

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
RAJ TELEVISION NETWORK LIMITED

- I. The name of the Company is "RAJ TELEVISION NETWORK LIMITED".
- II. The Registered Office of the Company shall be situated in the state of Tamilnadu.
- III. The Objects for which the company is established are:

(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :-

1. To carry on all types of business covered by "Satellite Television Network."
2. To buy, sell, import, export, produce, assign, purchase, distribute all programmes of satellite television.
3. To buy, sell, lease, sub-lease, import, export or otherwise deal in acquiring, leasing and time sharing of satellite broadcast time/programmes.

4. * To telecast, relay, uplink and exhibit films and software through satellite, earth stations, televisions stations, video parlours or any other relay station either within or outside India and either directly or on hire/lease basis.
5. * To manufacture, produce, import, export, buy, sell, design, exhibit, put to use, distribute or otherwise deals in all kinds of cine films, video films, film magazines and any other related softwares.
6. *To broadcast, relay audio programmes through any mode of communication including radio and audio tapes and for this purpose buy, sell, take on lease or hire any radio or audio relay stations or any other relay center through or from the Government or other agencies either within outside India.
7. * To buy, take on lease / sublease or hire, sell any satellite transponders, relay stations and related machineries and equipments either within or outside India and to act as agents or deal in any manner in and for the above.
8. * To operate cable TV and do all such acts or things which are generally required by such cable TV operator.
9. * To carry, design, establish, implement, develop, install, operate and provide all the services related to E-mail, Internet, IPTV, Facsimile, Electronic Data Interchange, services, Direct to Home Satellite TV Services, Radio Broadcasting and Wireless Communication, Networking, Intra Net Services to establish, create, design, sell, lease or market Internet Web sites and Web pages and related product promotion, linking web services through satellite or otherwise, to transfer, develop or uplink any kind of software for commercial information, downloading and uplinking of data and information including Audio or Video images to broadcast any kind of Audio and Video programmes through any mode of communication or any kind of Electronic and/or Computer Medium or through any Network, usage of Integral Services Digital Networks, High Speed V-Sat Networks, on line services to provide for Enterprise Resource Planning, Data Warehouse, E-Commerce and related business tools, to provide Voice Mail related services, running Networks via inter connected LANs and WANs and/or through Intra Net applications, user interface services, services connected with Multimedia, to establish any kind of information Hubs and entertainment Kiosks to provide Mass Communication and Entertainment Services using any of the means as aforesaid and other allied services incidental or ancillary thereto.
10. * To manufacture, produce, import, export, buy, sell, design, put to use, distribute or otherwise deal in all kinds of television sets, audio and video recorders, video and audio tapes, Video and radio relay equipments and machineries, cable TV relay systems, antennas, and all such things which are necessary, incidental and ancillary to the above items.

11. * To carry on the business as Internet Service Providers, Network Telecommunication and Telephony Service providers and to conceptualise, design, develop and implement projects and data communication services and to establish, set up and provide such facilities connected thereto including establishment of Telecommunication Networks, Local Area Networks, Wide Area Networks and Telephony Networks to establish and provide services connected with Audio and Video conferencing facilities either directly or through any kind of Network whether in India or elsewhere and to provide any kind of Date Processing, Data Transfer, Data Conversions whether Audio, Video or otherwise including on site and off shore Telecommunications Services and consultancy services in relation thereto.
12. * To carry on the business of Computer Software Development, Television Software and Programs, System Softwares, Application Softwares and to undertake and execute all kinds of Commercial, Financial and Trading operations, to provide Data Base Management Services, Compilation of Data Bases, Data Management, Integration of any kind of system, Transaction Processing, to provide services to the end users with respect to internal and its application softwares and to execute any kind of off shore Project Development and to provide services in connection thereto.
13. * To entertain the public either in India or abroad in Music, Drama, Skills and Serial Sports events through Visual Media like Video Tapes, Cinema Films, Cable Television and Telecasts.
14. * To carry on the business of Film Production, Film distribution and telecast of cinema films and video films and to import and export, purchase, sell or otherwise to trade or deal in raw films rolls, video tapes with copyrights, cinema Films with copyrights and Cameras of all kinds.
15. * To assemble, manufacture, deal, trade, install, contract, export, import, computer hardware, software, system accessories, processors, peripherals, consumables, devices products, computer software solutions and to provide services to end users in relation thereto including development of system whether on hardware or software segments, customized or otherwise and to act as contractors for commissioning any projects on turnkey basis or to do deal in any other manner including storing, packing, transporting, converting, repairing, installing and maintenance of all kinds of computer hardwares, telecommunications equipments, antennas and other associated and allied equipments.

