

May 04, 2018

The BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001

The National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G, Bandra kurla Complex,  
Bandra (E), Mumbai 400 051

Ref: **Bharti Infratel Limited (534816/ INFRATEL)**

**Sub: Submission of altered Memorandum of Association**

Dear Sir/Madam,

Further to our letter dated March 09, 2018 and April 18, 2018, please find enclosed the altered copy of Memorandum of Association of the Company along with the certificates issued by Registrar of Companies.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For Bharti Infratel Limited**



**Samridhi Rodhe**  
**Company Secretary**





सत्यमेव जयते  
GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

4th Floor, IFCI Tower 61, New Delhi, Delhi, India, 110019

Corporate Identity Number: L64201HR2006PLC073821

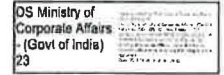
SECTION 13(5) OF THE COMPANIES ACT, 2013

Certificate of Registration of Regional Director order for Change of State

M/s BHARTI INFRATEL LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Delhi to the Haryana and such alteration having been confirmed by an order of Regional Director bearing the date 02/04/2018.

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at New Delhi this Twenty sixth day of April Two thousand eighteen.



SANJAY BOSE

Registrar of Companies

RoC - Delhi

Mailing Address as per record available in Registrar of Companies office:

BHARTI INFRATEL LIMITED

901, Park Centra., Sector-30, NH-8., Gurugram, Gurgaon, Haryana, India,  
122001





सत्यमेव जयते

## GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Delhi  
4th Floor, IFCI Tower 61, New Delhi, Delhi, India, 110019

Corporate Identity Number: L64201DL2006PLC156038

### SECTION 13(1) OF THE COMPANIES ACT, 2013

#### Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The shareholders of M/s BHARTI INFRATEL LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on -- altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at New Delhi this Twenty third day of March Two thousand eighteen.



SANJAY BOSE

Registrar of Companies

RoC - Delhi

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Mailing Address as per record available in Registrar of Companies office:

**BHARTI INFRATEL LIMITED**

Bharti Crescent,, 1, Nelson Mandela Road, Vasant Kunj, Phase-II., New Delhi,  
Delhi, India, 110070





सत्यमेव जयते

Form 1

## Certificate of Incorporation

Corporate Identity Number : U64201DL2006PLC156038

2006 - 2007

I hereby certify that Bharti Infratel Limited is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is limited.

Given under my hand at Delhi this THIRTIETH day of NOVEMBER  
TWO THOUSAND SIX.



(KLAIR ANITA)

Registrar of Companies  
National Capital Territory of Delhi and  
Haryana





व्यापार प्रारंभ करने का प्रमाण-पत्र  
कम्पनी अधिनियम 1956 की धारा 149(3) के अनुसरण में

कार्पोरेट पहचान संख्या : U64201DL2006PLC156038

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स  
Bharti Infratel Limited

जिसका निगमन, कम्पनी अधिनियम, 1956(1956 का 1) के अंतर्गत दिनांक तीस नवम्बर दो हजार छह को किया गया था और जिसने निर्धारित प्रपत्र में घोषणा प्रस्तुत की है या विधिवत सत्यापित किया है कि उक्त कम्पनी ने, अधिनियम की धारा 149(2) (क) से (ग) तक की शर्तों का अनुपालन कर लिया है और व्यापार करने के लिए हकदार है।

यह प्रमाण-पत्र आज दिनांक दस अप्रैल दो हजार सात को मेरे हस्ताक्षर से दिल्ली में जारी किया जाता है।

Certificate for Commencement of Business  
Pursuant of Section 149(3) of the Companies Act, 1956

Corporate Identity Number : U64201DL2006PLC156038

I hereby certify that the Bharti Infratel Limited which was incorporated under the Companies Act, 1956(No. 1 of 1956) on the Thirtieth day of November Two Thousand Six , and which has this day filed or duly verified declaration in the prescribed form that the conditions of the Section 149(2)(a) to (c) of the said act, have been complied with and is entitled to commence business.

Given under my hand at Delhi this Tenth day of April Two Thousand Seven.



