

THE COMPANIES ACT, 1956
AND
THE COMPANIES ACT, 2013, TO THE EXTENT IN FORCE
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SHEMAROO ENTERTAINMENT LIMITED

- I.** The Name of the Company is **SHEMAROO ENTERTAINMENT LIMITED¹**.
- II.** The Registered Office of the Company will be situated in the State of Maharashtra within the jurisdiction of the Registrar of Companies at Mumbai, Maharashtra.
- III.** The Objects for which the Company is established are:
- A. ²THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
1. To carry on business of manufacture, recording, reproducing, duplicating, processing and trading (including ecommerce trading through websites, cable or any other audio/video medium/format) of video cassettes, video grams, video disc, DVD, Laser Disc, compact disc or other audio/visual medium/formats and such other media, all types of films and features including Documentaries, Indian and Foreign dances, Indian or Foreign feature films of places, of Tourist interest and Historical importance, Indian culture features such as festivals and the like, T.V. serials and similar objects for viewing on Television set and /or for viewing / exhibition cable, T.V. video parlours, internet, intranet and any other such place and trading and marketing the above all over the world for cash, non-cash consideration or barter system against services offered and/or supply of goods, rights and materials in which the company is engaged.
 2. To carry on the business of distribution of video films of all types and of manufacturing, trading, sales and hire of video cassettes video grams, video discs and/or Audio Video medium/formats and other such media and to purchase and sell, lease, assign/reassign, or commercial exploitation of audio visual (film and non-film) content rights across various mediums and transmission methods including but not limited to video / video on demand, satellite, cable / pay TV, pay per view, web, internet right, theatrical rights, negative rights in domestic as well as overseas market and all over the world
 3. To carry on business of producing, co producing, presenting, distributing, exhibiting, importing, exporting of films, movies, documentaries, music videos, commercial advertisement, web based programming, short films, animation, promotion of films, serials, programmes, plays, trailers, blocks, posters, and publicity materials and to act as dealers, agents of such films, movies, serials, programmes and plays and to take part in any film festivals, award functions, (domestic or international), and to establish, maintain or take and provide on hire studio and other equipments for the production, performance, projection of films, movies, serials, programmes and plays and business of transfer related technical services (in-house and for outside parties) such as film to video transfer, editing in various formats, sound recording, dubbing editing, VCD / DVD/ Laser Disc/Compact Disc mastering, Non-linear editing, format transfer on VHS / DVD / VCD/ Laser Disc/Compact Disc/ Digi – Beta cam / Umatic / other digital / analog format, etc., VCD / DVD Laser Disc/Compact Disc recording and other post production processes.

4. ⁴To receive, buy, sell, procure, develop, produce, commission, decrypt, aggregate, turn around, encrypt and distribute various kinds of entertainment contents/software (programmes); data for their aggregation, exhibition, distribution, dissemination and broadcasting on TV channels / TV signals / video and audio signals, be it satellite TV channels or terrestrial TV channels or cable channels/network, IP and Mobile Television, or Direct-to-Home broadcasting, through any mode of technologies; including distribution and dissemination at any events of corporate, individuals and to organize, manage, promote celebrity management, award nights, star nights, shows, fashion shows, entertainment shows, music shows, exhibitions, events, cultural and luxury events, government and private events, fairs, expositions, seminars, concerts, parties; and to purchase or acquire, take over otherwise or renew recipes, reproduce, formulae, licenses, trademarks, patents, designs and all information as to the process of manufacturing and the right to manufacture/to manufacture of all substances, stationary, commodities, articles, merchandise, clothes, goods and things or deal in and to undertake the necessary activities to promote sales of such goods, services and merchandise manufactured/dealt with/provided by the Company and to act as brand owner, licensee, franchisee, representative or distributors; and to conduct classes, seminars, demonstrations, impart education and training programmes, develop and establish studio, institution, classes in the field of entertainment, films production and distribution industry and any business as may be incidental or necessary for the achievement of Company's object.