**** Clause 4 to 15 added by special resolution passed at the Extraordinary General Meeting held on 27.07.2006.***

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

1. To purchase, take on lease and otherwise acquire lands, buildings, factories, workshops and sheds and also to construct, erect and build the foregoing.
2. To purchase, sell, transfer, take on lease, exchange, hire and construct any movable or immovable properties or any interest therein on any rights, concessions and privileges as the company deems fit.
3. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company carrying on or proposing to carry on, any business which this company Is authorised to carry on, or possessed of property or rights suitable for any of the purposes of the company and to purchase, acquire, sell and deal, in property, share, stock, debenture stock of any person, firm or company and to conduct make or to carry into effect any arrangements in regard to the winding up of the business of any such person, firm or company,
4. To enter into any arrangements or agreements with any person whether Government. Municipal or other authority, individuals and others including companies, in India or elsewhere in the world, that may seem conducive to the company's objects or any of them, and to obtain, from such persons or any of them any rights, privileges, and concessions which the company may think fit or desirable to obtain, and to carry out exercise and comply with any such arrangements, rights, privileges and concessions on such terms and conditions as the company deems fit.
5. To enter into collaboration arrangements with any person in or outside India, whether the nature of the agreements is financial, technical or otherwise on such terms and conditions as the directors may think fit; to adopt and ratify all arrangements and agreements made for the purpose of achieving any of the Company's objects mentioned herein; and to pay for all expenses either in cash or by way of allotment of shares in the company or partly in the one way and partly in the other or in any other manner, connected with or incidental to the achieving of any of the company's objects and the formation of the company.
6. To import into India and export from India the technology in respect of the products mentioned herein.
7. To amalgamate or enter into partnership or into any agreement for sharing of profits or losses, union of interests co-operation, joint venture, reciprocal concessions or otherwise with any person including a company or a firm carrying on or engaged in any business or transactions which the company is authorised to carry on.

8. To procure the registration or other recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business.
9. To apply for, or join in applying for, purchase, or by other means acquire and protect, prolong and renew, whether in India or abroad any patents, patent rights, licenses, registered designs, protections and concessions which may appear likely to be advantageous or useful to the Company and to turn to account and to manufacture under, or grant licenses or privileges in respect of the same and to expend money in experimenting and testing and making researches and also in improving or seeking to improve any patents, inventions or rights which the company may acquire or propose to acquire.
10. To sell lease, exchange, let on hire or otherwise dispose of any real or personal properties or undertakings of the Company or any part or parts thereof; for such consideration as the company may think fit and in particular for shares, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the Company and to hold and retain any shares, debentures or other securities so acquired and also to improve, manage, develop, sell, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with any part of the properties or rights of the Company.
11. To subsidize, assist and guarantee any payment of money by or the performance of any contract, engagement or obligation by any persons: to issue shares, debentures, debentures stock, or other securities on such terms and conditions as the directors may deem fit and to purchase, redeem or pay off any such securities on such terms and conditions as the directors may think fit.
12. To borrow, raise and secure the payment and repayment of money for any of the purposes of the Company's business or otherwise, in such manner as the company shall think fit, and in particular, by the issue of redeemable preference shares, mortgage debentures, perpetual or otherwise and issuable or payable at par, at a premium or discount and repayable by periodical drawings or otherwise to bearer or otherwise charged, upon all or any of the Company's undertaking and/or property (both present and future and movable or immovable) or by other obligations or securities of the Company or by mortgage or charge on all or any part of the property of the Company present and future, movable or immovable including its uncalled capital or without any charge, and to purchase, redeem or pay off, cancel and discharge any such securities, subject to provisions of section 58A of the Act and the directives of Reserve Bank of India from time to time.

