

UNDER THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TAAQ MUSIC PRIVATE LIMITED

- I. The name of the Company is **TAAQ MUSIC PRIVATE LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Karnataka.
- III. The objects for which the Company is established are as under:

(A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION:

1. To present, produce, manage, conduct and represent at any venue or place of entertainment in India or abroad, amusement or entertainment plays, operas, revues, promenade and other live musical concerts, ballets, exhibitions, variety, bingo and other entertainments and to apply for all necessary licenses and similar rights.
2. To purchase or otherwise acquire and obtain exclusive and other interests in copyrights and rights of representation and other rights of or in plays, music songs, cinematograph films, videotapes, words, operas and compositions.
3. To employ persons to write, compose or adapt plays, films, radio and television production, sketches, songs, music and dances.
4. To produce, import, export, purchase, sell and otherwise deal in music, videos, designer or fashionable clothes, handicrafts, objects of arts, jewelry, artificial or otherwise, and deal in any other connected merchandise through boutiques or over internet.

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

1. To enter into collaborations, contracts, agreements and arrangements with any other persons, firm or body corporate or unincorporate, whether in India or elsewhere, for the acquisition of technical, financial and other assistance, including the acquisition of technical information, know-how, processes, engineering, manufacturing and operating data, plans, layouts and blue-prints, useful for the design, erection and operation of plants acquired for any of the businesses of the company and to acquire any grant of licence and other rights and benefits in the foregoing matter and things.

2. To acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, plant, machinery, stock-in-trade, stores, rights, privileges, easements and other property as may from time-to time be deemed necessary for carrying on the business of the Company and to build upon any land of the company, howsoever acquired, such manufacturies, workshops, warehouses, offices, residencies and other buildings and to erect such machinery.
3. To apply for, purchase or otherwise acquire and protect, prolong and renew, in any part of the world, any patents, patent rights, brevets d'invention, trade marks, designs, licenses, protections, concessions, monopolies and the like conferring any exclusive or non-exclusive or limited rights to their use or any secret or other information as to any invention, process or privilege which may seem capable of being used for any other purposes of the Company or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company and to use, exercise, develop or grant licences or privileges in respect of or otherwise turn to account the property, rights and information so acquired and to carry on any business in any way connected therewith.
4. To unite, cooperate, amalgamate, reconstruct the Company either by splitting of the Company's undertaking, by transferring the same either in whole or in part to different companies or concerns or otherwise to enter into partnership or into any arrangements.
5. To receive money on loan, borrow or raise money subject to provisions of Section 58A read with Section 3(i)(iii)(d) of Companies Act, 1956 in such manner as the Company shall think fit and, in particular, by the issue of debentures (perpetual or otherwise) and to secure the repayment of any money borrowed, raising or owing by mortgage, charge or lien upon all or any of the property, assets or revenue of the Company (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or any other person of Company, as the case may be.
6. To lend and advance money belonging to or entrusted to or at the disposal of the Company to such persons, firms or bodies corporate (including the Government), with or without security, upon such terms and conditions as the Company may think it, and further to guarantee the performance of any contract or obligation of and the payment and repayment of money or of dividends and interest or premium payable on any stocks, shares, or securities of any Company, Corporation, firm or persons in any case in which such guarantee may be considered likely, directly or indirectly, to further the objects of the Company or the interests of its shareholders, so however that the Company shall not carry on the business of banking, as defined under the Banking Regulation Act, 1949 or any Act amending, extending or re-enacting the same.

