

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय  
कम्पनी रजिस्ट्रार कार्यालय, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U74699DL1995PLC074451

मैसर्स HUTCHISON ESSAR SOUTH LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स  
HUTCHISON ESSAR SOUTH LIMITED

जो मूल रूप में दिनांक सात दिसम्बर उन्नीस सौ पचासवे को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स  
BARAKHAMBA SALES & SERVICES LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके नाम  
लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य  
विभाग, नई दिल्ली की अधिसूचना सं.सा.का.नि.507 (अ) दिनांक 24.6.1985 एस्.आर.एन. A17621707 दिनांक 04/07/2007 के द्वारा  
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स  
Vodafone Essar South Limited

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जा रहा है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा दिल्ली में आज दिनांक चार जुलाई दो हजार सात को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS  
Registrar of Companies, National Capital Territory of Delhi and Haryana

Fresh Certificate of Incorporation Consequent upon Change of Name

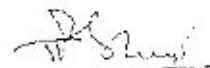
Corporate Identity Number : U74699DL1995PLC074451

In the matter of M/s HUTCHISON ESSAR SOUTH LIMITED

I hereby certify that HUTCHISON ESSAR SOUTH LIMITED which was originally incorporated on Seventh day of  
December Nineteen Hundred Ninety Five under the Companies Act, 1956 (No. 1 of 1956) as BARAKHAMBA SALES  
& SERVICES LIMITED 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  
of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification  
No. G.S.R. 507 (E) dated 24/06/1985 vide SRN A17621707 dated 04/07/2007 the name of the said company is this  
day changed to Vodafone Essar South Limited and this Certificate is issued pursuant to Section 23(1) of the said  
Act.

Given under my hand at Delhi this Fourth day of July Two Thousand Seven.





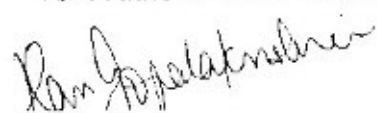
(TEJ PRAKASH SHAMI)  
कम्पनी रजिस्ट्रार / Registrar of Companies  
राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा  
National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार के कार्यालय अधिसूच में उपलब्ध पता पर का पता :  
Mailing Address as per record available in Registrar of Companies office:

Vodafone Essar South Limited  
C-48 OKHLA INDUSTRIAL AREA PHASE-II, NEW DELHI - 110020  
Delhi, INDIA

Vodafone Mobile Services Limited  
CIN - U64202DL1992PLC074451  
135/1 & 137/1, Jhankar Plaza  
Mangal Pandey Nagar  
University Road, Meerut - 250004

CERTIFIED TRUE COPY  
For Vodafone Essar South Limited



GOVERNMENT OF INDIA  
MINISTRY OF COMMUNICATIONS & IT  
DEPARTMENT OF TELECOMMUNICATIONS  
SANCHAR BHAWAN, 20, ASHOKA ROAD,  
NEW DELHI-110 001. INDIA.

**LICENCE AGREEMENT**  
**FOR**  
**PROVISION OF**  
**UNIFIED ACCESS SERVICES**

IN UTTAR PRADESH- WEST SERVICE AREA

NO. 20-218/2003-HUTCH/BS-III DATED 13/02/2004

TOTAL PAGES 83

**Vodafone Mobile Services Limited**  
CIN - U64202DL1992PLC088087  
135/1 & 137/1, Jhankar Plaza  
Mangal Pandey Nagar  
Jharkhand Road, Meerut - 250004

## LICENCE AGREEMENT

FOR

### UNIFIED ACCESS SERVICES (UAS)

This AGREEMENT is made on the 13 day of February (month) 2004 (year) by and between the President of India acting through GOVIND SINGHAL (name), Director (BS-III), Department Of Telecommunications (DOT), Sanchar Bhavan, 20, Ashoka Road, New Delhi – 110 001 (Hereinafter called the LICENSOR) of the FIRST PARTY.

AND

M/s HUTCHISON ESSAR SOUTH LIMITED company registered under the Companies Act 1956, having its registered office at C-48, Okhla Industrial Area, Phase-II, New Delhi – 110 020 acting through Shri Sundeep Kathuria, Director the authorised signatory (hereinafter called the LICENSEE which expression shall, unless repugnant to the context, include its successor in business, administrators, liquidators and assigns or legal representatives) of the SECOND PARTY.