13. To open current, overdraft, loan, cash, credit or deposit account or accounts with any bank, company, firm or person, subject to the provisions of Banking Regulations Act, 1949.
14. To draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and other negotiable instruments subject to the Banking Regulations Act, 1949.
15. To establish, maintain and conduct or discontinue or close agencies and branches and appoint representatives in any part of the world for the conduct of the business of the Company or for the purchase, sale or exchange either for ready delivery or future, all types of machinery, merchandise, commodities, goods, wares, materials, produce, products, articles and things required for or dealt in or at the disposal of the Company.
16. To employ or otherwise, acquire, technical experts, engineers, mechanics, foreman and skilled and unskilled labour for any of the purposes of the business of the Company.
17. To adopt such means of making known the business and its products dealt in by the Company as may seem expedient, and in particular by advertising in the press by circulars, exhibitions or works of art or interest and by registering and establishing and protecting trade marks, publication of books and periodicals and by granting prizes, rewards and donations.
18. To distribute in specie or otherwise, as may be resolved any property or assets of the Company or any proceeds of the sale or disposal of any property or assets of the Company including the shares, debentures or other securities of any other Company formed to take over the whole or any part of the assets or liabilities of the Company, in the event of its being wound up.
19. To lend, advance money or give credit to such persons or companies on such terms as may seem expedient, and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligations and the payment of money or by way such persons or companies and generally to give guarantees and indemnities provided, however that the Company shall not carry on any banking business as defined by the Banking Regulations Act, 1949.
20. To continue, establish and support or aid in the establishment or support of co-operative societies, associations and other institutions, funds, trusts, amenities and conveniences and at its discretion to grant bonuses, pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects, also to remunerate or make donations by cash or other assets or by the allotment of shares credited as fully or partly paid up or in any other manner as allowed by law for services rendered or to be rendered in placing or assisting to place any

shares in the company's capital or any debentures, debenture stock or other securities of the company or about the formation or promotion of the company or the conduct of any of its business.

21. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or any other purpose conducive to the interests of the Company.
22. To invest in shares and securities with the money of the Company in such manner as decided by the Board of Directors from time to time.
23. To pay the cost, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Company including Government registration fees and stamp duty.
24. To donate, contribute, subscribe, promote, support or aid or otherwise assist or guarantee money or charitable, benevolents, religious, scientific, national, public or other institutions, funds or objects or for any exhibition or for any public general or other objects.
25. To provide for the welfare of the employees, ex-employees, directors and ex-directors of the Company or predecessors in business or the family members and dependants of such persons by building houses or other dwelling places or by way of grants of money, pensions, superannuation, gratuity, insurance, bonus or in any other manner including provident fund trust or by subscribing or contributing in respect of places of recreation, hospitals and medical centers.
26. To open and close branches, depots and factories as the Company deems fit in India or elsewhere in the world,
27. To establish, grant, take up agencies and to do all such other things as the Company may deem conducive to the carrying on of the company's business either as principals or as agents and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the directors deem fit.
28. To solicit, bid for, enter into a perform consultation. design for projects and/or processes, equipment and machinery, acquire, lease, receive. manufacture, buy and sell equipment, systems and plans to promote the objects mentioned herein.
29. To indemnify members, officers, directors, secretaries and servants of the company against proceedings, costs damages, claims and demands in respect of anything done or ordered to be done by them for, and in the interests of the company or for any loss, damages, or misfortune, whatever, which shall happen in the execution of the duties of their offices or in relation thereto

30. To borrow and raise funds in such a way as the company may think fit for carrying on the business of the company, to sell and mortgage, pledge or charge the whole or any part of the property rights, revenues, or assets Including uncalled capital of the company, if any, on security of any such money borrowed or raised to redeem and pay off any such security.
31. To do all or any of the above specified in this memorandum in any part of the world, as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

