holiday homes, medical and other attendances and other assistance as the Company shall think fit.

42. To furnish and provide deposits and guarantee funds required in relation to any tender or application for any contract, concession, decree, enactments, property or privilege in relation to the carrying out of any object of the Company.
43. To form, manage, join or subscribe to any association, club or body for furtherance of any of the objects of the Company.
44. To establish, provide, maintain and conduct or otherwise subsidise, assist research centre and experimental workshop for scientific and technical researches and experiments to undertake and to carry on all scientific and technical researches, experiments, tests of all kinds and to promote studies and research, both scientific and technical investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries and remuneration of scientific or technical professionals, professors or teachers and by providing for the award of scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the activity which the Company is authorised to carry on.
45. To pay all preliminary expenses incurred for the incorporation of the Company as well as of any company promoted by the Company having similar objects as those of this Company and in which this Company is or may contemplate being interested and preliminary expenses may include all or any part of the costs or expenses of owners of business or property acquired by the Company.
46. To pay for any rights or property acquired by the Company and to pay or to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in Company's

capital or any debentures, debenture-stock or other securities of the Company or in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its business or otherwise for any of the purposes of the Company whether by cash payment or by allotment of shares/debentures or other securities or acknowledgements of the Company's shares credited as paid up in full or part or otherwise, as the case may be.

47. To create any depreciation fund, development fund, reserve fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending, developing or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or any other purpose whatsoever, conducive to the interest of the Company.
48. To accept donations and/or gifts, with such conditions, restrictions, obligations, stipulations and liabilities as are not derogative to the provisions of any statute, subject to provisions of the Companies Act, 1956.
49. To do all such other acts and things as are necessary and incidental to the business of film industry in general.
50. To undertake, carry out, lay out, promote, sponsor or assist in any activity, research work, project for rural development including any programme for promoting the social and economic welfare of or the upliftment of the people in any rural area irrespective whether the Company has any business dealings in such areas or not and to incur any expenditure or use any of the assets and facilities of the Company or any programme or project or activity of rural development and to assist execution and promotion thereof either directly or in association with any other company, person or organisation or through an independent agency or in any manner as the Company may deem fit in order to implement any of the projects or programmes or activities of rural development, transfer without consideration or at such fair or concessional value and subject to the provisions of the Companies Act, 1956, divest the ownership of the property

of the Company to or in favour of any public or local body, authority, Central or State Governments or any public institution or trust or fund and in particular to undertake, organise, and/or promote any one of the following:

- Assistance in the setting up of rural industries in selected areas by the rural weak and to provide them self-employment.
- Establishment and running of dispensaries, clinics, hospitals, family planning centres, maternity and child and family welfare centre.
- Nutrition programmes for school children.
- Establishment and running of educational, vocational training centres, establishment of sports and recreation centres for students.
- Construction and maintenance of rural link roads, village streets, pavements and drainage and sanitary systems.
- Construction and maintenance of drinking water projects such as wells, tubewells and cleaning of wells and ponds.
- Rural electrification i.e. provision of street lighting in villages and electrification of Harijan/Tribal homes.
- Assistance to the weaker sections of society for constructing houses at sites provided in rural areas by government and village panchayat.
- Minor irrigation schemes including boring of tube wells and installations of pumping sets for the benefit of groups of small or marginal farmers or any other programmes for promoting the social and economic welfare or upliftment of people in any rural area which is likely to promote and assist the rural development.

And that the word 'rural areas' shall include such areas as may be regarded as rural areas under the provisions of Income-tax Act, 1961 or any other law in force for the time being relating to rural development.

C. OTHER OBJECTS.

51. To carry on the business as manufacturers, sellers, distributors, dealers, buyers, importers, exporters of audio and video cassettes, records, compact discs, laser disc, electromagnetic devices in any formats, televisions, radios, amplifiers, tape recorders, video recorders, digital electronics and equipments for sound, ultrasonic microwave laser and other control systems, sound/video transferring and processing, video graphics, video vision.
52. To construct, erect, built, maintain and operate infrastructural facilities such as roads, highways, bridges, airports, ports or rail systems or any other public facility as may be stated in Income-tax Act, 1961.
53. To manufacture, buy, sell, distribute, give or take on hire, lease, import, export or otherwise deal in all kinds of plants and machinery, tools, equipments, electronic and electrical products, scientific instruments, appliances, vehicles, cables, insulations and conductors.
54. To carry on the business of manufacture and sale of architectural fittings, architectural panels, doors, windows or staircase fittings, domestic or industrial furniture, grills, gates or any other fabricated material used in construction of buildings.
55. To carry on and undertake the business of leasing, hire purchase, and to lease and hire purchase operations such as hiring, letting on hire equipments, plant, machinery, and to buy, sell, transfer, dispose of or otherwise deal with shares, stocks, bonds, debentures and other Government or private securities and to

