

(THE COMPANY ACT, 2013)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

AKSH OPTIFIBRE LIMITED

- I. The Name of the Company is **AKSH OPTIFIBRE LIMITED**
- II. The Registered Office of the Company will be situated in the State of Rajasthan.
- III. The objects for which the Company is established are:

(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:-

(Object no. 2 to 5 inserted in the main objects vide special resolution passed at the Annual General Meeting held on 31st July, 1995 & vide Company Law Board approval No. 466/CLB/NB., dated 7th May, 1996.)

1. To manufacture, refine, roll, reroll, draw, melt, import-export and to deal in all kinds of rods, strips, wires, circles, tube, squares, cables, alloys, iron and steel ferrous and nonferrous metals, machinery, machine parts, tools and implements of all kinds.
2. To carry on manufacture, trade, sale import and export of all types of optical fibres such as step index, graded index and mono mode and other types of Fibres required for use in fibre optic systems and cables, for use in industrials applications , medical use, instrumentation, in defence systems, signaling, telecommunication, multi channel video communication, data communication and other communication and electronic applications
3. To carry on the manufacture, trade, sale, import and export of equipment used for Fibre Optic Network such as Line Terminal, Equipment, Multi Plexers, Opto-Electronic Instruments, Line Repeaters, Jointing and Terminating Equipment, Materials and Accessories, Laser Device, Light Emitting Device, Testing and Measuring Equipments.
4. To design, develop, install, erect, seek right of way, lay, write software, deploy, operate, maintain and provide consultancy and management services or undertake turnkey projects for manufacturing, installing, laying, commissioning, operating of all or any type of networking and communication systems based on either Fibre Optic, Wireless, Satellite, Non-Fibre Optic systems or hybrid of any of these or any other systems/solutions providing bandwidth in various forms, in India or elsewhere.

(Clause 4 amended vide Special resolution passed through postal ballot dated 29-09-2006)

5. To carry on the manufacture, trade, sale, import, export, of all types of Telecommunication and Power cables including Fibre Optic Cables, Dry Core Cables, Jelly Filled Cables, Coaxial Cables, Switchboard Cables, Radio Frequency Cables, Cables for PCM System, Electronic Cables, Telephone hand Set Cords, Computer Codes, Cords required for Electric Appliances and Defence Purposes, Aerial Sell supporting cables, Jumper Wires, Drop Wires, Tinsel Conductors, Ribbin Cables, Control Cables, Instrumentation Cables, Signalling cables, Winding Wires, Aircraft and Ship Wiring Cables and all other type of wires and Cables and raw materials used in optical telecommunications.

(Clause 6 to 9 inserted vide Special resolution passed through postal ballot dated 29-09-2006)

6. To design, develop, create, install ,maintain, provide, operate and manage(as owner or lease or under any arrangement or otherwise) voice and broadband network to deliver a whole range services in the field of telecommunication and information technology and entertainment including converged services and dial up, wireless internet access, virtual private networks, lease data circuits, ASP services, TAC services, Web Housing and co-location services, enterprise network management services, cable T.V. services, (analogous & Digital IP) Video-on- demand services, interactive T.V. (Video on digital IP TV) service, advertising services, WAP services, Call Centre Services, e-education services, e-banking and e-medicine services, corporate and other mail and data services , storage and back-up services, video streaming , video broadcasting , video conferencing and other multimedia services, satellite voice, data & messaging services, multicast and broadcast services, including convergence as also services including consulting, designing, development and implementation of software.
7. To design, develop, create, install and maintain state of art technology capable of simultaneously supporting triple play services viz, Voice(Over Public Switched Telephone Network),Video (television) and Data (internet through building Metro area Networks/Acesss Nodes, Internet data centers, wireless LMDS/MMDS., Point –to-Point Radio, Direct to Home satellite, fibre to home/kerb/ office, ADSL/DSL on copper, coax cable based network, VSAT based networks, infrared & laser data transmission systems and other systems and also provide / operate an infrastructure to transport voice data, video and images intra city and internationally using satellite under sea fiber ,DSL and fixed wireless technologies.
8. To provide telecom networks and/or to run and maintain telecom services like basic/fixed line services, cellular/mobile services, paging, videotext, voicemail and data systems, private switching network services, transmission network of all types, computer networks i.e. local area network, wide area network, Electronic Mail, Intelligent network, Multimedia communication systems or the combinations thereof and for execution of undertakings, Works, projects or enterprises in the telecom industry whether of a private or public character or any joint venture with any government or other authority in India or elsewhere.
9. To carry on the business of content provider (including video, audio and gaming based contents) through voice or broadband network or otherwise in India or abroad.

