COMPANIES ACT, 2013

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

IKEDA LIMITED

I The Name of the Company is **IKEDA LIMITED**

II. The Registered office of the Company will be situated in the State of Delhi i.e. within the Jurisdiction of Registrar of Companies, NCT of Delhi & Haryana

III. The objects for which the Company is established are: -

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To render software consultancy services.

2. To carry on the business of IT Services and Consultancy – Software/Hardware Development, Repair, Maintenance, Date Feeding etc.

3. To act as consultants, data center design, developers of software and hardware, advisors in providing information system and information technology solution based on the use of computers, networking equipment and allied peripherals, intelligent network using a combination of either or all the technologies

4. To act as consultants, developers of software and hardware, advisors in providing information system and information technology solution based on the use of computers, networking equipment and allied peripherals, intelligent networks using a combination of either or all the technologies.

5. To act as Software Subscription service provider, providing daily/monthly/annually/any other form of subscription terms.

6. To act as a platform service provider, providing the entire software and hardware infrastructure on subscription/fixed cost basis.

7. To carry on the Business of E-commerce through Distributor channel, website, online application or supplying, and to act as broker, trader, agent, C & F agent, distributor, representative, franchiser, Surveyors, consultants, collaborators, stockiest, liasioner, job worker, export house in all types of Products.

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8. To carry on the activities of digitalization of shops/stores and promoting through Distributor channel, website, online application relating thereto of whatever sort or nature and to appoint advisors, consultants, brokers, agents, franchisers or promoters etc. for this purpose.

9. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, promoting, marketing through Distributor channel, website, online application or direct sale or supplying, and to act as broker, trader, agent, C & F agent, distributor, representative, franchiser, Surveyors, consultants, collaborators, stockiest, liasioner, job worker, export house in all types of Products.

10. To carry on the activity of promoting software products and buying, selling, reselling, importing, exporting, transporting, storing, marketing through Distributor channel, website, online application.

11. To deal with activities relating to digital payments related activity, Domestic Money transfer, Aeps, m ATM, Rent Payment, Cash Management Service, Utility Bill payment, cash drop collection and similar services.

12. To carry on the business of Mutual Fund Distribution, including acting as managers, distributors, brokers or agents for Asset Management Companies (AMCs), Financial Institutions, Banks [1]and other entities offering Mutual Funds, Exchange Traded Funds (ETFs) and other investment schemes and to deal in equities, derivatives, commodities, shares and other securities.

13. To carry on the business of Payment Aggregator and Payment Gateway in terms of the regulations promulgated by the Reserve Bank of India, engaged in the business of providing multiple secure/source online, offline or physical point of sale payments systems and solutions to merchants, provide software and information technology based business solutions and services, business information, transaction processing and other applications, facilitating processing of payments and facilitating of settlements of payments to merchants, mobile and internet related payments, telephone and IVR related payments, mobile and e-wallet payment processing, payment collection, online remittance, money transfer services and related services by facilitating payment gateway to customers for merchandise, various utilities services and business applications subject to such regulatory approvals as may be required and to carry systems study, analysis, design, development of software systems, hardware and related activities for the implementation of above mentioned activities.

14. To establish, design, develop, maintain, operate, own, establish, install, host, provide, create Platform to provide such services as payment aggregators for facilitation of domestic and foreign payments and facilitate, supply, sale, purchase, license or otherwise deal in Internet portals, Internet networks, Internet solutions, Internet gateways, Internet service providers, Web based and Web enabled services and applications and such other services that may be required in facilitating and enabling smooth payables and receivables.

15. To operate payment systems, issue of multi-purpose pre-paid payment instruments, including but not limited to mobile wallets, e-wallets, co-branded wallets, physical or virtual prepaid cards, closed, semi closed or open system prepaid payment instruments, payment processing, payment collection and

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[1] Clause III(A) of the MOA has been amended by inserting additional sub-clauses from (12) to (16) vide Board Meeting held on 06th September 2025 and Annual General Meeting held on 30th September 2025.

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related services by facilitating Payment Gateway, Online Payment Systems Gateway, to customers subject to the consent and approval of the prescribed authority, if applicable, for various business applications in E-Commerce, M-Commerce, Net-Commerce and in physical space, to engage in the business of providing payment collection services in any form to any government/semi-government / local authority, Company, organization, institution, trust, society, firm, individual, etc., from their customers, service users and end users, to undertake the designing and development of payment systems or/and applications software either for own use or on any behalf or for sale.

16. To carry on the business of developing, operating, and managing technology platforms and applications for digital payments, including but not limited to Unified Payments Interface (UPI) services, merchant and peer-to-peer transactions, mobile wallets, and other related financial technology services, either as a Third-Party Application Provider (TPAP) or in any other authorized capacity under applicable regulations as amended or modified from time to time by Ministry of Corporate Affairs/ Reserve Bank of India or any other regulating authority.[2]

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[2] Clause III(A) of the MOA has been amended by inserting additional sub-clauses from (12) to (16) vide Board Meeting held on 06th September 2025 and Annual General Meeting held on 30th September 2025.