7. To insure with any other Company, firm or person against losses, damages and risks of all kinds which may affect the Company, firm or person either wholly or partially, and, if thought fit, to effect any such insurance by joining an association, federation or society, provided that nothing herein contained shall empower the Company to carry on the business of life assurance, accident assurance, fire assurance, employees' liability assurance, industrial assurance, motor assurance, or any business of insurance or reinsurance within the meaning of the Insurance Act, 1938 or any Act amending, extending or re-enacting the same.
8. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Company.
9. To institute and to defend any suit, appeal, application for review or revision or any other application of any nature whatsoever, to take out executions, to enter into agreements of reference to arbitration and to enforce and, where need be, to contest any awards and for all such purposes to engage or retain counsels, attorneys and agents and where necessary to remove them.
10. To engage, employ, suspend and dismiss executives, engineers, agents, managers, superintendents, assistants, clerks, coolies and other servants, and labourers, and to remunerate any such person at such rate as shall be thought fit, to grant bonus, compensation, pension or gratuity to any such person or to his widow or child and generally to provide of the welfare of all employees.
11. To indemnify officers, directors, agents, 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 interest of the Company for any loss, damage or misfortune which shall happen in the execution of the duties of their office or in relation thereof.
12. To provide for the welfare of employees or ex-employees of the Company, their wives, families or dependents by building or contributing to the building of houses or by grants of money, pensions, allowances, compensations, bonus, gratuity or other payments or from time to time by creating and subscribing or contributing to Provident Fund and other funds, institutions or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company may think fit.
13. To open any kind of account with any individual, firm, Company or Bank and to pay into and withdraw money from such accounts and further to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures, hundies, delivery orders and other negotiable, commercial or mercantile instruments connected with the business of the Company, subject, however, to the provisions of the Banking Regulations Act, 1949 or any Act amending, extending or re-enacting the same.

14. 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 authorized to carry on and to purchase, acquire, apply for, hold, sell and deal in shares, stock or debentures, of any such person or Company and to conduct, make or carry into effect any arrangement in regard to the winding up of the business of any such person, firm or Company.
15. To improve, manage, cultivate, develop, exchange, let on lease, mortgage, sell, dispose off, turn to account grants, rights and privileges in respect of or otherwise deal with all or any part of the properties of the Company on such terms as the Company shall determine and to supply power, light, and heat and to lay out land for building purposes, and to sell the same, and to build on, improve, let on building leases, advance money to persons or otherwise to develop the same.
16. To sell, mortgage, exchange, let on lease, royalty, or tribute, grant licence, casements, options and other rights over and in any other manner deal with or dispose off the whole or any part of undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and, in particular, for stock, shares, whether fully or partly paid up, or securities of any other Company.
17. To subscribe, contribute or otherwise to assist or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibitions or subject to the provisions of the Companies Act, 1956, for political purposes.
18. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise, and vest any real or personal property, rights or interest acquired by or belonging to the Company in 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.
19. Subject to the provisions of the Companies Act, 1956, or the provisions of any other law for the time being in force, to pay for any property, rights and privileges acquired by the Company or for services rendered or to be rendered in connection with the business of the Company or for acquisition of any property for the Company or otherwise, either wholly or partially, and to issue any shares as fully paid-up or partly paid-up to such extent as may be agreed upon and to charge any such bonds, debentures or other securities upon all or any part of the property of the Company.

20. To advertise, demonstrate, exhibit, broadcast at any place or places or in whatsoever manner found expedient the activities, schemes and services of this Company and to give away or distribute things which may be useful for, conducive to or beneficial for the Company, its employees and their dependents and customers, directly or indirectly, and, in particular, by advertising in the press, by circulars, by purchase and exhibition of works of art of interest, publication of books and periodicals and by granting prizes, rewards and donations.
21. To pay the costs, charges and expenses of and incidental to the promotion, formation, registration, and establishment of this Company and the issue of its capital and charges in connection therewith and to remunerate (by cash or by other assets or by allotment of fully or partly paid up shares or by a call or option of shares, debentures or securities or any other manner, whether out of the Company's capital or profits or otherwise) any person or persons or Company for services rendered or to be rendered in placing any of the shares in the Company's capital or any debenture or other securities of the Company or in the conduct of its business or introducing any property or business to the Company or for any other reason which the Company thinks proper.
22. To procure the registration or other recognition of the Company in any country, state or place outside India and to establish and maintain local registers and branch places of business in any part of the world.
23. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments, to undertake and carry on scientific and technical researches, experiments and tests of all kinds, to promote studies and researches, both scientific and technical, investigations and inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing and contributing to the award of scholarships, prizes, and grants to students or otherwise generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorized to carry on.
24. To distribute, in the case of winding up of the Company, among the members, in specie, the property or any proceeds, of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made, except with sanction, if any, for the time being, required by law.
25. To promote, form and register and aid in the promotion, formation and registration of any Company or Companies, subsidiary or otherwise, for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem, directly or indirectly, calculated to benefit this Company and to transfer to any Company any property of the Company and to be interested in, or take or otherwise acquire, hold, sell or otherwise dispose of shares, stocks debentures and other securities in or of any such Company for all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem, directly or