(C) THE OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE

1. To acquire, hold, sell and otherwise deal in shares, debentures, debentures stock, bonds, mortgage, obligations and securities of any kind issued or guaranteed by any company/body corporate or undertaking of whatever nature and wheresoever, constituted for carrying on business and shares, stock, debentures, debenture stock, bonds, mortgage, obligations and other securities issued or guaranteed by any Government. Commissioner, trust, municipal, local or other authority or body of whatever nature whether in India or abroad for the purposes of the Company.
2. To buy, sell, import, manufacture, treat and deal in textiles of all kind and generally to carry on business as exporters, importers, selling agents, commission agents In textiles.
3. To manufacture, for the purpose of company, drums, barrels, packages, tanks and containers of every description from steel, tin and other metals and of such substances like paperboards, plastics as may be required by the company for its use as packing materials.
4. To carry on business as timber merchant, saw mill proprietor and timber growers and to buy, sell, grow, prepare for market, manipulate, import, export and deal in veneers, veneer products, veneer for tea chests, packing cases and commercial boards, decorative veneers, laminated boards, block boards, composite boards, compressed boards hard boards, chip boards, bend wood, articles of all kinds in the manufacture of which timber or wood is used.
5. To purchase, raise, produce or otherwise acquire, invest In, own, hold, use, lease, mortgage, pledge, sell, assign transfer or otherwise dispose of trade, deal with any and all agricultural products.
6. To buy, acquire on lease, sell, exchange, mortgage or otherwise deal in real estates, properties and dairy farms; to construct, erect, build, lease, sub-lease, all types of housing colonies, residential complexes, commercial complexes, show-rooms, office complexes and god owns.

7. To carry on the business of leasing, hire purchase and letting on hire and entering into any financial arrangements in acquiring by import or otherwise and providing on lease, hire or rent in India and abroad all types of plants, machinery, equipment, tools, dyes, moles, appliances, implements, instruments or apparatus, installations and fittings for domestic, industrial, commercial, trading, office or agricultural use, vehicles, including motor-cars, buses, lorries, tracks, tempos, rickshaws, coaches, motor cycles, scooters and motor vehicles of all kinds and descriptions, ships, aeroplanes and cycles and carriages and all other vehicles whether moved, propelled or driven by motor, steam, oil, petrol, electricity and any mechanical or other power of devices, and accessories of all the vehicles; land, building, offices, show-rooms shops, factories, godowns or any immovable properties or real estate; furniture, fixtures and utensils; air conditioners, refrigerators, television, video tape recorders and all other electrical and electronic equipments: and all other things of whatsoever nature or description capable of being used therewith or in the manufacture, maintenance and working thereof.
8. To purchase or otherwise acquire, and to carry on the business or business of steamship owners, ship owners, smack owners, trawlers, deep-sea fishers, fishcurers, fish salesman, wholesale and retail fish merchants, wholesale and retail game and poultry merchants, ice manufacturers, cold storage keepers, warehouse men and all other branches of business usually or conveniently connected with any such business as aforesaid.
9. To carry on the business of canning, bottling, freezing, dehydrating, preserving, drying and processing in any other way of foods and drinks of every description including milk, butter, cheese, meat, vegetables and fruits preparation of aerated waters and syrups of all kinds and for the said purpose to purchase, contract or otherwise acquire and maintain factories, canning and bottling plants, freezing plants, cold storage depots, warehouse, transport vehicles, machinery and equipments as may be required.
10. To carry on the business of brokers, commission agents, dealers, in all types of REP licenses, customs documents, Exim scrips and all types of freely traded licenses.
11. To carry on the business of advisers on problems relating to the administration and organisation of industry and business including hotels and restaurants and the training of personnel for industry and business including hotels and restaurants and to carry on all or any of the business of industrial business including hotels and restaurants and personnel consultants and to advice upon the means of and methods for extending developing and improving all types of business or industries including hotels and restaurants and all system or process relating to the production, storage, distribution, marketing and sale of goods and or relating to the rendering of services.

