

THE COMPANIES ACT, 1956  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF

**REGAL ENTERTAINMENT AND  
CONSULTANTS LIMITED**

(Formerly REGAL FINANCE AND CONSULTANTS LIMITED)

ME-REGALENTER

- I. The name of the Company is **REGAL ENTERTAINMENT AND CONSULTANTS 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 INCORPORATION:**
    1. To finance industrial enterprises and to advance or lend monies to bodies corporate, firms, associations of persons and/or individual for business and investment purposes.
    2. To carry on the business of portfolio managers, advisors and consultants for Investment in shares, debentures, stocks, units and other securities and money market instruments issued by or on behalf of any person or government or any statutory or non-statutory body or organisation.

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

3. To participate in equity/preference/deferred/ participating share capital, mortgage backed securities, or bonds or give guarantees on behalf of the Company in the matter and to promote Companies engaged in Industrial and Trading business and to act as financial consultants, management, consultants, brokers, dealers, agents and to carry on the business of share broking, money broking, exchange bill broking, factoring and general brokers of shares, debentures, stocks, bonds, units, obligations, securities, commodities, bullion, currencies and to manage the funds of any person or Company by investment in various avenues like growth fund, income fund, risk fund, tax exempt fund, pension/super annuation funds and to pass on the benefits as dividends, bonus, interest, planning, tax planning, portfolio management, consultancy/ counselling service in various fields, commercial, financial, legal, economic, direct and indirect taxation and other levies, statistical accountancy, data processing by acquiring, purchasing, sophisticated office machineries, such as computers, tabulators, addressing machines and to carry on the business of having schemes for arranging credits and loans on national and international levels including intercorporate finance, bridge finance, leasing, hire purchase, consultancy merchant banking, portfolio management and non resident Indian Investment management.
4. To carry on the business of advisers and consultants on all matters and problems relating to administration, organisation, management, commencement or expansion of industry and business, (including constructions of plants and buildings, productions, purchases, sales, marketing, advertisement, publicity personnel, export and import) and/or institutions, concerns, bodies, associations (incorporated concerns, or unincorporated), departments and services of the government, public or local authorities, trusts, scientific research and development centres and to act as a service organisation or bureau for providing advice or services in various fields, general, consultancy, commercial, financial, legal economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other services, statistical, accountancy, quality control and data processing.
5. To enter into contracts, agreements and arrangements with any other person, firm, Company or body corporate for the carrying out by such other person, firm, Company or body corporate on behalf of the Company of any of the objects for which the Company is formed.
6. To accept by way of gift shares, securities and other assets.
7. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances, of any business, concerns and undertaking and generally of any assets, property or rights.
8. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or moveable property, any rights or privileges which the Company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the Company and in particular any land, buildings, easements, machinery, plant and stock-in-trade and either to retain any property to be acquired for the purposes of the Company's business or to turn the same to account as may seem expedient.
9. To build, construct, alter, improve, maintain, enlarge, pull down, remove or replace and to develop, work, manage, carry out and control any buildings, office, factories, mills, shops, machineries, engines or any roads, ways, branches or sidings, bridges, wells, reservoirs, chawls and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interest and to contribute to subsidise or otherwise assist or take part in the construction, improvement, maintenance, development, working management, carrying out or control thereof and to form with any other person or company in doing any of these things.
10. To let on lease or on hire purchase system or to lend or otherwise dispose of any property belonging to the Company and to finance the purchase of any article or articles, whether made by the Company or not, by way of loans, or by the purchase of any such articles and the letting thereof on the hire-purchase system or otherwise howsoever.

11. To amalgamate, enter into any partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession, or for limiting competition, with any person or Company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted for the conduct of its business.
12. To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in the Company's capital and/or any debentures, debenture-stock or other securities of the Company or in or about the formation or promotion of the Company or the acquisition of property by the Company, for the conduct of its business.
13. To acquire and undertake the whole or any part of the business, property and liabilities of any person or Company carrying and proposing to carry on any business which the Company is authorised to carry on.
14. To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, or any person or Company that may seem conducive to the Company's objects or any of them and to obtain from any such Government, authority, person or Company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.
15. To make donations to such persons or institutions and in such cases either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to such Company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public or other institutions, objects and to establish and support or aid in the establishment and support of associations, institutions, funds and conveniences for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds of or for such persons.
16. To refer or agree to refer any claim, demand, dispute or any other question, by or against the Company or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representatives or between the Company and third parties, to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
17. To pay out of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or under-writing or procuring the underwriting of shares, debentures or other securities of the Company.
18. To pay for any rights or property acquired by the Company and to remunerate any person or Company for services rendered or to be rendered in placing of shares in the Company's capital or any debentures, debenture-stock, or other securities of the Company, or in or about the acquisition of property by the Company for the conduct of its business whether by cash payment or by the allotment of shares, debentures, or other securities of the Company, credited as paid up in full or in part or otherwise.
19. To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures of debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including the 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 person or Company as the case may be, subject to R. B. I. directives.