(SHARMA VIVEKA NAND)

से- कम्पनी रजिस्ट्रार / Registrar of Companies  
राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा  
National Capital Territory of Delhi and Haryana



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

**MEMORANDUM OF ASSOCIATION**  
OF  
**BHARTI INFRATEL LIMITED**

- I. The name of the Company is: Bharti Infratel 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 AS UNDER:#
    1. To establish and carry on in India or elsewhere either, directly or indirectly, on its own or in alliance by way of strategic alliance or joint venture or any other business arrangement with any other person / body / bodies corporate incorporated in India or abroad, the business of setting up, establishing, operating, maintaining and/or providing of all types of telecom related activities, including setting up and/or sharing of active or passive infrastructure and/or equipment, spectrum, transmission and communication services, in any form and manner, including but not limited to communication infrastructure, by whatever name called or nature, installation of equipment for telecommunications, transmission infrastructure on Optical fiber or microwaves, Switches/ Routers, Antennas, Wi-Fi Access Points, Small Cells, BTS, National Long Distance Services, Intra Circle, In-building Solutions, Network as a service, Internet services, Bandwidth services as a service provider or as a Virtual Network Operator (VNO) or Network Company (NetCo).
    2. To establish and carry on in India or elsewhere either, directly or indirectly, on its own or in alliance by way of strategic alliance or joint venture or any other business arrangement with any other person / body / bodies corporate incorporated in India or abroad, the business of undertaking, managing and/or administering projects or activities relating to digital transformation like Smart city, Internet of Things (IoT) or similar initiatives by whatever name called, including but not limited to deployment and management of surveillance cameras, all types of sensors, LED lights, electric vehicle charging points, traffic management related activities, weather & environment monitoring, advertising and / or any activity under such project, whether related directly to telecommunications or otherwise.
    3. To provide a broad range of network development services, including network design, site acquisition, zoning and other regulatory approvals, tower construction and antennae installation in India and elsewhere either on its own or in alliance with any other Person/Body/Bodies Corporate incorporated in India or abroad either under a strategic alliance or Joint Venture or any other arrangement.
    4. To engage in the video, voice, data and Internet transmission business either in India and elsewhere either on its own or in alliance with any other Person/Body/Bodies Corporate incorporated in India or abroad.
    5. To establish and carry on in India or elsewhere either, directly or indirectly, on its own or in alliance by way of strategic alliance or joint venture or any other business arrangement with any other person / body / bodies corporate incorporated in India or abroad, the business of providing consultancy and/ or management services in relation to any of the above.



(1)



(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE AS UNDER. #

1. To do all such things which are incidental or ancillary to the attainment of the main business of the Company.
2. To enter into partnership or any arrangement for sharing profits or losses or any union or interest, exchange of shares, joint venture, reciprocal concession or co-operation, with any person or persons of company or companies carrying on or engaged in any business or transaction which the Company is authorised to carry on or/and to subsidize, assist, co-operate or enter into any arrangement whatsoever with any such person or Company.
3. To negotiate and enter into agreements and contracts with foreign individuals, companies, corporation and other organisations for technical, financial or any other assistance for carrying out all or any of the objects of the Company or for the purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulae, patent rights, for furthering the objects of the Company.
4. To acquire and take over the whole or any part of the business, goodwill, trademark, property and liabilities of any person or persons, firm, corporation or undertaking, either or newly engaged in or carrying on and conducting any business which this Company is authorised to carry on and to pay for same either in shares or partly in cash and partly in shares.
5. To purchase or otherwise acquire, construct, carry out, equip, maintain, alter, improve, develop, manage, work, sell, let on hire, deal in, control and superintend any factories, plants, ware-house, workshops, sheds, dwellings, offices, shops, stores, buildings, telephones, electric and gas works and power plants and all kinds of works, machinery, apparatus, labour lines and houses, wharves, furnaces, crushing works and other works and conveniences which may seem directly or indirectly necessary or conducive to any of the objects of the Company and to contribute to subsidise otherwise assist by taking part in any such operations.
6. To refine, manipulate, repair, alter, exchange, purchase, sell, export, import, deal in or let on hire all kinds of goods, commodities, substances, works, plants, machineries, appliances, apparatuses, tools and implements and other articles, chattels and things which may be necessary or advantageous to the Company in connection with its object.
7. 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, machineries, easements, sights, privileges, plants, stock-in-trade, business concerns, options, contracts, claims, choose-in-action and any real and personal property of any kind necessary or convenient for any business of the Company.
8. To acquire, hold and deal in stocks, shares, debentures, debenture-stock, bonds, obligations or securities issued by any business which the Company is authorised to carry on or which is capable of being conducted so as directly or indirectly to benefit the Company.
9. To procure the registration or recognition of the Company in any country or place in any part of the world.
10. Subject to Section 230 to 232 of the Companies Act, 2013 to amalgamate in totality or demerge any of its business undertaking and amalgamate with any other company having all or any of its objects altogether or in part, similar to the objects of the Company in any manner whatsoever whether with or without liquidation of the Company.
11. To apply for, obtain, purchase or otherwise acquire and protect, prolong and renew any patent, patent rights, brevets d' invention, processes, trade secrets, scientific or technical or other assistance,



manufacturing processes, know-how and other information, design, patterns, copyrights, trade-marks, licences, concessions and the like, rights or benefits or right of use thereof, which may seem capable of being used for in or connection with any of the objects of the Company or the acquisition or use of which may seem calculated directly or indirectly or benefit the Company on payment of any fee, royalty or other consideration and to use exercise or develop the same and manufacture under or grant licences in respect thereof or sell or otherwise deal with the same.

