

THE COMPANIES ORDINANCE, 1984

(COMPANY LIMITED BY SHARES)

Memorandum of Association

of

GEO A & B PRODUCTIONS (PVT.) LIMITED

- I. The name of the Company is "GEO A & B PRODUCTIONS (PVT.) LIMITED".
- II. The Registered Office of the Company will be situated in the Province of Sindh.
- III. The objects for which the Company is established are all or any of the following:
 1. To undertake the business of production house(s) and/or as producers in respect of entertainment, drama, telefilms, arts, social/cultural, current affairs, sports, history, economic, technological, environmental, legal, marketing, management issues, as well as those in the entertainment segment including, but not limited to, the cinematic productions.
 2. To produce, manage, show and acquire dramas and programmes for television relating to entertainment, drama, telefilms, arts, social/cultural, current affairs, sports, history, economic, technological, environmental, legal, marketing, management issues, as well as those in the entertainment segment including, but not limited to, the cinematic productions.
 3. To acquire license, approval, authorization, permissions, etc. for running its business from the authorities concerned including but not limited to Pakistan Electronic & Media Regulatory Authority (PEMRA).
 4. To establish, setup, run, operate, manage and carry out the electronic media business, the business of television broadcasting, T.V. Channels and/or radio/FM radio, relay transmission, re-broadcasting, media network, closed circuit television, direct satellite broad casting, television shows/programs, video productions and to setup television stations in various cities of Pakistan subject to approval/permission/license issued by relevant government authorities (if required under the law).
 5. To borrow or raise money by means of local and foreign currency loans from scheduled banks, industrial banks and financial institutions including HBFC and other specialized institutions or non-bank finance companies for the purpose of purchase,

manufacture, market, supply, export and import of machinery, development of real estates, construction activities and improvements, repair and renovations of buildings, warehouses, factories, sheds, offices, hospitals, ports, parks, clubs, entertainment and recreation areas, industrial zones, bridges, flyovers and subways, roads, highways and motorways, high rise residential and commercial complexes, residential towns, building and for the purpose of working capital or for any other purpose.

6. To arrange money by issue of debentures, debenture stock, perpetual or otherwise convertible into shares and to mortgage, or charge the whole or any part of the property or assets of the Company, present or future, by special assignment or to transfer or convey the same absolutely or in trust as may seem expedient and to, purchase, redeem or payoff any such securities.
7. To purchase/import raw materials, machinery, equipments and allied items required in connection thereto in any manner the company may think fit.
8. To purchase, take on lease or in exchange, hire, apply for or otherwise acquire and hold for any interest, any rights, privileges, lands, building, easements, trademarks, patents, patent rights, copyrights, licenses, machinery, plants, stock-in-trade and any movable and immovable property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof and to use, exercise, develop, grant licenses in respect of or otherwise turn to account any property, rights and information so acquired, subject to any permission required under the law.
9. To open accounts with any Bank or Banks and to draw, make, accept, endorse, execute, issue, negotiate and discount cheques, promissory notes, bills of exchange, bills of lading, warrants, deposit notes, debentures, letter of credit and other negotiable instruments and securities.
10. To own, establish or have and maintain shops, branches and agencies all over Pakistan or elsewhere of the products of the company.
11. To acquire by concession, grant, purchase, barter, licence either absolutely or conditionally and either solely or jointly with others any lands, buildings, machinery, plants, equipments, privileges, rights, licences, trademarks, patents, and other movable and immovable property of any description which the Company may deem necessary or which may seem to the Company capable of being turned to account, subject to any permission as required under the law.