WHEREAS by virtue of the provisions of Section 4 of the Indian Telegraph Act, 1885, the LICENSOR enjoys privilege to grant Licence and the LICENSEE has requested to grant Licence for providing Unified Access Services in UTTAR PRADESH- WEST Service Area. Whereupon and in pursuance to the said request, the LICENSOR has agreed to grant this Licence to provide Unified Access Services in UTTAR PRADESH- WEST service area as per terms and conditions described in SCHEDULE appended hereto.

#### NOW THIS AGREEMENT WITNESSETH AS FOLLOWS:

1. In consideration of the payment of Licence fee, and due performance of all the terms and conditions mentioned in this Licence agreement on the part of the LICENSEE, the LICENSOR does, hereby grant under Section.4 of the Indian Telegraph Act, 1885 on a non-exclusive basis, this Licence to set up and operate the Unified Access Services in the licensed service area described in SCHEDULE appended hereto.
2. The LICENCE hereby granted will remain valid for 20 (Twenty) years from the Effective date unless revoked earlier for any reason whatsoever.
3. The LICENSEE hereby agrees and unequivocally undertakes to fully comply with all terms and conditions stipulated in this Licence Agreement and without any deviation or reservations of any kind

4. Effective Date of this LICENCE shall be 13<sup>th</sup> February, 2004.

5. Additional Licences in LICENSEE's service area may also be issued from time to time in future without any restriction of number of operators with same entry conditions or different entry conditions.

6. The Licence shall be governed by the provision of Indian Telegraph Act, 1885, Indian Wireless Telegraphy Act, 1933 and Telecom Regulatory Authority of India Act, 1997 as modified or replaced from time to time.

IN WITNESS WHEREOF the parties hereto have caused this Agreement to be executed through their respective authorised representatives on the 13<sup>th</sup> (day) February (month), 2004 (year).

Signed for and on behalf of  
President of India

By

Mr. GOVIND SINGHAL (DIR-BS-III)  
(Name and Designation),  
Director, DOT, New Delhi

(GOVIND SINGHAL)  
निदेशक (डी.एस.-III)  
Director (B.S.-III)  
एम्प्लॉयमेंट विभाग, नई दिल्ली  
Dept. of Telecom, New Delhi

Signed on 13/02/2004, on  
Behalf of  
M/s. Hutchison Essar South  
Limited

By

Mr. Sundeep Kathuria, (DIR.)  
(Name and Designation),  
authorised signatory and holder  
of General Power of Attorney  
dated 4<sup>th</sup> February, 2004,  
executed in accordance with the  
Resolution No. NIL, dated 4<sup>th</sup>  
February 2004 passed by the  
Board of Directors.

In the presence of:  
Witnesses:

1. Signature  
Name

Occupation.

Address

(SUKHJIR SINGH)  
Director (BS-II)  
Dept. of Telecom, New Delhi

Place. New Delhi

2. Signature  
Name NEHA SHARMA

Occupation. Service

Address

D-12, Sarda Vihar,  
New Delhi - 110044

Place. New Delhi

**ANNEXURE-VI**

**SERVICE AREA (TELECOM CIRCLES/ METROS) AND THE AREAS  
COVERED  
BY THEM FOR THE PURPOSE OF THIS LICENCE**

Sl. No.	Name of Telecom Circle/ Metro Service Area	Areas covered	Category
01.	West Bengal	Entire area falling within the Union Territory of Andaman & Nicobar Islands and area falling within the State of West Bengal and the State of Sikkim excluding the areas covered by Kolkata Metro Service Area.	B
02.	Andhra Pradesh	Entire area falling within the State of Andhra Pradesh.	A
03.	Assam	Entire area falling within the State of Assam.	C
04.	Bihar	Entire area falling within the re-organised State of Bihar and newly created State of Jharkhand pursuant to the Bihar Reorganisation Act, 2000 (No.30 of 2000) dated 25 <sup>th</sup> August, 2000.	C
05.	Gujarat	Entire area falling within the State of Gujarat and Union Territory of Daman and Diu, Silvassa (Dadra & Nagar Haveli).	A
06.	Haryana	Entire area falling within the State of Haryana except the local areas served by Faridabad and Gurgaon Telephone exchanges	B
07.	Himachal Pradesh	Entire area falling within the State of Himachal Pradesh	C
08.	Jammu & Kashmir	Entire area falling within the State of Jammu & Kashmir including the autonomous council of Ladakh.	C
09.	Karnataka	Entire area falling within the State of Karnataka	A
10.	Kerala	Entire area falling within the State of Kerala and Union Territory of Lakshadweep and Minicoy.	B
11.	Madhya Pradesh	Entire area falling within the re-organised State of Madhya Pradesh as well as the newly created State of Chattisgarh pursuant to the Madhya Pradesh Reorganisation Act, 2000 (No.28 of 2000) dated 25 <sup>th</sup> August, 2000.	B
12.	Maharashtra	Entire area falling within the State of Maharashtra and Union Territory of Goa, excluding areas covered by Mumbai Metro Service Area.	A
13.	North East	Entire area falling within the States of Arunachal Pradesh, Meghalaya, Mizoram, Nagaland, Manipur and Tripura.	C