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

1. To carry on the business of sale, purchase assemble, hire purchase, import, export, stockiest, distributors, agent, trader exchangers and jobbers in all kinds of computer, computer software development, conversion, data entry, software implementation, system study, software documentation and related components, web designing, E-Commerce solution, portals, call centre, ERP implementation computer system, computer peripherals, integrated circuits, process controllers, computer, printers, transformers, monitors, uninterrupted power supply system, computer components, computer based systems, computer aided design, and computer aided manufacture, telecommunication related hardware and software, computerized medical systems, bio-electrical equipment.

2. To develop or build data centers and maintain systems, applications, general purposes and all kinds of software including micro programming for demonstration, sales within and outside the country or to carry on research and assist in the research both in house and outside research consultants, computer services bureau and advisors, market surveyors project engineers, quality control and efficiency experts, export & marketing services and or management consultancy, connected within information & technology & computerization..

3. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.

4. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or cooperation with persons or companies carrying on or engaged in the main business or transaction of this Company.

5. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary of convenient for carrying on the main business of the Company.

6. To undertake or promote scientific research relating to the main business or class of business of the Company.

7. To acquire and takeover the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorized to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.

8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other such assistance for carrying out all or any the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.

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9. To amalgamate with any other company of which all or any of their object's companies having similar to the objects of the Company in any manner whether with or without the liquidation.

10. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes know-how and other information, designs, patterns, copyrights, trademarks, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.

11. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license or authorization of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.

12. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.

13. To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.

14. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.

15. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to invest and deal with the money of the Company not immediately required, in or upon such investments and in such manner as, from time to time, may be determined, provided that the Company shall not carry on the business of banking as provided in the Banking Regulations Act, 1949.

16. To receive money on deposit or loan and borrow or raise money in such manner and at such time or times as the Company thinks fit and in particular by the issue of debentures, debentures-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties, or assets or revenues and profits 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

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the Company or such other person or company to give the lenders the power to sale and such other powers as may seem expedient and purchase redeem or pay off any such securities.

17. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.

18. To establish, or promote or concur in establishing or promote any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.

19. To sell, lease, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, investments, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.

20. To distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.

21. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares subject to the provisions of the Companies Act, 2013.

22. To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company purpose to acquire.

23. To accept gifts, bequests, devisers or donations of any movable or immovable property or any right or interests therein from members or others.

24. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.

25. Subject to the provisions of Section of the Companies Act, 2013 to subscribe contribute, gift or donate any money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or donations of money or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.

26. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give of procure the giving of the donations, gratuities pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a 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 any other company as aforesaid

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and the wives, widows, families and dependents of any such persons and also to establish and subsidize and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

27. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.

28. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine.

29. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expanses of and incidental to the acquisition by the company of any property or assets.

30. To send out to foreign countries, its director, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in the connection.

31. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 2013 or such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.

32. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.

33. To appoint agents, sub-agents, dealers, managers canvassers, sales, representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.

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 Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Indian Rupees Twenty-Five Crores only) divided into 2,25,00,000 (Two Crores Twenty-Five Lakhs) Equity Shares of Rs. 10/- (Indian

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Rupees Ten Only) each and 25,00,000 (Twenty-Five Lakhs) Preference Shares of Rs. 10/- (Indian Rupees Ten Only) each.[3]

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[3] The Capital Clause of Memorandum of Association has been altered by the company vide Board Meeting held on 12th December 2025 and Extraordinary General Meeting held on 03rd January 2026.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names:-

S. NO	Names, addresses, descriptions and occupations of subscribers	No. of shares taken by each subscriber	Signature of subscriber	Signature, names, addresses, descriptions and occupations of witnesses
1.	Name Nilam Kumari D/O- Upendra Narayan Mishra Address-148,Dda Flats, Pkt-13, Phase-1, Dwarka, New Delhi, 110045 Occupation-Self Employed	1000 Shares	Sd/-	S/d- I witness to the Subscribers who have signed and subscribed in my presence on 02.09.2019 at Jaipur. I further have verified their identification particulars as filled in. **ACA RAUSHAN KUMAR PANKAJ** (CHARTED ACCOUNTANT) 333, Road No.-1a, Shyam kunj, Maruti Kunj Road, Gurgaon, harayana-122102 I
2.	Name Sahil Garg S/O- Madan Lal Address-54P Block, Sri Ganganagar, Ganganagar-335001 Occupation-Self Employed	1000 Shares	Sd/-	
3.	Name: Sumit Kumar Dash S/O- Basanta Kumar Dash ADDRESS-317,Palms 1 Apartments, Royal Palms, Aarey Colony Mayur Nagar Goregaon East, Mumbai-400065 Occupation-Self Employed	1000 Shares	Sd/-	
4.	Name:Manish Kumar Goyal S/O-Khem Chand Goyal Address- Rk-17, Ridhi Sidhi Enclave 2, Ganganagar, Ganganagar, Rajasthan-335001 Occupation-Self Employed	1000 Shares	Sd/-	

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Dated the 02nd September 2019
Place: Jaipur

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