

**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**

**OF**

**PHANTOM DIGITAL EFFECTS LIMITED #<sup>1</sup>**

I. The name of the Company is **PHANTOM DIGITAL EFFECTS LIMITED. #<sup>1</sup>**

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 creating special effects and animations in all types of visual communications including films which can be shown/seen on all types of screens. Creation of animation films which can be shown/seen/ on all types of screens and creation of animation games which can be played/seen/shown on all types of screens

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

1. To improve, manage, construct, repair, develop, exchange, let on lease, or otherwise mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company.
2. To create any depreciation fund, sinking fund, insurance fund, or any special or other fund whether for depreciation or for repairing, improving, replacing, renewing, extending or maintaining any of the properties of the Company or for any other purpose whatsoever deemed beneficial to the Company.
3. To invest (other than investment in Company's own shares) and deal with the moneys of the Company not immediately required in such manner as may, from time to time, be determined and to hold or otherwise deal with any investments made
4. To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyship of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit, provided that the company shall not to do any banking business within the meaning of Banking Regulation Act,1949.

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**#<sup>1</sup> [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 21/07/2022]**

5. Subject to the provisions of the Companies Act 2013, to borrow and raise money in such manner as the company shall think fit and to secure the repayment of money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
6. To open bank accounts and to draw, make, accept endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
7. To apply for, promote and obtain any Order or Licence of the Department of Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings which may directly or indirectly to prejudice the Company's interests.
8. To adopt, carry out or give effect to any pre-incorporation or post-incorporation agreements or arrangement/s or any modification/s or amendment/s thereto, arrived at between the Company's promoters and shareholders or between the Company and any Government authority (Central, State, Municipal, Local or otherwise), Company (whether incorporated in India or outside India), firm or person for promotion of the Company, capital and management structure of the Company, provision of technical knowhow to the Company and or in respect of any matter/s concerning the affairs and business of the Company.
9. To enter into any arrangements with any Government authority (Central, State, Municipal, Local or otherwise), company (whether incorporated in India or outside India), firm or person 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 charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.
10. To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of, any other company having objects, altogether or in part, similar to those of the Company or to enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
11. To provide and assist for technical training, education, aid and advice to any person in respect of any matters connected with or incidental to the business of the Company.
12. To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be expedient for attainment of its business.

13. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for undertaking, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
14. To adopt such means of making known the products and activities of the Company as may seem expedient and in particular by advertising in the press, by circulars, pamphlets, hand bills, posters and cinema slides by purchase and/ or exhibition of works of art, publication of books and periodicals and by granting prizes, rewards, donations and organising and participating in exhibitions.
15. To employ, retrench, lay-off, suspend, terminate the appointment of or dismiss executives, managers, assistants, clerks and other employees and to remunerate them at such rates as shall be expedient for the business of the Company.
16. Subject to the provisions of the Companies Act, 2013 to support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its Directors or employees or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and
17. superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such Director or employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
18. To promote any other company for the purpose of acquiring the whole or any part of the business or property, and undertaking or liabilities of the company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the share or securities of any such company as aforesaid.
19. To purchase, lease, rent, hire or by any other means acquire and take options over any property, and any rights or privileges in respect of any property. Provided, however, such purchase, lease, rent, hire or acquisition of property shall only be for the purposes of Company's business undertaken pursuant to the main objects.
20. Subject to the provisions of the Companies Act, 2013 to sell or otherwise dispose of whole or any part of the business or property of the Company, either together or in portion/s, for such consideration as the Company may deem fit, and in particular for shares, debentures, or securities of any company purchasing the same.
21. To distribute, subject to the provisions of the Companies Act, 2013 among the Members of the Company in kind or specie any property of the Company of whatever nature.
22. To procure the Company to be registered or recognised in any part of the world in furtherance of its objects.

23. To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and either alone or in conjunction with others and to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

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."

V. The Authorized Share Capital of the Company is Rs.7,00,00,000/- (Rupees Seven Crore Only) divided into 70,00,000 (Seventy Lac) equity shares of Rs. 10(Rupees Ten Only) each. \*\*\*\*

VI. We the several persons whose names and addresses are subscribed below 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.

| Name, Address, Description and Occupation of subscriber                                                                                                                         | No. of Shares                                   | Signature of Subscriber | Signature, Name, Address, Description and Occupation of Witness                                                                                                                                                                                                                                                                                                                                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|-------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>S.BejoyArputharaj</b><br>S/o.SamManohar<br>P.No.3 & 4, Flat "H" Apex<br>Subramania Apartments,<br>KrishnaveniAmmal Nagar,<br>Iyyappanthangal,<br>Chennai, 600056<br>Business | 4500<br>(Four<br>Thousand Five<br>Hundred Only) | Sd/-                    | Both of the Subscribers who have subscribed and signed in my presence on 05/01/2016 in Chennai. Further I have verified their identity details for their Identification and satisfied myself & their identification particulars as filed<br><b>Sd/-</b><br><b>G.Thangaraj,</b><br>B.Com, FCA<br>Chartered Accountant<br>S/o.R.S.Ganesan<br>M.No.205891<br>No.61, BharathiApts,<br>Bharathi Nagar 3 <sup>rd</sup> Street,<br>North Usman Road,<br>T.Nagar, Chennai, 600017 |
| <b>D.Syntia Moses</b><br>D/o.Darry Moses<br>P.No.3 & 4, Flat "H" Apex<br>Subramania Apartments,<br>KrishnaveniAmmal Nagar,<br>Iyyappanthangal,<br>Chennai, 600056<br>Service    | 5500<br>(Five<br>Thousand Five<br>Hundred Only) | Sd/-                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Total                                                                                                                                                                           | 10,000<br>(Ten Thousand<br>Only)                |                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

Date: 31/12/2015

Place: Chennai

\*\*\*\* The Authorized Share Capital of the Company has been increased from is Rs.1,00,000 (Rupees One lac Only) divided into 10,000 (Ten Thousand) equity shares of Rs. 10(Rupees Ten Only) each to Rs.5,00,000 (Rupees Five lac Only) divided into 50,000 (Fifty Thousand) equity shares of Rs. 10(Rupees Ten Only) each, vide Special Resolution passed by the Shareholders Extra Ordinary General Meeting held on 26/06/2017]

\*\*\*\* The Authorized Share Capital of the Company has been increased from Rs.5,00,000 (Rupees Five lac Only) divided into 50,000 (Fifty Thousand) equity shares of Rs. 10(Rupees Ten Only) each to Rs.7,00,00,000/- (Rupees Seven Crore Only) divided into 70,00,000 (Seventy Lakhs) equity shares of Rs. 10(Rupees Ten Only) each vide Special Resolution passed by the Shareholders Extra Ordinary General Meeting held on 26/05/2022]