(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION OF BHARTI HEXACOM LIMITED

I. The name of the company is: BHARTI HEXACOM LIMITED

II. The Registered office of the Company will be situated in the State of Haryana.#

III. The objects for which the company is established are*:

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

~~1. To provide telecom networks and to run and maintain telecom services including basic/fixed line services, cellular/mobile services, long distance services, Broadband services, paging, video text, voice mail and data system, private switching network services, transmission networks of all types, computer network like local area network, wide area network, Electronic Mail, Intelligent Network, Multimedia Communication Systems or the combination thereof.~~

1. To provide telecommunication services and/ or establish, operate, maintain or expand telecommunication networks, including resale of such services, requiring a licence, authorisation, registration or permission (by whatever name called) under the Telecommunication Act, 2023 or the Indian Telegraph Act 1885 including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force ("telecommunication guidelines") including but not limited to unified services, access services (mobile and fixed line/ wireline), satellite-based telecommunication services, wireless access networks, wireline access networks, internet services, national and international long-distance services, international SIM services, transmission and reception of voice, non-voice and video communications, internet telephony, enterprise communication services, leased circuits including domestic leased circuits and Internet Lease Lines (ILL), Machine-to-Machine (M2M) services, Direct to Home (DTH) Services, Internet Protocol Television (IPTV) services, Aeronautical Data Communication services, In-Flight and Maritime Connectivity (IFMC) services, Captive Non-Public Networks (CNPN), Public Mobile Radio Trunking Service (PMRTS), Audiotex and Conferencing services, Cloud-based EPABX, Voicemail, Wi-Fi services, captive telecom services such as Captive Mobile Radio Trunking Services (CMRTS), captive VSAT services and other captive wireline or wireless networks, telecommunication infrastructure services, including Infrastructure Provider (IP) and Digital Connectivity Infrastructure Provider (DCIP) services such as establishing and operating dark fibre, rights-of-way, duct space, towers, poles, IBS infrastructure and associated telecom equipment and systems for wireline access networks, Radio Access Network (RAN), Wireless Local Area Network (WLAN) and transmission links, establishing and operating Internet Exchange Points (IXPs) and facilitating domestic internet traffic exchange, establishing and operating Satellite Earth Station Gateways (SESGs) and related baseband systems for satellite networks, Network-as-a-Service (NaaS), establishing and operating Cloud-hosted Telecommunication Networks (CTNs) and providing CTN-as-a-Service (CTNaaS), mobile number portability services and any other allied, future, emerging, next-generation services (such as 5G, 6G and all future generations) as well as any other services or offerings related to or ancillary to telecommunication services, enlisted in telecommunication guidelines or otherwise including but not limited to technology-agnostic, digital based [such as Over-the-Top (OTT) and multimedia content delivery, interactive and data-driven communication platforms], satellite-based, cloud native, virtualised, software-defined, non-terrestrial, AI-enabled, quantum-safe, immersive, value-added or otherwise technologically evolved services or any combinations thereof.

#The members of the Company have accorded their consent, by way of passing Special Resolution through Postal Ballot, on January 26, 2025, for shifting of the Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Haryana", subject to the approval of the Central Government (power delegated to Regional Director, Northern Region, New Delhi).

2. To provide data/short messaging/intelligent network services over the Cellular Network, including construction of the required additions to Cellular Networks, operations and maintenance of the network.

3. To provide complete paging services including construction of paging network and to purchase, sell, hire, import, export, manufacture, repair and to provide service support to pagers of all kinds.

4. To carry on the business of telecommunication consulting engineers for design, installation, validation, acceptance, testing, quality assurance of Cellular Mobile Telephone Systems, paging system and data and other services relating to cellular services.

5. To buy, sell, lease and trade in cellular mobile handsets & pagers.

6. To manufacture, install, operate and maintain Mobile telephones, Hand held telephones, modules switches, Base stations including self-supporting stell structures, antenna, wave-guides power plant and air conditioning equipment relating to Cellular Mobile Telephone System and Paging system.

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

1. To provide, encourage, initiate or promote facilities for the discovery, improvement or development of new methods of cellular phone/paging or related activities.

2. To conduct and to carry on experiments and to provide funds for research work and for scholarship, stipend, remuneration and or other payments or aid to any person/persons encouraged in research work, or work connected with or conducive to research and to encourage and to improve knowledge of the persons who are engaged or likely to be engaged in cellular systems related activities.

3. To purchase, take on lease, or in exchange, hire or otherwise acquire any estates, land or lands, in India or elsewhere, and any rights privileges and easements and concessions and factories machinery, implements, tools, live and dead stock, stores effects and other property real or personal, immovable or moveable of any kind which may be required for attaining the main objects.

4. To apply for and obtain any order or other authority for enabling the company to carry any of its objects into effect or for effecting any modifications of the company's constitution or for any other purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company’s interests.

5. To enter into any arrangement or agreement with any Government, State or authority, municipal, local or otherwise, or any corporation, companies or person’s that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government, State authority, corporation, company or person any rights, privileges or concessions and to carry out, exercise and comply with such arrangement and agreement.