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN PART 'A' ARE:

5. To acquire land, buildings, offices or any interest therein for the purpose of business of the Company.
6. To acquire and take over as a going concern by purchases of or on lease and to undertake, to carry on the whole or any part of the business together with the goodwill and trade name, property, rights and liabilities of any' person or persons, firm or any company carrying on any business which is within the objects of the Company or which the Company is authorised to carry on and to pay for the same by shares, debentures, debenture-stock, bonds, cash or otherwise and to conduct and to carry on or liquidate and wind-up any such business
7. To amalgamate, enter into foreign or Indian, technical and/or Financial collaboration, partnership or into any arrangement for Sharing of profits, union of interest, co-operation, joint-venture, Reciprocal Concession or otherwise with any person, firm, Corporation, Government or Company carrying on, engaged in or about to carry or engage in any business, undertaking or transaction which the Company is authorized to carry on or engaged in and to lend money, to guarantee the contracts or otherwise assign any person any rights and to hold shares or securities of any such persons, firms or companies and to sell, re-issue with or without guarantee or otherwise deal with the same.
8. The Company may at any time invite and receive or without any such Invitation receive any gifts of immoveable or moveable property and Offerings or voluntary donations or bequest and legacies either from the Shareholder or from any other person or give gifts of immoveable or moveable property and offerings or voluntary donations, bequest and Legacies either to the shareholder or to any other person for all or any of the objects of the Company with or without any special conditions Provided such gifts received or gifts made or the conditions attached are not inconsistent with or derogatory to any of the objects of the Company.
9. To place to reserve or to distribute as bonus shares the money arising from the sale by the Company of forfeited shares in conformity with the provisions of the Companies Act, 2013.

10. To promote, from and to be interested in, and take, hold and dispose of Share in any other company having objects similar, altogether or in part to those of this Company.
11. To enter into, make and perform contracts and arrangements of every kind and description with corporate Body, State or Central Government or any Companies, firms or persons that may seem conducive to the Company's objectives or any of them and to obtain from any such authority any rights, privileges, charters, contracts, concessions, licenses for purchase Of any kind of goods, securities, shares, stocks, debenture which the company for the time being may think desirable to obtain and to carry out, exercise and comply with such arrangements, rights, privileges and concessions.
12. To sell sublet, mortgage, lease, manage, develop, exchange dispose off or transfer the business, immovable or moveable property and undertaking of the Company or any part thereof or any part of the property, rights and concessions of the company in such manner and upon such terms and conditions and for such consideration as the Directors of the Company, for the time being may think fit to accept and in particular for cash, shares, debentures, debenture-stock, bonds or securities of any other company having objects altogether, or in part similar to those of this Company.
13. To receive, raise or borrow money other than public deposits from time to time for any of the purposes of the company by bonds, debentures, deposits, promissory notes or by taking credit in or opening current accounts with any individual or firm or with any bank or Bankers, financial institutions and whether with or without giving any security, goods or other articles or by mortgaging, charging, hypothecating any lands, buildings and machinery, goods, assets or revenue of the Company, present or future, including its uncalled capital or by the issue of debentures,. debenture-stock, perpetual or otherwise including debentures, debenture-stock convertible into shares of this or any other company or to convey the same absolutely or in trust and, give lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off such securities subject to the provisions of Section 73 of the Companies Act,2013 and directives, of Reserve Bank of India
14. To lend or deposit money belonging or entrusted to or at the disposal of the company to such person or company and in particular, to, customers and others having, dealings with the Company with or without security upon such terms as thought proper and to invest or otherwise employ such money, in such manner as may be thought proper and from time to time to vary such transactions. However, the Company shall not carry on banking .business as defined under the Banking Regulation Act, 1949.
15. To invest and deal with the money of the Company not immediately required in moveable properties ,shares, stock, bonds units of mutual funds ,debentures, obligations or other securities of any company or association or in Government Securities or" in current or deposit account with banks or in the mortgage in immovable properties of any tenure or on the pledge of moveable property or in any other manner as may from time to time be determined by the Directors' of the company for the time being and from time to time ,sell or vary all such investments and execute all assignments ,transfers, receipts and documents that may be necessary in that behalf.
16. To give guarantee for the performances or discharge of any obligations, liabilities, duties or the payments of money by any persons, firms and companies or Governments of State and to give indemnities
17. To establish and maintain branches in India or abroad and to employ and remunerate experts and agents for the purpose of carrying on the company's objects

