(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION[1]

OF

IRIS GLOBAL SERVICES LIMITED

I. The Name of the Company is **IRIS GLOBAL SERVICES LIMITED**[2]

II. The Registered Office of the Company will be situated in the state of Delhi.

III. (A) The objects to be pursued by the company on its incorporation are :-[5]

1. To carry on business of sale, purchase, assembly , import, export and to act as Stockists, distributors, designers, agents, trader, or rent or market computers, computer hardware, accessories, computer software and/or all kinds of business relating to computers, hardwares, accessories and software, Power conditioning equipment, Large Displays, Tablets, CCTVs, Mobiles & Solar.

2. To engage in design, development, consultancy, marketing of software and software applications.

3. To engage directly or indirectly in activities relating to internet marketing, online advertising, E-Commerce, M-Commerce, E-Business or to provide consultancy services for the above-mentioned activities.

4. *(Omitted)*[5]

5. To engage in activities relating to information technology, internet related applications or to provide consultancy services in relation to the above.

6. *(Omitted)*[5]

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[1] New set of Memorandum of Association was adopted vide special resolution passed in Extra-Ordinary General meeting dated 22nd December, 2025.

[2] The name of the Company was changed due to conversion from Private Limited Company to Public Limited Company vide special resolution passed in Extra-ordinary General Meeting dated 22nd December, 2025.

[5] Object Clause of Memorandum of Association was altered vide special resolution passed in Extra-Ordinary General meeting dated 07th March, 2026.

For Iris Global Services Limited

Director

7. *(Omitted)*[5]

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:-

1. To acquire, build, construct , alter, maintain, remove or replace, and to work, manage and control buildings, Offices, factories, mills, shops, machinery, and conveniences which may seem necessary to carry out the main objects of the Company and to join with any other person or company in doing any of these things.
2. To import and purchase of any machinery, implements, materials, articles and stores to carry out the objects of the Company and to do all things of developing the resources of the property, estates and lands in such manner as the Company may think best.
3. To purchase, take on lease or tenancy or in exchange, gift, hire, take option or otherwise acquire any estate or interest whatsoever and to hold, develop, plant, improve, work, cultivate, concessions, grants, decrees, licences, privileges, claims, options, leases, property, real or personal, or rights or powers of any kind which may appear to be necessary or convenient for attaining the main objects of the Company and to purchase, charter, hire, build or otherwise acquire vehicles of any or every sort or description for use on or under land or water or in the air and to employ the same in the business of the Company.
4. To acquire by purchase, lease, exchange gift, hire or otherwise hold, manage work develop the resources of any estates, lands, building, tenements and other property of every description, whether of freehold or leasehold or other tenure and wheresoever situated and any interests therein and rights connected therewith for attainment of its objects.
5. To buy, acquire, repair, alter, improve, exchange, assemble, let on hire and import, plants , machineries, tools, utensils, appliances, apparatus, products, materials, substances, articles and things to carry on and to manufacture and deal in all products , residues and by- products incidental to or obtained in any of the business carried on by the Company.
6. To acquire from any person, firm or body corporate or unincorporate whether in India or elsewhere, technical information, Know how, processors, engineering manufacturing and operating data, plant , lay out and blue prints useful for the design , erection, and operation of plants, equipment accessories, apparatus required for obtaining the main objects of the Company and to acquire any grant or license and other rights and benefits in connection therewith .

For Iris Global Services Limited

7. To sell, exchange, mortgage, let on lease , royalty or tribute, grant license, easement, options and other rights over or dispose of the whole or any part of the undertaking , property, assets, rights, and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares whether fully or partly paid up, or securities of any other company.
8. To pay for any rights or property acquired by the Company and to remunerate any person, or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid- up in full or part or otherwise.
9. To lend and advance money, either with or without security and give credit to such person(s) (including Government) and upon such terms and conditions as the Company may think fit .
10. To undertake financial and commercial obligations, transactions and operations of all kinds.
11. To guarantee the performance of any contract or obligations of, and the payment of money unsecured or secured or interest on any securities of any company, corporation, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the main objects of the Company or the interest of the shareholders.
12. To invest any money(s) of the Company in such investments including Shares, stocks or securities of Other Company, Government or local authority as may be thought proper and to hold, sell or otherwise deal with such investments .
13. Subject to Section 73 to 76 and 179 of the Companies Act and the Regulations made there under and the direction of Reserve Bank of India to receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by issue of debenture or debenture- stock (perpetual or otherwise) and secure the repayment of any money borrowed, raised or owing by mortgage , charge, lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital, and also by a similar mortgage , charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company.(5)
14. To open account or accounts with any individual , firm or Company or with any Bank or Banks or Bankers or Shroffs and to pay into or withdraw money from such account or accounts.
15. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading , warrants, debentures and other negotiable or transferable instruments or securities.
16. To apply for, purchase or otherwise acquire or protect prolong and renew in a part of the world, any patent, patents rights, brevets, d' invention , trade man

