



प्रारूप० आई० आर०
Form I. R.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता०.....का सं०.....
No. 11-63275.....of 1991.....

मैं एतद्वारा प्रमाणित करता हूँ कि आज.....

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह
कम्पनी परिसीमित है।

I hereby certify that NEW BOMBAY PRINTING & DYEING ...
..... MILLS PRIVATE LIMITED.....

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956)
and that the Company is limited.

मेरे हस्ताक्षर से आज ता०..... को दिया गया।

Given under my hand at .. BOMBAY .. this SIXTEENTH ..
day of SEPTEMBER.. One thousand nine hundred and NINETEEN..



(G. SRINIVASAN)

कम्पनियों का रजिस्ट्रार

Registrar of Companies
Maharashtra

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L99999MH1991PLC063275

मैसर्स NEW BOMBAY PRINTING AND DYEING MILLS LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
NEW BOMBAY PRINTING AND DYEING MILLS LIMITED

जो मूल रूप में दिनांक सोलह सितम्बर उन्नीस सौ इकानवे को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
New Bombay Printing & Dyeing Mills Limited

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा
लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य
विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि 507 (अ) दिनांक 24.6.1985 एस्. आर. एन. A95864583 दिनांक 10/11/2010 के द्वारा
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
Perfect-Octave Media Projects Limited

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा मुंबई में आज दिनांक दस नवम्बर दो हजार दस को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Maharashtra, Mumbai

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L99999MH1991PLC063275

In the matter of M/s NEW BOMBAY PRINTING AND DYEING MILLS LIMITED

I hereby certify that NEW BOMBAY PRINTING AND DYEING MILLS LIMITED which was originally incorporated on
Sixteenth day of September Nineteen Hundred Ninety One under the Companies Act, 1956 (No. 1 of 1956) as New
Bombay Printing & Dyeing Mills Limited having duly passed the necessary resolution in terms of Section 21 of the
Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto
under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New
Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A95864583 dated 10/11/2010 the name of the
said company is this day changed to Perfect-Octave Media Projects Limited and this Certificate is issued pursuant to
Section 23(1) of the said Act.

Given under my hand at Mumbai this Tenth day of November Two Thousand Ten .




(V ELANGO VAN)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

महाराष्ट्र, मुंबई
Maharashtra, Mumbai

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

Perfect-Octave Media Projects Limited

Block No. A-1, Parle Colony CHS., Sahakar Road, Vile - Parle (East),

Mumbai - 400057

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, मुंबई

कम्पनी अधिनियम, 1956 की धारा 18 (1) (क)

उद्देश्य-खंडों में परिवर्तन की पुष्टि हेतु विशेष विनिश्चय के पंजीकरण का प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L74999MH1991PLC063275

मैसर्स Perfect-Octave Media Projects Limited

के अंशधारकों ने दिनांक 13/10/2010 को आयोजित की गई वार्षिक / असाधारण बैठक में एक विशेष विनिश्चय पारित करके कम्पनी अधिनियम, 1956 (1956 का 1) की धारा 18 (1) का अनुपालन करते हुए अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है।

मैं, एतद्वारा सत्यापित करता हूँ कि उक्त विशेष विनिश्चय की प्रतिलिपि, यथा परिवर्तित संगम-ज्ञापन के साथ, आज पंजीकृत कर ली गई है।

मेरे हस्ताक्षर द्वारा मुंबई में यह प्रमाण-पत्र, आज दिनांक उनतीस नवम्बर दो हजार दस को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Maharashtra, Mumbai

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956

Certificate of Registration of the Special Resolution Confirming Alteration of Object
Clause(s)

Corporate Identity Number : L74999MH1991PLC063275

The share holders of M/s Perfect-Octave Media Projects Limited having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 13/10/2010 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Mumbai this Twenty Ninth day of November Two Thousand Ten .

(RAJENDER SINGH MEENA)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies

महाराष्ट्र, मुंबई

Maharashtra, Mumbai

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

Perfect-Octave Media Projects Limited

Block No. A-1, Parle Colony CHS., Sahakar Road, Vile - Parle (East),

Mumbai - 400057,

Maharashtra, INDIA

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

PERFECT-OCTAVE MEDIA PROJECTS LIMITED *

I. The name of the Company is **PERFECT-OCTAVE MEDIA PROJECTS LIMITED**.

II. The registered office of the Company will be situated in the State of Maharashtra i.e. Within the Jurisdiction of Registrar of Companies, Maharashtra at Mumbai.

III. The objects for which the Company is established are:

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

1. ** To carry on the business in the field of media creations, event management, organizing concerts, brand promotion, artists' promotion and artists' management, audio visual production, production of films, TV serials, video, acquiring, setting up, running, hiring and letting of shooting floors, halls, auditoriums, setting up and maintenance of media and entertainment portal or websites and posting thereon research work done on media and entertainment, providing online music service, production and selling of music/entertainment contents in CDs, DVDs, through internet portal medium or any other format, publishing of magazines, newspapers, journals, periodicals related to media and entertainment, setting up of satellite television channels, Cable Television Channels and media outlets for distribution and sale of artistic work, acquiring, setting up, running radio station, acquisition of titles, copyright and providing consultation in areas of media research and training.