12. To establish, for any of the objects of the Company, branches or to establish any firm or firms or promote any company at places in or outside India as the Company may think fit.
13. To undertake research work and to spend money in experimenting and testing and in improving or seeking to improve and giving publicity to the business and products of the Company and its constituents and associates and popularise brands in Indian and foreign markets by means of press advertisement, pamphlets, handbills, circulars, advertisement reels, posters, cinema slides or by publication of books, periodicals and magazines, by purchase and exhibition of work of art, by granting rewards, prizes and donations and by any other suitable means and by placing in the market any product which the Company may propose to manufacture or to distribute any patents, inventions, processes, informations or rights which the Company may acquire on lease or propose to acquire.
14. To invest the moneys of the Company, not immediately required, in or upon such investments (other than shares in the Company) and in such manner as may from time to time be determined.
15. Subject to section 179, 180, 73 and 185 of the Companies Act, 2013 and regulation made thereunder and the direction issued by the Reserve Bank of India to borrow, raise or secure the payment of money or deposit at interest, for any of the purposes of the Company and at such times or times as may be thought fit by promissory notes, by taking credit in or opening current account with any person, firm, bank, company or financial institutions 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 debenture- 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 otherwise or to transfer or convey the same absolutely or in trust and to give the powers of sale and other powers as may seem expedient and to purchase, redeem or pay off, any such securities, provided that Act, 1949.
16. To give any guarantee in relation to the payment of any debentures, debenture stock, bonds, obligations or securities and to guarantee the payment of interest thereon or of dividends on any stock or shares in any company and generally to guarantee or become sureties for the performance of any contracts, debts, or obligations of any person, firm, authority or company, connected with the Company's business.
17. To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities including Corporate/Counter Guarantee on behalf of Company's Group/Associate Companies and to open bank accounts, current overdraft or savings and to operate the same.
18. To send out to foreign countries, its Directors, employees or any other person or persons for investigating possibilities of any business or trade or for procuring and buying any machinery or establishing trade connections or in promoting the interests of the Company and to pay all expenses incurred in this connection.
19. Subject to Section 188 of the Companies Act, 2013 to remunerate any person or company for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business.
20. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the



(3)





formation and registration of the Company and any company promoted by the Company and also all costs, charges, duties, imposition and expenses of and incidental to the acquisition by the Company of the property or assets incidental to the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid.

21. To pay for any property or rights acquired by or for any services rendered 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.
22. To aid pecuniarily or otherwise any association, body or movement having for an object the solution, settlement or surmounting of industry or trade.
23. To lease, exchange or otherwise deal with or dispose of the undertaking and all or any of the properties, assets, rights and effects of the Company or any part thereof for such consideration as the Company may think fit, subject to the provisions of the Companies Act, 2013 or any other law for the time being in force.
24. To distribute among the members in specie or in kind any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up so that no distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required by law.
25. To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors) of the Company or their dependents or connections and to make payments towards insurance for any such person and to establish, join and support trusts, funds or schemes, whether contributory or non-contributory, with a view to provide pensions or allowances for such persons or to make contributions to other associations, institutions, trusts, funds, schemes, clubs or conveniences calculated to benefit such persons.
26. To compensate for loss of office to any Managing Director or Directors or other Officers of the Company within the limitations prescribed under the Companies Act, 2013 or 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.
27. Subject to Section 181 of the Companies Act, 2013 to make donations to such persons or institutions either in cash or in other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to the Company and to subscribe, contribute or otherwise assist or Grant Money to charitable, scientific, religious, benevolent, national, public or other institutions and objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefit of the employees or of persons having dealing with the Company or to dependents, relative or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities, and bonuses by way of either annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds of or for such persons.
28. To promote the export for that purpose, to buy, sell, enter into barter arrangements and compensation business, imports, distribute, process, commodities and product of every description and kind.
29. To apply for an obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality or provisional order or licence of any authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for



any other purpose which may seem expedient and to make representations against any proceedings or application which may seem to prejudice, directly or indirectly, the interests of the Company.

