**MEMORANDUM OF ASSOCIATION**

**OF**

**IDREAM FILM INFRASTRUCTURE COMPANY LIMITED**

**I.** The name of the Company is " IDREAM FILM INFRASTRUCTURE COMPANY LIMITED ".

**II.** The Registered office of the Company will be situated in the State of Maharashtra.

**III.** A. The objects to be pursued by the company on its incorporation are:

1. To carry on in all parts of the world the business of making, producing, exhibiting, distributing, renting, letting on hire and otherwise exploiting cinematograph and television films & programmes and motion pictures of all kinds and of live & animated characters, and to act as agents for the purchase, sale, hiring and exploitation of such films, and generally to manufacture, buy, hire, sell, let on hire, produce or otherwise deal in cinematograph, television and other films and video recordings, and photographic or other apparatus, articles, plant, machines and accessories capable of being used in that connection or in connection with cinematograph or television shows, exhibitions and entertainments.

2. To carry on the business of proprietors, managers and renters of theatres, dance halls, discotheques, film-producing studios, digital studios, video and sound recording studios and radio and television studios.

3. To set up amusement parks cum tourist complexes in India and abroad and for this purpose to manufacture, import, purchase, acquire, export, take on lease or on hire purchase, or let on hire, or contract necessary land, building, ropeways, sports equipment, bowling alleys equipment, entertaining equipment, lakes, zoo, museum, gardens, machinery, part, accessories, rides, games and other related equipment, cinema theatres, hotels and restaurants, shopping centres, stadiums, video parlours.

4. To develop, manufacture, assemble, supply, integrate, install, operate, maintain, distribute, market, import, export, trade in and act as agents, distributors, dealers, representatives, contractors or service providers for technology products, systems, platforms and solutions relating to digital identity, biometric identification and authentication, electronic security and surveillance, access control, data management and analytics, financial technology, healthcare technology, education technology, logistics and supply chain, smart infrastructure, government technology, media and entertainment technology, digital content, streaming, gaming, immersive technologies and other technology-enabled products and services, subject to applicable laws and regulatory approvals.

**** sub-clause no.1 to 3 substituted by Special Resolution passed through Postal Ballot results of which were declared on May 9, 2008.***

***% name of the Company changed from "SOFTBPO GLOBAL SERVICES LIMITED" to "IDream Film Infrastructure Company Limited" vide Special Resolution passed at Extra-Ordinary General Meeting held on 30th November 2009.***

5. To carry on the business of research, innovation, development, design, engineering, manufacture, assembly, integration, testing, installation, commissioning, operation, maintenance, commercialisation and deployment of information technology, software, hardware, electronics, telecommunications, artificial intelligence, machine learning, cybersecurity, cloud computing, data centres, Internet of Things, robotics, automation, digital platforms and other information, communication and emerging technologies; to acquire, develop, own, hold, protect, license, sublicense, transfer, commercialise or otherwise deal in patents, copyrights, trademarks, designs, know-how, source code, algorithms, software and other intellectual property and technology rights; and to establish, acquire, promote, invest in, collaborate with, operate, manage or participate in companies, businesses, ventures, joint ventures, consortiums, strategic alliances and other enterprises engaged in or connected with the aforesaid activities, technologies, products, platforms and services, and to undertake all activities incidental or conducive thereto, subject to applicable laws and regulatory approvals.

6. To carry on the business of developing, designing, researching, innovating, manufacturing, assembling, integrating, deploying, operating, maintaining, commercialising, distributing, marketing and providing technology-enabled products, platforms, systems and services for the healthcare, health and wellness, education, training, skilling and other applied technology sectors; to develop and provide digital health, health information, clinical and non-clinical technology, telemedicine, remote care, diagnostics, health data and analytics, medical and assistive technologies, educational technology, digital learning, assessment, training, skilling and knowledge platforms, and other technology-enabled solutions for institutions, enterprises, governments and individuals; to undertake the development and application of artificial intelligence, software, electronics, devices, sensors, data analytics, automation, digital platforms and other emerging technologies for addressing practical and sector-specific requirements; and to act as manufacturers, developers, integrators, operators, service providers, consultants, contractors, agents, distributors, dealers, representatives or technology partners in relation to the aforesaid activities, and to establish, acquire, collaborate with, invest in or participate in businesses, ventures, joint ventures, consortiums, strategic alliances and other enterprises engaged in or connected with such activities, subject to applicable laws, licences, registrations, approvals and regulatory requirements.