20. To invest or deal with the surplus funds of the Company in such manner and upon such securities as shall from time to time be thought necessary or for the benefit of the Company and to create any reserve fund, sinking fund, insurance fund, depreciation fund or provident fund thereout.
21. To undertake and execute any trust, the under- taking of which may seem to the Company desirable and either gratuitous or otherwise.
22. To make advances upon, hold in trust, issue on commission, sell or dispose of any of the investments aforesaid.
23. To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments and securities.
24. To lend and advance monies or give credit to such person or persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of monies of or by any such persons or Companies and generally to give guarantees and indemnities.
25. To sell, improve, manage, develop, exchange, Lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company for the time being.
26. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, or employments to any person who are or were at any time in the employment or service of the Company, or of any Company, which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company or who are or were at any time Directors or Officers of the Company or of any such other Company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other Company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any other Company as aforesaid.
27. Subject to the provisions of the Companies Act, 1956, to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company in the event of winding up.
28. To insure the whole or any part of the property of the Company either in full or partially to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
29. To carry out in any part of the world any of the Company's objects as principals, agents, factors, trustees, contractors or otherwise either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, State or Government or colony or dependency thereof.
30. To establish branches or appoint in or outside India for or in connection with any of the objects of the Company and in particular in relation to the investment of money, the sale of property and the collection and receipt of money.
31. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all States, territories, possessions, colonies and dependencies thereof and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.

**C. OTHER OBJECTS:**

32. To carry on the business of leasing and hire purchase Finance and to provide on lease or on hire purchase all types of industrial and office plant, equipment, machinery, vehicles and buildings.

33. To acquire and hold one or more memberships in stock/security exchange, trade associations commodity exchanges, clearing houses of associations or otherwise in India or any part of the world, to secure membership privileges therefrom and to acquire and hold membership in any association of bankers, merchant bankers, Insurance Companies, brokers, security dealers or any other association, membership of which will or is likely in any way to facilitate the conduct of the Company's business.
34. To carry on the business of merchant banking in all its aspects, to act as managers to issues and offers, whether by way of public offer or otherwise of shares, stocks, debentures, bonds, units, participation certificates, deposit certificates, notes, bills warrants or any other instruments whether or not transferable or negotiable, commercial or other paper or scrip (hereinafter collectively referred to as the securities), to act as agents of and or dealers in the securities in the course of merchant banking business, to act as discount house for any of the securities, to act as financial consultants, advisers and counsellors in investment and capital markets, to underwrite, sub-underwrite or to provide stand by or procurements, arrangements, to issue guarantees or to give any other commitments for subscribing or agreeing to subscribe or procure or agree to procure subscription for the securities, to manage portfolio investments, to provide financial and investment assistance for the purposes herein, to act issue house, registrar to issue, transfer agents, for the securities, to manage and administer computer centres and clearing houses for the securities, to form consortia of managers agents and purchasers, for or of any of the securities, to act as brokers, dealers and agents of or in connection with the securities, bullions and precious metals, to syndicate any financial arrangements whether in domestic markets or in international markets and whether by way of loans, guarantees, export and yard credits; to undertake the work of factoring of bills and other commercial papers and to arrange and co-ordinate documentation and negotiation in this regard.
35. To set up, provide and/or participate in providing venture capital, technology funds or any other funds for seed capital, risk capital foundation, including giving guarantees or such other financial assistance as may be conducive for development of new enterprises, innovations, methods of production and development of existing and new technology, to identify project reports, projects ideas to prepare, project profiles, project reports, market research, feasibility studies and reports, pre-investment studies and investigation of industries on micro and macro level; to undertake appropriate service to identify scope or potential for economic and industrial development in any particular geographical area or location whether in India or abroad; to act as lead managers in respect of project assignments by undertaking followup, supervision and co-ordinate work at the instance, behest, or on behalf of banks, financial institutions, Companies, bodies corporate and to monitor the same for the participants; to act as an advisor in the management of undertakings, business enterprises, offices, trades, occupations, alligne or professionals by introducing modern methods and techniques and systems and render all assistance as may be necessary including acting as agents for recruitment of personnel, technical, skilled, unskilled supervisory managerial or otherwise and to act as an advisor in the selection of technical process, economic size, sources of plant and machinery and other utilities for businessman and entrepreneurs.
36. To carry on the business of an investment Company and to invest the capital and other moneys of the Company in the purchase or upon the security of shares, stocks, units, debentures, debenture-stocks, bonds, mortgages, obligations and securities issued or guaranteed by any Company, corporation or undertaking of whatever nature, whether incorporated or otherwise and wheresoever constituted or carrying on business and in gold, silver, bullion, jewellery, gems and to buy, sell or otherwise deal in shares, stocks, debentures, debenture-stock, bonds, notes, mortgages, obligations and other securities issued or guaranteed by any Government, sovereign ruler, commissioners, trusts, municipal, local or other authority or body of whatever nature in India or abroad.
37. To acquire, hold, sell, buy, or otherwise deal in any shares, units, stocks, debentures, debenture-stock, bonds, mortgages, obligations and other securities by original subscription, tender, purchase, exchange, gift or otherwise and to subscribe for the same, either conditionally or otherwise and to underwrite or sub-underwrite or guarantee the subscription thereof, to purchase and sell units.