12. To invest surplus money of the Company in shares, stocks or securities of any company, debentures, debenture stocks or in any investments, short term and long term participation, term finance certificates or any other government securities in such manner as may from time to time be decided by the directors, without indulging non banking finance business, banking business or an investment company or any other any lawful business.
13. To guarantee the performance of contracts, agreements, obligations or discharge of any debt of the company or on behalf of any other company or person subject to the provisions of section 195 of the Companies Ordinance, 1984 in relation to the payment of any financial facility including but not limited to loans, advances, letters of credit or other obligations through creation of any or all types of mortgages, charges, pledges, hypothecations, on execution of the usual banking documents or instruments or otherwise encumbrance on any or all of the movable and immovable properties of the company, either present or future or both and issuance of any other securities or sureties by any mean in favour of banks, Non-Banking Finance Companies (NBFCs) or any financial institutions and to borrow money for purpose of the company on such terms and conditions as may be considered proper.
14. To purchase, hold and get redeemed, debentures, bonds of any company, financial institution or any Government institutions.
15. To enter into arrangements with the government or authority (supreme, municipal, local or otherwise) or any corporation, company, or persons that may seem conducive to the Company's objects or any of them and to obtain from any such government, authority, corporation, company or person any charters, contracts, rights, privileges and commission which the Company may think desirable and to carry on exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
16. To act as representatives, for any person, firm or company and to undertake and perform sub-contracts, and also act in the business of the Company through or by means of agents, sub-contractors and to do all or any of the things mentioned herein in any part of the world and either alone or in collaboration with others and by or through agents, sub-contractors or otherwise.
17. To sell, transfer, mortgage, pledge, exchange or otherwise dispose of the whole or any part of the property or the undertaking of the Company, either together or in portions for such consideration as the Company may think fit and in particular, for shares, debenture-stock or securities of any Company purchasing the same or to any other legal entity or person, by other means, permissible under the law.

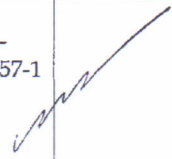

18. To conduct, encourage, promote, support, arrange and organize seminars, symposiums, exhibitions, fairs, conferences, lectures, demonstrations and other similar activities for promotion of sales or other business interests of any person, companies, firms, individuals, associations, local or government bodies, foreign governments, and international agencies, in Pakistan and any part of world for and on behalf of customers and for that purpose to carry out market surveys, researches, training programs and other activities.
19. To carry out joint venture agreements with other companies or countries within the scope of the objects of the company.
20. To make known and give publicity to the business and products of the company by means the company may think fit.
21. To pay all costs, charges and expenses, if any, incidental to the promotion, formation, registration and establishment of the company.
22. To go in for, buy or otherwise acquire and use any patent design, copyright, license, concession, convenience, innovation, invention, trademarks, rights, privileges, plants, tools or machinery and the like in Pakistan or elsewhere, which may for the time being appear to be useful or valuable for adding to the efficiency or productivity of the Company's work or business, as permissible under the law.
23. To establish, promote or assist in establishing or promoting and subscribe to or become a member of any other company, association or club whose objects are similar or in part similar to the objects of this Company or the establishment or promotion of which may be beneficial to the Company, as permissible under the law.
24. To give any servant or employee of the Company commission on the sale of the products and for that purpose to enter into any agreement or scheme of arrangement as the Company may deem fit and to get any servant or employee of the Company insured against risk of accident in the course of their employment.
25. To establish and support or aid in the establishment and support of associations, institutions, funds and conveniences calculated to benefit the directors employees, ex-employees of the Company or any dependent thereof and to grant pensions, gratuities, allowances, relief and payments in any manner calculated to benefit the persons described herein.
26. To apply for and obtain necessary consents, permissions and licenses from any Government, State, Local and other Authorities for enabling the Company to carry on any of its objects into effect as and when required by law.

27. To cause the Company to be registered or recognized in any foreign country and carry on its business activities in any part of the world.
28. To furnish its assets as security for any finance facility availed by the Company or any third party/person.
29. To do and perform all other acts and things as are incidental or conducive to the attainment of the objects of the company.
30. It is, hereby, undertaken that the Company shall not engage in banking business or Forex, illegal brokerage, or any business of investment company or non-banking finance company or insurance or leasing or business of managing agency or in any unlawful business and that nothing contained in the object clauses shall be so construed to entitle it to engage in such business directly or indirectly and the Company shall not launch multi-level marketing (MLM), *Pyramid* and *Ponzi* schemes.
31. Notwithstanding anything stated in any object clause, the company shall obtain such other approval or license from Competent Authority, as may be required under any law or the time being in force, to undertake a particular business.