**(Sub clause 4 to 6 added by way of passing special resolution at the Annual General Meeting held on Tuesday, 29th September, 2026.)**

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

1. To carry on the business of developing, establishing, setting up, owning, operating, managing, maintaining and providing Artificial Intelligence (AI) data centres, hyperscale and edge data centres, Graphics Processing Unit (GPU), Neural Processing Unit (NPU) and other high-performance computing infrastructure, Energy Storage Systems (ESS), Battery Energy Storage Systems (BESS), energy management systems and related electrical, power, cooling and allied infrastructure, and to provide all associated technical, engineering, installation, commissioning, operation and maintenance services in connection therewith.

2. To become members of any association or company of traders or brokers or dealers in forward or ready business in any merchandise or commodity or members of any chambers of commerce or other body.

3. To procedure the incorporation, registration or other reorganization of The Company in any country, state or place to establish and regulate agencies for the purpose of the Company's business and to apply for or join in applying to any Government, local, municipal or other authority or body.

4. To draw, make, accept, endorse, discount, and issue, negotiate, and assign, buy and sell and otherwise deal in cheques, drafts, promissory notes, bills of exchange, hundies, debenture bond

bills of lading, railway receipts, warrants, coupons, and all other negotiable or transferable securities, instruments or documents.

5. To apply for, obtain, arrange for the issue or enactment of order or the Act of legislature or act of authority in India, or in any other part of the world for enabling the company to obtain powers, authorities, protection financial and the other help necessary or expedient, to carry out or extend any of the objects of the company or for the any other purposes which may seem expedient, and to oppose any proceedings, or applications or any other endeavors, steps or measures which seem calculated directly or indirectly to prejudice the company's interest.

6. To provide for the welfare of persons employed of formerly employed by the company and the wives, families, dependents or connections of such persons by building of houses, dwellings, or chawls or by grants of money pensions, allowances , bounces or other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds towards places of instructions and recreations, hospitals, dispensaries, medical and other attendance and other assistant as the company shall think fit. To subscribe or contribute or otherwise to assist or to guarantee money to charitable benevolent, religious, scientific, national, public or any other useful institutions, object or purposes or for any exhibition.

7. To invest and deal with the surplus monies of the company in investments, moveable or immoveable in such manner as may from time to time seem expedient and beneficial to the Company.

8. To carry on business as distributors of, buyers and sellers of, and merchants and dealers in cinematograph films, records, tapes and apparatus for recording or reproducing sights and sounds, and all rights to produce, distribute or exhibit any performance, entertainment or event by means of films, records or such other apparatus.

9. To acquire and dispose off copyrights, licenses and any other rights or interests in any literary, dramatic or music work, advertisement, poem, play, song, composition (musical or otherwise), cinematograph, films, television programs, picture, drawing, work of art or photograph, and to print, publish or cause to be printed or published anything of which the company has a copyright or right to print or publish, and to sell, distribute and deal with any matter so printed or published, and to grant licenses or rights in respect of any property of the company to any other person, firm or company.

10. To carry on the business of proprietors and managers of theatres (cinemas, picture places and concert halls) and to provide for the production, representation and performance (whether by mechanical means or otherwise) of operas, stage plays, operattas, burlesques, vaudeville, revues, ballets, pentimimes, spectacular pieces, promenade and other concerts and other musical and dramatic performances and entertainments.

11. To acquire, build, construct, improve, develop, give or take in exchange or on lease, rent, hire, occupy, allow, control, maintain, operate, run, sell, dispose of, carry out or alter as may be necessary or convenient any lease-hold or freehold lands, movable or immovable properties, including building, workshops, warehouse, stores, easement or other rights, machineries, plant, work, stock in trade, industrial colonies, conveniences together with all modern amenities and facilities which may seem calculated directly or indirectly to advance the company's objects and interest either in consideration of a gross sum of a rent charged in cash or services.

12. To apply for, purchase, acquire, and protect, prolong and renew in any part of the world any patents, patent rights, brevets invention, licenses, protections and concessions which may appear likely to be advantageous or useful to the company and to use and turn to account and or grant licenses or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the company may acquire or proposes to acquire.

13. To establish, provide, maintain and conduct or subsidies research laboratories and experimental workshops for scientific and technical researches, experiments and tests of all kinds and devices and/or to sponsor or draw out programmes for promoting scientific, technical, social, economic and educational research and development and assist in the execution and promotion of such programmes either directly or through an independent agency or in any other manner, directly or indirectly and to secure such approvals, exemptions and/or recognitions under the Income Tax Act, 1961 and any other law for the time being in force and to promote studies and researches both scientific and technical investigations, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants to students and generally to encourage, promote inventions of any kind that may be considered useful to the company.

