

THE COMPANIES ACT, 1956
PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
IDream Film Infrastructure Company Limited

- I. The name of the company is IDream Film Infrastructure Company Limited#
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. The objects for which the Company is established are:
- A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS IN CORPORATION:
1. To carry on in all parts of the world the business of making, producing, exhibiting, distributing, renting, letting on hire and otherwise exploiting cinematograph and television films & programmes and motion pictures of all kinds and of live & animated characters, and to act as agents for the purchase, sale, hiring and exploitation of such films, and generally to manufacture, buy, hire, sell, let on hire, produce or otherwise deal in cinematograph, television and other films and video recordings, and photographic or other apparatus, articles, plant, machines and accessories capable of being used in that connection or in connection with cinematograph or television shows, exhibitions and entertainments.
 2. To carry on the business of proprietors, managers and renters of theatres, dance halls, discotheques, film-producing studios, digital studios, video and sound recording studios and radio and television studios.
 3. To set up amusement parks cum tourist complexes in India and abroad and for this purpose to manufacture, import, purchase, acquire, export, take on lease or on hire purchase, or let on hire, or contract necessary land, building, ropeways, sports equipment, bowling alleys equipment, entertaining equipment, lakes, zoo, museum, gardens, machinery, part, accessories, rides, games and other related equipment, cinema theatres, hotels and restaurants, shopping centres, stadiums, video parlours.

** sub-clause no.1 to 3 substituted by Special Resolution passed through Postal Ballot results of which were declared on May 9, 2008.*

% name of the Company changed from "SOFTBPO GLOBAL SERVICES LIMITED" to "IDream Film Infrastructure Company Limited" vide Special Resolution passed at Extra-Ordinary General Meeting held on 30th November 2009.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS.

4. To acquire and/or take over business of any company partnership or individual in India and/or elsewhere in the world and/or carry on, acquire and/or take over business of and/or act as agents, selling agents, house agents, indenting agents or Agents of any kind or description whatever of any company, partnership or individual in India and/or elsewhere in the world and for that purpose to enter necessary agreements, deeds and agreements.
5. To become members of any association or company of traders or brokers or dealers in forward or ready business in any merchandise or commodity or members of any chambers of commerce or other body.
6. To erect, construct, carry on and continue the erection or construction of, improve, enlarge, alter or maintain buildings, structures and works of every kind necessary or convenient for the purpose of the company or its business.
7. To acquire from time and to manufacture and deal in all such stock-in-trade, goods, chattels and effects as may be necessary or convenient for the purposes of the company.
8. To employ experts to examine and investigate into the conditions prospects, value, character and circumstances of any business, concern or undertaking and generally of any assets, property or right.
9. To buy, sell, lease, take on lease, exchange or otherwise acquire lands, buildings and hereditments of any tenure or description in India or elsewhere whether for residential, business manufacturing or other purposes and any rights, easements, advantages and privileges relating thereto and either for investment or resale or for trafficking in the same and to turn the same into account as may soon expedient, and to construct, alter improve, decorate, develop, furnish and maintain office, flats, houses, factories, warehouses. Godowns, shops, buildings and other structures, works, and conveniences of all kinds on any of the lands or immovable properties purchased or acquired by the company and to lease, sell, deal in or otherwise to dispose of the same.
10. To insure any of the properties, undertakings, contracts, guarantees or obligation of the company of every nature and kind in any manner whatsoever.
11. To form, constitute, promote, subsidize, organize and assist or aid in forming, constituting, promoting, subsidizing, organizing and assisting or aiding any company or companies, syndicates or partnerships of all kinds, for the purposes of acquiring all or any of the property, rights and liabilities of this company or for carrying on any business which this company is authorized to carry on or for any other purposes which may seem directly or indirectly calculated to benefit this company or to promote or advance the interest of this company.
12. To sell, improve, manage, develop, exchange, lease mortgage, dispose of turn to account or otherwise deal with all or any part or the property and rights of the company.

