
MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION
OF

52 WEEKS ENTERTAINMENT LIMITED

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

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L93000MH1993PLC072467

मैसर्स SHANTANU SHEOREY AQUAKULT LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
SHANTANU SHEOREY AQUAKULT LIMITED

जो मूल रूप में दिनांक अठारह जून उन्नीस सौ तिरानवे को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
SHANTANU SHEOREY AQUAKULT 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. B74751405 दिनांक 03/06/2013 के द्वारा
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
52 WEEKS ENTERTAINMENT LIMITED

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

यह प्रमाण-पत्र मुंबई में आज दिनांक तीन जून दो हजार तेरह 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 : L93000MH1993PLC072467

In the matter of M/s SHANTANU SHEOREY AQUAKULT LIMITED

I hereby certify that SHANTANU SHEOREY AQUAKULT LIMITED which was originally incorporated on Eighteenth day of June Nineteen Hundred Ninety Three under the Companies Act, 1956 (No. 1 of 1956) as SHANTANU SHEOREY AQUAKULT 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 B74751405 dated 03/06/2013 the name of the said company is this day changed to 52 WEEKS ENTERTAINMENT LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Mumbai this Third day of June Two Thousand Thirteen.

Digitally signed by Registrar of Companies, Maharashtra, Mumbai
Date: 2013.06.03 14:31:07
GMT+05:30

Registrar of Companies, Maharashtra, Mumbai

कम्पनी रजिस्ट्रार, महाराष्ट्र, मुंबई

*Note: The corresponding form has been approved by PADMAVATHI BALAKRISHNAN, Deputy Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

52 WEEKS ENTERTAINMENT LIMITED
TARABAI HALL, 97, SHIV PRASAD BUILDING,, MARINE DRIVE,,
MUMBAI - 400002,
Maharashtra, INDIA



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 : L93000MH1993PLC072467

मैसर्स SHANTANU SHEOREY AQUAKULT LIMITED

के अंशधारकों ने दिनांक 10/05/2013 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।

मुंबई में यह प्रमाण-पत्र, आज दिनांक इकतीस मई दो हजार तेरह 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 : L93000MH1993PLC072467

The share holders of M/s SHANTANU SHEOREY AQUAKULT LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 10/05/2013 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 at Mumbai this Thirty First day of May Two Thousand Thirteen.

Digitally signed by the
Registrar of Companies
Date: 2013.05.31 15:42:27
GMT+05:30

Registrar of Companies, Maharashtra, Mumbai

कम्पनी रजिस्ट्रार, महाराष्ट्र, मुंबई

*Note: The corresponding form has been approved by PADMAVATHI BALAKRISHNAN, Deputy Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

SHANTANU SHEOREY AQUAKULT LIMITED
TARABAI HALL, 97, SHIV PRASAD BUILDING,, MARINE DRIVE,,
MUMBAI - 400002,
Maharashtra, INDIA



No. 11-72467

**CERTIFICATE OF CHANGE OF NAME
UNDER THE COMPANIES ACT, 1956.**

In the matter of SHANTANU SHEOREY AQUAKULT PRIVATE LIMITED

I do hereby certify that pursuant to the provisions of section 23 of Companies Act, 1956 and the Special Resolution passed under sec. 31/44, by the Company at its ~~XXXXXX~~/Extra-Ordinary General Meeting on the 19TH OCTOBER, 1994

the name of "SHANTANU SHEOREY AQUAKULT PRIVATE LIMITED" has this day been changed to "SHANTANU SHEOREY AQUAKULT LIMITED"

And that the said company has been duly incorporated as a company under the provisions of the said Act.

Dated this TWENTYFIFTH day of NOVEMBER
One thousand nine hundred and ninety four.



S.P. Kamble
(S.P. KAMBLE)

de
ns
Addl. Registrar of Companies
Maharashtra, Bombay.



सत्यमेव जयते

प्रारूप० आई० आर०
Form I. R.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

सा० 11-72467 का सं०
No. 11-72467 of 1993

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 **SHANTANU SHEOREY AQUAKULT 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 सा० को दिया गया।

Given under my hand at **BOMBAY** this **EIGHTEENTH**

day of **JUNE** .. One thousand nine hundred and **NINETYTHREE**.



(S. R. V. V. SATYANARAYANA)

कम्पनियों का रजिस्ट्रार

ADDL. Registrar of Companies
Maharashtra

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

***52 WEEKS ENTERTAINMENT LIMITED**

- I. The name of the company is 52 WEEKS ENTERTAINMENT LIMITED.
- II. The Registered Office of the company will be situated in the state of Maharashtra, within the jurisdiction of Registrar of Companies, 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 ARE:

1. To carry on in India and abroad the business of developing, producing, publishing, licensing, marketing, distributing and selling films, documentaries, album, 3D, 2D and animated, cartoon, family related, educational geographical and entertainment products, including developments and placing of Films in internet, electronic, print, television and film media and organize events, manage stage shows, road shows, drama and stage performances.