**Services Limited**  
 CIN - U64200DL1992PLC088087  
 135/1 & 137/1, Jhankar Plaza  
 Mansarovar, Jaipur  
 11, Laxmi Road, Meerut - 250004

14.	Orissa	Entire area falling within the State of Orissa.	C
15.	Punjab	Entire area falling within the State of Punjab and Union territory of Chandigarh.	B
16.	Rajasthan	Entire area falling within the State of Rajasthan.	B
17.	Tamilnadu	Entire area falling within the State of Tamilnadu and Union Territory of Pondichery excluding the areas covered by Chennai Metro Service Area.	A
18.	Uttar Pradesh-West	Entire area covered by Western Uttar Pradesh with the following as its boundary districts towards Eastern Uttar Pradesh : Pilibhit, Bareilly, Badaun, Etah, Mainpuri and Etawah. It will exclude the local telephone area of Ghaziabad and Noida. However, it will also include the newly created State of Uttaranchal pursuant to the Uttar Pradesh Re-organisation Act, 2000 (No.29 of 2000) dated 25 <sup>th</sup> August, 2000.	B
19.	Uttar Pradesh East	Entire area covered by Eastern Uttar Pradesh with the following as its boundary districts towards Western Uttar Pradesh : Shahjahanpur, Farrukhabad, Kanpur and Jalaun.	B
20.	Chennai	Local Areas served by Chennai Telephones, Maraimalai Nagar Export Promotion Zone (MPEZ), Minzur and Mahabalipuram Exchanges	Metro
21.	Delhi	Local Areas served by Delhi, Ghaziabad, Faridabad, Noida, and Gurgaon Telephone Exchanges	Metro
22.	Kolkata	Local Areas served by Calcutta Telephones.	Metro
23.	Mumbai	Local Areas served by Mumbai, New Mumbai and Kaiyan Telephone Exchanges	Metro

**NOTE:**

1. Yenum, an area of Union Territory of Pondicherry is served under Andhra Pradesh Telecom Circle in East Godavari LDCA.
2. The definition of Local areas of exchanges will be as applicable to the existing cellular operators, i.e. at the time of grant of cellular Licences in Metro cities.
3. The definition of local areas with regard to the above service area as applicable to this Licence is as per definition applicable to Cellular Mobile Service Licences as in the year 1994 & 1995, when those Licences were granted to them. This is in accordance with respective Gazette Notification for such local areas wherever issued and as per the statutory definition under Rule 2 (w) Indian Telephones Rules, 1951, as it stood during the year 1994/1995 where no specific Gazette Notification has been issued.

**Vodafone India Limited**  
 CIN - U54202DL1992PLC088087  
 135/1 & 137/1, Jhankar Plaza  
 Mangal Pande Marg  
 New Delhi - 250004

F. No. AS-21/2/2013-US (AS-V)-part  
Department of Telecommunications  
(Access Services Division)

\*\*\*\*\*

Sanchar Bhawan, New Delhi

Dated: December 10<sup>th</sup>, 2015.

To

M/s Vodafone Mobile Services Limited  
C-48, Okhla Industrial Area, Phase II  
New Delhi-110 020

Subject: Provisional amalgamation of M/s Vodafone East Ltd., M/s Vodafone South Ltd.,  
M/s Vodafone Cellular Ltd. and M/s Vodafone Digilink Ltd. with M/s Vodafone  
Mobile Services Ltd.


References:

- (i) Letter No. TYR/VII/024 dated 25-02-2013 of M/s Vodafone India Ltd.
- (ii) Letter No. VFL/DoT/07-13/17 dated 12-07-2013 of M/s Vodafone East Ltd.
- (iii) Letter No. VSL/DoT/07-13/18 dated 12-07-2013 of M/s Vodafone South Ltd.
- (iv) Letter No. VDL/DoT/07-13/19 dated 12-07-2013 of M/s Vodafone Digilink Ltd.
- (v) Letter No. VCL/DoT/07-13/16 dated 12-07-2013 of M/s Vodafone Cellular Ltd.
- (vi) Letter No. VMSL/DoT/07-13/15 dated 12-07-2013, VMSL/DoT/04-14/15 dated 25-04-2014, VMSL/DoT/05-14/01 dated 02-05-2014, VMSL/DoT/05-14/25 dated 26-05-2014 from M/s Vodafone Mobile Services Limited, New Delhi.
- (vii) Letter No. TYR/VII/091 dated July 21, 2014 from Vodafone India Ltd.
- (viii) Letter No. VMSL/DoT/12-14/41 dated 19.12.2014 from M/s VMSL.
- (ix) Letter No. PB/VII/10 dated 04.03.2015 from M/s VMSL and
- (x) Letter No. VMSL/DoT/12-15/01 dated 02.12.2015 from M/s VMSL.

