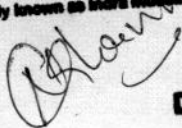


THE COMPANIES ACT, 1956  
(A COMPANY LIMITED BY SHARES)  
MEMORANDUM OF ASSOCIATION  
OF  
BLUEGOD ENTERTAINMENT LIMITED

- I the name of the company is BLUEGOD ENTERTAINMENT LIMITED
- II The registered office of the company will be situated in the state of Madhya Pradesh.
- III The object for which the company is established are: -  
(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -
- a. Film and Entertainment Production To produce, co-produce, finance, acquire, own, lease, license, exploit, distribute, exhibit, and otherwise deal in films, web series, documentaries, animation, short films, and other forms of audio-visual content for all media platforms, including theatrical release, television broadcasting, streaming services, and online platforms. To develop, write, acquire, and own stories, scripts, screenplays, and other creative content for film and entertainment projects. To engage, employ, or collaborate with writers, directors, actors, producers, technicians, and other personnel involved in film and entertainment production. To establish, acquire, maintain, and operate studios, editing facilities, and other infrastructure necessary for film and entertainment production.
  - b. Audio Content Production: To create, produce, acquire, own, distribute, license, and exploit audio content, including podcasts, audiobooks, music recordings, sound effects, and other forms of audio entertainment. To develop and manage a portfolio of intellectual property related to audio content.
  - c. Digital Content Production: To develop, create, acquire, own, distribute, license, and exploit digital content in various formats, including websites, mobile apps, games, virtual reality experiences, and other innovative forms of digital entertainment. To engage in digital marketing and promotion of the Company's content across various online platforms.
  - d. Film and Entertainment Trade To acquire, own, sell, lease, license, distribute, exhibit, and otherwise deal in films, television programs, audio content, digital content, and other entertainment-related products and services. To participate in film festivals, markets, and other industry events. To enter into co-production agreements, joint ventures, and other strategic partnerships with other companies in the film and entertainment industry.
  - e. Ancillary Activities to carry on the business of merchandising, licensing, and exploiting the intellectual property rights related to the Company's content. To invest in other businesses or ventures related to the film and entertainment industry. To do all such things as are incidental or conducive to the attainment of the above objects or any of them.
- (B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE: -
1. To give or acquire know how, technical, information, specification data, method of analysis to or from any Indian/Foreign person/s, Firm/s, Company/ies, in any part of the world.
  2. To acquire and take over any going concern's business dealing in the products of the company at any place or places as carried on by them as a partnership firm, proprietary concern, with all or any of the assets and liabilities together with goodwill, patents, trade-mark rights and privileges, outstanding contracts and all appurtenants, rights, benefit and advantages of the said concern including import and other quota, rights, licences, permits telephones and all other properties, movable and immovable what-so-ever and where-so-ever of the said concern and all trade connected-herewith on such terms and conditions as may be agreed upon and with a view there to adopt, become parties to and to enter into such agreements, or other deeds, instruments and writing as may be deemed proper or advisable and to agree to make such modification therein as may be thought fit and

**BLUEGOD ENTERTAINMENT LIMITED**  
(Formerly known as Indra Industries Limited)



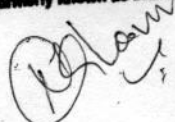
**Director**

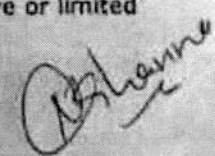


and to carry on the same into effect with or without modification.