38. To carry on the business as importers, exporters, buyers and sellers of and merchants and dealers in merchandise, goods, materials and machinery of all kinds, spare parts, accessories and equipments, jewellery, ornaments, bullion, precious and semi-precious stones. Also to export, import, or deal in all kinds of chemicals, dyes, medicines, ores and metals and things and articles manufactured from metals, every kind of yarns, piecegoods, cloth, ready made clothings, jutes and articles made from jutes, leather and articles made from leathers, cement, stones, marbles, pearls, curious and all other kinds of general merchandise and sundries such as glass and wares, earthenware, toys, instruments, papers, tools.
39. To carry on business of breeding of animals and taking part in the races in India and elsewhere.
40. To work and act as agents of manufacturers and dealers in India and elsewhere.
41. To work and act as textile, industrial and mercantile consultants, advisers or experts.
42. To carry on the business of printers, engravers, designers, publishers, book and print sellers, book binders and art journalists in all their branches, the business of manufacturers, drawings and any written, engraved, printed or printed production, in all their branches.
43. To carry on the business of manufacturers of and dealers in chemical products of any nature and kind whatsoever and as wholesale and retail chemists and druggists, in analytical chemicals, drysalts, oil and colour importers, exporters and manufacturers of and dealers in heavy chemicals, alkalis, acids, drugs, tannins, essences, pharmaceutical, photographic, sizing, medicinal, chemical, industrial and other preparations and articles of any nature and kind whatsoever, mineral and other waters, cements, oils, paints, pigments and varnishes, compounds, drugs, dyestuffs, organic, inorganic, or mineral intermediates, paint and colour grinders, makers and dealers in proprietary articles of all kinds and of electrical, chemical, photographic, surgical and scientific apparatus and materials.
44. To carry on business as manufacturers of chemicals, distillers, dye-makers, gas makers, metallurgists, engineers, shipowners and charterers and carriers by land, sea and air, wharfingers, warehousemen, planters and farmers.
45. To carry on business as manufacturers, producers, importers, exporters, merchants, distributors, commission agents, brokers and wholesale and retail dealers of and in peroxide and hydrogen, other heavy chemicals, detergents, pigments and medicinal, pharmaceutical, veterinary, sero-bacteriological, dental, cosmetic and perfumery products of soap, medical goods, diagnostic preparations, bacteriological stains, artificial manures and other products designed to protect and encourage the germination of seeds and the growth of plants of every description, of insecticide of every kind and generally of chemicals and chemical products of all kinds and auxiliary products, intermediates thereof.
46. To manufacture from crude drugs and raw materials, drugs and chemicals, chemical goods, pharmaceuticals, preparations, aerated and mineral waters and similar other preparations.
47. To carry on the manufacture and sale of patent medicines and preparations and generally to carry on the business of manufacturers, buyers and sellers of and dealers in all kinds of medicines and medical preparations and drugs, whatsoever and obtain patents for them.
48. To carry on the business of manufacturers or processors and/or importers, exporters, buyers, sellers, stockists, distributors of and/or dealers in all or any of the following:
  - (a) Synthetic rubber and elastomers, synthetic resins, carbon black, leather, hides, skins, plastics, latexes and formulations thereof including reclaimed rubber and other kinds of resins, rubber and plastic products and goods.
  - (b) Perfumery, soap, cosmetics, toilet preparations of all sorts, surface active agents and glycerine.
49. To carry on in India the business of advertising agents, consultants and contractors, New Agents, Press Agents, Newspaper Cutting Agents, Bill Posters, Commission Agents. Promoters or Organisers



of or Agents for all kinds of Advertising or Publicity Schemes or methods, Newspaper Reporters, Printers, Engravers, Lithographers, Stereotypes, Electrotypes, Phonographers, Photographic Printers, Designers, Draughtsmen and type foundries.

