Memorandum of Association
and
Articles of Association
of
Rajkumar Theatres Private Limited

Form I. R.

CERTIFICATE OF INCORPORATION

No. 10856 of 1984

I hereby certify that RAJKUMAR THEATRES PRIVATE LIMITED is this day incorporated under the Companies Act. 1956 (No. I of 1956) and that the Company is Limited.

Given under my hand at MADRAS

this Tenth / Twentieth day of May / Vaisakha

One thousand nine hundred and Eighty Four.

One thousand nine hundred and Six (Saka).

Seal of
The Registrar of Companies
Tamil Nadu

Sd. B. BHAVANI SANKAR
Registrar of Companies,
TAMILNADU.

The Companies Act, 1956

Company Limited by Shares
Memorandum of Association
of
RAJKUMAR THEATRES PRIVATE LIMITED

I. The Name of the Company is "RAJKUMAR THEATRES PRIVATE LIMITED".

II. ***Registered Office:*** The Registered Office of the Company will be situated in the State of Tamil Nadu.

III. ***Objects:*** The objects for which the company is incorporated are:

(A) Main objects to be pursued by the Company on its incorporation :

(1) To carry on the business of producers, exhibitors, distributors of cinematography films, running a cinema studio, theatre house, dubbing theatre, recording theatre, editing laboratory and any other allied trade or business connected with the fiim industry.

(2) To purchase, take on hire or otherwise acquire films with exhibiting, distributing and renting rights of the same and to sell, give on hire or otherwise the films with their exhibiting, distributing and renting rights.

(3) To erect, construct, purchase, take on lease or hire or otherwise acquire or maintain cinema halls, theatres, picture places, studios or other machinery, apparatus, building or structure of the company for the purpose of use, exhibition, display of films, dramatic or theatrical performance, concerts or objects allied to or of similar kind as of the company's other objects and to carry on the business of letting or sub-letting the above.

(B) Incidental or Ancillary objects to the attainment of the above main objects are :

(1) To sell, lease, let or mortgage or otherwise dispose of any property of the company whether movable or immovable or securities.

(2) To advance money to any person or persons or corporation either with interest or without interest with security or otherwise and in particular to advance monies to the shareholders of the company, and others for the purpose of enabling the persons to borrow the same.

(3) To import foreign films, machinery, apparatus, cameras and other cinematographic equipment and export Indian films to foreign countries.

(4) To enter into working arrangements of all kinds with other companies, corporations, firms, authorities or other persons with respect to union of interest or amalgamation in whole or in part.

(5) To invest and deal with the monies of the company in any such manner as may from time to time be determined by the Directors.

(6) To borrow, raise, or secure payment of monies in such manner and on such terms as the company may think fit.

(7) To open any account with any Bank or Banks and to pay monies into and draw monies from such accounts.

(8) To draw cheque, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants and other negotiable or transferable instruments.

(9) To establish branches, agencies, discount, distribution arrangements or arrangement in any part of the world and discontinue the same.

(10) To accept deposits from members and outsiders of the company and pay interest on the same at the rates to be fixed by the Directors.

(11) To institute, conduct, defend, compound or abondon any legal proceedings by or against the company or its officers or otherwise concerning the affairs of the company and also to compound and allow time for payment or satisfaction of any of the debts due and of any claim or demand by or against the company.

(12) To distribute any of the property of the company in specie among the members at the time of winding up.

(C) The other objects of the company are:

(1) To transact and carry on all kinds of agency business and to act as Agents of any company or any concerns.

IV. The liability of the members is limited.

V. The Share Capital of the company Is Rs. 5,00,000 (Rupees five lakhs only) divided into 5,000 Equity shares of Rs. 100 each with power from time to time to increase or reduce its capital.

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

Sl. No.	Names, Addresses, Descriptions and Occupations of Subscribers	Number of Equity shares taken by each Subscriber	Signature
1.	RAJKUMAR SETHUPATHI 7, VENUS COLONY, ALWARPET - MADRAS - 18 S/o. SHANMUGAM SETHUPATHY Occupation : CINE ACTOR	10 Ten Equity Shares of Rs. 100 each	Rajkumar Sethupathy
2.	LEELA RANI 7, VENUS COLONY, ALWARPET, MADRAS - 18 W/o. SHANMUGAM Occupation : LAND LADY	10 Ten Equity Shares of Rs. 100 each	Mrs Leela Rani
	Total	20 Equity Shares of Rs. 100 each	

Madras : Witness

V. Pichaikutty
S/o Valliappan
Chartered Accountant
10, Vidyodaya Ist Cross St.
T. Nagar, Madras - 17

Dated : 1 - 3 - 84

The Companies Act, 1956

Company Limited by Shares
Articles of Association
of
RAJKUMAR THEATRES PRIVATE LIMITED

PRELIMINARY

1. The regulations contained in Table A appended to the Companies Act, 1956 so far as the same may be applicable to "PRIVATE COMPANY" as defined in the Companies Act, 1956 shall except as otherwise and to the extent provided in these articles, apply to this Company in the same manner as if all such regulations were specifically contained in these articles.