14. To form incorporate, promote, purchase, acquire, undertake or takeover, the whole or any part of the business, profession, goodwill, assets, properties (movable or immovable), contracts, agreements, rights, privileges, effects, obligations and liabilities of any persons, firm or company or companies carrying on all or any of proposing to carry on or ceasing to carry on any business, profession or activities which the company is authorized to carry on or the acquisition of all or any of the properties, rights and assets of any company or subject to the provisions of the Companies Act, 2013, the control and management of the company or the under taking of the acquisitions of any other object or objects which in the opinion of the Company could or might directly or indirectly be beneficial or advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation or takeover or acquisition and to remunerate any person, firm or company in any manner, it shall think fit for services rendered or to be rendered for and in respect of such promotion or incorporation or takeover or acquisition or in obtaining subscription of or the placing of any shares, stocks, bonds, debentures, obligations or securities of any such company or companies, subject to the provisions of the Companies Act, 2013. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any property of the company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the best interest of the Company.

15. Subject to the provisions of applicable law to procure registration, incorporation or recognition of the Company in any country state or place and to establish and regulate agencies for the purpose of the company's business and to apply or join in applying to any parliament, local government, municipal or other authority or body, Indian or foreign for any rights or privileges that may seem conducive to the company's objects or any of them and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interest.

16. To enter into partnership or any arrangement for sharing or pooling profits, amalgamations, union of interest, co-operation, joint venture, reciprocal concessions or to amalgamate with any person or company carrying on or engaged in or about to carry on or engaged in any business, undertaking or transactions which this company is authorized to carry on or engaged in any business, undertaking or transactions which may seem capable of being carried on or conducted, so as directly or indirectly, to benefit the company.

17. To acquire or amalgamate, absorb or merge with any other company or companies or to form, promote subsidiaries having objects altogether or in part similar to those of this company.

18. To manage, sell, dispose off, let, mortgage, exchange, redeem, underlet, grant leases, licenses, easements or turn to account or otherwise dispose off in any manner the whole of the undertaking or any properties (movable or immovable), assets, rights, and effects of the Company or any part thereof, on such terms and for such purposes and for such consideration as the company may think fit and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company and in the event of winding up of the company to distribute among the members in specie or kind any properties or assets of the Company or any

proceeds of sale or disposal of any properties of the company, subject to the provisions of the Companies Act, 2013.

19. To enter into arrangements with any government or authorities municipal, local or any persons or company in India or abroad that may seem conducive to the objects of the company or any of them and to apply for, secure, acquire, obtain from such government, authorities, persons or company any right, privileges, powers, authority, charters, contracts, licenses, concessions, grants, decrees, rights which the company may think desirable.

20. To pay all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and charges in connection there with and/ or make donations (by cash or other assets) to remunerate by allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture-stocks or securities of this or any other company or in any other manner, whether out of the Company's capital or profits to any person, firm, company assisting to place or guaranteeing the subscription of other security of the company in or about the formation or promotion of the Company or for any other reason which the company may think fit subject to the provisions of the Companies Act, 2013.

21. To promote or join in the promotion of any company or companies including subsidiary companies (wholly owned or partly owned) for the purpose of acquiring all or any of the properties, rights and liabilities of the company or for any other purposes which may seem directly or indirectly calculated to benefit the Company and to underwrite shares and securities therein.

22. To do all or any of the above things in India or in any part of the world as principals, agents, contractors or trustees and either alone or in conjunction with others.

23. Subject to provisions of Companies Act, 2013 and the rules framed there under and the directives issued by the Reserve Bank of India, to borrow or raise money or to take money on loan on interest from banks, financial institutions, government agencies, co-operative societies, persons, companies, firm, in such manner as the company may think fit and in particular by the issue of debentures or debenture stock, perpetual including debentures or debenture stock convertible into shares of this Company or perpetual annuities and in security of any such money borrowed, raised or received to mortgage, pledge, hypothecate, or charge the whole or any part of the properties (movable or immovable) assets or revenue of the Company present or future including its uncalled capital by special assignments or to transferor convey the same absolutely or in trust and to give the lenders power of sale and other powers as may be deemed expedient and to purchase, redeem or pay off any such securities. The Company shall not carry on any banking or insurance business which may fall within the purview of Banking Regulations Act, 1949 or the Insurance Act, 1938, respectively.

24. To make, draw, accept, endorse, discount, execute, negotiate, assign, and issue cheques, promissory notes, drafts, hundies, bonds, railway receipts, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instrument.

