

**(THE COMPANIES ACT, 2013)**  
**(COMPANY LIMITED BY SHARES)**  
**M E M O R A N D U M O F A S S O C I A T I O N**  
**OF**  
**MEDIFIT FILMS PRIVATE LIMITED**

- I. The Name of the Company is **MEDIFIT FILMS PRIVATE LIMITED**
- II. The Registered Office of the Company will be situated in the Maharashtra State.
- III. The objects for which the Company is established are:- . To produce, buy, sell, import, export or otherwise deal in cinematographic films, television films, video films and video cassettes and acquire or selling rights therein
  2. To establish, purchase, take on lease or hire or otherwise acquire and maintain and to sell, give on lease or hire studios, laboratories, cinemas, picture places, halls, theatres, etc. for production, processing and printing of films.
  - 3.To carry on the business of broadcasting, telecasting, relaying, transmitting, distributing or running any video, audio, voice, or other programs or software, (both proprietary and third party) over television, radio, internet, telecom or any other media
  4. To act as manufacturers, distributors, purchasers and sellers of all kinds of films, songs ,scripts and to produce and distribute motion pictures and to act as distributors and exhibitors of motion pictures produced by other companies.
  5. To carry on the business of film manufacturers, film apparatus manufacturers, film producers, both sound and silent, hippodrome and circus proprietors, mana picture places and studios. To carry on the business of letting or subletting the use of cinema hall, theatres, picture, places, studios or other machinery, apparatus, building or structure of the company for the purpose use, exhibitions, display of films, dramatic or theatrical performances, concerts or other entertainment, of amusements or objects allied to or of similar kinds as of the company and to provide for similar kinds as of the company and to provide for the production, directions, exhibitions, representation display, whether by mechanical means or otherwise of plays, open air or other theatrical performances, operas, vaudevilles, ballets, pantomime, juggling , mesmetic, yogic hyphotic, spectacular6. To carry on the business of production, distribution of films and motion pictures, including the running theatres, cinemas, studios and cinematographic shows and exhibitions.
  6. . To print and publish newspapers, books and periodicals, journals and magazines, buy and sell, distribute, import, export and otherwise deal with books on science, technology, engineering, medical, literary, philosophical, religious, musical, artistic and cinematograph film records including periodicals, journals and magazines, cinematography, films and records either at author's risk or on payment of royalty by the publishers on the terms and conditions agreed to by the publishers and author by purchasing out right the copy right or the manuscript or to reprint and re-publish books which have been published before and on any subject or theme on terms and conditions to be settled by and between the authors and publisher to market books, printed and published either by the company or others and publications of newspaper and house magazine, maps, charts, literature for children, brochures and similar works and to print paintings and photographs in black and white or in colour.
  7. To act as holiday makers, organisers of picnic, tours and travels by road, rail and air and owners of vehicles of all description required for holidays, picnics, entertainment, variety

shows fashion shows musical evenings, fashion and talent parade and organise such activities as may be required by the person, firms, trade and industry for the holiday of their employees, owners, proprietors, partners or members.

8. To carry on all types of selling and purchasing activities directly (both in internal and external markets on its own or as sales, purchase or commission agents and brokers ) to act as Service Agents for providing services after sales and other technical services to carry on business as marketing technical consultants both in internal and external markets.

9. To act as selling agents, sales organizers as well as consultants, agents and advisers in all the respective branches and in such capacity to give advice and information and render services in person, a firm, company or body incorporate or authority or Government which may be given or rendered while carrying on such business as aforesaid which may lead to or be conducive to the adoption by the constituent or principals or generally of:

- (i) efficient methods of effecting sales and marketing goods;
- (ii) economy in effecting sales and marketing goods;
- (iii) rendering of all services whether incidental to the above or not.