2. To Produce films, television serials, documentaries for public, media, government, semi government, film festivals and private parties including, buy, sell, lease of distribution rights of films, TV serials, documentaries, dubbing of films, serials and documentaries in any language both with or without sound and motion. Mix, remix films, album, songs, Import, export, TV Serials, albums, films and documentaries to be exhibited in cinema halls, multiplex and all public places including private theaters and market the right of all kind.

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

3. To undertake study, research, designing and development programmes to fulfill the above mentioned main objects of the company.

4. To carry on the business of farmers, agriculturists, grape growers, cane-growers and also growers of all other cash crops and all the related, consequential and incidental activities in furtherance of this clause.

* The name of the company was changed and the Object Clause was altered pursuant to special resolution passed by members of the company through Postal Ballot dated 10th May, 2013

5. To establish, maintain and to discontinue offices, factories, hatcheries, processing plants, poultry sheds, cattle sheds, warehouses and agencies in any part of the world for the purpose of promoting the company's business.
6. To acquire by concessions, grant, purchase, barter or otherwise well either absolutely or conditionally and either solely or jointly with other, farms, water rights ways, leaves and other works, privileges, rights and hereditaments and other moveable and immoveable property of any description, in India or elsewhere.
7. To establish and carry on at any place in India or elsewhere the business of purchasers, growers, cultivators, manufacturers and refiners of and dealers in all products of agriculture or husbandry and all vegetable products or other products of the soil whatsoever, fruits growers and preservers in all the branches of such business and to purchase, sell, dispose of, deal in and act as merchants and agents for or in connection with all or any such products or produce or the products or produce of such business or any of them.
8. To import, purchase, take on hire or lease or otherwise acquire each and every apparatus, machinery or accessories appertaining thereto such as video cameras, Monitors, still Camera screen, rights for in-house publicity, and any other activities that may be relevant to the company or its clients.
9. To give publicity and adopt and such means of making known the name, business and products of the company as may seem expedient and in particular by advertising in the press, public places, theatres, by radio, by television, by circulars, by purchase and exhibition of works, of art or interest by publications of or participating in exhibitions and by granting books pamphlets or bulletins or by organizing or participating in exhibition or demonstrating and by granting prizes, rewards and donations.
10. To collaborate with India or Foreign Firm for acquiring or offering technical know-how or to employ foreign technicians or experts or advisers on a contract basis or otherwise and to loan on suitable terms in company's technicians, experts and others, to other parties in or outside India for developing allied Industries and send out to foreign countries the company's own technicians, plants machinery products, tools for developing industries in foreign countries on joint venture basis or otherwise and to send out company's men to foreign countries of further training.
11. To enter into any contract or arrangements with any Government or authority supreme, municipal head or otherwise that may seem conducive to the company's objects or any of them and to obtain from any such Government or authority any rights, privileges, concessions and incentives.
12. To establish branches or agencies, whether by means of local boards or otherwise anywhere in India or elsewhere at any place or places throughout the world for the purpose of enabling the company to carry on its business more efficiently and to discontinue and reconstitute any such branches or agencies.
13. To purchase, take or lease or in exchange or otherwise acquire, sell, rent out or lease or given on leave and license any land of any tenure or description and buildings, interest in any rightly over or connected with any such lands, buildings, structures.

