

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
***MEMORANDUM OF ASSOCIATION**
OF
INDIA INSURE RISK MANAGEMENT AND INSURANCE BROKING SERVICES
PRIVATE LIMITED

(PRIVATE COMPANY LIMITED BY SHARES)

- I.** The Name of the Company is: - **India Insure Risk Management and Insurance Broking Services Private Limited**
- II.** The Registered Office of the Company will be situated in the **State of Telangana.**
- III. (A) The objects to be pursued by the company on its incorporation are: -**
1. To carry on the business and Act as insurance broker.

(B) Matters which are necessary for furtherance of the objects specified in clause III(A) are: -

1. To acquire and undertake the whole or any part of the business, goodwill, intellectual property, property and liabilities of any person(s), firms corporations or undertaking, either existing or newly engaged in or carrying on and conducting any business which the Company is authorized to carry on or possession of property suitable for the purpose of the objects of the Company.
2. To apply for, purchase or otherwise, acquire any patent, patent right, copyright, trade marks, formulae, license, lease, concessions, conferring any exclusive or limited right to use or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may directly or indirectly benefit the Company; and to use, exercise, develop or grant licenses in respect of the property, rights, or information so acquired.
3. To inter into any arrangement with any Government or authority whether municipal, local or otherwise or any person, that may seem conducive to the Company's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.
4. To establish or support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences for the benefit of past or present employees or directors of the Company or the dependants to such person; and to grant pensions and allowances, to make payments towards insurance; to subscribe or guarantee money for charitable or benevolent objects or useful objects for the general public.
5. To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights and liabilities of the company or for any other purpose which may directly or indirectly benefit the Company.

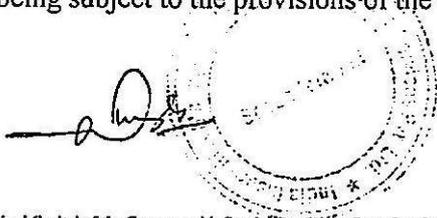
6. To purchase or import, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land,
7. buildings, easements, machinery, plant and stock-in-trade and to render leasing, consultancy and advisory services to clients in the field of leasing.
8. To subscribe for, absolutely or conditionally or otherwise acquire and to hold and/or dispose of shares, stocks and securities or obligations of any other Company whether Indian or foreign.
9. To invest and deal with money of the Company, not immediately required in such manner as may, from time to time, be thought fit subject to provisions of the Companies Act, 2013.
10. To advance money or give credit to any person or company; to give guarantee or indemnity for the payment of money or the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of moneys lent or advanced to, or the liabilities incurred by any person subject to the provisions of the Companies Act, 2013.
11. To borrow or secure money in such manner as the Company may think fit or to make repayment of any debt, liability, perform any contract entered into or the issue of debentures, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital; and to purchase, redeem, or pay off any such securities.
12. To establish subsidiary companies, amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with, any person or company carrying on, engaged in, or proposing to carry on or engage in, any business or transaction which the Company is authorized to carry on or engage in or which is capable of being conducted so as to, directly or indirectly, benefit the Company, and to take or otherwise acquire and hold shares, stock, securities, obligations or other interests in any such person or company, and to subsidize or otherwise assist any such person or company.
13. To remunerate any person for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures or other securities issued by the Company.
14. To draw, make, accept, endorse, discount, negotiate, execute, and issue promissory notes, bill of exchange, bills of lading, debentures and other negotiable or transferable instruments or securities.
15. To dispose of, to improve, manage, develop or exchange the undertaking, property or rights of the Company or any part thereof for such consideration as the Company may think fit.
16. To adopt such means of making known and advertising the business and products of the company as may be expedient.
17. To apply for, promote, and obtain any order, regulation, or other authorization or enactment which may directly or indirectly benefit the Company.
18. To procure recognition of the Company in any country or place outside India.
19. To issue or allot fully or partly paid shares in the capital of the Company in payment for cash payment for any movable or immovable property purchased or otherwise acquired by the Company or for any services rendered to the Company.
20. To take or hold mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the company's property of any kind sold by the Company or any money due to the company from buyer.
21. To pay out of the funds of the Company all or any expenses which the Company may lawfully pay for services rendered for formation and registration of the Company and for promotion of any other company by it subject to the Act.
22. To insure any of the properties, undertakings, contracts, risk or obligations of the Company in any manner whatsoever.