13. To adopt such means of making known the business of the company or of any other company in which the company is interest as may seem expedients, and in particular by advertising in the press, by publication of books and periodicals, and by the granting prizes, rewards, donations an otherwise.
14. To procedure the incorporation, registration or other reorganization of The Company in any country, state or place to establish and regulate agencies for the purpose of the Company's business and to apply for or join in applying to any Government, local, municipal or other authority or body.
15. To act as arbitrators and for that purpose to nominate any person on behalf of the company in the settlement of disputes arising out of commercial transactions.
16. To construct and erect, purchase or take on lease, equip and maintain mills, factories, refineries, distillers works, offices, showrooms, warehouse, godowns, jetties and wharves and any other building or structure or conveniences of any of the objects and purposes of the company and to establish and colonies and settlements.
17. To pay all the costs, charges and expenses incidental to the promotion and establishment of the Company.
18. To construct, maintain and alter any building, plant and machinery for the purposes of the company.
19. To draw, make, accept, endorse, discount, and issue, negotiate, and assign, buy and sell and otherwise deal in cheques, drafts, promissory notes, bills of exchange, hundies, debenture bond bills of lading, railway receipts, warrants, coupons, and all other negotiable or transferable securities, instruments or documents.
20. To borrow or raise or secure the payment of money, or to receive money on deposit at interest for any of the purposes of the company, and at such time or times in such manner as may be through fit and in particular by the issue of debentures or debentures-stock, convertible into shares of this or any other company or perpetual annuities, and as security for any such debentures or debentures – stock so issued, to mortgage pledge or charge the whole or any part of the property assets or revenue and profits of the company, present of future, including its uncalled capital by special assignment or otherwise or to transfer or carry the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient, and to purchase redeem or pay off any such securities, provided the company shell not carry on banking business as defined in the banking regulation act. 1949, subject to the provision of section 58A of companies act 1956 and directive of reserve bank of India.
21. To accumulate funds and to end moneys with or without security to such persons or companies and particular to customers having or expected to have dealings with the company on such terms and to invest money of the company in such manner as the directors think fit, and to sell, transfer or deal with the same.
22. To enter into partnership or into any arrangement for joint working, sharing or pooling profits, amalgamation, union of interest, co-operation, joint adventure, reciprocal

- concession or otherwise, or amalgamate in or about to carry on or engage in any business or transaction which this company is authorized to carry on or engage in or any business undertaking, award of scholarships, prizes, grants to students or teachers and by providing or contributing to the dealing or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit this company.
23. To sell dispose of the undertaking and all or any of the property or effects of the company for cash or for stock, shares or securities of any other company or for other consideration.
 24. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guarantee the placing of any of shares of the company's capital; or any debentures, debentures-stock or other securities of the company or in or about the information or promotion of the company or the conduct of its business.
 25. To apply for , obtain, arrange for the issue or enactment of order or the Act of legislature or act of authority in India, or in any other part of the world for enabling the company to obtain powers, authorities, protection financial and the other help necessary or expedient, to carry out or extend any of the objects of the company or for the any other purposes which may seem expedient , and to oppose any proceedings, or applications or any other endeavors, steps or measures which seem calculated directly or indirectly to prejudice the company's interest.
 26. To enter any arrangements with the Government of India or any State Government, Local Authority, or otherwise or with and land holders, or other persons in any part the world that may seem conducive to the company's objects of them and to obtain from them any rights, powers and privileges, licenses, grants an concessions which the company may think it desirable to obtained, and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.
 27. To provide for the welfare of persons employed of formerly employed by the company and the wives, families, dependents or connections of such persons by building of houses, dwellings, or chawls or by grants of money pensions, allowances , bounces or other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions , funds towards places of instructions and recreations, hospitals, dispensaries, medical and other attendance and other assistant as the company shall think fit. To subscribe or contribute or otherwise to assist or to guarantee money to charitable benevolent, religious, scientific, national, public or any other useful institutions, object or purposes or for any exhibition.
 28. To subscribe to, or otherwise aid, benevolent, charitable, national or other institutions or objects of a public character, which have any moral or other claims to support or aid by the company by reason or the locality or nature of its operation or otherwise.
 29. To open account with, any individual, firm or company or with any banks or bankers or shroffs and to pay into and to withdraw money from such account or accounts whether they be in credit or otherwise.