14. To establish, own, run, take on hire, lease and/or otherwise manage fishing boats, fish breeding, tanks, reservoirs and tanks, fish drying yards and fish processing system and to develop hatcheries for the purpose of the business of the Company.
15. To acquire by lease or otherwise land, roads, culverts, or any agriculture or non agricultural property, buildings, machinery or any other assets as the company thinks fit for carrying out of any or all the above objects.
16. To amalgamate with any other company whose objects are or include objects similar to those of this company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid or in any other manner.
17. To procure the company to be recognized in any foreign country or place.
18. To obtain any order at government or judiciary for enabling the company to obtain all powers and authorities necessary or expedient to carry out, or extent any of the objects of the company or for any other purpose which may seem expedient and to oppose on its own or jointly with anyone any proceedings or application or involves which may seem calculated directly or indirectly to harm the company's interest.
19. To promote any other company or companies or firm or firms having similar objects for the purpose of its or other acquiring all or any of the property rights or liabilities of the company.
20. To enter into partnership or any arrangement for sharing profits, union of interest, co-operation, collaboration, joint venture, reciprocal concession, amalgamation, running on lease basis or otherwise with any person, from or company carrying on or engaged in business or transaction which the company is authorized to carry on.
21. To purchase, take on lease or in exchange, get transferred or otherwise acquire stock-in-trade and any rights, privileges whether belonging to individuals, firms associations, trusts or joint stock companies, wherever situated and the property, business and goodwill appertaining thereto respectively which the Board of Directors of the company may think necessary or convenient for the purpose of the Company's business.
22. To enter into any arrangement with the Government of India or with any State Government or with any Foreign Government Authorities, supreme Municipal, Local or otherwise or with any person that may seem conducive to the company's objects or any of them and to apply for and obtain and to purchase or otherwise acquire from any such Governments, authority or persons any rights, proper, privileges, licenses, decrees, sanctions, grants and concessions, subsidies, whatsoever (whether statutory or otherwise) which the Company thinks fit or desirable to obtain and acquire and to carry out, exercise and comply with any such arrangements, rights, powers, privileges, licences, decrees, sanctions grants, subsidies and concessions.
23. To insure any of the properties, undertaking, contracts, guarantees or obligations or the company of every nature and kind in any manner whatsoever.

24. To create any depreciation fund or reserve fund, sinking fund, insurance fund, and/or other special funds or reserves, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the company or for utilizing it for any other purpose or conducive to the interest of the company and utilize all such funds or reserves for such purposes as the Board of Directors of the company thinks fit.
25. To establish, provide, maintain and conduct or otherwise subsidize research laboratories, institutes, experimental workshops, foundations, for scientific and technical research and experiments, to undertake any carry on scientific and technical researches, experiments and tests of all kinds, to promote studies surveys and researches both scientific and technical investigations and inventions by providing, subsidizing and endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remuneration of scientific or technical professors or teachers and by providing, contributing and/or instituting for the awards of the scholarships, prizes, grants to students or otherwise and generally to encourage, promote any reward studies, researches, investigations of any kind that may be considered likely to assist any business which the company is authorized to carry on.
26. To adopt such means of making known the activities of the company as may seem expedient and in particular by advertising in any media including radio and television, videos, visuals, films or by the press, closed circuit network, exhibition stalls, or reproduction of work of art or by the publication of books and pictures or by granting concessions, prizes, rewards as goods free or at reduced rates or in such other manner whether similar to the above or as the company may deem desirable.
27. To do all or any of the above things and all such things in any part of the world as Directors think fit and as principals, partners, agents, contractors, trustees or otherwise as either along or in conjunction with others and to do all such other things as are in the option of the Board of Directors incidental or conducive to the attainment of the above object or any of them.
28. To establish and run laboratories, research stations, institutions, council and educational programmes for the purpose of furthering the improvement of the basic foundation stock of boarders the fishing business.
29. To acquire land, roads, culverts or any agricultural or non-agricultural property building, machinery or any other assets of any other company or firms the company think fit for the purpose of carrying out any or all the above objects.
30. To invest any movable or immovable property, rights or interest acquired by or belonging to the Company or any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favour of the company.
31. To appoint agents, commission agents, selling agents, pakha adatias, dealers, representatives, to establish and maintain agencies, branch offices for the purpose of business.
32. To apply for, purchase, or otherwise acquire any protect or renew in any part of the world any patents, patent rights, trade mark, designs, formulate copyrights, 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 on the acquisition of which may seem

calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licences in respect of or otherwise turn to account the property rights or information so acquired and to spend money in experimenting upon, testing or improving any such patents, inventions or rights.

33. To sell any patent rights or privileges, belonging to the Company or which may be acquired by it or any interest in the same, and to grant licences for the use and practice of the same or any of them, and to let or allow to be used or otherwise deal with any inventions, patents or privileges in which the company may be interested.

34. To borrow or raise money with or without security or to receive money on deposit at interest for any of the purposes of the Company and at such time or turns and in such manner as may be thought fit and in particular by the issue of debentures, perpetual or redeemable including debentures, perpetual or redeemable including debentures convertible into shares of his or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or for any such debentures so issued, to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the Company present or future, including the uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or entrust and to give the tenders power of the sale and other power as may seem expedient and purchase, redeem and pay such securities, subject to provisions of section 58-A and directives of Reserve Bank of India.

35. To advance and lend money with or without security to such persons, firms or companies and on such terms as may seem expedient and in particular to members of the staff, customers and others having dealings with the Company and to guarantee performance of contract by any such persons, firms or companies.