(Clause 10 & 11 inserted vide Special resolution passed through postal ballot dated 07/04/2007)

10. To carry on the business of manufacturing, producing, processing, generating, accumulating, distributing, transferring, preserving, mixing, trading, supplying, installing, maintaining, contracting as consultants, importers, exporters, assemblers, hirers, repairers, dealers, distributors, stockist, wholesalers, retailers, jobbers, traders, agents, brokers, representatives, marketing, managing, leasing, renting agents either on its own or in alliance with any other person(s), body/bodies corporate incorporated in India or abroad either under strategic alliance or joint venture or any other arrangement, of all kinds and raw material, equipments and parts and components required for plants and machineries thereof in India and outside India for producing electricity, steam, power, solar energy ,wind energy, biomass energy, geothermal energy, hydel energy, tidal and wave energy and other conventional and renewable energy sources, and waste treatment plants of all kinds."
11. To carry on the business of manufacturing, producing, processing, generating, dealing, distributing, retailing, trading, supplying, import, export, stockists, brokers, agents either on its own or in alliance with any other person(s), body/bodies corporate incorporated in India or abroad either under strategic alliance or joint venture or any other arrangement, of all kinds of fabric having various applications made of fibre of any kind in India and outside India."

(Clause 12 to 19 inserted vide Special resolution passed through postal ballot dated 12/07/2016)

12. To design, manufacture, sell, market, retail and deal as distributor, wholesaler, retailer and render after sales services of sunglasses/ prescription glasses and frames, lens, hearing aids and related accessories and engage in business activities incidental thereto such as Eye checking, optometry, Contact lenses and other accessories and to import, export, deal in merchandise related to the above business in whatsoever manner and further engage in any segment of value addition either forward or backward in the eyewear business including prescription eyewear.
13. To carry on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, contactors, converters and alternators, current transformers, switches, switchgears, miniature circuit breakers, earth leakage circuit breakers, panels, electric motors, generators, electric magnets, motor control centres, power control centres, distribution boards, rising mains, bus trunking, overhead busbar systems, feeder pillars, solar coolers, geezers, Light Emitting Diodes (LEDs), Light Emitting Diodes (LED) lightings, all types of lightings, lighting fixtures, fan, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cutouts, wires and cables, all types of active and passive devices used for communication and fibre distribution networks, all aluminium conductor and aluminium conductor steel reinforced transformers, G.L.C. lamps, fancy shades, heating elements, bulbs, CFL lamps and fluorescent tubes and electronic control gear (ballast), plastic housing and all types of parts and accessories including chokes, starters, switches and condensers.
14. To carry on the business of adopting advance technological tools as well as modern enterprise management mechanism, and to establish and help organizations, government bodies, banks and financial institutions and their customers alike to conduct transactions electronically through secure electronic channels, inter-alia, biometric, smart card, magnetic card, EMV Card, one time password, bank pins or any combination of any of them so as to realize the full potential of technology and services and further the development of India's payment system industry, providing software application, data management, cash management, payment and/or transaction related services to any person, entity, firm, company, bank, government bodies or body corporate including developing, improving, designing, marketing, distributing or licensing software and programmed products and hardware and other infrastructure and facilities /services that aid the process of (without limitation) electronic data interchange, transaction initiation, processing, clearing or settlement services by physical or electronic means, whether by using inter-alia computers and Automated Teller Machines (ATMs)/ micro ATMs, Point Of Sale (POS), mobile devices or by any other modes of communication in financial and other e-commerce and e-governance services for G2G/G2B/G2C/B2B/B2C/C2C activities and other products and services in India and abroad.
15. To carry on the business of providing intermediary ATM Deployer (IAD) services, White labeled ATM operator (WLAO) services, including but not limited to setting up/ owning/operation of ATM network, management and adjacent services including technology management (both EMV and non-EMV environment), cash Management, ATM device supply and maintenance services in India as per the Payment & Settlement System (PSS) Act, 2007 of RBI and any amendments made therein by RBI from time to time and in abroad adhering to the statutory requirements of the country of operation from time to time.
16. To carry on the business of providing services in relation to payment card transactions for acquiring, switching and processing of Debit, credit and charge card related payment transaction and stored value card transactions for acquiring institutions and merchants, including without limitation to merchant sales, assessment, Technology management (both EMV and non-EMV environment), and adjacent service, Point Of Sale (POS) terminal device supply and maintenance services in India as per the Payment & Settlement System (PSS) Act, 2007 of RBI and any amendments made therein by RBI from time to time and in abroad adhering to the statutory requirements of the country of operation from time to time.
17. To carry on the business of engaging in the development, distribution, licensing, management and operation, marketing and selling of processing software, switches and associated supply of maintenance and support services for card, POS, ATM to credit and debit card users companies and financial institutions (both EMV and non-EMV environment) in India as per the Payment & Settlement System (PSS) Act, 2007 of RBI and any amendments made therein by RBI from time to time and in abroad adhering to the statutory requirements of the country of operation from time to time.

