

INCORPORATED UNDER THE COMPANIES ACT 1956

(A Company Limited by Shares)

MEMORANDUM OF ASSOCIATION

OF

Picturehouse Media Limited

- I. The name of the company is **Picturehouse Media Limited**.
- II. The Registered Office of the Company will be situated in the State of Tamilnadu.
- III. The objects for which the Company is established are :
 - A. **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :**
 1. To engage in production, acquisition, distribution, marketing, exhibition, telecasting and broadcasting (by any medium now known or that may be developed in the future), dubbing, remaking, selling, funding, assigning, maintaining, exchanging, altering, modifying, managing and otherwise dealing with cinematographic films, television films, tele-serials, tele-movies, short movies, corporate films, advertisement films, documentary films, animation films, cartoons, video films and video cassettes, audio cassettes, albums, compact Discs connected with the above and deal with all types of connected rights with reference to the above in and outside India.
 2. To establish, purchase, take on lease or hire studios, laboratories, Cinemas, picture places, Halls, Theatres, for production, processing, recording, dubbing, editing, duplicating, conducting shows, exhibiting including printing of films, in and outside India.
 3. To carry on in India, or elsewhere, the business of exhibitors and distributors, production, marketing and technical consultants, selling agents, indenting agents, liasion agents, representatives, importers and exporters in all the above-mentioned products .
 4. * To carry on the business of purchase, acquire, lease or in exchange or in any other lawful manner any land, buildings, structures or properties of any kind for the purpose of investment or resale and to develop the same into town ships, markets or other buildings, residential, industrial or commercial complexes and to equip the same or any part thereof with all or any amenities or conveniences including water, drainage and electric installations and infrastructure or betterment facilities and to carry on the real estate business.
 5. * To conceive, plan, survey, design, study and evaluate all steps, process, techniques and methods for setting up of all types of infrastructure projects, facilities, works and to finance, build, construct, install, erect, undertake, lay down, commissnestablish,

For PICTUREHOUSE MEDIA LIMITED


Managing Director

own, operate, manage, control and administer, lease, transfer, all infrastructure projects, facilities, works including industrial and technology parks, roads, bridges, fly-overs, highways, roadways, rail roads, railway stations, plat forms, railway yards, railway tracks including gauge conversions thereof, buildings, dams, canals, reservoirs, water supply systems, sewerage and underground drainage systems, airports, seaports, berths, docks and marine structures of all types, civil projects, environmental based projects and equipments, pipeline projects and any other projects and facilities and to produce, manufacture, import, export, design, fabricate, buy, sell and deal in all kinds of construction materials, equipments, machinery and other allied materials.

6. * To carry on the business of rendering all services such as planners, designers, consultants, constructors, builders, developers, engineers, erectors, installers, commissioning agents, management consultants and other services required for execution of any infrastructure projects.

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

1. To acquire, undertake, takeover or succeed the whole or any part of the business, property, goodwill, rights, assets and liabilities of any other person [s] (including the promoters of the company) or company or firm carrying any business which the company is authorised to carry and give by way of consideration for any of the acts or things aforesaid or property, business or rights or goodwill acquired any shares in or debentures of the company.
2. To import, directly or indirectly, all items, desirable machineries, tools, equipment and other requisites for achieving the objects of the Company.
3. To enter into any arrangements, agreements and contracts with Indian or foreign individuals, firms, companies, municipal or local bodies and government for machineries, technical know-how, collaboration, patents, trade-marks, designs, processes, receipts and full information as to the processes of designing, producing, processing, dealing, exporting, importing and marketing of all types of above mentioned products, either wholly or in part.
4. To enter into agreement with any person(s), firms, companies or concerns, in India or abroad, for obtaining the technical know-how and plant and machinery in the matter of any of the objects of the Company, and to apply for, acquire, purchase, sell any know how, technology or right, enter into collaboration to participate in any joint-venture with any corporation, partnership and individual in any business or project.