10. To undertake , carry on and operate directly or indirectly in India and abroad in the business of prepress operations, publishers, marketers, promoters , organizers, commercial artists, illustrators , editors, scripters, Xeroxes, composers, copy writers, lithographers, electrotypers, photographers, draftsmen and block makers and consultants, advisers , collaborations and contractor of matters of advertisement, public relations, data collection, data processing and allied purposes.

11. To solicit advertisement and to sell time & time slot and space through subscription or otherwise, for all kinds of media /as mentioned above. 5. To works as ad agency for Doordarshan & other television channels to carry on the business to produce, treat, process, prepare, alter, develop, expose, edit, exhibit,make, remake, display, print, reprint, convert, duplicate, finish, buy, sell, run, import, export cine films, TV serials, advertising films, telefilms, documentary films etc; and to act as agent, broker,distributor, proprietor, owners of copy rights, audio rights, theaters, cinema halls, dubbing rights,cinema studio and film processing labs owners and to do all other incidental acts for the attainment of the aforesaid objects of the company.

12.To develop suitable patterns of teaching in all branches of film and television, both at under-graduate and post-graduate levels, so as to establish high standards of films and television education in India;

13. To constantly endeavor at raising the technical standards of Indian films and television programs so as to make them aesthetically more satisfying and acceptable

13. To facilitate regular inflow of fresh ideas and new techniques in the field of Cinema and Television and a corresponding outflow of trained personnel imbibing these ideas and techniques;

14. To produce trained man-power both for the growing needs of the film industry and television organisations in India, and particularly to organise the in-service training programme for television personnel;

15. To create a new awareness among the future workers in film and television of the potentialities of their media not only as means of entertainment but also of education and artistic expression;

16. To take over and carry on the administration and management of the former institutes along with the Television Center;

17. To cooperate or collaborate with other national and/or foreign institutes and institutions and organizations in the field of film television and the performing arts;

18. To provide for undergraduate and postgraduate teaching in the art and craft of film-making for Cinema and Television and allied subjects; to provide facilities for and undertake research in various branches of film and television; to prescribe courses and curricula for both undergraduate and postgraduate studies; to hold examinations and grant such diplomas and certificates and other academic distinctions as may be necessary; to organize refresher courses, summer schools and the like and invite experts and research scholars from within the country and abroad for delivering lectures and/or developing research and to pay them such remunerations as may be appropriate; to depute students and members of the staff of the Institute to participate in seminars, conferences, workshops, training courses and the like, in India and abroad, through fellowships, scholarships and otherwise; to print, publish and exhibit any magazine, periodical, monograph poster or films that may be desirable for the promotion of the objectives of the Institute; to assist and associate itself with efforts of other academic bodies, Governmental non-Governmental for the fulfillment of the objects of the Institute; to institute and award scholarships, fellowships, monetary assistance and prizes with a view to promoting interest in studies and research in film and television; to institute and appoint persons to professorships, readerships, lectureships and posts of any description in accordance with the rules and bye-laws;

19. To fix and recover fees and other charges and establish, maintain and manage halls and hostels for the residence of scholars, officers, members of the staff and students of the Institute; to accept grants, subscriptions, donations, gifts, benefactions, bequests and transfers of properties, both movable and immovable, from any Government, Corporations, Trust or person for the purpose of the Institute, provided that no conditions or obligations opposed to the objects of the Institute are attached thereto, and in the case of grants and gifts from foreign Government, foreign organizations or international organizations, prior approval of Central Government is obtained;