Reference is invited to your letters cited above requesting transfer of licenses mentioned in the Schedule-I of the scheme of amalgamation/spectrum of its Authorizations and all other approvals/permissions etc., of the Transferor companies (i.e. M/s Vodafone East Limited (VFL), M/s Vodafone South Limited (VSL), M/s Vodafone Cellular Limited (VCL) and Vodafone Digital Limited (VDL)) in the name of Transferee company M/s Vodafone Mobile Services Limited (VMSL) to merge the telecom licenses for Chennai and the rest of the country as held by M/s VSL and M/s VCL.

2. Pursuant to interim order dated 19.10.2015 and 06.11.2015 of HON'ble JUDGE being approached to Supreme Court through the SLP (c) No. 32748-50 of 2015 and Supreme Court had disposed of the aforesaid SLP with directions, inter-alia, as under:

*We feel that ends of justice would be met if a round figure is determined payable by the respondent-Vodafone Mobile Services Limited to the petitioner, namely:-*

  
**Vodafone Mobile Services Limited**  
CIN - U64202DL1992PLC088087  
135/1 & 137/A, Jhankar Plaza  
Mangal Pandey Nagar  
University Road, Meerut - 250004

sum of Rs 2000 crores (Rupees two thousand crores). The aforesaid payment will be without prejudice to the rights, which may eventually be determined through judicial process. We accordingly direct, that as soon as the amount of Rs 2000 crores is paid, it will be imperative for the petitioner to approve the merger orders forthwith.

On account of the fact that a huge amount of money is involved in the above claims, we consider it just and appropriate to request the concerned Courts to dispose of the matters, as expeditiously as possible. Needless to mention, that in case Vodafone Mobile Services Limited eventually succeeds in having the claims set aside, it will be entitled to such rate of interest on the amount required to be deposited as may be determined by the concerned Courts.

3. Further, pursuant to letter no P. No. AS-21/2/2013-US (AS-V) dated 08.12.2013, 21.02.2015 & 06.05.2015, interim order of TDSAT dated 19.10.2015 & 06.11.2015 passed in Petition 558 of 2015 and order dated 23.11.2015 of Hon'ble Supreme Court mentioned above & subsequent to deposit of Rs. 2000 Crores on 23.12.2015 (two Demand Draft No. 257984-88 each amounting rupees 350 Crores and DD No. 257985-88 Rs. 250 Crores drawn on HSBC, all dated 01.12.2015) by M/S VMSL (petitioner) a competent authority is accorded as detailed below:

- (i) Provisional transfer of following licenses held by Transferee companies i.e. M/S Vodafone South Limited (VSL), M/s Vodafone Cellular Limited (VCL) and M/S Vodafone Digital Limited (VDL) in the name of Transferee Company i.e. M/S Vodafone Mobile Service Limited (VMSL) with immediate effect:

S. No.	Group Company	Type of License	Service Area	License Agreement Nos.	Effective Date of License
1.	Vodafone Cellular Ltd. (VCL)	UASL	Kerala	842-1018/2008-AS-IV dated 06.11.2008	12.12.2008
2.	-do-	UASL	Maharashtra	842-1019/2008-AS-IV dated 06.11.2008	19.12.2008
3.	-do-	UASL	Tamil Nadu (excluding Chennai)	842-1020/2008-AS-IV dated 06.11.2008	12.12.2008
4.	Vodafone South Ltd (VSL)	UASL	Madhya Pradesh	842-1014/2008-AS-IV dated 06.11.2008	20.09.2008
5.	-do-	UASL	Chennai	842-1015/2008-AS-IV dated 06.11.2008	20.09.2008
6.	-do-	UASL	Karnataka	842-1016/2008-AS-IV dated 06.11.2008	20.09.2008
7.	-do-	UASL	Punjab	842-1021/2008-AS-IV dated 06.11.2008	05.10.2008
8.	-do-	UASL	Goa	842-1018/2008-AS-IV dated 06.11.2008	10.12.2008