30. To aid pecunarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
31. To distribute any of the property of the company among the members in specie or kind in the event of winding up subject to the provisions to the Act.
32. To do all or any of the things, hereinbefore authorized in any part of the world, either alone or in conjunction with others and either as principals, contractors, factors, trustees, or agents for other or by or through factors, trustees, sub-contractors or agents or otherwise and to allow any property to remain outstanding in such factors, trustees, or agents.
33. To invest and deal with the surplus monies of the company in investments, moveable or immovable in such manner as may from time to time seem expedient and beneficial to the Company.
34. To employ experts to Investigate and examine Into the conditions, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assets, concessions, properties or rights.
35. To give guarantee, counter-guarantee indemnities, and/or counter indemnities for any person for any loan or financial assistance or performance of any contract or other obligations.
36. To provide on such terms as may seem expedient all or any of the management, secretarial, advertising, publicity, accountancy, merchandising, personal and social facilities and services required or used in connection with their professional engagements by artists and other engaged in theatrical, film, radio, television entertainment and sporting activities.
37. To carry on any business involving the manufacture, marketing, sales, distribution of hardware and software related to computers, television broadcasting terrestrial, satellite or otherwise, telemarketing, virtual reality, interactive television multimedia in all forms including variations and future developments in any or all of the above.
38. To carry on business as distributors of, buyers and sellers of, and merchants and dealers in cinematograph films, records, tapes and apparatus for recording or reproducing sights and sounds, and all rights to produce, distribute or exhibit any performance, entertainment or event by means of films, records or such other apparatus.
39. To acquire and dispose of copyrights, licenses and any other rights or interests in any literary, dramatic or music work, advertisement, poem, play, song, composition (musical or otherwise), cinematograph, films, television programs, picture, drawing, work of art or photograph, and to print, publish or cause to be printed or published anything of which the company has a copyright or right to print or publish, and to sell, distribute and deal with any matter so printed or published, and to grant licenses or rights in respect of any property of the company to any other person, firm or company.

40. To carry on the business of proprietors and managers of theatres (cinemas, picture-places and concert halls) and to provide for the production, representation and performance (whether by mechanical means or otherwise) of operas, stage plays, operettas, burlesques, vaudeville, revues, ballets, pantomimes, spectacular pieces, promenade and other concerts and other musical and dramatic performances and entertainments.
41. To carry on the business of producers and presenters of and dealers in plays, revues, opera, ballet, pantomimes, pageants, musical and dramatical works, and displays and entertainments of all kinds involving the theatre, cinema, ice rinks, variety stage, music halls, radio, television and other means of transmitting sound or pictorial effects, and to enter into any arrangements for the management, conduct and control of any such business or businesses, and for the supply of plays, opera and ballets works, dances, scripts, librettos, music artists, performers, musicians materials and other facilities, in India and elsewhere.
42. To carry on the business of celebrity promotion and management, entertainment promotion and management, sports promotion and management, artists promotion and management and generally as promoters, managers and representatives in all or any spheres of entertainment and sports.
43. To own, manage, operate, carry on the business in India or elsewhere of resorts, hotels, motels, inns, restaurants, cafes, taverns, bars, refreshment rooms, boarding and lodging, house keepers, flight kitchens, parlours, soda fountains, fast food outlets and as brewers, masters, distillers, importers and manufacturers of aerated mineral and artificial waters and other drinks, purveyors, refreshment contractors and caterers, milk and snacks proprietors, caterers for public amusements, coach, cab, carriage and motor car proprietors and garage keepers, job masters, dairymen, ice and ice cream merchants, importers and brokers of food and foreign produce of all descriptions, hair dressers, perfumers, chemists, proprietors of clubs, baths, dressing room, shopping arcade, grounds and places of amusements, recreation, entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railway, airlines and shipping companies and theatrical and opera box office proprietors.
44. To purchase, erect, acquire, equip, operate, manage or in any other manner and in all aspects deal in hotels, lodging houses of every kind and sort including all the conveniences, amenities and facilities adjunct thereto, in India or in any other part of the world.
45. To carry on the business of restaurants, cafes, refreshments, rooms, clubs and casinos of every sort and kind, to establish shops, canteens, kitchens and any other establishment for this purpose and for the sale of food and drink of every sort and kind and to arrange for and provide all manner of entertainments, amusements recreation and instruction for the public.
46. To carry on the business of restaurant keepers, wine and spirit merchants, licensed victuallers, theatrical agents, box office keepers, concert room proprietors, hotel keepers, dramatic and musical publishers and printers.