30. To agree to refer to arbitration any dispute presenter future, between the Company and any other Company, firm or individual and to submit the same to arbitration of India or abroad either in accordance with Indian or any foreign system of law.
  31. To appoint agents, sub-agents, dealers, managers, canvassers, sales representatives or salesmen for transacting all or any kind of business which this Company is authorised to carry on and to constitute agencies of the Company in India or in any other country whatsoever and to establish depots and agencies in different parts of the world.
  32. To accept and to make gifts in property, movable or immovable in or outside India.
  33. To purchase or otherwise acquire real or personal property of all kinds in any part of the world and in particular land, oil wells, refineries, mining rights, minerals, ores, building stores patents, licences, concessions, rights of way, rights on water and any rights or privileges which it may seem convenient to obtain for the purpose of or in connection with the businesses of the Company and whether for the purpose of resale or realisation or otherwise deal with the whole or any part of such property or rights.
  34. To secure orders for export of any article or things and to carry out and comply with the said orders.
  35. To create any reserve fund, sinking fund, insurance fund or any other special funds whether for depreciation, for repairing, improving, research, extending or maintaining any of the properties of the Company or for any other purpose conducive to the interests of the Company.
  36. Subject to the provisions contained in Section 63, 123, 124, & 125 of the Companies Act, 2013 to distribute as dividend or bonus among the members or to place to reserve or otherwise apply as the Company may from time to time think fit any money received by way of premium on shares or debentures, issued at a premium.
  37. To take part in the formation, supervision or control of any business or operation of any Company or undertaking relating to the business of the Company and for that purpose to act as or appoint as its own nominees, officers, directors, trustees, administrators, managers and accountants, or other employees, experts or agents.
  38. To do all or any of the above things in any part of the world as principals, agents, trustees or otherwise and either in conjunction with others or by or through agents, sub contractors, trustees or otherwise.
- IV. The Liability of members 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 INR 35,000,000,000 (INR Thirty Five Billion) divided into 3,500,000,000 (Three Billion Five Hundred Million) equity shares of INR 10 (INR Ten) each. \*

\*Amended by shareholders' resolution dated 21-08-2012.

\*\*Amended by shareholders' resolution dated 07-03-2018 and approval of Regional Director, Northern Region dated 02-04-2018.

# Amended by shareholders' resolution dated 07-03-2018 and approval of Registrar of Companies, Delhi vide its certificate dated 23-03-2018.



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 the capital of the Company set opposite our respective names:

Sl. No.	Name, description, occupation and address of subscribers	No. of Equity Shares taken by each subscriber	Signature of Subscribers	Name, address and description of witness
1.	BHARTIAIRTEL LIMITED QUTAB AMBIENCE, H – 5/12, MEHRAULI ROAD, NEW DELHI – 110 030 THROUGH VIJAYA SAMPATH D/O SH. MALUR DORAISWAMY SREENIVASAN (SERVICE) 18/903, HERITAGE CITY, MEHRAULI GURGAON ROAD, GURGAON, HARYANA – 122002	49,994 Forty Nine Thousand Nine Hundred and Ninety Four	Sd/-	I witness the signatures of all the subscribers who have signed in my presence.  Sd/- KIRAN SHARMA FCS, C.P. 3116 W/O SHRI SANJAY SHARMA R/O 134, NEHRU PLACE APPARTMENTS, OUTER RING ROAD, NEW DELHI – 110019
2.	SUNIL BHARTI MITTAL S/O LATE SH. SAT PAUL MITTAL (INDUSTRIALIST) 19, AMRITA SHERGILL MARG, NEW DELHI – 110003	1 (One)	Sd/-	
3.	RAKESH BHARTI MITTAL S/O LATE SH. SAT PAUL MITTAL (INDUSTRIALIST) E-26, VASANT MARG, VASANT VIHAR, NEW DELHI - 110057	1 (One)	Sd/-	
4.	RAJAN BHARTI MITTAL S/O LATE SH. SAT PAUL MITTAL (INDUSTRIALIST) E-9/17, VASANT VIHAR, NEW DELHI – 110057	1 (One)	Sd/-	
5.	AKHIL GUPTA S/O LATE SH. JAGDISH PERSHAD GUPTA (SERVICE) B-27, MAHARANI BAGH, NEW DELHI – 110065	1 (One)	Sd/-	
6.	MANOJ KOHLI S/O SH. P.D. KOHLI (SERVICE) D-5/2, DLF CITY, PHASE – I, GURGAON, HARYANA - 122002	1 (One)	Sd/-	
7.	VIRESH DAYAL S/O SH. RAJESHWAR DAYAL (SERVICE) 6415, DLF, PHASE – IV, GURGAON, HARYANA – 122002	1 (One)	Sd/-	

Place: NEW DELHI

Dated: 16<sup>TH</sup> NOVEMBER, 2006



(6)