18. Subject to the provisions of, the Companies Act, to distribute among the members in specie or kind any property of the Company or any proceeds of sale or disposal of any property, in the event of winding up.
19. To draw, make, issue, accept, transfer and endorse, discount, execute and' negotiate promissory notes, hundies, bills of exchange, cheques drafts ,bill of lading, letters of credit, delivery orders, dock-warrants 'railway or transport receipts, warehouse-keeper's certificate and other negotiable or commercial or mercantile instruments connected with the business of the Company
20. To open accounts with any bank or banks and to deposit money therein and to draw and endorse cheques on and to withdraw money from such accounts and generally operate upon same (whether overdraft or not) as may be required for any of the objects or business of the Company.
21. To insure any of the persons, properties, undertakings, contracts, guarantees or obligations or 'profits of the Company of every nature, and kind in any manner whatsoever.
22. To refer any dispute, claim or demand by or against the Company to arbitration and observe and perform the awards.
23. To carry on the business of holding brands, trademarks and other IP rights of group companies and to acquire from time to time, to invest in and deal or trade in patents, trademarks, brevets, inventions~ licenses, concessions and effects and to turn the same to account, dispose off, lease out or otherwise deal with the same.
24. To establish, provide, maintain and conduct or otherwise subsidize training, programmes, lectures, meetings and Conferences in connection with business of the Company.
25. To be interested in, promote and undertake the formation and establishment of such Institutions, associations, chamber of commerce or other bodies within the objects of the Company and to acquire, promote and/or subsidies any industry or undertaking.
26. To undertake and execute any trust the undertaking whereof may seem desirable either gratuitously or otherwise, and/or to make donations to any persons, company or association and to subscribe or guarantee money for any national, international, charitable, benevolent, educational, public object, activity, exhibition or trade show which may be conducive to the objects of the Company or in the interest of its members or the welfare of the staff and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions, subject to the provisions of the Companies Act,2013.
27. To enter into any arrangement and to take all necessary or proper Steps with Government or with other authorities supreme; national, local, municipal or otherwise of any Place in which the company may have interest and to carry on any negotiations or operations for the purpose of carrying out the objects of the Company or effecting any modification in. the constitution of the Company or furthering the interest of its members and to oppose any such steps taken by the other company, firm or persons, which may be considered likely to prejudice the interests of the Company or its members and to promote or assist the promotion, whether directly or indirectly or any legislation which may appear to be in the interest of the Company and to oppose and resist legislation which may seem disadvantageous to. the company and to obtain from any such Government authority or any Company any charter, contracts, decrees, rights, agencies, loans, privileges or concessions which the Company may think fit or desirable to obtain or carry out, exercise and comply with any such' arrangements, charters, contracts, decrees, rights, privileges or concessions.

28. To promote from and register and aid in promotion, formation and registration of any Company or Companies having similar objects ,for the purpose of acquiring all or any of the property undertaking, rights and liabilities of such company and to be interested in, or take or otherwise acquire, purchase, hold, *sell* or otherwise dispose of shares, debentures. and other securities in or of any such Company or any other Company, for all or any of the objects mentioned in this Memorandum and to subsidies or otherwise assist any such Company and to undertake the management or other work, duties and business of any such company on such terms and conditions as may be determined.
29. To create any depreciation fund, reserve fund, sinking fund, insurance fund, dividend equalizing fund, capital redemption fund any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the interest of the company.
30. To provide to the welfare of the Directors, ex-Directors, Employees or ex-employees of the company or its predecessors in business and the wives and families of the dependents or connections of such persons by building or contributing to the building of houses, dwellings, chaws or quarters or by grants of money, pensions, gratuities, allowances, bonuses, awards, profit sharing or other schemes of trust and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the Company shall think fit and to establish, maintain and grant scholarships, money to any persons for technical study and education in India and elsewhere in the world which may be necessary or useful for any of the objects of the company and to subscribe or otherwise to.. assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the company either by reason of locality of operation or of public and general utility or otherwise
31. To pay out of the funds of the Company, all expenses of and incidental to the issue and subscription of the shares or loans or capital including brokerage, underwriting or other commission for obtaining applications for or placing or guaranteeing the placing of shares or any debentures, debenture-stock and other securities of this company and also all expenses attending the issue of any circular or notices and printing, stamping, circulating proxies and forms to be filled up by the members of the Company.
32. To employ experts to investigate and examine into the conditions, prospect, value, character and circumstances of any business concerns and undertakings having similar objects and generally of any assets, concessions, properties or rights
33. To donate or gift in cash or kind, for any national charitable, benevolent, public or useful purposes or to any institution, club, society, research association, fund, university, college or any other person or body, subject to the provisions of the Companies Act, 2013.
34. To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to exercise, carry out, 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 on the same into effect.
35. To apply for, purchase or otherwise acquire any patents, patent rights, Copyrights, trademarks, formulas, licenses, concessions and the like or any Secret or other Information.
36. To adopt such means of making known the business of the Company as may seem expedient and in particular, by advertising in the press or any other means, by circulars,, by purchase and exhibition of

works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations, subject to the provisions of the Companies Act, 2013.