PRIVATE COMPANY

2. The Company is a Private Company within the meaning of Section 3(1) (iii) of the Act and accordingly.
   (a) No invitation shall be issued to the Public to subscribe for any Share in or debentures of the company.
   (b) The number of members of the company (not including persons who are in employment of the company and persons who having been formerly in the employment of the company, were members of the company while in that employment and have continued to be the members of the company after the employment ceased) shall not exceed fifty; provided two or more persons hold one or more shares they shall for the purpose of this Article, be treated as a single member; and
   (c) The right to transfer the shares in the company is limited in the manner and to the extent hereinafter appearing.

CAPITAL AND SHARES:

3. The Company shall have the powers to increase or reduce or subdivide the capital in accordance with the the provisions of the Act.

4. Shares shall not be transferred except to a person nominated or approved by the Directors as being a fit and proper person to hold such shares. This shall not apply to transfer of shares to close realtives. No transfer of shares to other persons shall be made so long as the existing members are willing to purchase the same.

DIRECTORS:

5. The minimum number of Directors shall be two. The maximum number of Directors shall be Seven. The Directors may also be remunerated as decided by the Board of Directors.

6. The First Directors of the company shall be:

   (i) MRS. LEELA RANI

   (ii) MR. RAJKUMAR SETHUPATHY

Current Directors of the Company are:

Mr.RAJKUMAR SETHUPATHY

Mrs.SRIPRIYA SETHUPATHY

The Directors of the company shall be lifetime Directors until they resign or retire or vacate the Directorship. Mr. Rajkumar Sethupathy shall be the Managing Director of the company for life or until he resigns.

7. The business of the company and its management shall be under the control and supervision of the Directors. Provided that in the event of any reduction in the strength of the Directors, the continuing Director or Directors shall function in full charge of the company's affairs. Each Director shall be paid such sum as sitting fees as may be decided by the Board from time to time.

8 No qualification shares are necessary for the Directors of the Company.

9. The quorum for a Directors Meeting shall be two directors or one third of the total strength of the Directors personally present whichever is higher.

10. On the death or resignation of a Director or on his otherwise vacating office, the Board of Directors may by a resolution passed by a majority of the Directors appoint a duly qualified person in the vacancy thus caused and such director shall hold office till the Annual General Meeting of the company next following.

BORROWING POWERS :

11. The Directors may from time to time raise or borrow or secure the payment of any sum of money for the purpose of the company subject to approval by the Board of Directors and subject to section 292 of the Companies Act, 1956.

BORROWING AND LENDING:

12. The Directors shall borrow or lend money on behalf of the company only under the Authority of the resolution passed at the meeting of the Board by the majoritty of the Directors.

AUDITORS:

13. Once at least in every year the accounts of the company shall be examined and audited by an auditor duly appointed in the annual generalbody meeting. The remuneration of the auditor shall be fixed by the company at its general meeting except that the emuneration for any auditor appointed by the directors may be fixed by the Directors themselves. The first auditor shall be appointed by the Board within one month of the date of registration of the company.

ECRECY:

14. Every Director, officer and employee shall be bound to observe strict secrecy respecting all dealings and transoctions of the company with any customer and the state of accounts and affairs relating thereto and respecting any of the matters which may come to his knowledge in the discharge of his duties and shall if and when required by the Directors sign a declaration to the above effect in such form as the Directors may prescribe.

INDEMNITY:

15. The Directors, officers and employees of the company shall be indemnifiey from and against all actions, costs, charges and expenses which they or and of them shall or may incur or sustain by any act done in or about the execution of their duty unless the same happened through his or thair own wilful neglect or default or dishonesty

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1.	RAJKUMAR SETHUPATHI 7, VENUS COLONY, ALWARPET - MADRAS - 18 S/o. SHANMUGAM SETHUPATHY Occupation : CINE ACTOR	Rajkumar Sethupathy
2.	LEELA RANI 7, VENUS COLONY, ALWARPET, MADRAS - 18 W/o. SHANMUGAM Occupation : LAND LADY	Mrs. Leela Rani

Madras : Witness

Dated : 1 - 3 - 84

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