20. To maintain a fund to which shall be credited: a) all money provided by the Central Government; b) all fees and other charges received by the Institute; c) all moneys received by the Institute by way of grants, gifts, donations, benefactions, bequests or transfers; and d) all moneys received by the Institute in any other manner or from any other source. To deposit all moneys credited to the Fund in such banks or to invest the same in such manner as the Institute may decide; To draw, make, accept, endorse and discount cheques, notes or other negotiable instruments and for this purpose to sign, execute and deliver such assurance and deeds as may be necessary for the purpose of the Institute; To pay out of the funds belonging to the Institute or out of any particular part of such funds, the expenses incurred by the Institute from time to time for the management and administration of the affairs of the Institute, including all expenses incidental to the formation of the Institute, all rent, rates, taxes, outgoing and the salaries of the employees; To give pensions, gratuities or charitable aid to the teachers, staff and other employees or ex-employees of the Institute or to other wives, widows, children or other dependents of such persons; To make payments towards insurance and to form and contribute to provident and benefit funds of any person employed by the Institute or of the wives, widows, children or other dependents of such persons; To acquire, hold and dispose of property in any manner whatsoever for the purposes of the Institute, provided that the prior approval of the Central Government is obtained in the case of disposal of immovable property; To use any property belonging to the Institute in such a

manner as the Institute may deem fit for advancing its objects; To borrow and raise moneys with the prior approval of the Central Government, with or without security, or on the security of any mortgage, charge or hypothecation or pledge overall or any of the other manner whatever for the purpose of the Institute; To invest and deal with any moneys of the Institute not immediately required for any of its objects in such manner as may be provided by the Constitution of the Institute as may from time to time be determined; To build, construct and maintain houses, hostels, schools or other buildings and alter, extend, improve, repair, enlarge or modify the same including any existing buildings and to provide and equip the same with light, water, drainage, furniture, fittings, instruments, apparatus and appliances for the use of such buildings in connection with the objects of the Institute; To construct or otherwise acquire, layout, repair, extend alter, enlarge and improve land, recreation or playgrounds, parks and any other immovable property belonging to or held by the Institute; To constitute committees or sub-committees as it may deem fit to carry out the objects of the Institute; To make rules and regulations for the conduct of the affairs of the Institute and add, amend, vary or rescind them from time to time and to do all such lawful acts and things whether incidental to the powers aforesaid or not, as may be necessary or conducive to the attainment of all or any of the objectives of the Institute as a center of research and training.

21. To purchase, take on hire or otherwise acquire, film and Television and Video with the exhibiting, distributing and renting of the same and to sell, give on hire or otherwise the films, talkies and the rights so acquired and the Company's production with their exhibiting, distributing and renting rights. To erect, construct, purchase, take on lease or hire or otherwise acquire and maintain, to carry on the business of films production, studios, laboratories, cinemas, picture places, halls, theatres, concert halls, lands, theatrical companies, touring talkies and all other kinds of buildings necessary or required for any of the business of the Company.

1. To sell, mortgage, lease, manage, develop, exchange, dispose of or transfer the business of immovable or movable property and undertaking of the Company or any part thereof or any part of the property, rights, and concessions of the company in such manner and upon such terms and conditions and for such consideration as the Director's of the Company, for the time being may think fit to accept and in particular for cash, shares, debentures, debenture stock, bonds or securities of any other Company having objects altogether or in part similar to those of this Company.
2. To issue or guarantee the issue of or the payment of interest and dividend on the shares, debentures, debenture-stock, or other security or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue
3. To invest and deal with the moneys and funds belonging or entrusted to the Company not immediately required in lands, building, bullion, commodities articles, goods, negotiable instruments, advances against any property or goods, governments, municipal and other bonds, bank deposits and shares, debentures, securities, and in such other investments and transaction and to lend monies to such persons and on such terms and with or without security as may seem expedient, and in particular to clients, customers, and others having dealing with the Company and to guarantee the performance of contracts by any such persons.
4. To draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, commercial papers, hundies, bills of lading, warrants, debentures and other negotiable or transferable instruments and to buy, sell and deal in the same

22. To purchase or otherwise acquire and undertake the whole or any part of the business property, rights and liabilities of any company, partnership firm, association of persons, co-operative society, government authority or person carrying on any business which this

company is authorized to carry on, or possessed of property or rights suitable for any of the purpose of this company.