assist finance of hire purchase or deferred payments or to subsidise finance or assist in subsidising or financing the sale and maintenance of goods or commodities and to carry on various types of merchant banking activities.

56. To carry on the business as brokers, sub-brokers, underwriters, dealers, franchise holder, agents of shares, stocks, bonds, debentures and other Government or private securities.
57. To plant, grow, cultivate, produce, raise, purchase, sell, deal in, turn to account or process various agricultural crops, floricultural, horticultural, plantation, sericulture, aquaculture, farming activities and to undertake various agro-industrial projects and to carry on business of or as producers, millers, cold storer, trader, buyers, sellers, importers, agents, exporters, consultants, dealers, storekeepers and distributors of any ordinary or specialised floricultural, dairy products, poultry products, agricultural, horticultural, plantation, sericulture, aquaculture and agro-industrial products and commodities including, flowers, fruits, vegetables, food grains, pulses, seeds, cash crops, cereal products and flora.
58. To carry on the business of brewers, distillers, millers, bakers, butchers, confectioners and makers and manufacturers of and dealers in flour, rawa, maida, biscuits, bread, sugar, gur, khandsari, syrups, food articles of all types and descriptions.
59. To carry on the business of processing, canning and cold storage of fruits, vegetable, seeds, fish, meat, agricultural products, milk and dairy products and other perishable items.
60. To cultivate, maintain or deal in cereals, seeds, nuts, fruits, vegetables, dairy and garden produce, milk cream, butter, cheese, eggs, poultry, fish, meat, foodstuffs and provisions.

61. To render technical advise and services in construction and running of and to carry on the business of motels, hotels, beach resorts, health resorts, restaurants, cafes, inns, guest houses, taverns, refreshment rooms, canteens, and to run night clubs, club houses, and to provide facilities such as dressing rooms, libraries, indoor and outdoor games, swimming pools, recreation rooms, bars, beauty shops, laundry exhibition, entertainment, television, video shows, cinema and opera to customers
62. To carry on business of general merchants and to act as general or special agents of manufacturers in goods of all kind dealt by the Company.
63. To carry on business of general importers and exporters, commission agents, manufacturers' agents and representatives, processors and distributors of and dealers in all kinds of local and foreign products, articles, engineering products and merchandise of all kinds and descriptions and whether manufactured, in a semi-manufactured or raw state and to treat, pack, render, marketable, buy and sell, barter, exchange or otherwise deal in the same.
64. To carry on in India or elsewhere, either alone or jointly with one or more persons, government, local or other bodies, the business to construct, build, alter, acquire, convert, improve, design, erect, establish, equip, develop, dismantle, pull down, turn to account, furnish, level decorate, fabricate, install, modify, renovate, remodel, rebuild and to offer building services, design solutions with a focus on buildings such as leisure and sport facilities, healthcare, residential, commercial and communication centres, industrial and manufacturing. The services shall include design for new construction, design for new refurbishments, offering technical support i.e. drafting, performing, calculations and so on and utilising the state of art design technology.
65. To acquire by purchase, lease, exchange or otherwise and hold properties, land, buildings, hereditaments, licenses, easements, concessions and other rights of any tenure and description wherever situate and any estate or interest therein and

any rights over or connected with land to situate and to turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating and furnishing offices, flats, houses, factories, warehouses, shops, hotels, restaurants, motels, studios, theaters, exhibition halls, places of public amusements, clubs, sport complexes, wharves, buildings, godowns, wells, reservoirs, mines, refineries, works and conveniences of all kinds and by consolidating or connecting or subdividing, properties and by leasing out, hiring, exchanging, selling and disposing of the same in any other manner as may be expedient including selling of flats, blocks, shops, office premises, garages on ownership basis or promoting of co-operative societies.