37. To become member of other bodies of persons and association, including such societies, clubs and companies limited by guarantee, whether formed for profit or non-profit activities.
38. To pay, out of the funds of the Company all the costs, charges, expenses of and incidental to the promotion, formation, registration and establishment of the Company or any other company promoted by the Company or any company in which the company is or may contemplate being interested.
39. ⁴To carry on the business of film manufacturers, film apparatus, film producers; both sound and silent, hippodrome and circus proprietors, managers of cinema houses, theatres, concerts halls, picture places and studios and the business of letting or sub-letting to use of cinema halls, theatres, picture places, studios or other machinery, apparatus, building or structure of the Company for purposes of use, execution, display of films, dramatic or theatrical performances, concerts or other entertainment or amusements or objects allied to or of similar kind as of the company and to provide for the production, direction, exhibition, display, whether by mechanical means or otherwise of plays, open-air or other theatrical performances, operas, vaudevilles, ballets, pantomimes, juggling, mesmeric, yogic, hypnotic, spectacular, etc.
40. ⁴To provide consultancy services relating to entertainment, films production and distribution, telecommunication, channel & content, satellite, transponder, communication, broadcasting network systems, mobile systems, telephony, information technology and exploiting software associated with provision, techniques, techniques of production, advertising, publicity material, cost and quality control, and acting as advisors and consultants on all matters relating to entertainment, films production and distribution industry.
41. ⁴To manufacture, assemble, put to place, set up, plant, establish, develop, acquire, purchase, launch, re-launch, hire, lease, timeshare, manage, maintain, operate, run, replace, sell, upgrade, or otherwise commercially exploit, ground station assets, satellite transponders, control sections, via uplink or downlink or otherwise for the purpose of transmitting, relaying, telecommunicating, broadcasting, narrowcasting, telecasting, any form of radio, video signals both terrestrially and/or spatially.
42. ⁴To act as advertising and publicity agents and contractors and for this purpose to purchase sell, sponsor, hire, charter, manage, acquire, undertake, hold, provide and promote, publicity or advertising time-space or opportunity on any channel, radio station, internet, broadcasting center, television center, video cassettes, audio cassettes, hoardings, neon signs, electronic display board, cinema cable network, newspapers, magazines, souvenirs and all other present and feature medias or display devices.
43. ⁴To undertake Corporate Social Responsibility ('CSR') activities in terms of the provisions of the Companies Act, 2013 and Rules made thereunder or in such other manner as the Company deems fit.
44. ⁴To create any Incubation fund and/or center and create, promote, participate and provide an integrated package of work space, shared office services, access to content, secretes, trademark, copyrights, access to specialized equipment along with value added services like fund raising, legal services, business planning, technical assistance and networking support or any support to encourage, conceptualize, commercialize any ideas and opportunities including but not limited to idea generation and discovery, idea selection, idea implementation and idea diffusion and also support process that accelerates the successful development of startup and fledgling companies / ideas and whatsoever conducive to the interest and to the objects of the Company.

45. ⁴To develop, provide, undertake, design, distribute, market, license and deal in systems and application software and act as service provider and undertake any and all kinds of internet / web / mobile based activities and transactions to provide basic and value added service with or without contents, films, songs, video, resource planning, e-commerce, value added products and other business applications to users of computer, telecom, digital, mobile and other electronic and digital equipments and provide solutions / packages / services through applications services via internet or otherwise as may be directly or indirectly conducive to any of the Company's objects or otherwise expedient.
 46. ⁴To carry on the business of producing, distributing and exhibiting, films or manufacturing, leasing, and dealing in cameras, projectors and photographic equipment and materials and to manufacture , hire purchase, finance or lease, deal in radio sets, television sets, radio receiving and transmitting sets, transistors, tape recorders, cassette tapes, toys, educational aids, video, video tapes and their accessories, components, parts, wireless apparatus, all durable, industrial and commercial properties, assets, vehicles, machinery, equipment, tools, instruments, machinery and appliances of all descriptions.
 47. ⁴To own, construct, run, manage, take on lease or in exchange or otherwise, acquire any lands with or without any structure thereon and any interest or rights therein, render technical advice in construction and running of and to carry on business of theme restaurant and resort, motels, hotels, beach resorts, health resorts, restaurants, cafes, inns, guest houses, taverns, refreshment rooms, theme park, amusement park, wonder park, canteens and to run night clubs, club houses and to provide facilities such as dressing rooms, libraries, indoor and outdoor games, swimming pools, recreation rooms, bars, beauty shops, massage parlor, laundry, exhibition, entertainment, television, video shows, cinemas and operas.
 48. ⁴To undertake the business of holiday makers, travels and arrange, organise or manage picnics, tours and travel, holidays, entertainment, fashion shows, musical evenings, fashion and talent parade, film tour, all kind of guided tour and to facilitate travelling and to provide tourists and travellers all types of facilities for comfortable holiday by making arrangements of tickets, circular tickets, sloping cars, berths, vehicles, hire rooms, hotel booking, boarding and / or lodging facilities and making provisions for guides, safe deposits, tourist information service, baggage safety, transport and to organise religious, educational, sightseeing and other activities connected with the holidays, tours and travels.
 49. ⁴To provide any solutions, services, develop, maintain, operate, own, establish, install, host, provide, create, facilitate, supply, sale, purchase, license or otherwise through any technologies, Internet and E-commerce and through any networks and create any platform treated as market including any form for buying, selling, trading and dealing.
 50. ⁴To indemnify officers, directors, agents, and employees of the Company against proceedings, costs, damages, claims, and demands in respect of anything, done by them for and in the interest of the Company or for any loss, damages or misfortune which shall happen in execution of the duties of their office or in relation thereto.
- IV.** ⁴The Liability of the Members is Limited and this liability is limited to the amount unpaid, if any, on shares held by them.
- V. a)**³ The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) Equity shares of Rs. 10/- (Rupees Ten only) each
- b)** The Paid up Capital of the Company shall be minimum Rs.5,00,000/- (Rupees Five Lakhs only).