IV. The liability of the members is limited.

V. The authorized capital of the company is Rs. 50,000,000/- (Rupees Fifty Million Only) divided into 5,000,000 ordinary shares of Rs. 10/- each with power to enhance, reduce or consolidate the share capital and to divide the shares of the company into different classes and kinds subject to the provisions of the Companies Ordinance, 1984.

We the several persons, whose names and addresses are subscribed below are desirous of being formed 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 set opposite to our respective names:


Name & Surname (Present & former) (in full)	Father's /Husband's Name in full	Nationality With any former Nationality	Occupation	Residential address in full	No. of shares taken by each subscriber	NIC No.	Signature
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
MR. MIR IBRAHIM RAHMAN	MR. MIR SHAKEEL REHMAN	PAKISTAN	Media Business	House No. B-45, KDA Scheme No. 1, Karachi.	500 <i>Five Hundred</i>	42201-2303657-1	
MR. MANSOOR REHMAN	MR. ATA-UR-REHMAN	PAKISTAN	Media Business	House No. C-31, Street No. 5, Block No. 2, Karachi Administration Housing Society, Karachi	500 <i>Five Hundred</i>	42301-8238836-5	

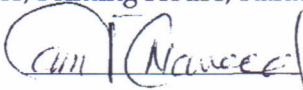
Dated: this 28 day of March, 2013.

Total : (1000)
one thousand shares only

WITNESSES TO THE ABOVE SIGNATURES:

- Full Name: Wajid Ali Khan
 Father's Name: Jamroz Khan
 Occupation: Private Service/Job
 CNIC No.: 42201-0601634-3
 Full Address: Daily Jang, 2nd Floor, Printing House, Karachi


- Full Name: Jam Naveed Zafar
 Father's Name: Zafar Hussain
 Occupation: Lawyer
 NIC No.: 31202-6864431-1
 Full Address: House No. 96, Model Town-B, Zia-ud-din Colony, Bahawalpur.



Certified to be True Copy


Deputy Registrar of Companies

24/4/2014

THE COMPANIES ORDINANCE, 1984

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

GEO A & B PRODUCTIONS (PVT.) LIMITED

PRELIMINARY

1. (1) In these regulations:-
 - (a) "Section" means section of the Ordinance;
 - (b) "the Ordinance" means the Companies Ordinance, 1984; and
- (2) Unless the context otherwise required:-
 - (a) Words or expression contained in these regulations shall have the same meaning as in the Ordinance;
 - (b) Words importing the singular shall include the plural and vice versa;
 - (c) Words importing the masculine gender shall include female; and
 - (d) Words importing persons shall include bodies corporate.

PRIVATE COMPANY

2. The Company is a private company within the meaning of Section 2(1) 28 of the Companies Ordinance, 1984 and accordingly: -
 - (i) No invitation shall be issued to the public to subscribe for any shares, debentures and debenture stock of the Company.
 - (ii) The number of members of the Company (exclusive of persons in the employment of the Company) shall be limited to fifty, provided that for the purpose of this provision where two or more persons hold one or more shares jointly, they shall be treated as a single member; and
 - (iii) The right to transfer shares in the Company is restricted in the manner and to the extent hereinafter appearing.

CAPITAL

3. The share capital of the Company is Rs. 50,000,000/- (Rupees Fifty Million Only) divided into 5,000,000 (Five Million Only) Ordinary shares of Rs. 10/- each.

SHARES

4. The shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons, firms or Corporations on such terms and conditions and at such times as may be thought fit.
5. The shares in the capital of the Company may be allotted in payment of any property, land, building, machinery or goods supplied or any services rendered to the Company in promotion and establishment of the Company or conduct of its business and any shares so allotted may be issued as fully paid up shares.