18. To carry on the business of providing payment card transactions for switching and credit, debit and stored value card account data processing services and back office processing services in relation to processing of debit and credit card payment transaction and related services to card issuer companies in India as per the Payment & Settlement System (PSS) Act, 2007 of RBI and any amendments made therein by RBI from time to time and in abroad adhering to the statutory requirements of the country of operation from time to time.
19. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in all type of goods on retail as well as on wholesale basis, exhibitors & sales and promotion agents of various goods, services and merchandise and to act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liasioner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, in any manner whatsoever in India or elsewhere.

(B) MATTERS WHICH ARE NECESSARY FOR THE FURTHERANCE OF THE MAIN OBJECTS ARE:-

(Clause III (B) amended to be in line with the provisions of Table A to Schedule I of Companies Act, 2013 vide Special resolution passed through postal ballot dated 12/07/2016)

1. To guarantee the payment of money unsecured or secured of payable under or in respect of promissory notes, bonds, debenture stock contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the purpose of the company.
2. To purchase, lease, rent, hire or otherwise acquire, sell and dispose off houses, offices, work-shops, buildings and premises, plots of land (agricultural or otherwise) and any fixed or movable machinery, tools engines, boilers plant, implements, patterns, stock in trade, patent rights, technical know how or any other asset convenient to be used in or about the trade or business of the Company.
3. To purchase and otherwise acquire, manufacture, own, import, sell, export and deal in all materials, substances, appliances, machines containers and other articles and apparatus and things capable of being used in any of the aforesaid business and to own lease and otherwise acquire and use facilities of whatever kind as may be convenient or useful or conducive to the effective working of the said business or any part thereof.
4. To let on lease or on hire, mortgage, pledge, transfer, sell, exchange or otherwise dispose off the whole or any part of the undertaking of the Company or any land, buildings, business and property rights or assets of any kind of the Company or any share or interest therein in such manner and for such consideration as the Company may think fit and in particular for shares, debentures or securities of any Company having objects similar to those of the Company.
5. To secure orders for supply of any article or things and to carry out and comply with the said orders.
6. To acquire by purchase, lease, concession, grant, licenses or otherwise such minerals, water-works, stores, rights, privileges, easements and other property as may from time to time to be deemed necessary for carrying on the business of the Company and to build or erect upon any land of the Company howsoever acquired such factories, workshops, warehouses, offices, residence and other buildings and erect such machinery and construct such roadways, tram ways, branches or sidings, bridges, reservoirs, water-courses, hydraulic works and other works and conveniences as may be deemed necessary for the purpose of the Company or any of them and to hold any property whatsoever, either in the Indian Union or abroad.
7. To apply for, obtain, purchase or otherwise acquire, own, use protect, prolong and renew whether in India or Elsewhere any trade secrets, rights improvements, processes, formula, patent rights, brevated, invention trademarks, designs, protections, concessions and the like conferring any exclusive, non-exclusive or limited rights to use any secret or other information as to any invention or otherwise or any process or privilege which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, manufacture or grant licenses or privileges in respect of, or

otherwise turn to account, the property rights and information so acquired and to carry on the business in any way connected therewith and to pay royalties if anywhere necessary.