3. To enter into make perform contracts of every kind and description, and agreements and arrangements with any person, firm association, Corporation, Municipality, country, state, Body Politic or Government or colony or Dependency thereof.
4. To carry on business as importers exporters, buyers, and sellers of and merchants and dealers in and Manufactures of merchandise, goods, materials and Machinery of all kinds, Spare parts, accessories and Equipments for attainment of main objects.
5. To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being Conveniently carried on in connection with the Company's objects or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account any property, real or personal, belonging to the company, or in which the company may be interested.
6. To carry on business of manufactures and dealers in all kinds of Agriculture Machineries and Equipments and other Agriculture inputs.
7. To, manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils receptacles, substance, materials, articles and things necessary or convenient for carving on any of the business or processes of the company usually dealt in by persons engaged in the like business or processes.
8. To buy, sell, manufacture, manipulate, import, export, and deal in substances, apparatus and things capable of being using in any business of the company or required by any customers or persons having dealings with the company.
9. Carry on the business of manufacturer of vegetable products, vitamins, margarine, and to buy, sell, manufacture, refine, prepare and deal in all kinds of fats, oils, foods, feeds, and oleaginous substances and all the required ingredients for the manufacture of the company's products or for the company's business.
10. To carry on business as manufacturers of oils, animal and poultry feeds, manures, insecticides and to prepare refine, buy, sell, and deal in oil, cattlefeeds, manures, and the products obtained in the manufacture of oil, and to cultivate, crush, utilise buy, sell and deal in oleaginous seeds and plants of every description.
11. To, export, import, buy, sell, distribute or otherwise dispose of or deal in chemicals and allied products of all kinds in connection with the main objects and for the contract, agreements, partnership, or arrangement with any company, firm or body in India or in any foreign country or with Government of India or any Foreign Country.
12. To purchase take on lease, or hire or exchange or otherwise acquire and hold any estates'-lands, buildings or interest in any movable or immovable properties of any kind necessary or convenient for the company's business whether in India or in any part of the world and to erect, lay down, maintain, reconstruct and adopt any buildings, office, work-shops, mills, plant, machinery, merchandise goods, articles and thins and to sell, dispose and deal with the same.
13. To design, fabricate and sell the machinery and equipment for the plants manufacturing the products mentioned in the main objects.
14. To apply for purchase or otherwise acquire and protect and renew in any part of the world any patent, patent rights, divides, divination, trademarks, designs, licences, concessions and like conferring and exclusive or non- exclusive or limited

**BLUEGOD ENTERTAINMENT LIMITED**  
(Formerly known as Indro Industries Limited)

  
**Director**



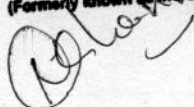
right to their use or any secret or other information's to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company and use, exercise; develop or grant licence in respect of or otherwise turn to account to property rights or information's so acquired and to account and expend money upon testing or improving any such patents inventions and rights.

15. To establish, provide, maintain and conduct or otherwise subsidize, research laboratories and experimental workshops for scientific and technical research and to undertake and carry on with all scientific and technical researches, experiments, and tests of all kinds and to promote studies and research both for scientific and technical investigation and invention by providing subsidizing endeavoring or assisting laboratories, work-shops, libraries, lectures, meeting and conferences and generally to encourage promote and reward studies, researches, investigation, experiment, tests and invention of any kind that may be considered likely to assist any of the business which the company is authorized to carry on.
16. Subject to the provisions of Companies Act, 1956 to purchase or otherwise acquire, issue, re-issue, sell pledge and deal in shares, stocks, bonds, debentures and securities of all kinds and to give any guarantee or security for the payment of dividends or interest thereon or otherwise in relation thereto.
17. To explore, examine, investigate, test and make experiments, obtain, reports, opinion of experts, certificates, analysis, survey, plants of information, in relation to any property or rights, which the company may acquire or become interested in or may propose to acquire or become interested in or with a view of discovering preparation or rights which the company may acquire or become interested in and to engage, employ, pay fees to retain the service of and to send any part to the world agents, explorers, experts, engineers, lawyers, counsels others and to find out and dispatch expedition for the purpose of exploring or ascertaining boundaries or making investigation of any nature what so ever.
18. To enter into partnership or into any arrangement for sharing profits or to amalgamate, compromise, co-operate for the purpose of joint venture, reciprocal concessions with any person(s) firms or company(s) Government or Semi-Government bodies carrying on or engaged in any business or transaction which this company is authorized to carry on or engage in or any business or transactions capable of being conducted so as directly or indirectly to benefit this company and to guarantee the contracts of or otherwise assist or subsidize any such person(s) firm(s) or company(s) in connection(s) or company(s) special rights and privileges in connection with or control over this company and in particular, the right to nominate one or more Directors of the Company subject to the provision of the Monopolies and Restrictive Trade Practices Act, 1969.
19. To acquire and to undertake the whole or any part of the business property and liabilities of any person or company carrying on any business which the company is authorised to carry on, or possess property suitable for the purpose of this company.
20. To undertake and execute any contracts for works involving the supply or use of any machinery to carry out any ancillary or other works comprised in such contract.
21. To exchange, sell, convey, mortgage, assign or let on lease the whole or any part of the property (whether movable or immovable) of the company and to accept as consideration for in lieu thereof other land or cash or government security guaranteed by Central and State Government or Shares, debentures, stocks bonds or securities of any other joint stock company or companies or partly the one or partly the other or such other property or securities as may be determined by the company and to take back or reacquire any property so disposed of by repurchasing or reacquire any property so disposed of by repurchasing or leasing the same for such price or prices and on such terms and conditions as the company may think fit.