36. To acquire and hold shares, stocks, debentures, bonds, obligations and securities issued or guaranteed by any company, association or undertaking constituted or carrying on business in India or elsewhere and debentures, bonds, obligation and securities issued or guaranteed by any government, municipality, public body or other local authority and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to sell or otherwise dispose of any such shares, debentures, bonds, obligations or securities.

37. To sell, assign, transfer, lease, sub-lease, exchange or dispose of the business property or 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 or to improve and made productive the properties of the Company.

(C) OTHER OBJECTS

38. To purchase for investment or resale and to deal in agricultural and other land and house and other properties of any tenure and any interest therein and to create, sell, lease, and deal in free hold and leasehold ground and land or otherwise in land, warehouse and house properties or any other properties.

39. To manufacture, process, prepare, preserve, can, reline, bottle, buy, sell and deal whether as wholesalers or retailers or as exporters or importers or as principals or agents or as keepers, warehouse men or dealers in meals, processed meats, table poultry products, vegetables, canned and tinned and processed foods, fast foods, processed fish and seafood's, frozen foods, protein, health and instant foods of all kinds including baby and diet foods, cereals beverages, cordials, tonics, restoratives and serrated material and food stuffs and consumable provisions of every description for busman or animal consumption and to carry on the business as agriculturists, brewers and molesters, transporters and earlier and dealers in fish and sea animals.
40. To carry on the business of cold storage of fruits, vegetables, seeds, fish, meat, agricultural products, milk and dairy products and other perishable items.
41. To cultivate, grow, produce or deal in any agricultural, vegetables, or fruits products, and to carry on all or any of the business of the farmers, dairymen, milk, contractors, dairy farmers, millers, surveyors and vendors of milk and milk products, condensed milk and powder milk cream, cheese, butter, poultry fruit, vegetables, cash crops, and provisions of all kinds, growers of and dealers in corn, hay and straw seeds men and nurserymen and to buy, sell, manufacture and trade in any goods usually traded in any of the above business or any other business inclusive of staple foods and medical preparations from milk, vegetables, and animal products or any substitute for any of them associated with the farming interests.
42. To carry on the business of manufacturing, assembling, buying, selling, re-selling exchanging, altering importing, exporting, hiring, leasing or acquire on lease, letting on hire, distributing or dealing in ships, boats, barges, launches, submarines and other underwater vessels, aeroplanes, aero engines, air ships, sea planes, Flying boats, hydro planes and aircrafts aerial to every description and kind for transport conveyances or conveyance of passengers, merchandise or goods of every description whether propelled moved or assisted by means of petrol, spirit, electricity, steam, oil, vapour, gas, petroleum, mechanical, animal or any other motive power and component parts, accessories equipments and apparatus for all use in connection therewith.
43. To carry on business as developers of land, buildings, immovable properties and of real estates by constructing, altering, improving, decorating, furnishing and maintaining officer, flats, houses, factories, warehouses, shops, wharves, buildings, works and conveniences and by consolidating connecting and sub-dividing immovable properties and by leasing and disposing off the same.
44. To carry on the business of buying selling, leasing, hiring, hire purchased and hire purchase financing of all types of plants and machineries, industrial and office equipment, furniture and fixtures, appliances, vehicles, vessels, ships, real estates, moveable and immoveable properties and to do all kinds of financing hire purchase and leasing businesses.
45. To manufacture, acquire, purchase, sell, lease, exchange, hire or otherwise, acquire deal, operate, equip and use boats, trawlers, mechanized vessels, plants, apparatus, equipments and articles for catching, producing, processing, preserving, pickings, bottling canning and fisheries products, seafood and poultry equipments, machinery, refrigerator and cold storage.
46. To carry on business as manufacturers, dealers, stockiest, importers and exporter of general goods, suppliers, commission agents and clearing and forwarding agents, to carry on all or any of the business of wholesale and/or retail in all kinds of merchandise such as textile, yarn, steel, spices, dry, fruits, chemicals, dyes and chemical grains.