8. To take over or otherwise acquire all or any part of any land, business including the goodwill, trademarks, stocks, machinery, plants and liabilities of any person, firm, company or concern carrying on business which this Company is authorized to carry on or its possessed property suitable for the Company or that is likely to benefit the Company directly or indirectly in the attainment of its objects.
9. To establish factories and other works and conveniences which may be necessary or convenient for the purpose of the Company, or may seem calculated directly or indirectly to advance the company's interests and to contribute to subsidies or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out of control thereof.
10. To acquire and hold shares, stock, debentures stock, bonds, obligations and securities issued or guaranteed by any company having similar objects constituted or carrying on business in India, or elsewhere and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any Government, Commissioner, public body or authority, supreme, municipal, local or otherwise whether in India or elsewhere.
11. To establish schools for or otherwise instruct people for any of the business which the Company carries on or is entitled to deal in.
12. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution found in any way connected with any particular industry, trade or commerce generally including any associations, institution or fund for the protection of the interests of masters, owners and employers against losses resulting from bad debts, strikes, combinations, fire, accidents or otherwise or for the benefit of any officers, managers, foremen, clerks, workmen or others at any time employed by the Company or any of its predecessors in business of their families or dependents and whether or not in common with other persons or group of persons and in particular of friendly, co-operative and societies, establish, maintain and run reading rooms, libraries, educational and charitable institutions, canteens, dining and recreation rooms, churches, places of workshop, schools, dispensaries and hospitals and to grant gratuities, pensions and allowances.
13. To borrow, raise or secure moneys in such manner as the Company shall think fit and in particular by the creation, execution, grant or issue of any mortgage, mortgage debentures, debentures stock and bonds either at par, premium or discount and either redeemable or irredeemable, secured upon all or any part of the undertaking, rights and properties of the Company present and future, including its uncalled capital or the called but unpaid capital of the Company and to purchase, redeem, pay off or satisfy such securities.
14. To draw, accept, endorse, discount, execute and issue or negotiate cheques, bills of exchange, promissory notes, hundies, bills of lading and other negotiable instruments.
15. To adopt such means of making known the products or businesses of the Company as may seem expedient and in particular by advertising in the press, by circulars, on television, or radio, by purchase and exhibition of works of art by publication of books and periodicals and by granting prizes, scholarships, rewards and donations.
16. To lend moneys to such persons and upon such terms as may seem expedient and in particular customers and other persons having dealings with the company and to guarantee the performance of contracts by members or persons having dealing with the Company.
17. To sell or sublet any concession or license obtained or contracts entered into and generally to sell the whole or any part of the property and business of the Company for each or for shares whether fully paid up or not debentures or securities or another Company or partly in cash or partly in such shares, debentures, or securities as are distributed in specie of kinds amongst the members or otherwise.
18. To subscribe or contribute otherwise to assist or guarantee money for charitable, benevolent, religious, social, national, public or any other institutions, or for any exhibition and to make authorized donation to such persons and in such cases as the Company may think conducive to attainment of any of its objects.
19. To engage, employ, suspend and dismiss executives, engineers, agents, managers, superintendents, assistants, clerks, coolies and other servants and labourers and to remunerate any such person at such rate as shall be thought fit, to grant bonus, compensation, pension or gratuity to any such person or to his widow or children and generally to provide for the welfare of all employees.
20. To grant annuities, pension, allowances gratuities, bonuses to any employee or ex-employee (including directors, managers of the Company) or the relations, connections or dependents of any

such persons and to establish or support associations, institutions, clubs, schools, funds, schemes and trusts (religious, scientific, educational, provident and otherwise) advance the interest of the Company or of its members and to establish or and contribute to any scheme for the purchase by trustee of shares in Company to be held for the benefit of the Company's employees and to formulate and carry into effect any such scheme for sharing the profits of the Company with its employees or any of them and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or useful objects or earmark a portion of the property of the Company or creates funds for many such objects or purposes.

21. To organize seminars, conduct research evaluation and other studies in connection with the business of the Company.
22. To remunerate any person or company for services rendered in connection with the formation of the Company or the acquisition or disposal of property by the Company or the conduct of its business.
23. To pay for any property, rights or privileges, acquired by the Company or for acquisition of any property for the Company or otherwise either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company and to issue any share either fully paid up or with such amount credited as paid up thereon, as may be agreed upon and to charge such bonds, debentures or other securities upon all or any part of the property of the Company. While doing so the Company shall comply with all the requirements of law for the time being in force.
24. To insure all or any of the properties or assets or obligations of the Company of whatsoever nature against any risk.
25. To create any depreciation fund, reserve fund, insurance, sinking fund, or any other special fund whether for depreciation or repairs, replacement, improvement, extension or maintenance of any of the properties of the Company or by way of Development Rebate Reserve or for the redemption of debentures or redeemable preference shares or for other purpose conducive to the interest of the Company.
26. To spend money in experimenting, developing, planning and testing and in improving or seeking to improve any patents, right, investments, discoveries, processes or information of the Company or which the Company may acquire.
27. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time seem expedient and be determined by the Company for implementing its main objects.
28. To contribute to the funds of any association or to any individual, firm or body corporate, which in the opinion of the company is advantageous to the Company.
29. To procure the Company to be recognized in any country or place outside India.
30. To set up joint ventures any where in the world by providing know how for such products or business as may be manufactured or carried on by the Company and to provide know how in consideration of moneys calculated on the sales or net-profit of the joint venture or partly in one mode and partly in another and to also participate in the equity capital of any such joint venture.
31. Subject to the provisions of Section 78 of the Companies Act. 1956, to place to reserve or to distribute as dividend or bonus or bonus shares among the members or otherwise to apply as the Company may from time to time think fit any moneys belonging to the Company including those received by way of premium on shares or debentures issued by the Company at a premium on money arising from the re-issue by the company of forfeited shares.
32. To aid pecuniarily or otherwise any association, body or movement, having for an object the solution settlement or surmounting of industrial or labour problems or troubles on the promotion of trade or industry in any manner.
33. To do all such other things as are incidental or as the Company may think conducive to the attainment of the above objects or any them.
34. To enter into any arrangement, to take all necessary or proper steps with Government or with other Authorities supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations, for the purpose directly or indirectly carrying out the objects of the company or affecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any such stands taken by any company firm or person which may be considered likely, directly or indirectly to prejudice the interests of the Company or its members and to assist the promotion whether directly or indirectly, of any legislation which may appear to be in the interests of the Company and to make representation against the resist, whether directly or indirectly, any legislation which may seem disadvantageous to