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made designs, licences, protections, concessions, and the like conferring any exclusive non exclusive or limited right to their use or any information as to any invention process or privilege which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licences, or privileges in respect of or otherwise turn to account , the property rights and information acquired.

17. To engage in and conduct the business of research in all or any of the fields in which company is authorised to do business, to carry on investigations or experiments of all kinds, and to spend money in experimenting on and testing and improving or seeking to improve any patents, rights, inventions, discoveries, process or information of the Company or which the Company may acquire or proposes to acquire.
18. (Omitted)[5]
19. To acquire, undertake or all or any part of the business, property, rights and liabilities of any person or company on carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for this purpose of the Company.
20. To procure the recognition of the Company in or under the laws of any place in India or Outside India and to open branches of the Company at any place whether in India or outside India and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by local companies in partnership or as may be thought desirable .
21. To pay all costs, charges and expenses incurred or sustained on account of the promotion or establishment of the Company or which the Company will consider to be in the nature of preliminary expenses including therein the costs of advertising, commissions for management of public issue, underwriting , brokerage, printing and stationery and expenses attendant upon the formation of the Company.
22. To take into consideration and to approve and confirm all acts, deeds, or things that may be done or entered into with any person, firm or body corporate by the promoter of the Company and further to enter into any arrangement, agreement or contract with the promoters and to reimburse them from all costs and expenses that may be incurred by them in or in connection with the formation or the Company or its business.
23. To employ brokers , commission agents and underwriters for any issue of shares, debentures or other securities of or by the Company and to provide for remuneration of such persons for their services by payment in cash or by issue of shares, debentures or other securities by granting of any options to take the same, or in any other manner allowed by law.

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24. To employ engineers, contractors, managers, canvassers, agents or other persons and to train or pay for the training in India or abroad of any of the Company's employees or any other person in the interest of the Company.
25. To give to any officer, servant or employee of the Company any share or interest in the profits of the Company's business or any branch thereof and whether carried out by means or through the agency of any subsidiary company or not and for that purpose to enter into any arrangements as Company think fit.
26. To purchase, take on lease or otherwise acquire any lands, metalliferous, calorious, or any other land and any interest therein and to explore work, exercise or develop the same in the attainment of its objects.
27. To purchase, take on lease or in exchange, on hire or otherwise acquire any real and personal property and in particular any land, building, easement, machinery, plant and stock- in- trade.
28. To undertake, carry-out, promote and sponsor community development programmes including any programme for promoting the social and economic welfare of or the uplift of the public or any community and to incur any expenditure on any programmes of community development, to assist execution and promotion thereof either directly or through an independent agency or in any other manner, and for this purpose the Company may transfer and divert the ownership of any property to or in favour of any public or local body or authority or any other person.
29. To distribute as dividend, bonus or otherwise among members in cash or in kind any property or assets of the Company and any shares, debentures or securities of this Company or of other companies, belonging to this company, which this company may be Competent to distribute including as capital profits.
30. To undertake, carry out, promote and sponsor or assist any activity for the formation and growth of national economy and for discharging what the company may consider to be its social and moral responsibilities to the public or any section of public as also any activity which the Company consider likely to promote national welfare or social, economic or moral uplift of the public in such manner as the Company may think fit.
31. To insure against losses, damages, risk and liabilities of any kind which may effect the Company either wholly or partially.
32. To form, incorporate or promote any company or companies whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or control or development of the Company or any other object or objects which in the opinion of the Company could or might directly or indirectly assist the Company in the development of its properties or

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otherwise prove advantageous to the Company and pay all of the costs and expense incurred in connection with any such promotion or corporation and to remunerate any person or company in any manner as it shall think fit for services rendered or to be rendered.

