

(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

**MEMORANDUM OF ASSOCIATION
OF
TELECOMMUNICATIONS CONSULTANTS INDIA LIMITED**

** The above mentioned regulations comprised in these Memorandum of Association were adopted pursuant to members' resolution passed at the 40th Annual General Meeting of the Company held on 25.09.2018 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Memorandum of Association of the Company*

I. The Name of the Company is:- TELECOMMUNICATIONS CONSULTANTS INDIA LIMITED.

The Registered Office of the Company is situated in the **National Capital Territory of Delhi.**

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

1. To design, establish, provide, maintain and perform engineering, technical and consultancy services for any person, firm or body corporate, for development of Telecommunications and *Information Technology covering Hardware, Software & Networking (IT)* Projects of all types and descriptions in India and outside India including but not limited to Surveys of all types, Feasibility Reports, Detailed Project Reports, Techno-economic Investigations, Supply of basic engineering and detailed design and working drawings, layouts, and blue prints for construction of Telecommunications & *IT* lines, equipment and other assets, Industrial Plants and Factories pertaining to Telecommunications & *IT* working and equipment selection therein, and manufacture of Telecommunications & *IT* equipment of all kinds and description, material handling, preparing specifications and tender documents. Tender evaluation and purchase assistance of all materials and goods pertaining to such projects, expediting, inspecting and testing, construction supervision, project management, acceptance testing, evaluating, commissioning and maintenance training of personnel and any such other services.
2. To provide engineering, technical and management consultancy services for Telecommunications & *IT* in India and outside including but not limited to engineering, commercial and operational management of Telecommunications & *IT* systems, market research and personnel management, organizational structure, improvement in the systems of administration, traffic forecasts, planning, investment planning, modernization of existing Telecommunications & *IT* facilities, improvement in operational and maintenance practices towards utilization of Telecommunications & *IT* assets.
3. To loan on suitable terms the Company's technicians, experts and others, to parties in India and or outside India for development and operation of Telecommunications, *IT* and Postal Projects of all types and descriptions and to send out to foreign countries the Company's technicians, experts and others plans and drawings, plant and machinery and tools, accessories and other appliances in connection with development of telecommunications, *IT* and Postal Projects.

4. To design, establish, provide and perform technical and consultancy services for any person, firm or body corporate, Government or Government Department, Public or local authority or any other organization whatsoever for development of Postal Projects of all types, and description in India and outside India including but not limited to surveys of all types, Feasibility Reports, Detailed Project Reports, Techno-economic Investigations, Supply of detailed design and working drawings, layouts and blue prints pertaining to Postal Systems and equipments for use in handling Postal articles, design and construction of Postal Buildings, Project Management training of personnel and to render all such other services as may be ancillary, incidental or related to any of the foregoing matters.
5. To execute Telecommunication & *IT* projects of all kinds and description in India and outside India including projects relating to internal and external plants on turnkey basis or otherwise covering supply of materials, installation, commissioning and maintenance in the field of Telecommunications & *IT*.
6. To design, plan, engineer, install, commission and commercially operate (on license basis) value added services on telecommunication networks namely Messaging, Videotex, Electronic Mail, Paging and similar, related or allied services in India and outside India.
7. To apply for, obtain and operate directly/or through Joint Ventures for licenses for providing the basic telecom, mobile services, cellular services, GMPCS, Internet, Hybrid-Mail and any other licensed/other telecom and *IT* related services in India and abroad.
8. To set up and operate in-bound/out-bound Tele Marketing Services (Call Centers) and other allied or related services/activities in India and abroad.
9. To undertake and execute civil contracts of all descriptions including roadways, townships, *technology parks*, *cybercities*, wharves, airports, jetties, bridges, dams, canals, industrial and residential estates, houses, power houses, gas works, power generation, electric works, water works, drainage and sewerage works and civil works of every description in India and abroad and related activities such as purchasing or taking on lease or otherwise acquire freehold, leasehold and other lands, quarries, water rights, quarrying equipment, transportation of civil works equipment, road laying equipment etc.
10. To work as Builders, Contractors, sub-contractors, engineers, civil, mechanical, structural, electrical and electronics, industrial environment or otherwise architects, surveyors, designers, electrical and to construct, execute, carry out, supervise, maintain, improve, work, develop, control, manage, alter, repair, pull down, restore and remove, in full or part, in any part of India or in any part of the world, works, and convenience of all types and kinds or otherwise, undertake civil construction works, assist, associate, collaborate, take part or participate in the construction, maintenance, development, working, control and management thereof including taking work as EPC contractor on build, operate and transfer (BOT) / BOOT / BOO annuity or any other basis.
11. To barter, exchange, pledge, prepare, trade and deal in merchandise, commodities and articles of all kinds and to carry on any kind of commercial and/or financial business as the company may determine from time to time.
12. To buy, sell, exchange, install, work, repair, alter, prepare for market, let out on hire, plant and machinery, equipment, works, vehicles, apparatus and appliances etc. which are necessary or convenient for carrying on any business which the company is