25. To guarantee the payment of money secured or unsecured by or payable under or in respect of any promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, central, state, municipal, local or of any person whomsoever whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations of any person, firm or company and to guarantee the repayment of loan with interest availed from Financial institution/s, Banks, Private Financiers, availed by any person, company, firm, society, trust or body corporate.

26. To guarantee or become liable for the performance of the obligations and the payment of interest on any debentures or securities of any company, corporation or association or a persons in which such guarantees may be considered beneficial or advantageous, directly or indirectly to further the objects of the Company or the interest of the members.

27. Subject to the provisions of the Companies Act, 2013 to accumulate funds and to invest or deal in with and invest money belonging to the Company in any deposits, shares, stocks, debentures, debenture-stocks, kinds obligations, or securities by original subscription, participation in syndicates having similar objects and to tender, purchase, exchange and to subscribe for the same and to guarantee the subscription thereof and to exercise and enforce all the rights and powers conferred by or incidental to the ownership thereof.

28. To open and operate current, overdrafts, loan, cash credit or deposit or any other type of accounts with any banks, company, firm, association or person.

29. To establish, continue and support or aid in the establishment of co-operative societies, association and other institutions, funds, trusts, amenities and conveniences calculated to benefit or indemnify or insure employees or ex-employees of the Company or Directors or ex-Directors of the Company or the dependants or connections of such persons and at its discretion to construct, maintain, buildings, houses, dwelling or chawls or to grant bonus, pensions and allowance and to make payments towards insurance and to pay for charitable or benevolent objects, also to remunerate or make donations by cash or other assets or to remunerate by the allotment of shares credited as fully or partly paid for services rendered or to be rendered in placing or assisting to place any shares in the company's capital or any debentures, debenture-stock or other securities of the company in or about the formation or promotion of the Company or for the conduct of its business. To purchase, charter, hire, build or otherwise acquire any vessels or craft of every description and to hold, own, use for and work such vessels for the business of the Company.

30. To undertake, carry out, promote and sponsor rural or semi urban or urban development including any programme for promoting the social and economic welfare or uplift of the public in any such area and to incur any expenditure on any programme of rural, semi-urban and urban development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner.

31. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for the discharging of social and moral responsibilities of the Company to the public or any section of the public as also any activities to promote national welfare or social, economic and without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activities for publication of any books, literature, newspapers or for organizing lectures or seminars likely to advance these objects or for giving merit awards or scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, funds or trusts having any one of the aforesaid objects as one of its objects by giving donations and/or contributions, subsidies and/ or grants or in any other manner.

32. To donate, gift, contribute, subscribe, promote, support or aid or assist or guarantee money to charitable, benevolent, religious, scientific, national, public or to other institutions, funds or objects, or for any public, general or other objects and to accept gifts, bequests devices and donations from any firm, company or persons as may be thought appropriate or conducive to the interest of the Company.

33. To create any depreciation fund, reserve funds, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures, redeemable preference shares or gratuity or pension or for any other purpose conducive to the interest of the Company.

34. Subject to provisions of the Companies Act, 2013, to place, reserve, distribute, as dividend or bonus or to apply as the Company may from time to time determine any moneys received in payment of dividend or money arising from the sale off or forfeited shares or any money received by way of premium on shares or debentures issued at a premium by the Company.

35. To engage, employ, train, either in India or elsewhere, suspend and dismiss any agents, managers, superintendents, assistants, clerks, coolies other employees and to remunerate any such persons at such rate as shall be thought fit and to grant pensions or gratuities to any such person or to his widow or children and generally to provide for the welfare of employees.

36. To refer or agree to refer any claims, demands, disputes or any other questions by or against 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 party to arbitration in India or at any place outside India and to observe, perform and to do all acts, deeds, matters and things to carry out or enforce the awards.

37. To use trademarks, trade names or brand names for the business activities products and goods and adopt such means of making known the business and products in which the company is dealing as may seem expedient and in particular by advertising on radio, television, newspapers, magazines, periodicals, by circulars, by opening stalls and exhibition, by publication of books and periodicals, by distributing samples and by ranting prizes, rewards and awards.

38. To undertake the payment of all rent and the performance of all covenants, contracts, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or acquired by the Company.

39. To become members of or to enter into any agreement with any institution, association or company carrying on or which may carry on research and other scientific work of investigation in connection with any business of Company or other trades or industries allied therewith or ancillary thereto and to acquire shares in any such institutions, association or company and contribute towards the capital or funds, thereof.

40. To undertake and execute any trust which may be beneficial to the Company directly or indirectly.

41. To ensure properties, assets, undertakings, contracts, guarantees, liabilities, risks or obligations of the Company of every nature and kind.