B. THE OBJECTS INCIDENTAL AND ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

2. To deal, sell and promote artistic creations, paintings and any other form of art.
3. To work as software consultants, advisers, experts and/or developers and /or acquirers in the fields of computer and computer graphics, audio and videographics and communications media.
4. To organize, produce and manage post production facilities, equipments, studios and animated and non animated television programmes, commercials, corporate documentaries, cartoons films and inflight programmes.
5. To render consultancy services in connection with setting up, operating and managing enterprises engaged in the Entertainment Business generally.

* Amended vide Special resolution passed in the 19th Annual General Meeting held on September 30, 2010.

** Amended vide Special Resolution Passed through Postal Ballot Pursuant to the Section 192A of the Companies Act, 1956 read with the Companies (Passing Of Resolution By Postal Ballot) Rules, 2001 Result Of Which Was Declared On October 13, 2010.

6. To acquire from any person, firm or body corporate whether in India or elsewhere, financial and/or technical assistance and in particular know-how, process engineering, manufacturing and operation data, plans, designs, layouts and to acquire or grant licence and other rights.
7. To enter into collaboration or such other arrangements, for receiving or imparting technical know-how, formulate, furnishing plants, drawings connected matters either with Indian or foreign parties in respect of the business of the company and to pay or charge fees, royalties, licences fees or any other fees for such know-how and affiliation either in cash or otherwise.
8. To lend money with or without security and to make advances upon, hold in trust, issue, buy, sell or otherwise acquire or dispose of on commission or otherwise, any of the securities or investments of the kinds before mentioned or to act as agent for any of the above or the like purposes.
9. To apply for and to obtain assistance from Government and other organisations, companies, firms or individuals; national or international for developing all or any of the business or businesses of the Company.
10. To borrow or raise money other than Public Deposit or secure & discharge any payment of money or debt, obligation binding in such manner as the Company shall think fit and by the issue or sale of debentures, debenture-stock, bonds, obligation, mortgages and securities of all kinds, either perpetual or terminable and either redeemable or otherwise, on the undertaking of the company, or upon any specific property and rights, stock-in-trade and other movable or immovable assets and book-debts and claims in action both present and future including its uncalled capital, of any, and to apply the same or any part thereof for all or any purpose of the Company and to purchase, redeem or pay any such securities, subject to provisions of Section 58A and directions of Reserve Bank of India.
11. To enter into any arrangement with any Government or authorities, Municipal local or otherwise or any person or company in India or abroad that may seem conducive to the objects of the Company, any of them and to obtain from any such Government authority, persons or company, any rights, privileges, charters, contracts, licences and concessions.
12. To amalgamate, enter into any partnership, or partially amalgamate with or acquire an interest in the business of any other company, person or firm having similar objects or enter into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with any such persons, firm or company.
13. To acquire & secure membership, seat or privilege either in the name of the Company, or its nominee, association, market, club or other institution in India or any part of the world or furtherance of any business, trade or industry.
14. To acquire and take over the whole or any part of the undertaking & assets of business which the company is authorised to carry on & any lands, privileges, rights, contracts; property or effects held or used in connection therewith & upon any such purchase to undertake the liabilities of any company, association, partnership or person.
15. To carry out in any part of the world all or any part of the foregoing objects as principal, agent, factor, trustee, contractor, or otherwise either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, state, body, polices or government colony or dependency thereof.

allotment and sale of such shares, debentures, debenture-stock, bonds or other obligations and fractional certificates or otherwise as they may think fit.

146. Subject to the provisions of the Act and these Articles, in cases where some of the shares of the company are fully paid and others are partly paid only, such capitalization may be effected by the distribution of further shares in respect of the fully paid shares, and creating by partly paid up shares with the whole or part of the unpaid liability thereon but so that as between the holders of the fully paid shares and partly paid shares, the sum so applied on the payment of such further shares and in the extinguishment or diminution of the liability on the partly paid shares shall be so applied pro-rata in proportion to the amount then already paid or credited as paid in the existing fully paid and partly paid shares respectively.
147. when deemed requisite, a proper contract shall be filed in accordance with the Act and the Board may appoint any person to sign such contract on behalf of the members entitled as foresaid and such appointment shall be effective.

ACCOUNTS

As to inspection of Accounts or Books by Members.

148. The Board of Directors shall from time to time determine whether and to what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open for the inspection of Members not being Directors, and no Members (not being a director) shall have any right of inspecting any accounts or book or document of the company except as conferred by law or authorised by the Board of Directors or by the Company in General Meeting.

Balance sheet etc. to be sent to each Member.