****The Main Objects (Clause III(A)) was amended with the approval of shareholders on 23rd Annual General Meeting of the Company held on September 30, 2022.***

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Managing Director

5. To buy, sell, exploit or utilize any entitlement, licenses and any other privileges that the company may obtain or acquire in carrying out any of its objects.
6. To apply for, purchase or otherwise acquire any patents, trade marks, brevets, invention, licenses, concessions, privileges, quota rights and the like conferring any exclusive or non-exclusive or limited right to exploit or use secret or other information as to any invention which may seem capable of being exploited or used for any of the purposes of the company, or the acquisition, and to exploit, use, exercise, turn to account the property, rights or information so acquired.
7. To buy, import, or otherwise deal in raw films, blank audio, video cassettes, compact discs, computers, peripherals, including printers, other tool kits, cameras, cinematographic equipments whether basic or of all types, as may be necessary to carry on the main business of the company.
8. Subject to the provisions of the Companies Act to receive money on deposit at interest or otherwise for fixed periods, and to lend surplus monies of the company on any terms that may be thought fit and particularly to customers or other persons or corporations having dealings with the Company. The Company shall not carry on
 - i. any business of Banking as defined by the Banking Regulation Act, 1949, or any statutory modification thereof or
 - ii. the business of Non Banking Finance Company
9. To enter into agreement, contract for, undertake or otherwise arrange for receiving, mailing or forwarding any circulars, notices, reports, brochures, materials, articles and things belonging to any other company, firm, institution or person or persons, by means of delivery by hand or otherwise.
10. To negotiate loans, to draw, accept, endorse, discount, buy, sell, and deal in bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments and securities.
11. To receive money, securities and valuables of all kinds on deposit at interest or for custody on such terms and conditions as may be expedient.
12. To give any guarantee or indemnity for the payment of money or the performance of any obligation or undertaking.
13. To act as selling agents, and also to provide specialised services in investor relations, relating to the objects of the company.
14. To borrow or raise money and secure and discharge any debt or obligation or binding on the Company in such manner as may be thought fit, and in particular by mortgages of the undertaking and all or any of the immovable and movable property (present or future) and the uncalled capital of the company; or by the creation and issue, on such terms as may be thought expedient, of debentures or debenture-stock, perpetual or otherwise, or other securities of any description.

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15. To employ experts to investigate and examine into the condition, management, prospects, value, character and circumstances of any business, concerns, and undertaking and generally of any assets, property or rights.
16. To give guarantee and counter-guarantee and in particular to guarantee the payment of any principal moneys secured by or payable under any debentures, bonds, debenture stocks, mortgages, charges, contracts, obligations and securities and the payment of dividends on and the repayment of the capital of stocks and shares.
17. To purchase, take on lease or in exchange, hire, and otherwise howsoever acquire any immovable or movable property, agricultural lands, patents, licences, rights and privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land, tenements, building and basements and to pay for same either in cash or in shares or securities and to sell, let., lease or under lease or otherwise dispose of or grant rights over any immovable property belonging to the company.
18. To purchase or otherwise acquire, erect, maintain or reconstruct any buildings, offices, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the Company.
19. To manage land, buildings and other property, both movable and immovable, whether belonging to the Company or not, and to collect rents and income and to supply to tenants and occupiers, attendants, servants, waiting rooms, reading rooms and other conveniences.
20. To develop and turn to account any land acquired by the Company or in which it is interested and, in particular, by laying on and preparing the same for building purposes, construction, fitting, pulling down, decorating, maintaining, fitting up, and improving by building , planting, paving, draining, farming, cultivating and letting building on lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders and others.
21. To undertake and execute any trust and also to undertake and execute the office of executor of the will of any deceased person, administrator of any deceased person, trustee for debenture-holders or debenture-stock holders of any company and receiver or treasurer, to appoint trustees, to hold securities on behalf and to protect the interests of the Company.
22. To obtain any provisional order or Act of the Government for enabling the company to carry any of its objects into effect or for effecting any modification of the Company's constitution.
23. To open current or other accounts with any banks or merchants, to deposit any money into and draw money from such accounts.
24. To amalgamate, enter into partnership or make any arrangement for sharing profits, union of interest, co-operation, joint adventure or reciprocal concession, or for limiting competition, with any individual, person or company carrying on or engage in

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any business or transaction which the Company is authorised to carry on, so as directly or indirectly to benefit the company.

