# MEMORANDUM OF ASSOCIATION

# OF

# *PICTUREPOST STUDIOS LIMITED

**(Formerly known as PICTUREPOST STUDIOS PRIVATE LIMITED)**

## COMPANY LIMITED BY SHARES

## COMPANIES ACT, 2013

1. *The name of the Company is **"PICTUREPOST STUDIOS LIMITED"** **(Formerly known as PICTUREPOST STUDIOS PRIVATE LIMITED)**

2. The registered office of the Company will be situated within the jurisdiction of **REGISTRAR OF COMPANIES MUMBAI, MAHARASHTRA.**

3. (a). **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

1. Picturepost Studios LLP incorporated on 22nd August, 2019, LLPIN: AAQ-3343 where carrying their main Business Activity related to production and post production activities of motion pictures having Designated Partners (DP) Mrs. Deepa Chandgothia and Mr. Shailendra Chandgotia. The Designated Partners unanimously passed the resolution dated 28th March, 2023 for conversion of Picturepost Studios LLP into Picturepost Studios Private Limited. Approval for Conversion of Name under Entity Type: Part I LLP to Company from Picturepost Studios LLP to Picturepost Studios Private Limited was received on 19th April, 2023. Picturepost Studios LLP converted to Picturepost Studios Private Limited under section 366 of the Companies Act, 2013 as the company limited by shares under the provision of Part XXI of the Companies Act, 2013 to carry on the same Industrial activity related to production and post production activities of motion pictures.

2. To carry on the business of developing, marketing, purchasing, hiring, acquiring, and selling technology and software focused on improving creative collaboration in films, video, television, ad films, music albums, events and wedding productions, production and post production activities of motion picture, and provision of related products and services.

*(Pursuant to Special Resolution passed at the Extra-Ordinary General Meeting held on 21st February, 2024 in respect of conversion of the Company into a public limited company, name of the Company has been changed from Picturepost Studios Private Limited to Picturepost Studios Limited.)

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3. To purchase, hire and acquire any photographic, video and sound recording and other apparatus and computer software and computer solutions for use of in connection with cinematography shows, exhibitions, radio, televisions, film, music albums, and video entertainments. Ad films and to provide technical services in the field of special visual and audio effects, colour mixing and enhancement, dubbing, graphics.

**(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:—**

4. To do business of providing, importing, exporting, selling, purchasing, trading, production, distribution, customisation, development or otherwise deal in all types of applications, programs, software packages, internet programs, software programs, mobile applications, web applications, products, portals, the marketplace, services, applications, web design, and other related Services/Products for use in films, video, television, ad films, music albums, events and wedding productions

5. To provide technical services in the field of special visual and audio effects, colour mixing and enhancement, dubbing and graphic designing.

6. To design, develop, invent, improve, carry out research, prepare own make use of manufacture, buy, sell import, export maintain, repair, alter, convert, distribute, market, license, hire, lease and otherwise deal in all other kinds of computer software and programmes for use or application in cinematography shows, exhibitions, radio, televisions, film, music albums, and video entertainments.

7. To provide business, commercial and productivity solutions and network based information and other services including licensing of computer software and programmes and to provide customer support, training and consultancy services relating to all or any of the matters and things including relating or incidental to films, video, television, ad films, music albums, events and wedding productions, production and post production activities of motion picture.

8. To act as distributor, broker, agent, proprietor and to act as owners of copyright, video rights, audio rights, dubbing rights, of all kinds of feature films motion pictures, advertising films, animation films, educational films, cultural and historical films, documentary films, feature films on science and technology, slides in all languages of the world and all types of Indian and foreign motion pictures, television multimedia and digital software, audio, visual and audio-visual productions, television serials in India and abroad including organizing, arranging, managing, carrying out, conducting events, seminars, forums, workshops, entertainment shows and training programs in connection with the business of the company.

9. To provide software for broadcasting, telecasting, relaying, transmitting, distributing or running any video, audio, voice, or other programmers or software, (both proprietary and third party) over television, radio, internet, telecom or any other media

10. To establish, purchase, take on lease or hire or otherwise acquire and maintain and to sell, give on lease or hire studios, laboratories, cinemas, picture places, halls, theatres for production, processing and printing of films.

11. To do business of designing and developing computer software for business applications for film industry, as well as for system development, to impart training in computer software, software designing and software development, product, device, computer, microprocessor, including design and implementation of hardware, software, providing technical, qualified and/ or trained up personnel for placement or on assignment/s basis and to provide consultancy, advisory and marketing services in the field of computer hardware, computer software, off the shelf software solutions, software, training and computer manpower services, for all such services whether in India/abroad.

12. To purchase, take on lease or exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.

13. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession, or for limiting competition with any individual, person or Company carrying on or engaged in, or about to carry on or engage in, any business or transaction, which the Company is authorized to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

14. To import, buy, exchange, alter improve and manipulate in all kinds of machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.

15. To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege, which any government or authority or any corporation or other public body may be empowered to grant, and to pay for, aid in, and contribute towards carrying out the charter, license, power, authority, franchise, concession, right or privilege into effect.