the Company and to obtain from any such Government authority or any Company, any characters, contracts, degrees rights, grants, loans privileges or concessions which the company may think fit.

35. To set up research laboratories and to sponsor, financial aid or otherwise promote and encourage research and development of any products or services dealt with or manufactured by the Company or in products and materials which the Company may be using in its production or as may be used by it in any manufacturing process or business.
 36. To distribute among the members in specie or in kind any property of the Company, or any proceeds of sales or disposal of any property of the Company, but no distribution amounting to a reduction of capital shall be made, except with the sanction (if any) for the time being required by law and to capitalise its reserves.
 37. To improve, manage, cultivate, exchange, let on lease, mortgage, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of properties and rights of the Company on such terms as the Company shall determine and to supply power, light and heat and to lay out land for building purposes and to sell the same, and to build, improve let on lease advance money to persons building thereon or otherwise to develop the same.
 38. To undertake and execute any trust which may be of benefit to the business of the Company directly or indirectly.
 39. To form, incorporate or promote or join in the promotion of any company or companies whether Indian or foreign, having amongst its or their objects the acquisition of all or any other objects which in the opinion of the Company could or might directly or indirectly assist the company in the management of its business or the development of its properties or otherwise prove advantageous to the company and to pay all or any of the costs, expense incurred in connection with any such promotion or incorporation.
 40. To enter into partnership or any other individual arrangement for sharing profits, co-operation, joint venture, reciprocal concession license or otherwise with any person, firm association society or body corporate carrying on or engaged in or about to carry on or engage in or any business or transaction capable of being conducted to as directly or indirectly to benefit the Company and to give any special rights licenses and privileges in connection therewith and in particular the right to nominate one or more person or persons whether they be shareholders or not to be directions of such Company.
 41. Subject to Section 391 to 394 of the Act, to amalgamate with any other company having objects altogether or in part similar to those of this Company.
 42. To manage lands, buildings, houses or any other property belongings to the Company and to collect rents and income and supply to tenants and occupies all kinds of conveniences and advantages.
- IV. The Liability of the members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.

(Clause IV amended vide Special resolution passed through postal ballot dated 12/07/2016)

- V The Authorised Share Capital of the Company is Rs. 2,600,500,000/- (Rupees Two Hundred Sixty Crores Five Lac Only) divided into 520,100,000 (Fifty Two Crores One Lakh) equity shares of Rs. 5/- (Rupees Five) each .

We, the several persons whose names and addresses subscribed hereto, 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 respectively names: -

| Names, description, occupation and addresses of each subscribers. | No. of and type of subscribed shares | Signature of Subscribers | Name, address, description, occupation and signatures of witness or witnesses. |
|--|--------------------------------------|--------------------------|--|
| Sushila B. Chaudhari W/O Shri Bharat S. Chaudhari E-15, Geetanjali, New Delhi Business | 1 | Sd/- | I hereby witness the signatures of both the subscribers. Sd/- |
| Kamal H. Navani W/o Shri H.V. Navani C-35, New Fair Garden, Service | 1 | Sd/- | D.C. Jain S/o Late Shri Phool Chand Jain A-14/3, Jamna Bhawan, Asaf Ali Road, New Delhi – 2 Chartered Accountant M. No. 5123 |

Place : New Delhi

Dated 2nd day of February, 1986