25. To enter into any arrangements with any government or authorities that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority, any right privileges, licences and concessions, which the Company may consider necessary or desirable to obtain, and to carry out, exercise, use or comply with any such arrangements, rights, privileges or concessions.
26. To distributes any of the Company's property among the members in species, subject to the provisions of the Companies Act, in the event of winding up.
27. To form, promote, subsidise, organize and assist or aid in forming, promoting, subsidizing, organising or aiding companies, syndicates or partnerships of all kinds for the purpose of acquiring and undertaking any property and liabilities of this Company or of advancing directly or indirectly the objects thereof, which the Company may think expedient.
28. To acquire, purchase, take over and/or amalgamate business of companies which, under existing circumstances, from time to time, may conveniently or advantageously be combined with the business of the Company; to amalgamate with companies whose business are so acquired, purchased or taken over and/or enter into agreements with the objects or acquisition of such undertaking and/or business.
29. Subject to the provisions of the companies act to invest the surplus funds of the company from time to time in government securities or in other securities as may from time to time be determined by the directors, and from time to time to sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
30. To appoint workers, employees, executives, managers and remunerate them.
31. The provide for the welfare of the Directors, Ex-directors, employees or ex-employees of the Company and wives, widows and families or the dependants of such persons, by grant of money pension, allowances, bonus or other payments or by creating and form time to time subscribing or contributing to provident funds, and other associations, institutions, trusts and by providing or subscribing towards medical or other assistance as the Company shall think for and to subscribe to or to contribute or otherwise assist charitable, benevolent, national institutions or objects.
32. 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 carying on any business or activity of the Company in any foreign country.
33. To pay all costs, charges and expenses incurred or sustained in or about the promotion, incorporation and establishment of the Company or for issue of capital of the company or which the company shall consider to be preliminary, out of the funds of the company.

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34. To establish competitions in respect of contributions or information suitable for insertion in any publications of the company, or otherwise for any of the purpose of the company, and to offer and grant prizes, rewards and premium of such character and on such terms as may seem expedient.
35. To provide for and furnish or secure to any members or customers of the Company or to any subscribers to or purchasers of any coupons or tickets, issued with any publication of the company, any conveniences, advantages, benefits or special privileges, which may seem expedient and either gratuitously or otherwise.
36. To refer to or agree to refer any claims, 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 arbitration and to observe and perform and to do all acts, matters and things to carry out or enforce the awards.
37. To apply for, promote, and obtain any statute, order, regulation, or other authorization or enactment which may seem calculate directly or indirectly to benefit the Company; and to oppose any bills, proceedings, or applications, which may seem calculated directly to prejudice the Company's interests.
38. To sell, dispose of, transfer the business, property and undertakings of the company, or any part thereof, for any consideration, which the company may deem fit to accept.
39. To insure the properties of the company.
40. To give gifts to and to accepts gifts from any Individual, Trust, Company, Firms and other persons/entities.

C. OTHER OBJECTS OF THE COMPANY NOT INCLUDED UNDER (A) & (B) ABOVE

1. To carry on the business of Video and Audio Clubs, Cable TV Operators, Internet Browsing Centres.
2. To carry on the business of advertising contracts and agents, to acquire and dispose of advertising time, space or opportunities in any media, to undertake advertising and promotional campaigns of every nature of acquire and promote promotional requisites.
3. To carry on the business as researchers, designers, developers, manufacturers, traders, dealers, importers, exporters, reconditioners, consultants and distributors in all kinds of software, Hardware including packaged and customised software, Hardware including, Computers, computer peripherals, all forms of information storage and retrieval devices, multimedia, CAD(computer aided designs), energy conservation equipment/systems, microprocessors, office automation products, electronic equipment, of every description, semiconductors and chips, communication

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equipment, printed circuit boards, other accessories/ equipments/instruments and allied products of every kind and description for clients in India and abroad.