authorized to carry on or is required by as customers of or persons dealing with the company or which may seem to the company capable of being profitably dealt with by the company and to experiment with and to render marketable, process, convert, facilitate and manufacture such articles and commodities and goods as may be necessary or may seem to the company capable of being undertaken conveniently in furtherance of the objects or may be calculated directly or indirectly to enhance the value of such articles, commodities and goods.

13. To organize and undertake exports from India of minerals, ores and concentrates and such other allied commodities from time to time.

14. To explore and develop new markets for exports of minerals, ores and concentrates, with a view to diversifying and expanding their exports.

15. To organize and undertake innovative forms of trade transactions such as barter, bilateral arrangements, trade as permissible from time to time under the laws of the land both within the country and outside with a view to increase export earnings.

16. To let advance money or give credit to JV companies/subsidiary companies on such terms as may seem to be expedient and to guarantee the performance of any contract or obligation and the payment of money to JV/subsidiary companies and generally to give guarantees and indemnities. The Company shall, however, not carry on banking business as laid down in Banking Regulation Act, 1949.

17. To carry on in India or elsewhere the business of Design, Engineer, Re-engineer, Procure, Construct, Lay down, Establish, Promote, Erect, Build, Install, Commission, Manufacture, Marketing, Supplying, Importing, Exporting, Trading, Storing, Distributing, Transporting, Consultancy, Carry-out and run all types of sources of energy including Power transmission, off grid/ on grid such as Solar, Wind (Solar + Wind) Hybrid, Biomass or any other source of energy for own use or otherwise including Power generation, lease and Commercial Sale of Equipment & Power, Repair, Maintenance, Water pumping applications, Solar Water heaters and systems, solar lanterns, solar regeneration, cold storages and air conditioning systems, solar power generating systems, solar power packs, solar pumps based on solar thermal and solar photovoltaic conversion, solar desalination systems, solar photovoltaic lightening system, solar cooker, solar photovoltaic systems for retail outlets of petrol pumps, Flat plate solar collector, concentrating and pipe type solar collectors, all types of solar photovoltaic based signaling systems, mass communication system, Telecommunication applications, Solar e-waste, wind mills, and (solar + Wind) Hybrid systems and any special devices which run on any machinery and plant used in the manufacture of any of the above sub-items and other control equipments including all types of carbon credit business in India and abroad.

18. Construction and completion of Electricity generation, transmission and distribution system of all kinds including Underground/Overhead feeder, Distribution Cable routes, erection of substations, installation of switchgears, transformer and capacitor banks for substations etc. and Planning, investigation, research, design and preparation of Preliminary & detailed Project Reports, Construction of Power Stations and Project relating to Power & electricity sector of all kinds and types including hydro, thermal, nuclear and all works incidental and ancillary thereto in India and abroad.