16. To enter into any arrangements with any Governments or authorities that may seem conductive to the attainment of the Company, object or any of them, and to obtain from any such Government or authority any rights, privileges, licenses and concessions, which the Company may consider necessary or desirable to obtain, and to carry out, exercise use or comply with any such arrangement rights, privileges or concessions.

17. To procure the registration, incorporation or recognition of the Company under the laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the Company in any foreign country.

18. To buy, sell, manufacture, repair, alter and exchange let on hire import and export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses or commonly supplied or dealt in by persons engaged in any such businesses or which may seem capable of being profitably dealt with in connection with any of the said businesses.

19. To enter into and carry out arrangements for the purpose of having any business which this Company is authorised to carryon or in which it may for the time being be interested carried on and by any other person or Company on behalf of and for the benefit of this Company and in

such name and under such style as may be thought expedient and to enter into any arrangements for indemnifying the person or Company by whom any such business may be so carried on against the debts liabilities and expenses of such business.

20. To appoint, constitute, establish, close down, reopen and reappoint branches, agents and representatives of the Company in India and abroad.

21. To give to any servant or employee of the Company any share or interest in the profits of the Company's business or any branch thereof and for the purpose to enter into any arrangements the Company may think fit.

22. To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trademarks, formulae, licenses, concessions and the like or any secret or other information, the acquisition of which may seem calculated directly or indirectly to benefit the Company in any jurisdiction.

23. To issue any shares of the Company as fully or partly paid up in consideration of any property acquired by or services rendered to the Company or for any other reason whatsoever.

24. To sell, lease and in any other manner, deal with or dispose of the undertaking or property of the Company or any part thereof for such consideration as the Company may think fit.

25. To acquire any shares, stocks, debentures, debenture-stocks, bonds, mortgage, obligations and other securities by original subscription, tender, purchase, exchange or otherwise out of the surplus funds of the Company.

26. To invest and deal with the moneys of the Company not immediately required in any manner.

27. To borrow moneys for the business activities of the Companies as and when required.

28.To open bank account of the Company and to draw, accept, make, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading or other negotiable or transferable instruments related to the business of the Company.

29. To do such other acts as may be deemed appropriate for the furtherance of the aforesaid objectives of the Company.

30. To promote any Company or companies for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purposes which may seem directly or indirectly calculated to benefit this Company.

31. To pay all preliminary expenses of the Company and any Company promoted or formed by this Company or in any Company in which this Company is or may contemplate being interested.

32. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.

33. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.

34. To receive and/or make donations, gifts or income to or from such persons, institutions or Trusts and in such cases and whether of cash or any other assets as may be thought to benefit the Company or any other objects of the Company or otherwise expedient and also to remunerate any person or corporation introducing or assisting, in any manner the business of the Company subject to provisions of Companies Act, 2013.

35. To take part in the management, supervision and control of the business or operations of any Company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, trustees, accountants or other personnel.

36. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.

4. The Liability of the members is Limited this liability is limited to the amount unpaid, if any, on the shares held by them.

*5. The Authorised Share Capital of the Company is Rs. 40,000,000/- (Rupees Four Crore Only) divided into 40,000,000 (Four Crore) Equity Shares of Face Value Rs. 1/- (Rupees One) each.

***Altered clause V of MOA vide EOGM dated 1st December, 2023 for increasing Authorized Share Capital of Company from Rs. 2,00,00,000/- (Two Crore) to Rs. 4,00,00,000/- (Four Crore)**

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6. We, the several persons whose names and addresses are hereunder subscribed, are desirous of being formed into a Company in pursuance of these Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names

| Subscriber Details | | | | | |
|---|---|---|---|---|---|
| S. No. | *Name, Address, Description and Occupation | DIN / PAN / Passport number | No. of shares taken | DSC | Dated |
| 1 | DEEPA CHANDGOTHIA D/o Nirmal Sukhanandji Jain<br>Address: 402/4, Sant Krupa Bldg, Pandit Solicitor Road, Malad East, Mumbai, Maharashtra: 400097<br>Occupation: Business | 09170542 | 5050000 Equity,0 Prefere | | 31/05/2023 |
| 2 | SHAILENDRA CHANDGOTIA S/o Ishwardas Mohanlal Chandgotia<br>Address: 402, Sant Krupa Bldg, Pandit Solicitor<br>Road, Malad East, Mumbai, Maharashtra: 400097<br>Occupation: Business | 09170753 | 5050000 Equity,0 Prefere | | 31/05/2023 |
| Total shares taken | | | 10100000 Equity,0 Preference | | |

| Signed before me | | | | | |
|---|---|---|---|---|---|
| Membership type of the witness *(ACA/FCA/ACS/FCS/ ACMA/FCMA)* | *Name of the witness | *Address, Description and Occupation | DIN / PAN / Passport number / Membership number | DSC | Dated |
| ACA | Abhishek Ashok Mehta | S/o Ashok Mehta, R/o 301/A, Rahul Apt, S.V Road, Andheri (W) Mumbai, Maharashtra-400058, Occupation: Practicing Chartered Accountant | 165275 | | 31/05/2023 |

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