149. A copy of every such profit and loss account and balance sheet (including the Auditor's report and every other document required by law to be annexed or attached to the balance sheet) shall at least twenty-one days before the meetings at which the same are to be laid before the meeting at which the same are to be laid before the Members, be sent to the Members of the Company, to every trustee for holders of debenture issued by the company, whether such member or trustee is or is not entitled to have notices of general meetings of the Company sent to him and to all persons other than such Members or trustees being persons so entitled; provided that the Company shall not be required to send the aforesaid documents if the said documents are made available for inspection at its Registered Office during working hours for a period of twenty-one days before the date of the meeting and a statement containing the salient feature of such document, in the prescribed form, is sent to every Member of the Company and to every trustee for the holders of any debentures issued by the Company not less than twenty-one days before the date of the meeting.
150. Any member or holder of debentures of the Company and any person from whom the Company has accepted a sum of money by way of deposit shall, on demand, be entitled to be furnished, free of cost, with a copy of the last balance sheet of the Company and of every document required by law to be annexed or attached thereto, including the Profit and Loss Account and the Auditor's report.

Accounts when audited and approved to be conclusive except as to error discovered within three months.

151. Every Account of the Directors, when audited and approved by a "General Meeting", shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period. The account shall forthwith be corrected and thenceforth shall be conclusive.

Winding up

152. Subject to the provisions of Chapter XX of the Act and rules made there under

- a. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of

- b. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- c. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Secrecy

- 153. Every director, manager, auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the company, shall if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transaction and affairs of the company with the customers and the state of the accounts with individuals and in relation thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to expect when required so to do by the Directors or by law or by the person to whom such matters relate and expect so far as may be necessary in order to comply with any of the provisions in these contained.
- 154. No member shall be entitled to visit or inspect the company's works without the permission of the chairman or Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be trade, or secret process, or which may relate to the conduct of the business of the Chairman or Directors, it will be inexpedient in the interest of the members of the company to communicate to the public.

INDEMNITY AND RESPONSIBILITY

- 155. Subject to the provisions of the Act every Director of the company or the Managing Director, Manager, Secretary and other officer or employee of the Company and the Trustees (if any) for the time being acting in relation to any of the affairs of the company and every one of them shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all reasonable costs, losses and expenses (including travelling expenses) which any such Director, managing Director, manager, Secretary or other officer or employee and the trustees (if any) for the time being acting in relation to any of the affairs of the company, may incur or become liable to by reason of any contract entered into or any act, deed or thing done or omitted to be done by him as such Director, officer, employee or Trustee or in any way in the discharge of his duties except such as they may incur or sustain by or through their own negligence or default or misfeasance or breach of duty or breach of trust.
- 156. Subject as aforesaid every Director, Managing Director, Manager, Secretary or other officer or employee of the Company or the Trustees (if any) for the time being acting in relation to any of the affairs of the company and every one of them shall be indemnified against any liability incurred by him in defending any proceedings whether civil or criminal, or in connections with any application under section 633 of the Act in which relief is granted to him by the Court.

Directors and others not responsible for acts of others.

- 157. Subject to the provision of the Act no Director, the Managing Director or other of the company shall be liable for the acts, omissions, neglects or defaults of any director or officer or of joining in any omission or other act for conformity, or for any loss or expenses suffered by the company through insufficiently or deficiency of title to any property acquired by the order of the Directors for or on behalf of the company, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, company or corporation, to whom any monies, securities or effect shall be entrusted or deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty, willful neglect, omission or default.

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

Name, address, description and occupation of each Subscriber.	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of Witness with Address and Occupation
MR. GOPIRAM R. JARIWAL S/o. SHRI RAMCHANDRA JARIWAL The Malad Co-op. Hsg. Soc. Ltd, Bldg No-2, Block No. 1 & 2. Podar Road, Malad (E), Bombay 400 097. OCC : TEXTILE TECHNICAL CONSULTANT	1 (ONE)	Sd/-	I have explained the contents of Memorandum of Association to Mrs. Gouridevi Jariwal and she has signed the same after understanding the contents Sd/- SATHISCHANDRA M. KOTHARE S/O. MANGESH D. KOTHARE Diamond jubile Bldg, Ranewadi, J.P. Road, Andhri (W), Bombay 400 058. BUSINESS : SERVICE
MR. KRISHNA MURARI G. JARIWAL S/o. SHRI GOPIRAM JARIWAL 2/1 The Malad Co-op. Hsg, Society Ltd, Podar Road, Malad (E), Bombay 400 097. OCC : BUSINESS	1 (ONE)	Sd/-	
MR. ANAND G. JARIWAL S/o. SHRI GOPIRAM JARIWAL 2/1 The Malad Co-op. Hsg, Society Ltd, Podar Road, Malad (E), Bombay 400 097. OCC : BUSINESS	1 (ONE)	Sd/-	
MRS. GOURIDEVI JARIWAL W/O. GOPIRAM JARIWAL 2/1 The Malad Co-op. Hsg, Society Ltd, Podar Road, Malad (E), Bombay 400 097. OCC : HOUSEWIFE	1 (ONE)	Sd/-	
TOTAL..	4 (FOUR)		

BOMBAY, DATED THE 26TH DAY OF AUGUST, 1991.