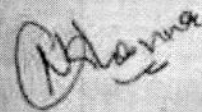
*Adhama*

*Adhama*  
**Director**

22. Subject to the provisions of section 58-A of the companies Act 1956 and the rules made there under to receive money on deposit or loan upon such terms as the company may approve, and to guarantee the debts and contracts of Customers and other provided that the company shall not carry on the business of Banking as defined under the Banking Regulation Act, 1949.
23. To pay out of the funds of the company all expenses of an incidental to the formation, registration, advertisements and establishments of the company and the issue and subscription of the share or loan capital including brokerage and or commission for obtaining application for or placing or guaranteeing the placing of shares or any debentures stocks and other securities of any circular or notice and the printing, stamping, circulating of proxies and forms to be filled up by the members of the Company.
24. Subject to provisions of the companies Act, 1956 to distribute as dividend or bonus amongst the members or to reserve or otherwise to apply as the company may from time to time determine any moneys received in payment of dividends accrued on forfeited shares and moneys realised from the sale by the company of the forfeited shares or unclaimed dividends or any moneys received by way of premium on shares or debentures issued at a premium by the company.
25. To invest and deal with the moneys of the company not immediately required upon such stocks, shares and securities and in such manner as may from time to time be determined, and subject to the provisions of any law for the time being in force.
26. Subject to provision 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 but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
27. To provide for the welfare of Directors or employees or ex-employees of the company or its predecessors in business and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses or dwelling or quarters or by grant of money, pensions, gratuities, allowances, bonuses profit sharing from time to time, subscribing or contributing to provident fund and other associating, institutions, funds, profits, sharing or other schemes or trusts and by providing or subscribing or contributing to provident and other association, institutions, funds, profit sharing or other schemes or trust and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries medical and other attendance and other assistances the company shall think fit.
28. To advertise and adopt such means of making known all or any of the manufacture, products, or goods of the company, or any particulars or goods traded or debit in by the company in any may be thought, advisable or expedient and in particular by advertising in the press, by circulars, by purchases and exhibition of works of arts or interest, by publication of works periodicals and by granting prizes, rewards and donations, subject to the provisions of section 293-A of the companies Act, 1956.
29. To remunerate any corporation or person whether a Director of the Company or not in the form of brokerage, commission, royalty for technical knowhow and for others, or otherwise, for any services rendered to the company or any introducing business obtaining subscription for or guaranteeing the subscriptions of or assisting in placing the shares debentures, debenture-stock or securities of the company or association promoted by the company or in which it is interested or



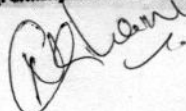
**Director**



otherwise assisting or rendering services to the company.

30. To do all or any of the above things in any parts of the world, and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, subcontractors, trustee or otherwise, and to do all such other things as are incidental or conducive to all the objects or any of these.
31. To enter into any arrangement with any Government or authorities, supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authorities, any rights, privileges licences and concession which the company may think fit, desirable to obtain and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.
32. To provide for the welfare of persons employed or formerly employed by the company and the wives, families, dependents by building or contributing to the building of houses, dwellings or chawls or by grants of money, bonus allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident fund and other associations; funds or trusts or by helping persons employed by the company to effect or maintain insurance on the lives by contributing to the payment or otherwise and by providing or subscribing or contributing towards places of instruction and recreation, hospital and dispensaries, medical and other attendants and other assistance as the company shall think fit.
33. To subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific; national, public or other instructions or objects which shall have any moral or other claims to support or aid by the company either by reasons of locality of operations or of public and general utility.
34. To open account or accounts with any individual firm company, or with any banks or bankers or Shroff's and to pay into and withdraw money from such account or accounts.
35. To sell or dispose of the undertaking of the company or any part thereof for such consideration as the company may think fit and in particular for shares, debenture or securities of any other company having objects altogether or in part similar to those of this company.
36. To sell, improve, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the company.
37. To amalgamate or be merges or absorbed with/by
  - (a) any other company/companies
  - (b) any other form or business organization having objects altogether or in part different than the objects of this company.
38. To invest money at interest on the security of land, building, farming, stock, stock-shares, securities, merchandise, and any other property and in general carry on business as financiers and merchant and any other business of financial nature.
39. To guarantee or become liable for the payment of money or for the performance of any obligations, and generally to transact all kinds of trust and agency business.