12. To carry on the business whether together or separately as proprietors and operators of amusements parks, and as promoters, organisers and managers of all kinds of entertainments, sports, recreations, amusements, whether indoor or outdoor including funfairs, exhibitions sideshows and games, competitions, concerts, cinematograph and television performances, stage and variety shows, and equestrian events, pyrotechnic, aerial and spectacular displays, dancing, skating circuses and other forms and types of like enterprise generally,
13. To carry on the business of importers and exporters, buyers and sellers, wholesalers and retailers in India or elsewhere of provisions, groceries, canned goods and preserves, milk and milk products, meat, poultry, vegetables, fruits and fruits juices and food and drinks of every description, fresh, dried, frozen, preserved or processed in any other way for the attainment of the main objects.
14. To manufacture, refine, manipulate, import, export and deal in salts and marine minerals and their derivatives by-products, and compounds of any nature and kind whatsoever.
15. To carry on the business of public carriers, transporters and carriers of goods, passengers, merchandise, commodities, products, goods and luggage of all kinds and description in any part of India and elsewhere, on Inland. water, air or by any conveyance whatsoever.
16. To conduct research, develop, make available and supply know-how and train personnel in manufacturing, processing and marketing of the products mentioned herein.
17. To carry on the business of exports and imports from/to India of various goods, agriproducts, and goods of every description and to carry on the business of merchandise exports international trading including third country trading.
18. To manufacture, buy, sell, import, export and deal in all types of hosiery knitwear and fabrics.
19. To manufacture, bleach, dye, print and sell knitwear made from cotton, terry cotton, rayon, nylon, wool, silk, synthetic fibres, staple fibres and other materials and generally to carry on the business of hosiery knitting.
- 20.** To carry on the business of manufacturing of handloom and powerloom fabrics of all kinds and varieties including the processes of bleaching, dyeing, weaving, printing, mercerising and texturising and to carry on the manufacturing of all kinds of products made up of yarn spun out of natural, artificial and blended fibres.

21. To carry on the business of spinning of yarn out of natural fibres such as cotton, flex, hemp, jute, ramie, silk, wool, mohair, alpaca, vicuna, llama, cashmere, camel hair, rabbit wool and out of artificial fibres, like rayons of all kinds such as viscose
22. To carry on the business of video recording, taping, copying on master cassettes, tapes, discs of Indian feature films, documentaries, educational art and cultural films for telecast on satellite television.
23. To buy, sell, import, export, purchase, or otherwise lease all types of equipment and cable network systems.
24. To act as agents, sub-agents, authorised representatives of foreign companies for the purpose of the main objects of the company.
25. To finance, lease, sub-lease and arrange for all programme/time for Dish Antenna System.

IV. The liability on the members is limited.

- V. * The Authorised Share Capital of the company is Rs.30,00,00,000 (Thirty Crores Only) divided into 6,00,00,000 (Six Crore) Equity Shares of Rs. 5 /- (Rupees Five Only) each with rights, privileges and conditions attaching thereto as may be provided by the regulations of the Company for the time being in force with power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes (being those specified in the Companies Act, 1956) and to attach thereto respectively such preferential, qualified deferred or special rights, privileges or conditions as may be determined in accordance with the regulations of the Company, and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being omitted by the said Act or provided by the Articles of Association of the Company for the time being in force.

** Amended by Special Resolution passed at Extra-Ordinary General Meeting held on 14th March 2014.*

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

Sl. No.	Signature, Name, Addresses, Descriptions and Occupations of subscribers	Number of equity shares taken by each subscribers
1	Sd/- RAJENDRAN S/o. MANICHAMY PILLAI 12 – B, 3rd Street. Poes Road, Madras - 18. Business	1 (One)
2	Sd/- RAJARATNAM S/o. MANICHAMY PILLAI 12 - B. 3rd Street. Poes Road. Madras - 18. Business	1 (One)
3	Sd/- M. RAVEENDRAN S/o. MANICHAMY PILLAI 12 - B. 3rd Street. Poes Road. Madras - 18. Business	1 (One)
4	Sd/- M. RAGUNATHAN S/o. MANICHAMY PILLAI 12 – B, 3rd Street. Poes Road, Madras - 18.	1 (One)

SI. No.	Signature, Name, Addresses, Descriptions and Occupations of subscribers	Number of equity shares taken by each subscribers
5	Sd/- V. THIAGARAJA PILLAI S/o. VEERAPATHIRA PILLAI 12 – B, 3rd Street. Poes Road. Madras - 18. Business	1 (One)
6	Sd/- N.R. KRISHNA MOORTHY S/o. RAJARAM PILLAI E - 6, Corporation Shopping Complex. T. P. K. Road. Madurai - 1.	1 (One)
7	Sd/- K. R. GANGADHARAN S/o. K. RAJAGOPAL No. 32. Bagirathi Ainmal Street. T. Nagar. Madras - 17. Business	1 (One)
	TOTAL	7 (Seven)
	SIGNATURE OF WITNESS Sd/- R. PADMANABHAN Chartered Accountant S/o. K. RAJAGOPALAN 31, Perumal Mudali Street. Mount Road. Madras - 600 002. Madras 26.05.1994	