66. To carry on business as manufacturers, importers, exporters, commission agents, del credere agents, removers, packers, storers, storekeepers, factors and manufacturers of and dealers in foreign and local produce, manufactured goods, materials and general merchandise and to import, buy, prepare, manufacture, render marketable, sell, barter, exchange, pledge, charge, make advances on and otherwise deal in or turn to account, produce goods, materials and merchandise generally either in their prepared, manufactured or raw state and to undertake, carry on and execute all kinds of commercial trading and other manufacturing operations and all business whether wholesaler or retail usually carried on by merchants.
67. To carry on in India or elsewhere the business to manufacture, develop, import, export, buy, sell, distribute, transfer, lease, hire, license, use, dispose-off, operate, fabricate, construct, assemble, record, maintain, repair, recondition, work, alter, convert, improve, procure, install, modify and to act as consultant, agent, broker, franchiser, job worker, representative, advisor or otherwise to deal in all kinds of computers, calculators, micro processors, electronic and electrical apparatuses, software, equipment, gadgets, peripherals, modelers, auxiliary instruments, tools, plants, machines, works, systems, conveniences, spare parts, accessories, devices, components, fixtures etc. of different capacities, sizes,

specifications, applications, descriptions and models used or may be used in the field of space aviation, surface, water and air transports, railways, defence, medical, engineering, industries, construction, mining, powers, traffics, offices, police, communications, trade, commerce, weather, satellite, research, hospitals, hotels, advertising, education, decoration, automobiles, geographical, recreational, domestic and other allied purposes such as computers, mini computers, super computers, pocket computers, personal computers, micro computers, engineering computers, general purpose and process control computers, information and word processing equipments, copying machines, electronic telephone exchange, typewriters, video games and signals.

68. To carry on and undertake business of hire purchase, leasing to finance lease operations of all kinds, purchasing, selling, importing, indenting, exporting, hiring or letting on hire all kind of plants and machinery and equipments and to finance and assist in financing for hire purchase, deferred payment and similar transactions and to finance, subsidise and assist in subsidizing the sale and maintenance of goods, articles, assets of all kinds and description and to purchase, sell or otherwise deal in all types of movable and immovable property including land and buildings, plant and machinery, equipments, vehicles, computers, mechanical and scientific vehicles and all industrial, consumer and commercial items and to lease or otherwise deal with them in any manner including resale transactions.
69. To carry on the business as importers and exporters, manufacturers of and dealers in Electronic Data Processing Equipments, micro processors, computers, printers, electronic components, spares, electrical and analytical instruments, equipments and business of repairs of such products.
70. To carry on the business of software/hardware consultants, technicians, developers of software required by clients for their specific requirements and also software of standard types useful to all buyers and carry on business of rendering services as consultants for controlling, operating, developing, maintaining various systems in Electronic Data Management.

71. To carry on the business of training, imparting knowledge of computer operations with specialization in the field of hardware and or software, run, manage schools, seminars, symposia, workshops and run, print, manage, edit, publish magazines, bulletins, films, periodicals for the purpose of aforesaid and to take all steps that may be necessary or incidental thereto.
72. To construct, manage, run hospitals, polyclinics, dispensaries for earning profits and provide all sorts of medical facilities indoor, outdoor, Allopathic, Homeopathic, Ayurvedic, Nature Cure, including intensive care unit, intensive care ambulance service, blood bank, x-ray clinic, either singly or jointly with any other entity.
73. To carry on business as tour, travel agent, ticket booking, booking of hotels, motels, private apartment, to act as tour operator, cruiser operator, to carry on business as owners, operators, charterer of vehicles, boats, ships, aeroplanes, helicopters, and to render and manage all such services related to travel and tourism activities and to promote, represent, organise, undertake, establish, conduct, handle, arrange, manage, own, operate, participate, facilitate, sponsor, encourage and provide the business as package tour operator for all types of tourism and to render various services to tourists and to engage into business of providing all types of products, articles, vehicles required and used for tours and travels, to provide all types of services for tourists like ticketing, passport, visa, communication, escort, money exchange, guide, catering, parcel as advisors, consultants, agents, franchise or to be connected in any other manner at its own or in association with any individual, person, agency, firm, company or government undertaking or department.