Notes: Alterations to the Memorandum of Association

¹ The Name of the Company was changed from “Shemaroo Holdings Private Limited” to “Shemaroo Entertainment Private Limited” vide Special Resolution passed at an Extra Ordinary General Meeting held on December 3, 2007. Subsequently, the Company was converted to a Public Limited Company vide Special Resolution passed at an Extra Ordinary General Meeting held on March 26, 2011.

² Inserted vide Special Resolution passed at an Extra Ordinary General Meeting held on May 28, 2008.

³ The authorised share capital of the Company was amended from time to time by passing requisite resolutions at the meeting of the shareholders. The details of the altered Authorised Share Capital of the Company, since Incorporation are as follows:

(Amount in ₹)

Date of Amendment	Type of Meeting	Nature of Alteration
<i>Share Capital subscribed at the time of incorporation:</i>		
1,000 equity shares of ₹100 each		
<i>Subsequent amendments:</i>		
December 3, 2007	Extra Ordinary General Meeting	The initial authorized share capital of our Company of ₹1,00,000 comprising of 1,000 equity shares of ₹100 each was subdivided from equity shares of ₹100 each to ₹10 each.
December 3, 2007	Extra Ordinary General Meeting	The authorized share capital was increased from ₹1,00,000 divided into 10,000 equity shares of ₹ 10 each to ₹50,00,000 divided into 5,00,000 equity shares of ₹10 each.
December 20, 2010	Extra Ordinary General Meeting	The authorized capital was increased from ₹50,00,000 divided into 5,00,000 equity shares of ₹10 each to ₹10,00,00,000 comprising of 1,00,00,000 equity shares of ₹10 each.
July 11, 2011	Annual General Meeting	The authorized capital was increased from ₹10,00,00,000 comprising of 1,00,00,000 equity shares of ₹10 each to ₹30,00,00,000 comprising of 3,00,00,000 equity shares of ₹10 each.

⁴ Inserted vide Special Resolution passed through Postal Ballot on December 22, 2016.

We, the several persons, whose names and addresses are 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 the company set opposite to our respective names.

Names, Addresses, Descriptions and Occupations of subscribers.	No. of Equity shares taken by each subscriber.	Signature of Subscribers.	Signature, Names, Addresses, Descriptions and Occupations of Witnesses.
<p>ATUL MARU. S/o Hirji Devji. 51-Usha-Kiran, 15-M.L. Dahanukar Marg, (Carmichael Road) Mumbai-400 026</p> <p>OCC: BUSINESS</p>	<p>500 Equity Shares Of Rs. 100/- each.</p>	<p>Sd/-</p>	<p>WITNESS TO BOTH Sd/- VINAYAK RATNAKAR GAWANDE S/o Ratnaka Gawande Tax Consultant 7/10, Botawala Bldg., 1st Floor, Horniman Circle, Fort, Mumbai 400 001.</p>
<p>RAMAN MAROO. S/O Hirji Devji. 21-22-A, Wood Land, 67, Pedder Road, Mumbai-400 026.</p> <p>OCC: BUSINESS</p>	<p>500 Equity Shares Of Rs. 100/- Each.</p>	<p>Sd/-</p>	
<p>TOTAL</p>	<p>1000 One Thousand Equity Shares of Rs. 100/- Each</p>		

PLACE: MUMBAI

DATED: 17th day of December 2005