

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
BASILIC FLY STUDIO LIMITED #¹

I. The name of the Company is **BASILIC FLY STUDIO LIMITED. #¹**

II. The registered office of the Company will be situated in the State of Tamil Nadu.

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 ARE:-

1. To carry on the business of animation and multimedia activities and to produce, buy, sell, import, export or otherwise deal in cinematographic films, television films, video films and video cassettes. 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
2. To carry on the business of film manufacturers, film apparatus manufacturers, film producers, both sound and silent, hippodrome and circus proprietors, mana picture places and studios, letting or subletting the use of cinema hall, theatres, picture, places, studios or other machinery, apparatus, building or structure of the company for the purpose use, exhibitions, display of films, dramatic or theatrical performances, concerts or other entertainment, of amusements or objects allied to or of similar kinds as of the company and to provide for similar kinds as of the company and to provide for the production, directions, exhibitions, representation display, whether by mechanical means or otherwise of plays, open air or other theatrical performances, ballets, hypnotic, spectacular and animation, multimedia activities and production, distribution of films and motion pictures, including running theatres, cinemas, studios and cinematographic shows and exhibitions.

#¹ [Conversion of the Company from Private to Public and amendment to Name clause, vide Special Resolution passed by the Shareholders Extra Ordinary General Meeting held on 29/12/2022]

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:

1. To acquire and undertake the whole or any part of the business, property and liabilities of any person carrying on any business which the Company is authorized to carry on or possession of property suitable for the purpose of the objects of the Company.

2. To apply for, purchase or otherwise acquire any patent, patent right, copyright, trademark, formula, license, lease, concession, conferring any exclusive or limited right to use or other information as to any invention which may seem capable of being used for any of the purpose of the company or the acquisition of which may directly or indirectly to benefit the property, rights, or information so acquired.

3. To enter into any arrangement with any Government or authority whether Municipal, local or otherwise or any person, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges and concessions which the company with any such arrangement, rights, privileges and concessions.

4 To establish or support or add in the establishment and support of Associations, institutions, funds, trusts, and conveniences for the benefit of past or present employees or directors of the company or the dependants of such persons; and to grant pensions and allowances to make payments towards insurance; to subscribe or guarantee money for charitable or benevolent object or useful object for general public.

5 To purchase or import, take on lease or in exchange, hire or otherwise acquire any movable or Property and any right or privileges which the company may think necessary or convenient for the purposes of its business and in particular any land, building, easements, machinery, plant and stock-in-trade.

6 To subscribe for, absolutely or conditionally or otherwise acquire and to hold, dispose of shares, stocks and securities or obligations of any other company whether incorporated in or outside India.

7 To invest and deal with money of the Company, not immediately required in such manners as may from time to time, be thought fit subject to provisions of the Act.

8 To engage agents, distributors, re-sellers, canvassers, representatives, employees and sub-agents, including technically qualified staff for the purpose of the company's business and to arrange for and undertake to train such staff, employees, sub-agents and representatives.

9 To lend and advance money or give credit to any person or company to give guarantee or indemnify for the payment of money or the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of moneys lent or advanced to, the liabilities incurred by any person subject to the provisions of the Act.

10 To borrow or secure money in such manner as the Company may think fit or to make repayment of any debt, liability perform any contract entered into or the issue of debentures, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital and to purchase, redeem, or pay off any such securities. The company shall not carry on business of banking as defined by the Banking Regulation act, 1949.

11 To establish subsidiaries companies, amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with any person or company carrying on, engaged in or proposing to carry on or engage in any business or transaction which the Company is authorized to carry on or engaged in, or which is capable of being conducted so as directly or indirectly to benefit the Company, and to take or otherwise acquire and hold

shares, stock, securities, obligations or other interests in any such person or company, and to subsidize or otherwise assist any such person or company.

12 To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

13 To adopt such means of making known and advertising the business and products of the Company as may be expedient.

14 To apply for, promote, and obtain any order, regulation, or other authorization or enactment, which may directly or indirectly benefit the Company.

15 To procure recognition of the company in any country or place outside India.

16 To issue or allot fully or partly paid shares in the capital of the company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the Company.

17 To take or hold mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Company's property of any kind sold by the Company or any money due to the Company from buyer.

18 To pay out of the funds of the Company all or any expenses which the Company may lawfully pay for services rendered for formation and registration of the Company and for promotion of any other Company by its subject to the Act.

19 To insure the company fully or partly against any losses, damages, risks, accidents and liabilities of all kinds which may affect it whether in respect of its contracts, agreements, advances, securities, undertakings, properties, belongings, goods, articles, guarantees & obligations or in respect of servants or employees of the company either by setting apart funds of the company or by effecting appropriate insurances from time to time.