IV. The liability of the members is limited.

- V * (a) The Authorised Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty lakhs) equity shares of Rs.10/- (Rupees Ten only) each.
- (b) The Paid up Share Capital of the Company shall be minimum Rs.5,00,000 (Rupees Five Lakhs only)



Increased of Authorised Share Capital from Rs.5,00,000 to Rs.5,00,00,000 vide Special Resolution passed by the Members of the Company in the Extra Ordinary General Meeting held on March 2, 2022

FOR TIPS FILMS LTD.

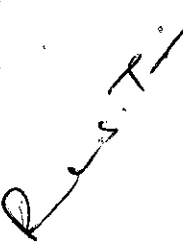
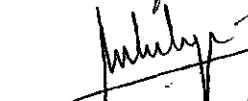


Jwan S. Sawani
DIRECTOR
DIN: 00555831

20

FOR TIPS FILMS LTD.

R. S. T. i
DIRECTOR
DIN: 00010130

We, the several persons, whose names and addresses are hereunder subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company, set opposite our respective names:

Names, Addresses, Description and Occupation of the Subscribers	Number of Shares taken by	Signature of the Subscribers	Signature of witness with address and occupation
1. Mr. Ramesh Taurani S/o Late Mr. Sadhuram Taurani 10/12 MUKTA APTS, 10th Road, Khar West Mumbai - 400052 Occ: Business.	2500 (Twenty five thousand)		Witness for 1 to 3  Shishik Shetye S/o Suryakant Shetye 605, Vashi Riddhi A, Shree Vashi Enclave, Rajmata Tijabai Marg, Pump House, Andheri (East), Mumbai - 400093 Occ: Company Secretary.
2. Mrs. VANSHA R. TAURANI w/o Mr. RAMESH S. TAURANI 101/102, MUKTA APTS 10th RD, Khar (W) MUMBAI - 400052 Occ - BUSINESS.	24,500 (twenty-four thousand only)	 five hundred	
3. MISS JAYA R TAURANI d/o Mr. Ramesh Taurani 101/102, MUKTA APTS, 10TH RD, Khar (W) MUMBAI - 400 052 OCC - STUDENT	100 (hundred only)		

<p>4. MR. JAY SHEWARAKHANI DO MR. PARSHAM R. SHEWARAKHANI 101/102, MUKTA APTS 10th ROAD, KHAK (W) MUMBAI - 52 OCC - BUSINESS</p>	<p>100 (HUNDRED)</p>	<p>Jayp.S</p>	
<p>5. MISS. SNEHA R. THAKUR DO MR. RAMESH S. THAKUR MUKTA APTS, 101/102, 10th RD, KHAR(W), MUMBAI - 400052 OCC - STUDENT</p>	<p>100 ONE HUNDRED</p>	<p>Shivam</p>	<p>Witness for 4 to 6 Shivam Shirish Shetye - s/o Suryakant Shetye - 605, Vastu Riddhi A, Shree Vastu Enclave, Rajmata Jijabai Marg, Pimpri House, Andheri (East), Mumbai - 400093.</p>
<p>6. M^{rs} Kavita S. Lachari W/o Shyam Lachari Flat - No. 501, Plot - No. 227, 5th Floor Shree Niwas Building 12th Rd Khar West - Mumbai 400052 OCC - House wife</p>	<p>100 hundred Only</p>	<p>K.S.L</p>	<p>Shivam Shivam OCC: Company Secretary.</p>

7. MISS RAVEENA TAURANI
d/o Mr. RAMESH TAURANI
10/102, MUKTA APTS,
10th ROAD, KHAR(W),
MUMBAI-400052
OCC - STUDENT

100
(hundred
only)

Raveena Taurani

Witness for 7.

Shikish Shetye

Shikish Shetye -
s/o Suryakant Shetye
605, Vastu Riddhi A,
Shree Vastu Inclave,
Rajwadi Tijabai Marg,
Pump House,
Andheri (East)
Mumbai - 400093
OCC: Company
Secretary

Total

50000
(Fifty
thousand)

Place: Mumbai

Date: ~~23rd February, 2009~~

~~22nd~~
21-05-2009.

Rajwadi