42. To receive donations, gifts, contributions, subsidies, grants, and other mode of receipts of money for the furtherance of the objects of the Company.

43. To invest the funds of the Company not immediately required in Government or Semi Government corporations, companies or firms.

44. To pay a share in the profit of the company or commission to brokers sub-agents, agents or any other company, firm or person including the employees of the company as may be thought fit for services rendered to the Company.

45. To employ experts, to investigate and examine into the conditions prospects, value character and circumstances of any business concerns and undertaking and generally of any assets, concessions, properties and/or rights.

46. To open establish, maintain and to discontinue in India or overseas any offices, branch offices, regional offices, trade centers, exhibition centers, liaison offices and to keep local or resident representative in any part of the world for the purpose of promoting the business of the company.

47. To enter into arrangement for technical collaboration and/or other form of agreement including capital participation with a foreign or Indian company for the purpose of manufacture, quality control and product improvements and for marketing of the products which the Company is empowered to manufacture and/or market and to pay or to receive for such technical assistance or collaborations, royalties or other fees in cash or by allotment of shares of the company credited as paid up or issue of debentures or debentures stock, subject to the provisions of laws for the time being in force.

48. To secure contracts for supply of the products manufactured by the company to military, civil and other departments of the government or semi-government bodies, corporations, public or private contracts, firms or persons and to recruit trained persons including persons retired from defense, police, military and paramilitary forces to employ detectives.

49. To take part in the management, supervision and control of the contracts, rights, turnkey jobs, operations or business of any company or undertaking entitled to carry on the business which the company is authorized to carry on.

**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. 2,75,00,00,000 (Rupees Two Hundred Seventy-Five Crores Only) Divided into 27,50,00,000 (Twenty-Seven Crore Fifty Lacs Only) Equity Shares of Rs.10 (Rupees Ten Only) each.

**** Amended by a special resolution passed at the Twenty-Second Annual General Meeting of the Company held on June 5, 2003.***

**** Increased from Rs.5 crores to Rs.6.50 crores vide special resolution passed at the Extra-Ordinary General Meeting of the Company held on June 28, 2008.***

**** Amended and increased from Rs. 6.50 Crores to Rs. 275 Crores vide Resolution passed at the Extra-Ordinary General Meeting of the Company held on January 27, 2026.**

*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 opposite to our respective names.*

| Name Address, Description and Occupation of each Subscriber | Number of Shares taken by each subscriber | Signature Of Subscriber | Signature of witness with Description & Occupation |
|---|---|---|---|
| **VINOD MADANLAL SOMANI**<br>Oceana, 214, Marine Drive,<br>Bombay – 400 020.<br>A/o. MADANLAL RAMADAYAL SOMANI<br>Business | 10<br>( Ten ) | Sd/- | |
| **MAHESH MADANLAL SOMANI**<br>Oceana, 214, Marine Drive,<br>Bombay – 400 020.<br>A/o. MADANLAL RAMADAYAL SOMANI<br>Business | 10<br>( Ten ) | Sd/- | |
| **SHARAD SHRINARAIN SOMANI**<br>Shriniketan, 86, Marine Drive,<br>Bombay – 400 002.<br>S/o. SHRINARAIN RAMDAYAL SOMANI<br>Business | 10<br>( Ten ) | Sd/- | |
| **SURESH BALCHAND VORA**<br>12, Manav Mandir Road,<br>Bombay – 400 006.<br>S/o. BALCHAND ISHWARLAL VORA<br>Business | 10<br>( Ten ) | Sd/- | |
| **VISHWANATH MAHLINGA SHETTY**<br>N-7/8, Bangur Nagar, Goregaon (W),<br>Bombay - 400 090.<br>S/o. MAHLINGA KESHAWA SHETTY<br>Service | 10<br>( Ten ) | Sd/- | |
| **RAMYASH BHAGWAT PRASAD SHUKLA**<br>Shankarwadi, Jogeshwari ( E ),<br>Bombay – 400 060.<br>S/o. BHAGWAT PRASAD B. SHUKLA<br>Service | 10<br>( Ten ) | Sd/- | |
| **SHASHIKANT CHOTHMAL SHARMA**<br>I-21/38, Mahavir Nagar, Co-op H.S.<br>Dhanukarwadi, Kandivali (W),<br>Bombay – 400 067. | 10<br>( Ten ) | Sd/- | |

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| S/o. CHOTMAL BHORAMAL SHARMA | | | |
| | 70 (Seventy) | | |

DATED: 8/9 DAY OF SEPTEMBER 1981