47. To carry on the profession of consultants of management, taxation, financial employment, engineering, industrial and technical matters to industry and business of printing and publishing books, magazines, journals and newspapers and to act as agents in connection therewith.
48. To carry on business as brewers, distillers and manufacturers of merchants and dealers in vinegar, acetic acid, glucose, wines, spirits, beers, porter, malt, hops, grain, meal, yeast, aerated water, carbonic acid gas, mustard, pickles, sauces, condiments of all kinds, cocos, coffee, preserves.
49. To carry on the business of stationers, painters, lithographers, stereotypers, electrotypers, photographic printers, photolithography's, engravers, dyesinkers, envelope manufacturers, machine rulers, numerical printers, paper makers, card board manufacturers type founders, photographers, manufacturers of and dealers in playing visiting, railway festive, complimentary and fancy cards and valentines dealers in parchment, dealers in stamps, agents for payment of steam and other duties, advertising agents, designers, draughtsman, ink manufacturers, book sellers, publishers, paper manufacturers, and dealers in the material used in the manufacture of paper, engineers, cabinet makers, and dealer in or manufacturers of any articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.
50. To carry on the business of production, distribution or exhibition of films and motion pictures including the running of theaters, cinemas, studios and cinematographic shows and exhibitions.
51. To establish and maintain shipping lines and plying vessels between any ports and to carry on business as freight contractors, carriers barge owners, forwarding and cleaning agents.
52. To carry on any business relating to the mining of minerals, the production and working of metals and the production, manufacture and preparation of any other mineral which may be usefully or conveniently combined with the engineering or manufacturing business of the Company or any contracts undertaken by the Company and either for the purpose only of such contracts or as independent business.
53. To procure, develop and supply technical know-how for the manufacture or processing of goods, materials or installation or erection of machinery or plant for such manufacturers of processing or in the working of mines, oil wells or other sources of mineral deposits, or in search or discovery or testing of mineral deposits, or in carrying out any operation, relating to agriculture, animal husbandry, dairy or poultry farming, forestry fishing or rendering services in connection with the provision of such technical know-how.
54. To carry on the business of exporters and importers and to sell, purchase, export, prepare for market and otherwise deal in all goods, merchandise, articles and things produced by the company.
55. To carry on the business of manufacturers, producers, and dealers in magnetic tapes, blank cassettes / spools, discs, pre-recorded cassettes / spools, discs, blank video cassettes / discs, tape-recorders, amplifiers, speakers, stereo systems, television sets and parts thereof.
56. To provide for the production, direction, representation, display, whether by mechanical means or otherwise of play, open air or other theatrical performances, operas, vaudielies, ballets, pantomimes, juggling mesmeric, yogic, hypnotic, spectacular.

57. (a) To carry on the profession of consultants on managements, employment, engineering, industrial and technical matters to industry and business and to act as employment agents.

(b) To carry on consultancy in engineering, architectural and commercial spheres.

(c) To work as consulting engineers and contractors in all branches or work known to engineering iron masters, metallurgists, builders, hardware, merchants, metal workers.

58. To carry on the business of travelling agents, forwarding and clearing agents, lighter men, harbingers and to lease, charter or hire for any period or number of journeys, cars, lorries, charter or hire for any period or number of journeys, cars, lorries, buses, trucks, tractors, boats, ships, aircrafts, carriages, vehicles, and conveniences, refreshments room and boarding house-keepers, licenced victuallers, conveyances of all descriptions and kinds whatsoever.

59. To carry on business of hotel, restaurant, cafe, tavern beer-house, wine, beer and spirit merchants, importers and manufacturers of aerated mineral and artificial waters and other drinks.

60. To transact and carry on agency and distribution business and act as selling agents of limited companies, private or public and of firms or individuals and to enter into working arrangements of all kinds with companies, corporations, firms or individuals.

61. To carry on the business of exporters, importers, commission agents and distributors.

62. To export Indian Films to Foreign countries, graphic and television performances, entertainment shows, departmental stores, arranging public conventions and such other entertainments as company thinks fit.

IV. The liability of the members is limited.

V. *The Authorized Share Capital of the company is Rs. 36,00,00,000/- (Rupees Thirty Six Crores) divided into 36,000,000 (Three Crore Sixty Lacs) Equity shares of Rs. 10/- (Rupees Ten only) each. The Company has power from time to time to increase or reduce the capital and to issue any of the shares in the capital, Original or increased as ordinary or preferred with or subject to any preferential, special, preferred, or qualified rights, privileges or conditions as regards payments of dividends, distribution of assets, repayment or reduction of capital, voting or otherwise, subdivide them generally on such terms and company may from time to time by special resolution determine and to vary the regulation of the Company as far as necessary to give effect to the same subject to the provision of the law.