4. To carry on the business of establishing links via satellites, downlink and uplink reception systems.
5. To establish, maintain and manage television, radio and other audio and video centres.
6. To establish and run television channels through satellites, cables and other media.
7. To manufacture, buy, sell, import, export or otherwise deal in all types of computers, peripherals, computer linked communication systems, refrigeration and air-conditioning system, temperature control systems and humidity control and pollution control systems.
8. To act as agents, distributors, technical advisers, marketing experts and generally to do all kinds of agency business.

IV. The liability of the Members is limited.

The Authorised Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crores Only) divided into 8,00,00,000 (Eight Crore) Equity Shares of Rs. 10 each. The Company shall have power to issue shares at par or at a premium or at a discount and shall also have the power to increase or reduce its capital and to divide the capital for the time being into several classes and to attach such preferential, qualified, deferred, non-voting or special rights, privileges, conditions or restrictions thereto as may be permissible by law and as may be determined by or in accordance with the Articles of Association of the Company for the time being in force, and to vary, modify or abrogate such rights, privileges or conditions in such manner as permitted by law and as provided by the Articles of Association of the Company, for the time being in force.”

Notes:

1. *Authorised capital increased from One Crore to Eleven Crores by Members in E.G.M held on 10.03.2000.*
2. *Authorised capital increased to Twelve Crores by Members in E.G.M held on 02.05.2000.*
3. *Authorised capital increased to Rupees Seventy Five Crores by the members on March 15, 2011 by way of postal ballot*
4. *Authorised capital increased to Rupees Eighty Crores by the members in the EGM on February 24, 2012*
5. *Preference shares reclassified as Equity Shares in Authorized Capital by the Members in 13th AGM held on 26th September, 2012.*

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Managing Director

- V. We the several persons whose names and addresses are hereunto subscribed, 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 this Company set opposite our respective names.

Sl No.	Names, Address, Descriptions and Occupations and signature of Subscribers	No. of Equity Shares taken by each subscriber	Name, address, Description and Occupation and Signatures of Witness
1.	Sd/- T.Suresh Chandra Menon, S/o. K.U.K.Menon, # 7, First Crescent Road, Gandhi Nagar, Adyar, Chennai 600 020. Film Maker.	90 (Ninety Only)	Sd/- S.V.Venkateshwaran, S/o.K.S.Venkatramani, Sri Krishna Nivas, # 7, Raja Street Ext., Robertsonpet, R.A.Puram, Chennai 600 028. Chartered Accountant
2.	Sd/- Asha Menon, D/o. Maj.M Kelunni # 7, First Crescent Road, Gandhi Nagar, Adyar, Chennai 600020. Film Artiste	10 (Ten Only)	
3.	Sd/- T.P. George, S/o. Pius Joseph 3/1, Ramappa Nagar Ext., Perungudi, Chennai 600096. Business.	10 (Ten Only)	
4.	Sd/- Mukund Vijayan, S/o. Vijayan 28, Krishna Street, T.Nagar, Chennai 600017 Business.	10 (Ten Only)	
5.	Sd/- Malini Ravi, D/o. Ramdass Menon A4, Arundathi Apts., # 9, First Crescent Road, Gandhi Nagar, Adyar, Chennai 600020 Educationalist	10 (Ten Only)	
6.	Sd/- Radha Menon, D/o. Gopala Menon # 7, First Crescent Road, Gandhi Nagar, Adyar, Chennai 600020 Business	10 (Ten Only)	
7.	Sd/- T. Ravindran, S/o. P.M.Panikar A6, Arundathi Apts., # 9, First Crescent Road, Gandhi Nagar, Adyar, Chennai 600020 Business	10 (Ten Only)	
	Total :	150 (One Hundred & Fifty Only)	

Place : Chennai

Date: 29/01/2000

For PICTUREHOUSE MEDIA LIMITED


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