

THE COMPANIES ORDINANCE, 1984

(COMPANY LIMITED BY SHARES)

Memorandum of Association

of

GEO ENTERTAINMENT TELEVISION (PVT.) LIMITED

- I. The name of the Company is "GEO ENTERTAINMENT TELEVISION (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:
Am Nawaz
electronic media business
 1. To establish, setup, run, operate, manage and carry out 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 in Pakistan subject to approval/permission/license issued by relevant government authorities (if required under the law).
 2. To create, develop and produce television programmes, television commercials and print advertising for national and multinational companies. To implement merchandising activities and to acquire create, develop and exploit concepts, formats and all other forms of intellectual properties related to the activities described above in Pakistan and other countries of the World.
 3. To carry on the business of Time Bookings, Consultancy on Electronic media by way of buying and selling time on contract basis or otherwise with TV, Radio and allied media, and for establishing necessary infrastructure to produce program and materials for the above mentioned media, feasibility studies, marketing consumer products, business of professional advisors, agents and consultant for all kind of companies, firms, local bodies, government and other individual of association of persons particularly on advertisement, publicity, exhibition and communications.
 4. To act as an executive producer, co-producer and consultant and to provide and seek technical assistance for all or any of the activities described above, in Pakistan and in other countries of the world.

5. Generally to carry on in any place or places in the world the business of time bookings and consultancy or electronic media, and any other trade of business whether manufacturing subsidiary or auxiliary to or which can be conveniently carried on in connection with any of the company's objects and to establish and maintain offices or agencies in any part of the world for the conduct of the business of the company or for the sale of material or things for the time being at the disposal of the company for sale of goods related by or dealt in by the company in any way that may be thought advisable including the publicity by means of posting of bills in relation thereat and the issue of circular, books, pamphlets and price lists and producing and exhibiting cinema films and arrange broadcasts and telecasts.
6. To carry on the business of the services as advertising agent in Pakistan and in other countries of the world, on its own as well as in collaboration with multinational advertising agencies through their technical know-how, technical assistance and collaboration and to act as agent for the manufacturers, producers, suppliers and marketers and renderers of all kinds of goods, properties, materials and services in Pakistan as well as abroad.
7. To act as news agents, press agents, newspaper cutting agents, promoters, organizers and agents of advertising and publicity schemes, programmes and methods and every kind of publicity and promotional activity whatsoever, including as newspaper reporters, printers, photographers, lithographers, stereotypers, electrotypers, photographic printers, stationers, designers, draughtsman, book sellers, publisher, typefounders and other kinds of businesses, processes and services essential and incidental to the business of advertising agency.
8. To arrange, organize, sponsor, promote and administrate publicity and promotional campaigns, schemes and programs of all kinds.
9. To carry on business of installation and running of the computer technologies including the technology known as Audio Tax.
10. To hold, organize, sponsor and conduct training courses and programmes for the artists, models, technicians, producers, photographers, editors and directors of advertising programmes of all kinds and to promote the cause and interest of the artists, models and technicians engaged in the advertising field and to establish, administer and operate funds and benevolent schemes and programmes for the uplift, benefit and recognition of their services.
11. 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.

12. 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).
13. 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.
14. 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.
15. To purchase/import raw materials, machinery, equipments and allied items required in connection thereto in any manner the company may think fit.
16. To purchase, ~~make on lease or~~ in exchange, hire, apply for or otherwise acquire and hold for any interest, any rights, privileges, lands, buildings, 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, ~~devalue and~~ licenses in respect of or otherwise turn to account any property, rights and information so acquired, subject to any permission required under the law.
17. 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.

18. To own, establish or have and maintain shops, branches and agencies all over Pakistan or elsewhere of the products of the company.
19. 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.
20. 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.
21. 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.
22. To purchase, hold and get redeemed, debentures, bonds of any company, financial institution or any Government institutions.
23. 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.
24. 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

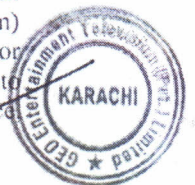
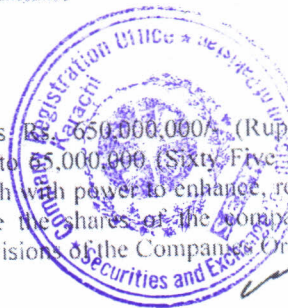
and to do all or any of the things mentioned herein in any part of the world and either alone or in collaboration with others and by or through agents, sub-contractors or otherwise.

25. 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.
26. 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.
27. To carry out joint venture agreements with other companies or countries within the scope of the objects of the company.
28. To make known and give publicity to the business and products of the company by means the company may think fit.
29. To pay all costs, charges and expenses, if any, incidental to the promotion, formation, registration and establishment of the company.
30. 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.
31. 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.
32. 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.

33. 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.
34. 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.
35. 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.
36. To furnish its assets as security for any finance facility availed by the Company or any third party/person.
37. To do and perform all other acts and things as are incidental or conducive to the attainment of the objects of the company.
38. 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.
39. 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. 650,000,000/- (Rupees Six Hundred and Fifty Million Only) divided into 65,000,000 (Sixty Five Million) ordinary shares of Rs. 10/- (Rupees Ten) 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:

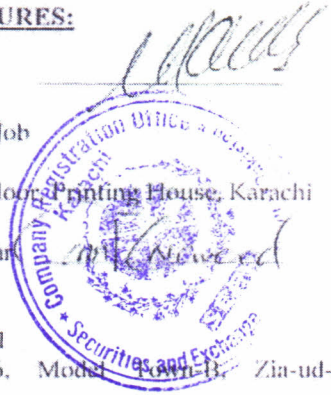
Name & Surname (Present & former) (in full)	Father's /Husband's Name in full	Nationality With any former Nationality	Occupation	Residential address in full	No. of shares taken by each subscriber	NIC No.	Signature
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
MR. MIR IBRAHIM RAHMAN	MR. MIR SHAKEEL REHMAN	PAKISTAN	Media Business	House No. B-45, KDA Scheme No. 1, Karachi.	500 Five Hundred	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 Five Hundred	42301-8248836-5	

Dated: this 28 day of March, 2013.

Total: 1000 One Thousand
Only Shares

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-13, Zia-ud-din Colony, Bahawalpur.



Certified to be True Copy
 4/4/13

S No 71858 dt. 04-04-13

Serial No.
 Name of Company:
 Brief description of the documents:
 Date of Registration:

Joint Registrar of Companies
 Companies Registration Office,
 Karachi.

Certified to be True Copy

 Deputy Registrar of Companies

24/4/2013