

THE COMPANIES ORDINANCE, 1984  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
LABBAIK (PRIVATE) LIMITED

I. The name of the Company is LABBAIK (PRIVATE) LIMITED.

II The registered Office of the Company will be situated in the Province of Sindh.

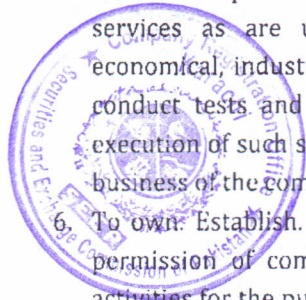
III. The object for which the Company is established under all or any of the following:

1. To setup, own, establish, operate and run television station and station in Pakistan with the prior permission of competent authorities and to do all acts and indulge in all activities for this purpose which may be seem necessary and conducive whether involving the use of satellite, cable, internet, dish, MMDS, direct to home, receivers or any other means of telecasting invented for the time being and whether through collaboration of any other television station or stations in or outside Pakistan and to open one or more channels as it may seem convenient and advantageous to the company.
2. To carry on primarily the business of producing programs and films for the media, time bookings, consultancy on electronic media by way of buying and selling time on contract basis or otherwise with the television, radio and allied media, and for establishing necessary infrastructure to produce programs and materials for the above mentioned media and to air them through existing media, feasibility studies, marketing consumer products, business of professional advisers, agents and consultants for all kinds of companies or firms, government and other individual or association of persons particularly on advertisement, publicity, exhibitions and communication.
3. To enter into and make and perform contracts and arrangements of every kind and description that may be conducive to objects of the company and for any lawful purpose with any Government, Authority and with any firm, person or company without any limitation as to same and to obtain from any Government authority, firm or person any right, privilege, concession and grant which the company may think desirable to obtain and carry out and comply with any such

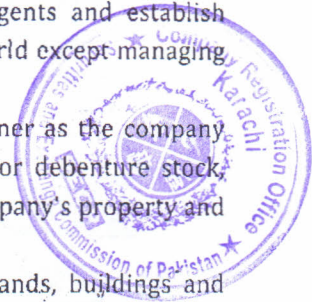


arrangement, right, privilege and concessions and dispose of or turn to account the same.

4. Generally to carry on in any place or places in the world the business of producing programs and films for the media, time bookings and consultancy on electronic media and other trade to business which can 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 material or things for the time being at the disposal of the company or for the sale of goods related by the company in any way that may be thought advisable including the publicity by means of issuance of circular, books, pamphlets and price list and producing and exhibiting cinema films, arrange vision network and telecast through existing media already working in the country.
5. To carry on the business of and to employ advisors, consultants, engineers technical experts for any trade or industry and to render such advice and services as are usually rendered by technicians, engineers, commercial economical, industrial and Business consultants and to prepare, plan, explore, conduct tests and market research, collect data or otherwise assist in the execution of such schemes as may be thought desirable in conjunction with the business of the company.
6. To own, Establish, operate and run Radio stations in Pakistan with the prior permission of competent authorities and to do all acts and Indulge in all activities for the purpose which may be seem necessary and conducive whether involving the use of satellite, cable, dish, receiver, Internet or any other means of broadcasting invented for the time being and whether through collaboration of any other television station or stations in or outside Pakistan and to broadcast one or more broadcasting stations as may seem to the company convenient and advantageous.
7. To buy, sell, manufacture, import and export of and otherwise deal in the business of television and/or Radio sets and in order to carry on the same, to carry out all acts, which are necessary and incidental to the carrying out this business.
8. To obtain advertisements time bookings and revenues on the electronic media from advertisers & sponsors and/or to buy and sell time on contract basis or otherwise with television, radio and allied media.



9. To carry on the business of broadcasting data transfer to worldwide TV channels, whether for news, sports, music, home, movies, cartoons, children transmissions or otherwise to be transmitted digitally end to end from virtually any location on the planet to any other and/or to transfer time or data from one format to another, renting and/or sale of equipment and facility for ideas production or news or sports coverage or related activities.
10. To acquire from any government, state or authority license, concessions, grants, decree rights, powers and privileges or other form of statutory or official authority whatsoever which may seem to the company capable of being turned to account and to hold use, explore, survey abandon, deal with or dispose off all or any part thereof.
11. To act as representative of any company, firm or person and to undertake and transact all kinds of agency business and to appoint agents and establish agencies or branches of the company in any part of the world except managing agency.
12. To borrow or secure the payment of money in such manner as the company shall think fit and in particulars by issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property and to purchase, redeem or pay off such securities.
13. To acquire by purchase, lease, exchange, or otherwise, lands, buildings and hereditaments of any tenure or description and any estate or interest therein and any rights over or connected with land, either to retain the same for the purpose of the company's business or to turn the same to account as may seem expedient / to invest surplus money of the company in such form as may be thought expedient.
14. To obtain or borrow money in local or in any foreign currency from any banks, and others entities for carrying on the business of the company including leverage holding on company's account of other constituents.
15. To enter into partnership or into any agreements for sharing profits, union of interests, reciprocal concessions, amalgamation or co-operation with any person or persons, corporation or company carrying on or about to carry on or engage in any business, or transactions which this company is authorized to carry on or engage in any business transaction capable of being conducted soars, directly or indirectly, to benefit this company, and to take to subsidies or otherwise assist any such company, and to sell hold, reissue, with or without guarantee or in such shares or securities and to form, constitute or to promote any other company or companies for the purpose of acquiring all or any of the



- property, rights and liability of the company or calculated to the benefit of the company.
16. Subject to the provision of the companies ordinance 1984, to distribute among the members in specie any property of the company or any proceeds of the sale or disposal of any property of the company in the event of winding up.
  17. To subscribe or contribute or otherwise assist or to grant money to charitable, benevolent, religious, scientific, national, public, institutions, objects or purposes of any exhibition.
  18. To open accounts with bank or banks, draw, make accepts, endorse, discounts execute and issue promissory notes, cheques, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
  19. To sell or dispose off the undertaking of the company or any part thereof for such consideration of the company may deem fit, and in particular for shares, debentures, securities of any company purchasing the same or having objects altogether in part similar to those of this company.
  20. To amalgamate or merge with any other company whose object are to include objects similar to those of this company.
  21. To appoint any person or company an agent except Managing agent of this company and to grant power of attorney to any person or company.
  22. The company shall not engage in banking business or business of an investment company or any unlawful business and that nothing in object clauses shall be construed to entitle it to engage in such business or undertake business of banking company, investment, leasing, payment sales receipt scheme and insurance business; directly or indirectly. The company shall not launch multi-level marketing, pyramid and ponies scheme.
  23. Notwithstanding anything stated in any object-clause, the company shall obtain such other approval or license from the competent authority, as may be required under any law for the time being in force to undertake a particular business.

**Declaration:**

It is hereby declared that the company shall have power to pass resolution to introduce any other business not herein above specially defined in order to amend the memorandum in accordance with provision of law and approval required in this behalf.

It is hereby undertaken that the company shall not engage in the business of banking Investment Company, leasing, insurance or any other unlawful business and nothing in the object clause shall be construed to entitle it to engage in such business. The company shall not lunch multilevel marketing, pyramid and ponzi schemes.

IV. The liability of the members is limited; and

V. The authorized capital of the company is Rs. 90,000,000/- (Rupees Ninety Million) divided into 9,000,000 ordinary shares of Rs. 10/- each with powers to increase, decrease, consolidate, subdivide, re-organize or divide the shares capital of the company of the company into several classes in accordance with the provisions of the companies ordinance 1984.