23. To make donations either in cash or in kind for such objects or causes as may be directly or indirectly conducive to any of the Company's objects or otherwise expedient.
24. To aid and support, any person, association, body or movement, whose object is solution, settlement or surmounting of industrial or labour problems of the promotion of science and technology, cultural activities, sports, environment, rural development and other social, welfare and recreational activities. To sponsor sports, entertainment and other leisure and recreational activities to aid and promote the Company's activities and other interests.
25. To purchase, take on lease, or tenancy or in exchange, hire, renew or otherwise acquire and hold any estate or interest and to let or sublet, in whole or in part, develop, manage and exploit lands, buildings, machinery, easements rights, privileges, plants, stock-in-trade, business concerns, options, contracts, claims, chose-in-action, and any real and personal property of any kind necessary or convenient for any business of the Company.
26. To establish of support associations, institutions, schools, hospitals, guest houses, clubs, funds and trusts which may be considered beneficial to any employees or ex-employees and to officers of the Company or the dependants of any such person.
27. To refer all questions, disputes or differences arising between the Company and any other person (other than a Director of the Company) in connection with or in respect of any matter relating to the business or affairs of the Company to arbitration in such manner and upon such terms as the Company and such other person may mutually agree upon in each case and such reference to arbitration may be in accordance with the provisions of the Arbitration and Conciliation Act 1996 or the Rules of the International Chamber of Commerce relating to arbitration, and to institute legal proceedings or defend any proceedings and to appoint Advocates, Consultants or Advisors in. this behalf.
28. To control, manage, finance, subsidize, co-ordinate or otherwise assist any company or companies, including subsidiaries, in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect of any business or operations of or generally with respect to any such company or companies.
29. To enter into negotiation or collaboration technical, financial or otherwise with any person or Government for obtaining any grant, license or on other terms, formulae and other right and benefits, and to obtain technical information know-how and expert advice for the production, manufacture and export or sale of all types of goods which the Company is authorized to produce or to deal in.
30. To create any depreciation fund, reserve, reserve fund, sinking fund, insurance fund, or any special or other fund whether for repayment of redeemable preference shares, redemption of debenture stock, depreciation for dividends, for equalizing dividends, for repairing, improving, extending and maintaining any part of the property of the Company.
31. To open and operate any type of bank accounts with Bank(s) and obtain credit facilities with or without securities for its business.
32. To train or pay for training in India or abroad of any of Company's employees or officers or any candidate in the interest of or furtherance of the company's objects.
33. To establish research and development centers for the business of the Company.
34. To establish training facilities for providing training to company's employees and other people.
35. To borrow, to lend and to raise funds, including the issue of bonds, promissory notes or other securities or evidence of indebtedness as well as to enter into agreements in connection with the main objects of the company.
36. To advice and to render services to enterprises and companies with which the company forms a group and to third parties.

37. To buy wholesale or retail repair, alter and exchange, let on hire, import, export all kinds of articles and things which may be required for the purpose of any of the main business or which is commonly manufactured, imported, exported, supplied or dealt in by persons engaged in any such business or which may seem capable of being dealt with in connection with any of the main business.
38. To acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any electric light and gas works and power plant telephones and markets, reservoirs, water works, tanks, bridges, villages, road ways, tramways, railways, canals, aqueducts, water-courses, dykes, drains, wharves, dye works, furnaces, crushing works, hydraulic works, workshops, factories, warehouse, sheds, dwellings, offices, shops, stores, buildings, pipe lines, pumping stations, wireless installations, aerodromes and other works and conveniences which may seem directly or indirectly conducive to any of the main objects of the Company and to contribute to, subsidize or otherwise by taking part in any operations.
39. 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 carriage of merchandise of all kinds or passengers and to carry on the business of owners of trucks, lorries, motor cars and of ship owners and owners of aircraft in all or any of their respective branches.

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. 29,60,00,000/- (Rupees Twenty-Nine Crores and Sixty Lakhs only) divided into (a) 1,92,00,000 (One Crore Ninety-Two Lakhs only) Equity shares of Face Value of Rs.5/- (Rupees Five only) and (b) 2,00,00,000 (Two Crore only) preference shares of Rs.10/- (Rupees Five only) each.* The Company shall have power to increase the said capital and to issue any part of its capital, original or increased, with or without any preferential rights, privileges, conditions or advantages over or as compared with any shares previously issued or to be thereafter issued, whether in respect of dividend or repayment of capital or both and whether with any special rights of voting or without any right of voting and generally on such terms as the Company may from time to time determine, nevertheless that in the event of the capital of the Company (including the original capital) being or becoming divided into shares of different classes, the rights or privileges attached to any class, may be affected, altered, modified or dealt with only in accordance with the provisions in that behalf contained in the Articles of Association of the Company for the time being subject to the provisions of the Companies Act, 2013.



* Altered Authorized Capital of the Company vide Special Resolution Passed at the Extra-Ordinary General Meeting held on 15th March 2021.

* Altered Authorized Capital of the Company vide Special Resolution Passed at the Extra-Ordinary General Meeting held on 13th December 2023.

* Altered Authorized Capital of the Company vide Special Resolution Passed at the Annual General Meeting held on 27th September 2025.

We, the several persons whose names and addresses and descriptions have subscribed below and 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 to the Capital of the Company set opposite to our respective names.

Sl.No	Names, Address, Occupations and Description of Subscribers	Signature of Subscriber	Name, Address of the witness
1.	V. RAMAKRISHNA S/o V. Nageswara Rao 54, Madhavpuri Secunderabad. Occupation:Chartered Accountant Sd/-	10	A.G. RAVINDRANATH REDDY S/o A.G. Rajasekhar Reddy H.No.243, Road No.6 Nandi Nagar, Banjara Hills Hyderabad – 34 Occupation: Company Secretary Sd/-
2.	V.USHA W/o V.RAMAKRISHNA 54, Madhavpuri Secunderabad. Occupation: Housewife Sd/-	10	
Total Equity Taken		20	

Place: Hyderabad
Date : 26.03.99