33. Subject to the Provisions of the Companies Act, 2013 or any enactment thereof for the time being in force, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession or otherwise with any person, firm, company or government carrying on or engaged in, or about to carry on or engage in, or being authorised to carry on and also to become member of any association of person/ body of individual for the aforesaid.
34. To enter into any arrangements and to take all necessary or proper steps with Government or any other authorities supreme, national, local, municipal or otherwise or any place in which the Company may have interest or to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modifications in the constitution of the Company for furthering the interest of its members and to oppose any such steps taken by any other Company, firm or person which may be considered likely, directly or indirectly or prejudice the interest of the Company or its members and to promote or assist the promotion, whether directly or indirectly , any legislation which may seem dis- advantageous to the Company and to obtain from any such Government Authority or any Company any charters, contracts, decrees, rights, grants, loans, privileges or concession which the Company may think fit, desirable to obtain and carry out, exercise and comply with any such arrangements, charter, decrees, rights, privileges or concessions.
35. To adopt such means of making known the products of the Company which may seem expedient and in particular by advertising in the press, by circulars, purchase and exhibition of works of art of interest, by publication of books, and periodicals and by granting prizes, rewards and donations.
36. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, and either gratuitously or otherwise and vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefits of the Company, with or without any declared trust in favour of the Company.
37. Subject to the provisions of the Gift Tax Act, 1958 and Statutory amendments thereof the Company has power to give and receive gifts either in cash or other movable or immovable properties.
38. To issue Shares and Debentures of the Company at par or at premium or at discount, however subject to the provisions of Companies Act 2013.

For Iris Global Services Limited

39. To assist any other Company under the same management within the meaning of Companies Act 2013 or other statutory modification thereof or not , in any manner and to any extent including the giving of loan or guarantee or providing of securities of any kind whatsoever in connection with any loan given to the latter by any person, firm or body corporate.(5)
40. To manage, lands, buildings, houses or any other property belonging to the Company and to collect rents and income and supply of tenants and occupiers of all kinds of conveniences and advantages.
41. To institute and to defend any suit, appeal, application for review or revision or any other application of any nature whatsoever, to take out execution to enter into agreements of reference to arbitration and to enforce and where need be to contest any awards for all such purposes to engage, to retain counsels , attorneys and agents and when necessary to remove them.
42. To acquire from any Government , Central, State, Local, foreign or public body, or person(s) or authority from any private individual any concessions, grants, decrees, rights, powers, privileges whatsoever which may seem to the Company capable of being turned to account or which may think directly or indirectly conducive to any of its objects or capable of being carried on or in conjunction with its business and to work, develop, carry out, exercise and turn to account the same.
43. (Omitted)(5)
44. To act as agents or brokers or as trustee for any person or Company and to undertake and perform sub- contracts and to do all or any of the above things in any part of the world and either as participants, agents, trustees, contractors or otherwise and either alone or jointly with other and either by or through agents or contractors, sub- contractors, trustees or otherwise.
45. To employ agents or experts to investigate and examine the conditions, prospects, value, character and circumstances of any business, concerns or any undertakings and generally of any assets, properties or rights.
46. To acquire set up and run School, collages, training and professional institutions and music and dance centres for the welfare of employees of the Company.
47. To undertake or promote research in economic, fiscal commercial, financial, technical, and scientific fields, problems for the benefit of Company's business.
48. To create any depreciation fund, reserve fund, insurance fund, sinking fund, or any other special fund whether for depreciation, repairs, replacements, improvements, extension or maintenance of any of the properties of the Company by way of Development Rebate Reserve, Investments Accounts Reserve, or for Redemption of any Debentures or Redemption Preference Shares or any other purpose conducive to the interest of the Company.