6. To acquire by purchase or otherwise for the business of the company in India or elsewhere, any lands, building, mills, plants, engines, machinery and other things found necessary for the business of the company.

7. To draw, make, accept, endorse, execute, issue and negotiate bills of exchange, promissory notes, cheques, drafts, hundis and other instruments of every description.

8. Taking in cash or fully or partly paid shares with or without preferred or deferred rights in respect of dividends or repayments of capital or otherwise or by any securities which the company has power to issue or partly in one mode and partly in another and generally on such terms as the company may determine.

9. To exchange, mortgage (with or without power of sale) assign, lease, sublet and generally otherwise deal with the whole or any part of the business estate property or undertaking of the Company, as a going concern, to a person or persons, association or associations or otherwise for such- consideration as the Company may think fit, either for cash or for shares, debentures and securities for any other company having objects altogether or in part, similar to the objects of this Company and to hold or distribute among the members in specie or otherwise the whole or part of the consideration for such sale or amalgamation with any other person, Company or association.

10. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm or Company to pay the same and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company.

11. To insure with any person, firm, association of company against losses, damages, risks and liabilities of any kind which may effect the Company either wholly or partially and if though, fit, to effect any such insurance by joining or becoming a member of any mutual insurance protection or indemnity association, federation or society and to accept any such insurance or any part thereof for the account of the company.

12. Subject to the provisions of section 230 to 236 of the Companies Act, 2013 to amalgamate, enter into partnership or any arrangement whether terminable or otherwise, for sharing profits, union of interest, joint Venture, reciprocal concessions, co-operation or otherwise, with any person or persons, firm, associations, company or corporation having objects altogether or in part similar to those of the company or carrying on or about to carry or engaged in or about to engage in any business or transaction which the company is authorized to carry on and to lend money and to guarantee the contracts and to subsidise or otherwise assist any such persons, person, firm, associations, corporation or company, to subscribe for and to take and otherwise acquire and to hold shares or other interest or stocks or securities of any such person, persons, firm, associations, corporation, guarantee or otherwise deal with same and accept the shares in exchange for the same and to form or permit any other company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.

13. To join and participate in any chamber of commerce, commercial institutions or bodies as member or associate member and pay all subscriptions and other amounts for such purpose.

14. To employ experts to investigate and to examine into the conditions, prospects, value, character and circumstances of any business concern and undertakings and generally any assets, property or rights.

15. To promote and form and to be interested in and take hold and dispose of shares in other companies for all or any of the objects mentioned in this Memorandum of Association and to transfer to any such company and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such Company and to subsidise or otherwise assist any such company.

16. To acquire and hold shares in any other Company and pay for properties, rights or privileges, acquired by this Company, either in shares of this company or partly in cash or otherwise and to give shares or stocks of this Company in exchange for shares or stocks or any other Company, provided that the investments are made out of surplus fund.

17. To improve, manage, work, develop, mortgage and abandon any of the properties of the Company rights and concessions of the Company.

18. To create any Depreciation Fund, Reserve Fund, Insurance Fund, Sinking Fund or any other Special Fund whether for depreciation or repairs, replacement, improving, extending or maintaining any of the properties of the Company or for any other purposes conducive to the interests of the Company.

19. To place to reserve or to distribute as dividend or bonus among the members or otherwise to apply as the Company from time to time may think fit, any Moneys received by way of premium on shares or debentures issued at a premium by the company and any moneys received in respect of dividends accrued on forfeited shares and money arising from the sale by the company of forfeited shares or from unclaimed dividends.

20. To capitalize its reserves and issue bonus shares.

21. To adopt such means of making known the business of the company as may seem expedient and in particular to advertising in the press by the circular or purchase or exhibition of works of art or interest by publication of books and periodicals and by granting prizes not falling under the provisions of Lotteries Act, rewards and donations.

22. Subject to section 73 to 76, 179 and 180 of the Companies Act, 2013, and regulations made thereunder and the directions issued by the Reserve Bank of India, to borrow, raise or secure the payment of Money or to receive money on deposit at interest, for any of the purposes of the company and at such time or times as may be thought fit by the promissory notes, by taking credits in or opening current accounts with any persons, firm, bank, company or financial institution, in or outside India and whether with or without any security or by such other means as the directors may in their absolute discretion deem expedient and in particular by the issue of debentures or debentures stock perpetual or otherwise and as security for any such money so borrowed, raised, received and if any such debentures or debenture stock so issued to mortgage pledge or charge the whole or anypart of the property and the assets of the Company both present and future, including its uncalled capital by special assignment or otherwise or to transfer on convey he same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities, provided that the Company shall not carry on banking business as defined in Banking Regulation Act, 1949.

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. 250,00,52,000 (Rupees Two Hundred Fifty Crore Fifty Two Thousand Only) divided into 50,00,00,000 (Fifty crore) equity shares of INR 5/- (Rupees Five) each and 520 (Five Hundred Twenty) redeemable, non-participating, non-cumulative preference shares of INR 100/- (Rupees Hundred) each.

**** The Memorandum of Association, including objects clause and liability clause, of the Company has been amended as per the Companies Act, 2013, as applicable, vide Special Resolution passed at the Extra Ordinary General Meeting of the members of Company held on 29/12/2023.***