**Vodafone Mobile Services Limited**  
 CIN - U64202DD1992PLC088087  
 135/1 & 137/1, Shankar Plaza  
 Mangal Ranjey Nagar  
 University Road, Meerut - 250004

			Pradesh (W)	BS-III dated 13.02.2004	
9.	- do -	UASL	West Bengal	20-201/2004-FH/FCH/ BS-III dated 23.03.2004	23.03.2004
10.	- do -	NLD	PAN India	10-20/2005-BS-I (NLD-12) dated 10-11- 2006	10.11.2006
11.	- do -	NLD	PAN India	10-54/2006-BS-I (NLD- 08) dated 13-11-2006	13.11.2006
12.	Vodafone Digilink Ltd. (VDL)	UASL	Haryana	842-1022/2008-AS-IV dated 19.11.2008	12.12.1995
13.	- do -	UASL	Rajasthan	842-1023/2008-AS-IV dated 19.11.2008	12.12.1995
14.	- do -	UASL	Uttar Pradesh (E)	842-1024/2008-AS-IV dated 19.11.2008	12.12.1995

(ii) UASL licence no.842-1015/2008-AS-IV dated 06.11.2008 with effective date as 26.09.2001 stand amended provisionally by substituting words "Tamilnadu including erstwhile Chennai service area" in place of words "Chennai service area" for Tamilnadu service area with immediate effect

(iii) The respective Spectrum Holding in Chennai & Tamilnadu (excluding Chennai) service area will remain same pursuant to merger of Chennai and Tamilnadu (excluding Chennai) service area

(iv) UAS licence no. 842-1020/2008-AS-IV dated 06.11.2008 with effective date as 12.12.1995 stands cancelled provisionally and all liabilities under these licenses including any payment due/ arising at a later date stands transferred to UAS Licence no. 842-1015/2008-AS-IV dated 06.11.2008 with immediate effect.

(v) Unified Licence no. 20-427/2014-AS-I/31 dated 21/11/2014 granted to M/s Vodafone East Limited (VEL) w.e.f. 30.11.2014 shall stand cancel provisionally and all liabilities under this license including any payment due/ arising at a later date shall transfer to M/s VMSL with additional authorization under Unified Licence agreement no. 20-428/2014-AS-I/31 dated 21.11.2014 for authorization of access service in Kolkata service area with immediate effect

(vi) Unified Licence no. 20-470/2015 dated 25.08.2015 of M/s Vodafone Cellular Limited (VCL) with access service authorization in Kerala & Maharashtra service area and Unified Licence no. 20-472/2015 dated 25.08.2015 of M/s Vodafone Digilink Limited (VDL) with access service authorization in Haryana, Rajasthan & HP(H) service area shall stand cancel provisionally and all liabilities under these license including any payment due/ arising at a later date shall transfer to M/s VMSL with additional authorization under Unified Licence agreement no. 20-428/2014-AS-I/31 dated

**Vodafone Mobile Services Limited.**  
CIN - U64202DL1992PLC088087  
135/1 & 137/1, Bankar Plaza  
Mangal Pandey Nagar  
Hathnampy Road, Meerut - 250004


21/11/2014 for authorization of access service in Maharashtra service area w.e.f. 09/12/2015 and in Kerala, Maryland, Rajasthan and U.P./J service area w.e.f. 12/12/2015.

4. Without prejudice, final approval of transfer of licenses as mentioned in para 3 and of other approvals/permissions etc. will be subject to outcome of Petition No.558 of 2015 before the JJSAI and further revision of the demands specifically provided in clause 2(a) of letter dated 8/12/2014 which will be communicated specifically.

Director (AS-II)  
12/12/2015

Copy to

1. Secretary, TRAI
2. Sr. DDO (WPL) / Sr. DDO (I) (RM/WA), DoT
3. DDO (I-I) / DDO (I-3-II) / DDO (CS) / DDO (DS), DoT
4. Director AS-II for issue of additional authorization for access services as mentioned above under I<sup>st</sup> agreement (i.e. 20/128/2014-AS-1/31 dated 21/11/2014)
5. Director AS-II / Director AS-III / Director AS-IV
6. M/s Vodafone Cellular Limited
7. M/s Vodafone Digital Limited
8. M/s Vodafone East Limited
9. M/s Vodafone South Limited

  
Vodafone Mobile Services Limited  
CIN - U64202DL1992PLC088087  
135/1 & 137/1, Jhankar Plaza  
Mangal Pandey Nagar  
1st Cross Road, Meerut - 250004