47. To own, manage, operate, carry on, acquire and sell the business in India or elsewhere of indoor sports including setting up of bowling alleys, entertainment arcades, video parlours, pool tables, rides, darts, simulated games, gymnasiums, health and fitness centres, billiard and snooker tables, badminton courts, squash courts, swimming pools, sauna baths, Jacuzzi centres, amusement parks, cinema theatres, family entertainment centres, hotels, clubs, restaurants and cafes, shopping arcades, fast food outlets, pubs, caterers and ice cream parlours.
48. To carry on the business to own, acquire, run, take on lease, operate and manage sports, amusement and family entertainment centres or parks of all nature and kinds and types and to carry on the business of setting up of national and international sports and amusement parks in India or elsewhere and to purchase and/or otherwise acquire and equip any other sports or amusement centre, public or private parks.

C. OTHER OBJECTS

49. To carry on business as importers, exporters, import agents, buyers and sellers of mechanical, electrical, refrigeration, air-conditioning, pharmaceutical, chemical and other products, apparatus, tools, appliances and all kinds of foodstuff canned or otherwise, including meat, cattle, sheep, pigs, poultry, game and other live and dead stock, milk, cream, butter, cheese, eggs, sausages, preserved meat and other commodities, articles, goods or things of every description.
50. To purchase, sell or dispose of for cash or on credit, either in India or elsewhere, for immediate or future delivery and to import, export, manipulate, prepare for market, deal in and otherwise carry on business in sugar, grains, seeds, oils, wheat, rice, spices, nuts, colours, dyes and other chemicals, chemical and other pharmaceutical products, rubber and rubber goods and products, raw cinema films, papers, straw-boards, newspapers, magazines, journals, books, paperback or cloth bound, wood, timber-leather goods, gold, silver, iron steel, and other metal, and minerals of all kinds, plastics and plastics products. Electrical and mechanical machines, radios and other appliances, air-condition and refrigeration, and appliances and equipment, gas, oil and electrical ovens of all descriptions, furniture, fixtures, building materials, furnishings, fabrics of all kinds and varieties crockery, cutlery, glassware, utensils, cycles, carriages, carts, motorcycles, motor cars, motor buses, motor trucks, and other motor vehicles of all kinds, airplanes and aeronautical vehicles of all kinds, boats, launches, barges, ships, and other marine and naval vehicle's of all kinds, locomotive tractors and other mechanically or electrically propelled vehicles and machinery for agricultural, industrial, commercial and other purposes, and all other kinds of machinery apparatuses, equipments, other goods, merchandise, commodities and articles of all kinds.
51. To carry on the business of the stationers, printers, lithographers, stereo-typers, electro-typers, photographic printers, photo-lithographers, engravers, diesinkers, envelope manufactures, books-binders, account makers, box makers, card board manufactures, type foundry, photographs, manufacturers and dealers in playing, visiting, railways, festive, complimentary and fancy cards, valentines, dealers, publishers, papers manufactures and dealers in stamps agents, designers, draughtsmen, ink-manufacturers, book sellers, publishers, paper manufacturers and dealers in the materials used in the