We, the several persons whose names, addresses, description and occupation are hereunder subscribed below, 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 to 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 and his name, address, description and Occupation.
<p>Mr. Shantanu Sheorey S/o. Late Mr. Shreedhar Sheorey Bhima Bldg., Flat No. 1002, 10th Floor, Worli Sagar Co-op. Hsg. Soc., Sir Pochkhanwala Road, Worli, Bombay 400 018.</p> <p>Occupation : Profession.</p>	1 (One) Equity Share	Sd/-	<p>Witness to All :- Sd/- NIPUN R. THANAWALLA S/o. Shri Ramanlal N. Thanawala, 202, New Marine Chambers, 43, New Marine Lines, Bombay - 400 020 Profession : Advocate</p>
<p>Mrs. Nayantara Katkar Sheorey W/o. Mr. Shantanu Sheorey Bhima Bldg., Worli Sagar Co-Op. Hsg. Soc., Sir Pochkhanwala Road, Worli, Bombay 400 018.</p> <p>Occupation: Household</p>	1 (One) Equity Share	Sd/-	
<p>Mr. Waman Welinkar S/o Mr. Sushil Welinkar Vishram, 4th floor, Plot No. 476, 16th Road, Khar, Bombay 400 052.</p> <p>Occupation : Service</p>	1 (One) Equity Share	Sd/-	
<p>Mr. Vivekanand S. Sheorey S/o Late Mr. Shreedhar Sheorey C/o Mrs. Shakuntala Watsa 13/1, Cuffe Parade, Colaba, Bombay 400 005.</p> <p>Occupation : Business</p>	1 (One) Equity share	Sd/-	

Bombay dated this day of 10th November, 1994.

Cont...

Name, address, description and Occupation of each subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness and his name, address, description and Occupation.
<p>Dr. Vijay B. Sheorey S/o. Late Mr. Balkrishna Sheorey 3, Shri Angan Apartments, Vastrapur, Near Mahavir Nagar, Ahmedabad - 380 0125.</p> <p>Occupation : Physicist</p>	1 (One) Equity Share	Sd/-	
<p>Mrs. Sangeeta W. Welinkar W/o. Mr. Waman Welinkar, Vishram, 4th Floor, Plot No. 476, 16th Road, Khar, Bombay - 400 052.</p> <p>Occupation : Household</p>	1 (One) Equity Share	Sd/-	
<p>Mrs. Ameeta Thacker W/o. Dr. Hemant Thacker 14 Shankar Sagar, Sophia College Road, Off B. Desai Road, Bombay - 400 026</p> <p>Occupation : Household</p>	1 (One) Equity Share	Sd/-	
TOTAL			<p>Witness to All :- Sd/- NIPUN R. THANAWALLA S/o. Shri Ramanlal N. Thanawala, 202, New Marine Chambers, 43, New Marine Lines, Bombay - 400 020 Profession : Advocate</p>
	7 (Seven) Equity Shares		

Bombay dated this day of 10th November, 1994.

52 WEEKS ENTERTAINMENT LIMITED
(COMPANY LIMITED BY SHARES)
(Incorporated under the Companies Act, 1956)

ARTICLES OF ASSOCIATION
TABLE –F OF SCHEDULE I OF COMPANIES ACT, 2013

Preliminary

The Regulations contained in Table "F" in Schedule I to the Companies Act, 2013, so far as they apply to Public Limited Companies shall apply to this Company, except in so far as such regulations are altered or are varied or are repugnant to these presents, but the regulations of the management of the Company and for the observance thereof by the Members of the Company and their representatives, shall subject to any exercise of the statutory power of the Company in reference to the repeal or alteration of or addition to its regulation by the special resolution as prescribed by the said Companies Act, 2013 be and as are contained in these Articles.

Interpretation

I.

1. In these regulations, unless there be anything repugnant in the subject or context-
 - a. "Company" means "52 Weeks Entertainment Limited".
 - b. "Act" means the Companies Act 2013, and any statutory modification thereof.
 - c. "Articles" means the articles of association of a company as originally framed or as altered from time to time or applied in pursuance of any previous company law or of this Act.
 - d. "Authorised Capital" or "Nominal Capital" means such capital as is authorised by the memorandum of a company to be the maximum amount of share capital of the company;
 - e. "Board of Directors" or "Board", in relation to a company, means the collective body of the directors of the company.
 - f. "Book and Paper" and "Book or Paper" include books of account, deeds, vouchers, writings, documents, minutes and registers maintained on paper or in electronic form;
 - g. "Books of Account" includes records maintained in respect of—
 - i. all sums of money received and expended by a company and matters in relation to which the receipts and expenditure take place;
 - ii. all sales and purchases of goods and services by the company;
 - iii. the assets and liabilities of the company; and
 - iv. the items of cost as may be prescribed under section 148 in the case of a company which belongs to any class of companies specified under that section.
 - h. "Branch Office", in relation to a company, means any establishment described as such by the company;
 - i. "Called-up Capital" means such part of the capital, which has been called for payment;
 - j. "Chairman" means the Chairman of the Board of Directors of the Company.
 - k. "Director" means a director appointed to the Board of the company;
 - l. "Dividend" includes any interim dividend;