19. To give directly or indirectly any loan to any person or body corporate; give any guarantee or provide security in connection with a loan to any other body corporate or person; and to acquire by way of subscription, purchase or otherwise, the securities of

any other body corporate in furtherance of the objects of the company in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder, provided that the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.

20. To carry on business relating to construction, maintenance and operation of railway infrastructure of any kind and description including signaling and to enter into contracts on a turnkey basis or otherwise, either individually or jointly with other undertakings and companies or persons in India or abroad, including for supply, erection, commissioning of equipment, testing, operation and maintenance and all other services ancillary thereto, including but not limited to provision of new signaling and telecommunication systems, Field Survey, Project Report, End-to-end or Part Consultancy, project supervision and management, Training, Independent Technical Investigation/Assessment, train control systems, safety and disaster management systems and maintenance of such systems.

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

1. To acquire from any person, firm or body corporate whether in India and/or outside India in the public or private sector, technical Information, know-how, process engineering, manufacturing and operating data, plans layout and blue prints, useful for design, erection, construction commissioning, operation and maintenance of plant and equipment required for any of the business of the company and to acquire any grant or licence and other rights and benefits in the forgoing matters and things.
2. To carry out or to have carried out experiment and research in laboratory, pilot plant and industrial scale, and to incur expenses necessary therefore with a view to improve on the present method and process of working the several business activities which the company is authorized to carry on.
3. To manufacture, buy or sell in India and/or outside as importers, exporters, agents or otherwise or any plants, equipments and auxiliaries which can be advantageously dealt in by the Company to attain the main objects, and to carry on operations or business of any nature which the Company from time to time may deem fit or expedient to carry on in connection with its main business at any time being conducted and which may seem calculated or capable of being conducted so as to directly or indirectly benefit the Company.
4. To build, construct, maintain, enlarge pull down, remove or replace, renovate, improve, develop and work, manage, maintain and control buildings, offices, godowns, warehouses, shops, equipments, plant and machinery and telephone exchanges, telegraph offices, coaxial stations, microwave stations, repeater stations, telecommunications lines, cables, towers or any other equipment, plant, machinery connected with design, development, construction, maintenance and operation of telecommunications services and conveniences, which may seem calculated directly or indirectly to advance the interests of the company and to subsidise, contribute to or otherwise assist or take part in doing any of these things and/or to join with any other person and/or company and/or with any government, Indian and/or foreign, and/or Governmental Authority in doing of these things.
5. To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights brevet d' inventions, trademarks, designs, licences, concessions and the like, conferring any exclusive or non-exclusive or limited rights,

their use, or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of, or otherwise, turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights and without prejudice to the generality of the above, any contracts, or in relation to the supply and sale of any materials, articles or things for or in relation to the construction, execution, carrying out, improvement, administration or control of any works and conveniences required for the purpose of carrying out any of the aforesaid business and to undertake, execute, carry out, dispose of or otherwise turn to account such contracts.

6. To sell, dispose off, transfer, mortgage or create any lien or charge on any building, industrial undertaking, projects or factory, in full or in part, to any person, firm, body corporate or association or concern carrying on similar business on such terms and conditions as may be determined by the company.
7. To acquire from any Government (Central, State, Local or Foreign) or public body, person, authority or from any private individual any concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account or which the Company may think directly or indirectly conducive to any of its objects or capable of being carried on in connection with its business and to work, develop, carry out, exercise and turn to account the same.
8. To provide residential and/or resting accommodation, medical and welfare facilities for the employees of the Company and their families and in connection therewith to afford to such persons facilities and conveniences for education, transport, washing, bathing, cooking, reading, writing, sports and games, cultural activities and for the purchase, sale and consumption of provisions, both liquid and solid and for the safe custody of goods.
9. To establish / construct and maintain or wind up branch offices and/or new offices in India or elsewhere as it may be necessary to protect and promote the interest of the Company.
10. To carry on any other business or any business of any other kind or quality whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's properties or rights.
11. To purchase, take on lease or licence or in exchange, hire or otherwise acquire any immovable and/or movable property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the company and in particular any land (freehold, lease hold or other tenure) buildings, easements, equipments, machinery, plant and stock-in-trade and on any such lands erect buildings, offices, factories, sheds, godowns or other structures for the works, and purpose of the Company and also for the residence and amenity of its employees, staff, workman and their families and erect and install machinery and plant and other equipment deemed necessary or convenient or profitable for the purpose of the Company.
12. To exchange, sell, convey, assign or let on lease or grant licence for the whole or any part of the Company's immovable properties and to accept as consideration or in lieu thereof other land or cash or Government securities, or securities guaranteed by