TRANSFER OF SHARES

6. No transfer of any shares shall be made or registered without the previous permission of the Directors who shall so decline in the case of any transfer, the registration of which will involve a contravention of clause 2 of these Articles.
7. Each transfer shall be accompanied by an instrument of transfer that will be in writing and in usual common form.
8. A fee not exceeding Rs. 5/- may be charged for each transfer approved by the Directors and shall be paid before Registration thereof.
9. No share can be sold, mortgaged or otherwise disposed-off by any member to a non-member without the previous sanction of the Board of Directors.

GENERAL MEETINGS

10. The Annual General Meeting of the Company shall be held within eighteen months from the date of its incorporation and thereafter once at least in every calendar year within a period of four months following the close of its financial year at such time and place as the Directors may determine; provided, however, that no greater interval than fifteen months shall be allowed to elapse between two General Meetings.

PROCEEDING OF GENERAL MEETINGS

11. 21 days' notice at least specifying the place, the day and the hour for General Meeting and in case of special business the general nature of such business shall be given in the manner provided by Ordinance for the general meeting to such persons as are under the Ordinance or the regulations of the company entitled to receive such notices from the company. Any accidental omission to give such notice to or non-receipt of

such notice by any member shall not invalidate the proceeding of the General Meeting.

12. No business shall be transacted at any General Meeting unless a quorum of member is present. Two members present in person having 25% of total voting power either in their own account or as proxy shall be a quorum for a General Meeting.

VOTES

13. On show of hands every members present in person shall have one vote except for election of directors in which case the provision of Section 178 of the Companies Ordinance shall apply. On a poll every member shall have voting right as laid down in Section 160 of the Ordinance.

DIRECTORS

14. The minimum number of Directors shall be two and maximum seven unless otherwise determined by the Company in General Meetings, Subscribers of the Memorandum and Articles of Association are the first Directors of the Company who shall hold office till first Annual General Meeting.
 - a. Mr. Mir Ibrahim Rahman
 - b. Mr. Mansoor Rehman
15. The qualification shares of the Directors shall be holding in his/her own name or right a minimum number of shares of the face value of Rs. 100/-
16. There shall be a Chief Executive of the Company, who shall hold office for a term of three years except the first Chief Executive who shall hold office till first Annual General Meeting. He shall be eligible to be re-elected and to be re-appointed according to the provisions.
17. The Directors shall be elected in the General Meeting by the members of the Company, in the manner as provided in Section 178 of the Companies Ordinance, 1984.
18. If any Director shall be upon to perform any extra service or to make special exertion or to go or reside out station for any purpose of the Company, the Company may remunerate the Director for so doing either be a fixed sum or otherwise as may be determined by the member in General Meeting.
19. The quorum necessary for the transaction of the business of the Directors shall be two consisting of a Director/Chief Executive or Chairman.
20. A resolution in writing circulated to and signed by all the Directors shall be effective for all purposes as a resolution passed at a Meeting of Directors duly called, held and constituted.

21. Any casual vacancy occurring in the Board of Directors may be filled up by the remaining Directors and the person so appointed shall hold office for the remaining period of Director in whose place he is appointed.
22. The Company may by a resolution remove any of the Directors before the expiration of their period of office and may appoint another person(s) in his/their place provided that a resolution for removing the Director(s) shall be passed as provided under Section 181 of the Companies Ordinance.
23. The Directors may from time to time delegated all or any of their powers to a committee consisting of such member or members of their body as they think fit and may from time to time revoke such powers. Any committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Directors.

DISQUALIFICATION OF DIRCTORS

24. The office of the Directors shall be vacated if the provisions of Section 188 of the Companies Ordinance, 1984 become applicable.