- manufactures of paper or dealers in or manufactures of any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.
52. To carry on the business of soap manufactures, to buy, sell, manufacture, refine, prepare and deal in all kinds of oil and oleaginous and saponaceous substances and all kinds of urgents and ingredients and to carry on business as pharmaceutical manufacturing and general chemists and druggists and manufactures of and dealers in all kinds of toilet requisites and manufactures of all kind of boxes and cases wholly of card board, metal or otherwise and printers, colour printers, publishers, stationeries, candle makers, manufactures of perfumes, collectors of flowers and perfume producing vegetation.
 53. To carry on business as dealers in and producers of dairy, farm and garden produce of all kinds and in particular milk, cream, butter, cheese, fruit and vegetables and to carry on business as cowkeepers, farmers, millers and market gardeners and as manufactures of all kinds of condensed milk, jam, pickles cider and provisions of all kinds.
 54. To purchase and erect plant and machinery for the purposes of ginning, pressing, spinning, weaving, manufactures, dyeing, colouring, printing, silk, silkwaste yarns, clothes, fabrics, cotton, wool, and their staples, fibers, and materials to gin, spin, weave manufactures, dye, print, bleach and colour silks, art silks, cotton yarns, cloths, woollen and other goods and to purchase, sell or dispose of for cash or on credit, either in India or elsewhere, for immediate or future delivery.
 55. To carry on business as financiers and to lend or invest moneys and negotiate loans in any form or manner to draw, make, accept, endorse, discount, buy, sell, issue and deal in bills of exchange, hundies, promissory notes, warrants and other negotiable instruments and securities and also to issue on commission to subscribe for, underwrite acquire and hold, sell and exchange and deal in shares, stocks, bonds and debentures or securities of any Government or public authority or company, gold, silver and bullion.
 56. To carry on the business of purchase and sell of petroleum products, to act as dealers and distributors for petroleum companies, to turn service stations for the repairs and servicing of automobiles, and to manufacture or deal in fuel oil, cutting oils, greases, etc.
 57. To promote, establish, acquire and run or otherwise carry on the business of manufacturers of and dealers in rexine cloth, plastic sacks, plastic bags, extrusion moulding or drowning, plastic to plastic and/or films and also lamination of sheets from plastic to plastic and/or from plastic to any other material and articles and things whatsoever made of, out of, with or containing any of the said Products or combination or manufacture of any articles or allied products or process and to sell, purchase, acquire or deal in material or things in connection with such trade, industry or manufacturing and to do all processing activities and things as are usual or necessary in relation to or in connection with the business or industry or manufacture of plastic and plastic goods in general.
 58. To carry on the business of manufacture of and/or dealers in paper and cement.