Government or shares in Joint Stock Companies or partly the one and partly the other or such other property or securities as may be determined by the Company and to take back or re-acquire any property so disposed of by repurchasing or obtaining a licence or lease for such price or prices and on such terms and conditions as may be agreed upon.

13. To employ foreign or other technicians or experts or advisors or consultants on a contract basis or otherwise on such terms and conditions as may be decided for furtherance of Company's objectives aforesaid.
14. To train and pay for the training in India or abroad of any of the Company's employees or any candidates or to recruit and employ foreign experts in the interests of or furtherance of Company's objects.
15. To engage in research of matters relating to telecommunications and information technology, work, collect, prepare and distribute information and statistics relating to any of the matters pertaining to telecommunications and information technology, working in India or outside India and to promote or propose such methods, studies and measures as may be considered desirable by or beneficial to the interest of the Company.
16. To receive remuneration, assist and finance in India and/or outside India an industrial undertaking, project or enterprise, whether owned or run by Government, Statutory Body, Private Company, firm or individual with capital, credit or resources for execution of its work and business.
17. To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company.
18. To promote, form and/or take hold and dispose of securities in other companies having objects in whole or in part similar to those of the Company and to transfer to any such Company any property of this Company, and to take or otherwise acquire, hold and dispose off shares, debentures and other securities in or of any such company and to subsidise or otherwise assist any such company in such manner as may be deemed appropriate
19. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise
20. To pay out of the funds of the Company all costs, charges and expenses which the Company may lawfully incur with respect to the promotion, formation and registration of the Company or which the Company shall consider to be preliminary, including therein the cost of advertising, printing and stationery, expenses attendant upon the formation of agencies, branches and local boards.
21. To borrow or raise money or to receive money on deposit or loan at interest or otherwise in such manner as the Company may think fit and in particular by the issue of the debentures or debenture-stock, perpetual or otherwise, secured or otherwise, with an option to convert such debentures into shares, either wholly or in part at the time of redemption and to secure the repayment of any such money borrowed, raised or received or on mortgage, pledge, charge or lien upon all or any of the property, assets or revenue of the Company (both present and future) inducing its uncalled capital and to give the lenders or creditors the power of sale or disposal and other powers as may

seem expedient and to purchase, redeem or payoff any such securities and also by similar mortgage, charge or lien to secure guarantee the performance by the Company or any other person, firm or body corporate of any obligation undertaken by the Company or any other person, firm or body corporate as the case may be.

22. To issue or guarantee the issue of or the payment of interest on debentures or other security or obligations of any Company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
23. To draw, make, accept, endorse discount, execute and issue negotiable bills of exchange, hundies, promissory notes, bills of lading, warrants, debentures and other negotiable instruments or transferable securities/ instruments.
24. Subject to the provisions of the Companies Act, 2013 and the rules made thereunder, to receive money on deposits or interest or otherwise and to lend money with or without security to such companies, firms or persons and on such terms and conditions as may deem expedient and in particular to customers and others having dealings with the company and to guarantee the performance of contracts or obligations by any of such persons, companies and firms, provided that the Company shall not carry on the business of Banking as defined by the Banking Regulation Act, 1949.
25. To invest and deal with the moneys of the Company not immediately required in such manner as may be thought fit and as determined by the Board of Directors of the Company from time to time.
26. To establish and maintain or procure the establishment and maintenance of any contributory provident funds, contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure donations, gratuities, pension, bonus, annuities or other allowances or emoluments to any person who are or were at any time in the employment and/or service of the company or of 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 the Directors or officers or staff of the company or of any such other company as aforesaid and the wives, widows, families and dependents of any such persons and also establish subsidiaries and subscribe to any charitable or public object, institutions, society, associations, clubs or funds calculated for the benefit of or to advance the interests and well being of the Company or of any such other company as aforesaid or its employees and to make payment to or towards the insurance of any such person as aforesaid and to any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
27. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the company or for any other purposes conducive to the interests of the Company.
28. To adopt such means of making known the business of the Company or in which the Company is interested as may seem expedient and in particular by holding press conferences, advertising in the press and electronic media, circulars, publication of books, journals and periodicals, exhibitions and by granting prizes, rewards and concessions.

