

COMPANY NO. 55-67527

**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT UPON CHANGE OF NAME**

In the office of the Registrar of Companies, NCT of Delhi
& Haryana [under the Companies Act, 1956 (1 of 1956)]

IN THE MATTER OF M/s HEXACOM INDIA LTD.

I hereby certify that HEXACOM INDIA LTD.

which was originally incorporated on Twentieth April of one thousand nine hundred and ninety five under the Companies Act, 1956 (Act 1 of 1956) under the name HEXACOM INDIA LTD.


having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 read with Government of India, Department of Company Affairs, Notification No. G.S.R. 507 (E) dated 24-06-1985 by Registrar of Companies, NCT of Delhi & Haryana, New Delhi vide letter No. ROC/21/55-67527/1094 dated 29/11/2004 the name of the said company is this day changed to

BHARTI HEXACOM LIMITED

and this Certificate is issued pursuant to Section 23 (1) of the said Act.

Given under my hand at New Delhi this Second December of Two Thousand and Four.




(Dr. Navrang Saini)
REGISTRAR OF COMPANIES
N.C.T. OF DELHI AND HARYANA



संयुक्त राज्य

फॉर्म एक

Form 1

निगमन का प्रमाण पत्र

Certificate of Incorporation

सं० 55-67527 राक 19 17

No. 55-67527 of 19 95-96

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज हेक्साकॉम इण्डिया लिमिटेड

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that HEXACOM INDIA LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता० 30 चैत्र, 1917 को दिया गया।

Given under my hand at ... NEW DELHI .. this TWENTIETH

and nine hundred and NINETY FIVE.



[Handwritten Signature]
ज. वेदव अन्तारी

अपर कम्पनी रजिस्ट्रार

रा. रा. क्षेत्र दिल्ली एवं हरियाणा

(A.W. ANSARI)

ADDL. Registrar of Companies

N.C.T. OF DELHI & HARYANA

(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.
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 steel structures, antenna, wave-guides power plant and air conditioning equipment relating to Cellular Mobile Telephone System and Paging system.

#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".

(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.





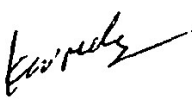


22. Subject to section 73 to 76, 179 and 180 of the Companies Act, 2013, and regulations made thereunder and the directions issued by the Reserve Bank of India, to borrow, raise or secure the payment of Money or to receive money on deposit at interest, for any of the purposes of the company and at such 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 any part 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 conveyance the 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.

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 Capital of the Company, set opposite our respective names:-

Sl. No.	Name, Description Occupation and address of Subscribers	Number of Equity Shares taken by each subscriber	Signature of subscriber	Signature of witness with address and occupation
1.	RAJIV MEHROTRA S/O SH. K.N. MEHROTRA A-9, NARAINA VIHAR, NEW DELHI-110028 INDUSTRIALIST	10 (TEN)		I hereby witness all the signatures to the Memorandum of Association Anil Sehgal ANIL SEHGAL S/o Late Shri Satya Paul Sehgal B-416, Haera Bagh, Convent Bung Road, Paschim Vihar, New Delhi-110 063. ADVOCATE
2.	SHAKTI SARUP PURI S/o Late SH. L. R. PURI, A-80, VISHAL ENCLAVE NEW DELHI-110027. INDUSTRIALIST.	10 (TEN)		
3.	Dr. U. Khanna S/o Sh. B. C. Khanna A-9, NARAINA Vihar New Delhi-110028 Industrialist	10 (TEN)		
4.	ALOK TANDON S/O SH. A.B. TANDON C-163, Preeti Vihar New Delhi-110092 INDUSTRIALIST	10 (TEN)		
5.	KAILASH NARAIN MEHROTRA S/O LATE SH. SHYAM CHARAN LAL A-9, NARAINA VIHAR NEW DELHI-110028. INDUSTRIALIST.	10 (TEN)		
6.	SHYAMA MEHROTRA W/O SH. K.N. MEHROTRA A-9 NARAINA VIHAR NEW DELHI-110028 INDUSTRIALIST	10 (TEN)		
7.	ANAY KHANNA FOR SHYAM TELECOM LTD. C-38, NARAINA INDUSTRIAL AREA PH-I, NEW DELHI-28 - DIRECTOR	10 (TEN)		
Total		70 (Seventy)		

Place: NEW DELHI

Dated (5) 8-4-95