59. To carry on the business of builders, architects, engineers, financiers, surveyors, bricks and tile makers, lime burners.
60. To acquire hold by, purchase, sell or otherwise deal in shares, stocks, debentures, debentures stock, bonds, obligation and securities issued or guaranteed by any Company or by any Government in India or elsewhere, public body, municipal authority, local authority or otherwise whether in India or elsewhere and from time to time to very such holdings or investment.
61. To carry on business of buying, selling or otherwise dealing in land (leasehold or freehold) and building or flats or tenements or shops, offices and other premises in such buildings.
62. To manufacture export, import, or otherwise to deal in carpets.
63. To undertake, carry out, promote and sponsor rural development including any programmed for promoting the social and economic welfare of or uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through any independent agency or in any other manner. Without prejudice to the generality of the foregoing "Programme of Rural Development" shall also include any programme for promoting the social and economic welfare of or economic Uplift of the public in any rural area to promote and assist rural development and the words 'Rural Area shall include such areas as may be regarded as rural area under the Income-tax Act 1961, or any other law relating to rural development for time being in force or in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value and divest the ownership of any property of the company to or in favour of any public or local body or Authority or Central or State Governments or any Public Institutions or Organisation (s) or Person(s).
64. To undertake carry out promote or transfer or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the Public or any section of the public as also any activity to promote national welfare or social economic or moral uplifts of the public as also any activity to promote national welfare or social economic or moral uplifts of the public and in such manner and by such means from time to time and to the generality of the foregoing undertake, carry out promote and sponsor any activity for publication of any books, literature, newspapers, etc. or for organizing lectures or seminars likely to advance these objects or for giving merit awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches or to take up establishment of any Medical Research Centre to collect information and to advice on modern techniques for the treatment of diseases for the benefit of the rural areas either by itself or through any of the agencies and for establishing, conducting or assisting any institution, fund, trust etc. having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner in order to implement any of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institutions or Trust or Organisation(s) or person(s).

And it is hereby declared that the word “Company” in this memorandum when applied otherwise than to this “Company” shall be deemed to include in any authority, partnership or other body of persons whether incorporated or not incorporated, whether domiciled in India elsewhere.

IV. The liability of members is limited.

V. * The authorized share capital of the Company is Rs. 6,50,00,000/- (Rupees Six Crore Fifty Lacs) divided into 65,00,000 (Sixty Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each. The Company has power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being permitted by the Articles Association of the Company or the legislative provision for the time being, in force in that behalf.

** Amended by a special resolution passed at the Twenty-Second Annual General Meeting of the Company held on June 5, 2003.*

** Increased from Rs.5 crores to Rs.6.50 crores vide special resolution passed at the Extra-Ordinary General Meeting of the Company held on June 28, 2008.*

We, the several persons whose names and addresses are 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 Shares taken by each subscriber	Signature Of Subscriber	Signature of witness with Description & Occupation
<p>VINOD MADANLAL SOMANI Oceana, 214, Marine Drive, Bombay – 400 020. A/o. MADANLAL RAMADAYAL SOMANI Business</p>	<p>10 (Ten)</p>	<p>Sd/-</p>	
<p>MAHESH MADANLAL SOMANI Oceana, 214, Marine Drive, Bombay – 400 020. A/o. MADANLAL RAMADAYAL SOMANI Business</p>	<p>10 (Ten)</p>	<p>Sd/-</p>	
<p>SHARAD SHRINARAIN SOMANI Shriniketan, 86, Marine Drive, Bombay – 400 002. S/o. SHRINARAIN RAMDAYAL SOMANI Business</p>	<p>10 (Ten)</p>	<p>Sd/-</p>	
<p>SURESH BALCHAND VORA 12, Manav Mandir Road, Bombay – 400 006. S/o. BALCHAND ISHWARLAL VORA Business</p>	<p>10 (Ten)</p>	<p>Sd/-</p>	
<p>VISHWANATH MAHLINGA SHETTY N-7/8, Bangur Nagar, Goregaon (W), Bombay - 400 090. S/o. MAHLINGA KESHAWA SHETTY Service</p>	<p>10 (Ten)</p>	<p>Sd/-</p>	
<p>RAMYASH BHAGWAT PRASAD SHUKLA Shankarwadi, Jogeshwari (E), Bombay – 400 060. S/o. BHAGWAT PRASAD B. SHUKLA Service</p>	<p>10 (Ten)</p>	<p>Sd/-</p>	
<p>SHASHIKANT CHOTHMAL SHARMA I-21/38, Mahavir Nagar, Co-op H.S. Dhanukarwadi, Kandivali (W), Bombay – 400 067.</p>	<p>10 (Ten)</p>	<p>Sd/-</p>	

S/o. CHOTMAL BHORAMAL SHARMA			
	70 (Seventy)		

DATED: 8/9 DAY OF SEPTEMBER 1981