29. To enter into any contract or arrangements for the more efficient conduct of the business of the company or any part thereof and to sublet any contracts from time to time.
30. To enter into partnership or any arrangements for sharing or pooling profits, amalgamation, union of interests, cooperation, joint ventures or reciprocal concessions or otherwise or amalgamate with any person, firm or body corporate carrying on or engaged in or about to carry on or engage in any business or transactions which the Company is authorized to carry on or engage in or any business undertaking or transaction, which may seem capable of being carried on or conducted so as to directly or indirectly benefit the Company.
31. To distribute or otherwise as may be resolved any property or assets of the Company or any proceeds of sale or disposal of any property or assets of the Company, in case of winding up of the Company including the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liability of the Company so that no distribution amounting to a reduction of capital may be made except with the sanction (if any) for the time being required by law.
32. To vest any immovable or movable property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
33. To carry on any business, or branch of a business, which this company is authorized to carry on, by means or through the agency of any subsidiary company or companies, and to enter into arrangements with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power, at any time, either temporarily or permanently, to close any such business or branch.
34. To generally do and perform all the above acts and such other things as may be deemed incidental or conducive to the attainment of the above objects or of any of them or any allied objects or which may advantageously or conveniently be combined with the business of the Company in a profitable way.
35. To act as agents and as trustees for any person, firm or body corporate and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world and as principals, agents, contractors, sub-contractors, trustees or otherwise and by or through agents, contractors, sub-contractors, trustees or otherwise and either alone or jointly with others.
36. To carry on all or any of the business of assemblers, processors, repairers, finishers and manufacturers of and dealers in plant, machinery and equipment and tools of all descriptions and components and accessories thereof.

IV. The liability of the Members is limited and this liability is to the amount unpaid, if any, on the shares held by them.

V. The Authorised Share Capital of the Company is Rs. 1,600,000,000/- (Rupees One Hundred and Sixty Crores) divided into 160,000,000 (Sixteen Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten) each.

We the several persons, whose names and addresses are subscribed, 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.

	Name	Address, description and occupation	Signature of Subscribers	No. of shares Equity	Name, address, description and Occupation of witness
1	President of India through Shri J.A. Dave S/o Late shri A.L. Dave, Secretary, Ministry of Communications, Govt. of India.	Sardar Patel Bhawan, Sansad Marg, New Delhi-110001	Sd/- J.A. Dave	1000	Sd/- R.S. Aggarwal Deputy Secretary Ministry of Communications New Delhi-110001
2.	Shri S.B. Lal S/o Shri R.Lal	Additional Secretary, Ministry of Communications New Delhi-110001	Sd/- S.B. Lal	10	Sd/- Nutan Deva Under Secretary Ministry of Communications New Delhi-110001
3.	Shri K.D. Vaidya S/o Shri D.B. Vaidya	Member P&T Board Parliament Street New Delhi-110001	Sd/- K.D. Vaidya	10	Sd/- K.P. Radhakrishnan Kidave Section Officer Ministry of Communications New Delhi-110001

Dated this Twenty Fourth day of February, 1978.

Place: New Delhi