- m. "Document" includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of the Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form;
- n. "Financial year", in relation to the company means the period ending on the 31st day of March every year, and where it has been incorporated on or after the 1st day of January of a year, the period ending on the 31st day of March of the following year, in respect whereof financial statement of the company is made up;
- o. "Issued capital" means such capital as the company issues from time to time for subscription.
- p. "Memorandum" means the memorandum of association of the company as originally framed or as altered from time to time in pursuance of any previous company law or of the Act;
- q. "Month" means an English calendar month.
- r. "Officer" includes any director, manager or key managerial personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the directors is or are accustomed to act;
- s. "Office" means the Registered Office of the Company.
- t. "Public Company" means a company which
 - i. is not a private company;
 - ii. has a minimum paid-up share capital of five lakh rupees or such higher paid-up capital, as may be prescribed.

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles;

- u. "Paid-up Share Capital" or "share capital paid-up" means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called;
 - v. "Rules" means rules made under the Companies Act 2013, and any statutory modification thereof.
 - w. "Seal" means the common seal of the company.
2. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

Share capital and variation of rights

II.

- 3. The Authorised Share Capital of the Company shall be such sum as is mentioned in Clause V of the Memorandum of Association of the Company and the same may be increased, decreased, consolidated, subdivided or otherwise dealt with in accordance with the provisions of the Shareholders' Agreement, provisions of the Act and the statutory regulations for the time being in force in this regard.

4. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
5.
 - i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,
 - a) one certificate for all his shares without payment of any charges; or
 - b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
 - ii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
 - iii. In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
6.
 - i. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
 - ii. The provisions of articles (5) and (6) shall *mutatis mutandis* apply to debentures of the company.
7. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
8.
 - i. The company may exercise the powers of paying commissions conferred by subsection (6) of section 40, provided that the rate per cent. or the amount of the

commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

- ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

9.

- i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- ii. To every such separate meeting, the provisions of these regulations relating general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

11. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

12.

- i. The company shall have a first and paramount lien—
 - a) on every share (not being a fully-paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to wholly or in part exempt from the provisions of this clause.

- ii. The company's lien, if any, on a share shall extend to all dividend bonuses declared from time to time in respect of such shares.

13. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

- a) unless a sum in respect of which the lien exists is presently payable; or
 - b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
- 14.
- i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
 - ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- 15.
- i. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
 - ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

- 16.
- i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- iii. A call may be revoked or postponed at the discretion of the Board.

17. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

19.

i. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

ii. The Board shall be at liberty to waive payment of any such interest wholly or in part.

20.

i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

21. The Board—

a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

22.

i. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

iii. The transfer of share can be made only to State/Central Government Companies subject to consent of the Board.

23. The Board may, subject to the right of appeal conferred by section 58 decline to register—

- a) the transfer of a share, not being a fully-paid share, to a person of whom they do not approve; or
- b) any transfer of shares on which the company has a lien.

24. The Board may decline to recognise any instrument of transfer unless—

- a) The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- c) The instrument of transfer is in respect of only one class of shares.

25. On giving not less than seven days previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

26.

- i. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
- ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

27.

- i. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
 - a) to be registered himself as holder of the share; or
 - b) to make such transfer of the share as the deceased or insolvent member could have made.

- ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

28.

- i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

29. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have complied with.

Forfeiture of shares

30. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

31. The notice aforesaid shall—

- a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

32. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the

payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

33.

- i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

34.

- i. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- ii. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

35.

- i. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- ii. The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- iii. The transferee shall there upon be registered as the holder of the share; and
- iv. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

36. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

37. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

38. Subject to the provisions of section 61, the company may, by ordinary resolution,—

- a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

39. Where shares are converted into stock,—

- a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

40. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- a) share capital;
- b) any capital redemption reserve account; or
- c) any share premium account.

Capitalisation of profits

41.

- i. The company in general meeting may, upon the recommendation of the Board, resolve—

- a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- ii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
- a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);
 - d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
 - e) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

42.

- i. Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - b) generally do all acts and things required to give effect thereto.
- ii. (ii) The Board shall have power—
- a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their

respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

- iii. Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

43. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

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

45.

- i. The Board may, whenever it thinks fit, call an extraordinary general meeting.
- ii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

46.

- i. 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.
- ii. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

47. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

48. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

49. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

- 50.
- i. 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.
 - ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - iii. 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.
 - iv. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

51. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- a) on a show of hands, every member present in person shall have one vote; and
 - b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
52. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 53.
- i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
 - ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
54. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
55. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
56. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

57.