20 To make donations either in cash or in kind for such objects or causes as may be directly or indirectly conducive to any of the Company's objects or otherwise expedient.

21 To aid and support any person, association, body or movements, whose object is solution, settlement or surmounting of industrial or labour problems of the promotion of science and technology, cultural activities, sports, environment, rural development and other social, welfare and recreational activities. To sponsor sport, entertainment and other leisure and recreational activities to aid and promote the Company's activities and other interests.

22 To join and participate in any dealers Forum or Council or Chamber of Commerce or Commercial institutions or Bodies as member or associate member and to pay all subscriptions and other charges for such purpose.

23 To refer all questions, disputes or differences arising between the Company and any other person (other than a Director of the Company) in connection with or in respect of any matter relating to the business or affairs of the Company to arbitration in such manner and upon such terms as the company and such other person may mutually agree upon such terms as the company and such other person may mutually agree upon in each case and such reference to arbitration may be in accordance with the provisions of the Arbitration & Conciliation Act, 1996 and the Rules of the International Chamber of Commerce relating to arbitration, and to institute legal proceedings or defend any proceedings and to appoint advocates, consultants or advisors in this behalf.

24 To create any depreciation funds, reserve fund, sinking fund, insurance fund, or any special or other fund whether for repayment of redeemable preference shares, redemption of debenture stock, for dividends, for equalizing dividends for repairing, improving, extending and maintaining any part of the property of the Company.

25 To open and operate any type of bank accounts with the Bank and obtain credit facilities with or without securities for its business.

26 To train or pay for training in India or abroad of any of company's Directors, employees or officers or any candidate in the interest of or furtherance of the Company's objects.

27 Subject to provisions of Section 180 of the Companies Act 2013 to sell or dispose of the undertaking of the company and all or part of any property or effects of the Company for cash or for stock, share, securities of any other company or for such other consideration as the company may think fit.

28 To employ and pay experts, consultants, engineers in connection with the planning, operating and development of all business connected with the Company's operations.

29 To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights and liabilities of the company.

IV. "The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

*#² V. The Authorized Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) equity shares of Rs.10 (Rupees Ten Only) each.

#2 The Authorized Share Capital of the Company has been increased from Rs.1,00,00,000/- to Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) equity shares of Rs.10 (Rupees Ten Only) each, as amended vide Ordinary Resolution passed by the Shareholders at their Extra Ordinary General Meeting held on 29/12/2022.

*The Authorized Share Capital of the Company has been increased from Rs.5,00,000/- to Rs. 1,00,00,000 (Rupees One Crore Only) divided into 10,00,000 (Ten Lakhs) equity shares of Rs.10 (Rupees Ten Only) each, as amended vide Ordinary Resolution passed by the Shareholders at their Extra Ordinary General Meeting held on 22.02.2018.

VI. 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 against our respective names.

| Sl No | Name, Address, Description and Occupation | Subscriber Details | |
|--------------|---|--|---|
| | | No. of Equity shares Taken by each subscribers | Signature, Name, Address, Description and Occupation of Witness |
| 1 | Sd/- R.BALAKRISHNAN S/o.D RAJARATHINAM NO.215, THIRUPUR KUMARAN STREET, MAJESTIC COLONY, VALASARAVAKKAM, CHENNAI – 600087, TAMILNADU, INDIA OCCUPATION:BUSINESS | 37500 (THIRTY SEVEN THOUSAND FIVE HUNDRED ONLY) | I WITNESS TO THE SUBSCRIBERS WHO HAVE SIGNED AND SUBSCRIBED IN MY PRESENCE. FURTHER I HAVE VERIFIED THEIR DETAILS FOR THEIR IDENTIFICATION AND SATISFIED MYSELF OF THEIR IDENTIFICATION PARTICULARS AS FILED IN |
| 2 | Sd/- D. PINTO SASIKUMAR S/o.S.DEVANAYAGAM NO.3,AKBAR SQUARE, II ND STREET, KOLATHUR, CHENNAI – 600099, TAMILNADU, INDIA OCCUPATION:BUSINESS | 12500 (TWELVE THOUSAND FIVE HUNDRED ONLY) | Sd/- S. JEGADEESAN S/o.SUNDARA PANDI NO. 7, NORTH USMAN ROAD, T.NAGAR, CHENNAI – 600017, TAMILNADU, INDIA OCCUPATION: CONSULTANT |
| TOTAL | | 50,000 (FIFTY THOUSAND ONLY) | |

Date:21/01/2016

Place: Chennai