50. To carry on the business of entertainment of all types, including cinematography trade and industry in all its related, kindred trade and particularly films, documentaries, T.V. Serial, plays, audio, video albums, CD's, VCD's, and/or in any other format which may come in future in entertainment industry and of organising, undertaking, holding, arranging & managing concerts, talkshows, events, dances, circus, cinemas, balling game snooker, night club, recreation club, health club, amusement park, entertainment park, water park including game/sports, related to water, ice, ice skating rink for public and private amusement and entertainment of all its kind and every description and developing tourism is general.
51. To carry on the business of manufactures designers, consultants experts, buyers, sellers, hires, renters, repairs, importers, distributors, agents and dealers of and in means and media of communication such as intercom telephones, auto telephones, mobile cellular phone, pagers, voice-mail, E mails, voice identification systems or such other intercom devices, telephone answering machines, television radios, tape recorder, record player, gramophones, juke baxes, cinematography and photographic apparatus, machinery, record rolls, films tapes, video tapes, device assessories software's, panels, appliances, material and requisites, whereby sound or vision is communicated recorded amplified produced reproduced transmitted or received including those operated with remote control and with or without wires and which may be fitted in any of the conveyancers, vehicles, ships and places.
52. To carry on the business of manufacturing, importing, exporting, supplying, installing, maintaining, designing or otherwise dealing in computers, software, hardware, teaching and training aids, electronic security equipment's, telecommunications equipment/s systems and other equipment's required for providing systems management.

**AND IT IS HEREBY DECLARED THAT:**

Nothing in this paragraph shall authorise the Company to do any business which may fall within the purview of the Banking Regulation Act, 1949, or the Insurance Act, 1938.

- IV. The Liability of the Members is Limited.
- V. **<sup>1</sup>The Authorised Share Capital of the Company shall be Rs. 9,00,00,000 (Rupees Nine Crores only) divided into:**

**50,00,000 (Fifty lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each aggregating to Rs. 5,00,00,000/- (Rupees Five Crores only) and**

**40,00,000 (Forty lakhs only) Preference Shares of Rs 10/- (Rupees Ten) each aggregating to Rs. 4,00,00,000/- (Rupees Four crores only)**

each with power to increase and reduce the capital of the Company, and to divided the shares in the capital for the time being into several classes attached thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Articles of Association of Company for the time being.



**Altered Clause V w.e.f 31<sup>st</sup> December 2024: The Authorised Share Capital of the Company shall be Rs. 9,00,00,000 (Rupees Nine Crores only) divided into:**

- A. **50,00,000 (Fifty lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each aggregating to Rs. 5,00,00,000/- (Rupees Five Crores only) and**
- B. **40,00,000 (Forty lakhs only) Preference Shares of Rs 10/- (Rupees Ten) each aggregating to Rs. 4,00,00,000/- (Rupees Four crores only)**

We, the several persons whose names, addresses and descriptions are hereinunder 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:

Sl. No.	Names, Address, Description and Occupation of each Subscriber	No. of Equity Shares taken by each Subscriber	Signature of Subscribers	Signature of Witness and his Name, Address Description and occupation
1.	MEENAKSHI NARAYANAN W/o Manjapra Ramakrishna Narayanan 4, West View, 7 Amrit Van Goregaon (East) Bombay - 400 063 Business Age : 68 years	10 (Ten Only)	Sd/-	Witness for all Sd/- BALASUBRAMANIAN NARAYANAN IYER S/o Manjapra Ramakrishna Narayanan 4, West View, 7, Amrit Van, Goregaon (East), Bombay - 400 063 Chartered Accountant
2.	SRIPRIYA BALASUBRAMANIAN W/o Balasubramanian Narayanan Iyer 4, West View, 7 Amrit Van Goregaon (East) Bombay - 400 063 Student Age : 23 years	10 (Ten Only)	Sd/-	
	TOTAL	20 (Twenty Only)		

Bombay, Dated : 18/12/91.