MANAGEMENT

25. The whole business of the Company shall be carried on by the Board of Directors who shall have all powers, authorities and discretions as are given to or vested in them by the Companies Ordinance, 1984 or may be entrusted by the Articles of Association of the Company.
26. The Chief Executive of the Company, who shall be appointed by the Directors from among themselves, shall manage the affairs of the Company under the control and supervision of the Directors and shall exercise all such powers and duties as are entrusted to him by the Board of Directors.
27. The Chief Executive in consultation with the Board shall have the power of engagement and dismissal of all the employees of the Company, such as managers, engineers, assistants, clerks, laborers and management of the business of the Company with power to do all acts, matters and things deemed necessary, proper and expedient for carrying on business affairs and concerns of the company including the power to make such investment of the Company's funds as may deem fit. The Chief Executive may delegate all or any of his/her powers to any Director, manager or any such person, as he may deem expedient and at pleasure may revoke such powers.

BORROWING POWERS

28. The Directors may from time to time raise or borrow any sum or sums of money for and on behalf of the Company from the members, companies, or banks, or they may themselves advance money to the Company on such terms and conditions as they may approve from time to time.

29. The Directors, may from time to time secure the payment of such money in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or bonds of the Company or by mortgage or charge of all or any part of the property of the Company.

ACCOUNTS AND AUDIT

30. The Directors shall cause proper books of accounts to be kept as required Under Section 230 of the Companies Ordinance, 1984 with respect to: -
- (a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
 - (b) All sales and purchases of goods by the Company.
 - (c) All assets of the Company.
 - (d) All liabilities of the Company.
31. The accounts of the Company shall be examined once at least in every calendar year and the correctness of the Balance Sheet ascertained by one or more auditors.

INDEMNITY

32. Every Officer or agent for the time being of the Company may be indemnified of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, arising out of his/her dealings in relation to the affairs of the Company, except those brought by the Company against him/her, in which judgment is given in his/her favor or in which he/she is acquitted, or in connection with any application under section 488 in which relief is granted to him/her by the Court.


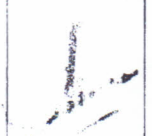
THE SEAL

33. The Company shall have a common seal, and the Directors shall provide for safe custody thereof. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and one Director and the Chief Executive shall sign every instrument on which the seal is so affixed in their presence. Such signature shall be conclusive evidence of the fact that the seal has been properly affixed.

WINDING UP

34. If the Company is wound up, the surplus assets shall be distributed among the members holding ordinary shares holding ordinary shares in proportion to the number of ordinary shares held by them respectively at the commencement of the winding-up.

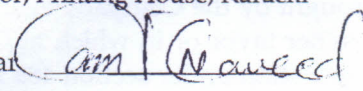
We, the several persons, whose names and addresses are subscribed below, are desirous being formed into a Company in pursuance of this Articles of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names:-

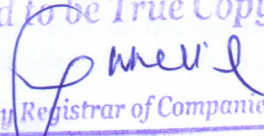
Name & Surname (Present & former) (in full)	Father's /Husband's Name in full	Nationality With any former Nationality	Occupation	Residential address in full	No. of shares taken by each subscriber	NIC No.	Signature
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
MR. MIR IBRAHIM RAHMAN	MR. MIR SHAKEEL REHMAN	PAKISTAN	Media Business	House No. B-45, KDA Scheme No. 1, Karachi.	500 <i>Five Hundred</i>	42201-2303657-1	
MR. MANSOOR REHMAN	MR. ATA-UR-REHMAN	PAKISTAN	Media Business	House No. C-31, Street No. 5, Block No. 2, Karachi Administration Housing Society, Karachi	500 <i>Five Hundred</i>	42301-8238836-5	

Dated this 28 day of March, 2013.

Total: (1000)
One thousand Shares out.

WITNESSES TO THE ABOVE SIGNATURES:

- Full Name: Wajid Ali Khan
 Father's Name: Jamroz Khan
 Occupation: Private Service/Job
 CNIC No.: 42201-0601634-3
 Full Address: Daily Jang, 2nd Floor, Printing House, Karachi
- Full Name: Jam Naveed Zafar 
 Father's Name: Zafar Hussain
 Occupation: Lawyer
 CNIC No.: 31202-6864431-1
 Full Address: House No. 96, Model Town-B, Zia-ud-din Colony, Bahawalpur.

Certified to be True Copy

 Deputy Registrar of Companies
 24/11/2013