**BLUEGOD ENTERTAINMENT LIMITED**  
(Formerly known as Indra Industries Limited)



**Director**

(C) OTHER OBJECTS: - Not included in 'A' and 'B' above are:

1. To carry any business of manufacturing of chemicals, food products soaps, and to act as distillers, dye makers, metallurgical and mechanical and electrical engineers, carriers by land sea wharfingers, ware housemen; barge owners, planters, farmers and so far as may be deemed expedient, to the business of general merchant and to carry on any other business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.
2. To carry on the business of manufacturing of and dealers in anatomical, orthopaedic, surgical appliances and incrementing of all kinds, electrical, chemical, photographic and scientific apparatus and materials.
3. To manufacture, fabricate, assemble, buy (sell, and to generally deal in plants, machinery, tools, stores, spares, boxes, Panel boards, wires, cables, electrical equipments, greases, oils and lubricants required for manufacturing the products of the company.
4. To transact or carry on all kind of agency business in India or else where and in particular in relation to the investment of money sale of property, collection and receipt of money and the floating of company and the issue of loans.
5. To carry on the business of builders, masonry and general construction contractor and haulers, and among other things to construct, execute, carry out equip, improve and work, railway, roadways, docks, harbours, wharves, canals, water courses, reservoirs, embankments, irrigation, reclamation sewage, drainage and other sanitary works, water, gas and other supply works houses, building and erections of every kind.
6. To carry on and conduct workshop and foundries of iron and brass and other metals and any other substances and to trade, manipulates, export, import or otherwise deal with them.

IV. THE LIABILITY OF THE MEMBERS IS LIMITED

1. The authorized share capital of the company is Rs. 750 Lacs (Rupee Seven Hundred Fifty Lacs) divided into 75,00,000 (Seventy Five Lacs) equity shares of Rs. 10/- (Rupee Ten) each capable of being increased or reduced in accordance with the company's regulation and statutory provisions for the time being in force in this behalf and with power to convert any paid-up shares into stock and re-convert stock into paid-up shares of any denominations, consolidated and Divide all or any of them into shares larger amount than its shares subdivide its existing of any of them or increased shares of smaller amount than presently fixed by the Memorandum and Article of Association. Subject nevertheless, to the provisions of clause (d) of sub-section (1) of section 94 of the companies Act, 1956 cancel any shares which at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, to divide the share in the capital for the time being into several classes and attach thereto respectively any / preferential qualified or special rights, shall not except where the terms of issue other-wise than pursuant to the provision contained in these articles. The said preference shares are liable to be redeemed at the option of the company to the whole or part at any time.

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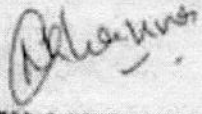
**REVEGOD ENTERTAINMENT LIMITED**  
(Formerly known as Indra Industries Limited)

*[Signature]*

**Director**

- VI. The shares taken by the subscribers to the Memorandum of Association shall be duly issued and allotted by the first Directors. Subject as a for re-said, the share in the capital of the company, shall be under the control of directors, whomay issue and allot to such persons on such terms and condition and at such time as the Directors think fit, but so that no shares shall be issued at a premium or at a discount except in accordance with section 72 of the Companies Act provided that option or right to call of shares shall not be givento any person without the sanction of the Company is general meeting, Provided further that the board of Directors may allot and issue, further, shares in the capital of the Company subject to provisions of section 81 and other applicable provision of the Companies Act, 1956 including issue of right share

**FOR INDRA INDUSTRIES LIMITED**

  
**NITIN ASHOK KUMAR KHANNA**  
**MANAGING DIRECTOR**  
**DIN: 09816597**

**BLUEGOD ENTERTAINMENT LIMITED**  
(Formerly known as Indra Industries Limited)

  
**Director**