- i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

58. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

59. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

60. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

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

62.

- i. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- ii. 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—
- iii. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- iv. in connection with the business of the company.

63. The Board may pay all expenses incurred in getting up and registering the company.
64. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
65. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
66. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
- 67.
- 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 for the Board by the articles.
 - ii. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.
 - iii. The following will be the First Directors of the Company:
 - a. Mr. Shantanu Sheorey
 - b. Mrs. Nayantara Katkar Sheorey
 - c. Mr. Waman S. Welinkar

Proceedings of the Board

- 68.
- i. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
 - ii. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
- 69.
- i. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
 - ii. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

70. 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.

71.

- i. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- ii. 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 number to be Chairperson of the meeting.

72.

- i. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- ii. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

73.

- i. A committee may elect a Chairperson of its meetings.
- ii. 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 members present may choose one of their members to be Chairperson of the meeting.

74.

- i. A committee may meet and adjourn as it thinks fit.
- ii. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

75. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

76. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

77. Subject to the provisions of the Act,—

- i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

78. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

79.

- i. The Board shall provide for the safe custody of the seal.
- ii. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

80. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

81. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

82.

- i. The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

- ii. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

83.

- i. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- ii. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- iii. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

84. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

85.

- i. Any dividend, interest or other monies payable in cash in respect of shares maybe paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- ii. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

86. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

87. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

88. No dividend shall bear interest against the company.

Accounts

89.

- i. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

- ii. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

90. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

- i. 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 the same kind or not.
- ii. 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.
- iii. 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.

Indemnity

91. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

We, the several persons, whose names, addresses, description and occupation are hereunder subscribed below, are desirous of being formed into a Company in pursuance of this Articles of Association:

Name, address, description and Occupation of each subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness and his name, address, description and Occupation.
<p>Mr. Shantanu Sheorey S/o. Late Mr. Shreedhar Sheorey Bhima Bldg., Flat No. 1002, 10th Floor, Worli Sagar Co-op. Hsg. Soc., Sir Pochkhanwala Road, Worli, Bombay 400 018.</p> <p>Occupation : Profession.</p>	1 (One) Equity Share	Sd/-	
<p>Mrs. Nayantara Katkar Sheorey W/o. Mr. Shantanu Sheorey Bhima Bldg., Worli Sagar Co-Op. Hsg. Soc., Sir Pochkhanwala Road, Worli, Bombay 400 018.</p> <p>Occupation: Household</p>	1 (One) Equity Share	Sd/-	
<p>Mr. Waman Welinkar S/o Mr. Sushil Welinkar Vishram, 4th floor, Plot No. 476, 16th Road, Khar, Bombay 400 052.</p> <p>Occupation : Service</p>	1 (One) Equity Share	Sd/-	
<p>Mr. Vivekanand S. Sheorey S/o Late Mr. Shreedhar Sheorey C/o Mrs. Shakuntala Watsa 13/1, Cuffe Parade, Colaba, Bombay 400 005.</p> <p>Occupation : Business</p>	1 (One) Equity share	Sd/-	<p>Witness to All :- Sd/- NIPUN R. THANAWALLA S/o. Shri Ramanlal N. Thanawala, 202, New Marine Chambers, 43, New Marine Lines, Bombay - 400 020 Profession : Advocate</p>

Cont...

Name, address, description and Occupation of each subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness and his name, address, description and Occupation.
<p>Dr. Vijay B. Sheorey S/o. Late Mr. Balkrishna Sheorey 3, Shri Angan Apartments, Vastrapur, Near Mahavir Nagar, Ahmedabad - 380 0125.</p> <p>Occupation : Physicist</p>	1 (One) Equity Share	Sd/-	<p>Witness to All :- Sd/- NIPUN R. THANAWALLA S/o. Shri Ramanlal N. Thanawala, 202, New Marine Chambers, 43, New Marine Lines, Bombay - 400 020 Profession : Advocate</p>
<p>Mrs. Sangeeta W. Welinkar W/o. Mr. Waman Welinkar, Vishram, 4th Floor, Plot No. 476, 16th Road, Khar, Bombay - 400 052.</p> <p>Occupation : Household</p>	1 (One) Equity Share	Sd/-	
<p>Mrs. Ameeta Thacker W/o. Dr. Hemant Thacker 14 Shankar Sagar, Sophia College Road, Off B. Desai Road, Bombay - 400 026</p> <p>Occupation : Household</p>	1 (One) Equity Share	Sd/-	
TOTAL			
	7 (Seven) Equity Shares		

Bombay dated this day of 10th November, 1994.