For Iris Global Services Limited

49. To remunerate any person or company for services rendered or to be rendered in acting as trustees for debenture or debenture stocks holders or placing of any of the share in the Company's capital or any debentures, debenture stock or the securities of the Company, or in or about formation or promotion of the company or the conduct of its business or for guaranteeing payment of such debenture or debenture stock and interest.
50. To appoint attorneys and agents whether by commission or otherwise and constitute agencies and establish branches in India or elsewhere.
51. To take all necessary or proper steps in any legislature (Central or provincial or State) or with the government authorities , local, municipal or otherwise of any place within which the company may have interest and to carry on any negotiations and operations for the purpose of directly or indirectly carrying out the objects of the Company for furthering the interest of its members and to appose any step(s) taken by any person of the company which may be considered likely, directly or indirectly to prejudice the interest of the Company and its members.
52. To apply the assets of the Company in any way or in towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade or including any association, institution or fund for the protection of the interest of masters, owners and employees against loss of bad debts, strikes, combinations, fire, accidents or otherwise or for the benefit of any clerks, workmen or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons and in particular of friendly, co-operative and other societies , reading rooms, libraries, educational and charitable institutions, refractories, dining, and recreation rooms, churches, chapels, temples, schools, and hospitals to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscriptions for any purpose whatsoever.
53. To do all such things in any part of the world as may be deemed incidental or conducive to the attainment of main objects of the Company or any of them or to carry on other trade of a character similar to the trade or business hereinbefore mentioned or which may seem to the Company to be capable of being conveniently or profitability carried on in connection therewith.
54. To aid, pecuniarily or otherwise, any association, body or movement having for an object for solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.

For Iris Global Services Limited

55. Subject to the provision of law for the time being in force, to support, donate, contribute, give or guarantee money for any national, charitable, religious, educational, benevolent, public, general, or useful object or for any exhibition.
56. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations , gratuities, pensions, allowances or emoluments to any person who are or were at the time in the employment or service of the Company, or of any Company which is subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or Officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependents of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds considered to be for the benefit of or to advance the interests of the well being of the Company or of any such other Company as aforesaid and make payments to or towards the insurance of such persons as aforesaid and to any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.

IV. **The liability of the member(s) is limited.**

V. **The Authorized Share Capital of the Company is Rs. 300,00,00,000 (Rupees Three Hundred Crore Only) divided into 1,50,00,00,000 (One Hundred Fifty Crore) Equity Shares of face value of Rs. 2/- (Rupees Two Only) each.**[3][4]

For Iris Global Services Limited

Rajeshwari

Director

[3] *The Capital Clause of the Company was changed due to Increase in Authorized Share Capital vide Ordinary resolution passed in Extra-ordinary General Meeting dated 22nd December, 2025*

[4] *The Capital Clause of the Company was changed due to Sub division of Equity Shares of the Company vide Ordinary resolution passed in Extra-ordinary General Meeting dated 06th January, 2026*

We, the several persons, whose names and addresses are subscribed hereto, 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 our respective names :—

Names, description, occupation and addresses of each subscribers	Number of and type of Subscribed shares	Signature of subscribers	Name, addresses, description, occupation and signature of witness or witnesses
1. SANJIV KRISHEN S/o Mr. Saroop Krishen E69, Vasant Marg Vasant Vihar N. Delhi 110057 Occupation : Business	7600 Equity Shares	[illegible]	I hereby witness the signatures of all the subscribers [illegible] KAVITA LAHOTI Chartered Accountants B. Com, FCA M.NO. 077243 D/O Sh. O.P. Lahoti H-57, Connaught Circus, New Delhi, Occupation - Profession
2. SOM NATH ARYA S/o Sh. Ruldu Ram Arya M-98, (GF) Saket New Delhi - 110017 Occupation: Business	100 (Equity shares)	[illegible]	
3 KAMINI TALWAR D/o Lt Sh A.K. Kukreja A2/102 Uniworld City Unitech, Gurgaon Sector 30. Haryana, Occupation - Service	100 (Equity Shares)	Kamini Talwar	
4. SANJAY KRISHEN S/o Mr. Sanjiv Krishen R/o E-69, Vasant Marg Vasant Vihar New Delhi - 110057 Occupation : Service	2200 Equity Shares	Sanjay krishen	
Total	10,000 Equity Shares.		

Place : New Delhi Dated : 7th day of April, 2009