directly, calculated to benefit this Company and to transfer to any Company any property of the Company and to be interested in, or take or otherwise acquire, hold, sell or otherwise dispose of shares, stocks debentures and other securities in or of any such Company for all or any of the objects mentioned in this Memorandum and to subscribe or otherwise assist any such Company.

26. To be interested in, promote and undertake the formation and establishment of such institutions, business pools, companies, syndicates (industrial, trading or manufacturing) as may be conducive to the interest of the Company and acquire, promote or subsidise any industry or undertaking and to carry on any other business (industrial, trading or manufacturing) which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the company or otherwise calculated, directly or indirectly, to render any of the Company's properties or rights for the time being profitable.
27. To enter into any arrangements and to take all necessary and proper steps with Governments and other authorities, national, local, municipal or otherwise, of any place in which the Company may have any interests and to carry out any negotiations or operations for the purpose of, directly or indirectly, carrying out the objects of the Company and to obtain from any such authority any charter, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges or concessions.
28. To invest any moneys of the Company in such investment, other than shares or stock in the Company, as may be thought proper and to hold, sell or otherwise deal with such investments.
29. To acquire and hold shares, stocks, debentures, bonds, obligations and securities issued or guaranteed by any Company constituted or carrying on business in India or elsewhere, debentures, bonds, obligations or securities issued or guaranteed by any Government, municipality, public body or other local authority and to acquire such shares, debentures, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, to subscribe for the same, either conditionally or otherwise, to guarantee the subscriptions thereof, to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof and to sell or otherwise dispose of any such shares, debentures, bonds, obligations or securities.
30. To establish and maintain agencies of all kinds and other trade channels in India or any part of the world for the conduct of business of the Company and for the sale of any materials for the time being at the disposal of the Company for sale.

31. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.

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

1. To carry on the business of event managers, entertainment promoters, sports promotion, artistes managers and representatives in all or any spheres of entertainment and sport.
 2. To carry on the business as importers, exporters, and traders or otherwise deal in mineral and nerated waters and other liquids of every description.
 3. To set as business consultants, market research consultants, business transfer agents, valuers and estate agents and to act as intermediaries in the introduction of sellers, purchasers, partners and employees,
- IV. The liability of the members is limited.
- V. The Authorized Share Capital of the Company is Rs. 2,00,000/- (Rupees Two Lakh) divided into 2,000 (Two Thousand) equity shares of Rs. 100/- (Rupees One Hundred) each.

We the several persons, whose names and addresses are subscribed hereunder, are desirous of being into a Company in pursuance of the Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company as set opposite to our respective names.

SL. No	Names, Addresses, Descriptions Occupations of the subscribers	No. of Equity Shares taken by each subscriber	Signature of the Subscribers	Name, address, Occupation and Signature of Witness
1	<p>RUDOLPH DAVID S/o R.L DAVID NO.45, BENSON 'A' CROSS BENSON TOWN BANGALORE – 560046</p> <p>OCCUPATION: MUSICIAN</p>	<p>500 (Five Hundred)</p>	Sd/-	<p>Sd/- DILIP KUMAR P S/o J. PARASMAL 202, TARA APARTMENTS 132, INFANTRY ROAD BANGALORE – 560001</p>
2	<p>BRUCE LEE MANI S/o Late K.S. PARAMESHWARAN NO.497/1,9TH CROSS, 6TH MAIN BTM LAYOUT, 2ND STAGE BANGALORE – 560076</p> <p>OCCUPATION: MUSICIAN</p>	<p>500 (Five Hundred)</p>	Sd/-	

Dated this the **29th** day of **May 2007** at Bangalore