



BHARTI HEXACOM LIMITED

CIN: L74899DL1995PLC067527

Registered and Corporate Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi – 110070, India

Phone: +91-11-4666 6100, **Fax:** +91-11-4166 6137

Email id: bhartihexacom@bharti.in **Website:** www.bhartihexacom.in

POSTAL BALLOT NOTICE

Dear Member(s),

Pursuant to the provisions of Sections 110 and 108 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations, Bharti Hexacom Limited ("the Company") hereby seeks your approval in respect of the special businesses as stated in this Postal Ballot Notice via Postal Ballot **by way of remote e-voting only** ('Postal Ballot' or 'e-voting').

In compliance of the circular issued by the Ministry of Corporate Affairs ('MCA') no. 09/2024 dated September 19, 2024, read with general circular no. 09/2023 dated September 25, 2023, 20/2020 dated May 5, 2020, 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 3/2022 dated May 5, 2022 and 11/2022 December 28, 2022 (collectively referred to as 'MCA Circulars'), this Postal Ballot Notice is being sent by email only, to the members whose e-mail addresses are registered with the Depository Participants ('DP')/ Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the members on the resolutions proposed in this Postal Ballot Notice will be considered only through the remote e-voting system.

Detailed explanatory statement setting out the material facts concerning the resolutions and instructions for e-voting, are annexed to this Postal Ballot Notice.

SPECIAL BUSINESSES

1. Appointment of Mr. Rakesh Bharti Mittal (DIN: 00042494) as a Non-Executive Director, liable to retire by rotation

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"Resolved that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') including any statutory modification(s) or re-enactment thereof for the time being in force, in accordance with the Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company (hereinafter referred to as the 'Board'), Mr. Rakesh Bharti Mittal (DIN: 00042494), who was appointed by the Board as an Additional Director in the capacity of a Non-Executive Director w.e.f. October 28, 2024, be and is hereby appointed as a Non-Executive Director, liable to retire by rotation.

Resolved further that the Board or any duly constituted committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

2. Appointment of Mr. Kanwaljit Singh Cheema (DIN: 10655273) as an Independent Director

To consider and, if thought fit, pass the following resolution as a **Special Resolution**:

"Resolved that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') including any statutory modification(s) or re-enactment thereof for the time being in force, in accordance with the Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company (hereinafter referred to as the 'Board'), Mr. Kanwaljit Singh Cheema (DIN: 10655273), who was appointed as an Additional Director in the capacity of an Independent Director by the Board w.e.f. November 20, 2024 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and the rules made thereunder and Regulation 16(1) (b) of SEBI Listing Regulations and has given his consent to act as Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five (5) consecutive years i.e. from November 20, 2024 to November 19, 2029.

Resolved further that the Board or any duly constituted committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

3. Shifting of registered office of the Company from "National Capital Territory (NCT) of Delhi" to the "State of Haryana"

To consider and, if thought fit, pass the following resolution as a **Special Resolution**:

"Resolved that pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force) ("the Rules") subject to the approval of Central Government [powers delegated to Regional Director (RD)], and such other approvals, permissions and sanctions as may be required under the provisions of the Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from "National Capital

Registered Office:

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

CIN: L74899DL1995PLC067527

E-mail: [bharti@hexacom@bharti.in](mailto:bhartihexacom@bharti.in)

Date: December 13, 2024

Place: New Delhi

Territory (NCT) of Delhi" to the "State of Haryana" and that the existing Clause II of the Memorandum of Association of the Company be substituted with the following clause:

"II. The Registered office of the Company will be situated in the State of Haryana"

Resolved further that the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall deem to include any of its duly constituted Committee) or any officer/ executive/ representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval/ consent, as may be considered necessary and further authorized to appoint counsels/ consultant and advisors, file applications/ petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

By order of the Board

For **Bharti Hexacom Limited**

Richa Gupta Rohatgi

Company Secretary & Compliance Officer

Membership No.: A24446

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

NOTES

1. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the 'Act'), read with the relevant rules made thereunder and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts and reasons, in respect of the proposed resolutions, is annexed herewith and forms part of this Notice.
2. As per the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, members are provided the facility to cast their vote on resolutions set forth in this Postal Ballot Notice ('Notice'), through remote e-voting facility ('remote e-voting').
3. **As per the applicable MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot form and pre-paid business reply envelope are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.** The Company has engaged the services of KFin Technologies Limited ('KFin') to provide remote e-voting facility to the members.
4. The Cut-off-date for the purpose of reckoning the voting rights and sending the Notice is Friday, December 20, 2024 ("Cut-off date"). Only those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date (including those members who may not have received this Notice due to non-registration of their email ID) shall be entitled to vote by way of remote e-voting in accordance with the process laid down in this Notice. A person who is not a member/ beneficial owner as on the Cut-off date, should treat this Notice for information purpose only.
5. Those members who have not yet registered their email addresses and consequently, have not received the Notice, are requested to register/ update their email addresses and mobile numbers with their respective DPs. In case of queries with respect to this process, members are requested to write to einward.ris@kfintech.com or call at the toll free number 1800-309-4001.
6. This Notice is available on the Company's website (<https://www.bhartihexacom.in/support-shareholders-communication.html>) and on the website of KFin (<https://evoting.kfintech.com/public/Downloads.aspx>) and on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), in compliance with the MCA Circulars.
7. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9.00 A.M. (IST) on Saturday, December 28, 2024
End of remote e-voting	Upto 5.00 P.M. (IST) on Sunday, January 26, 2025
- The remote e-voting will not be allowed beyond the aforesaid date & time and the e-voting module shall be forthwith disabled by KFin upon expiry of aforesaid period. Once the vote on the resolution is casted by the member, he/ she shall not be allowed to change it subsequently.**
8. The voting rights of members for remote e-voting shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as at close of business hours on the Cut-off date.
9. All the shareholders including large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, are encouraged to cast their vote on resolutions set forth in this Notice.
10. **Members are requested to carefully read the below instructions in connection with remote e-voting:**
 - a. Pursuant to SEBI circular no. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated December 9, 2020, e-voting facility has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants ('DP') in order to increase the efficiency of the voting process.
 - b. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Procedure to cast vote through remote e-voting

I) Login and e-voting method for Individual Members holding shares of the Company in demat mode:

Type of shareholder	Login Method
Individual Members holding shares in demat mode with NSDL	<ol style="list-style-type: none"> User already registered for Internet-based Demat Account Statement (IDeAS) facility: <ol style="list-style-type: none"> Visit https://eservices.nsdl.com. Click on the 'Beneficial Owner' icon under 'Login' under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on 'Access to e-voting'. Click on Company name (i.e. Bharti Hexacom Limited) or e-voting service provider (i.e. KFin). The member will be re-directed to KFin's website for casting the vote during the remote e-voting period. User not registered for IDeAS e-Services: <ol style="list-style-type: none"> To register, click on link: https://eservices.nsdl.com. Select 'Register Online for IDeAS' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Proceed with completing the required fields and follow steps given in Clause 1 above. Accessing the e-voting website of NSDL: <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/. Click on the icon 'Login' which is available under 'Shareholder/ Member/ Creditor' section. A new screen will open. Enter User ID (i.e. 16 digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. On successful authentication, member will be requested to select the name of the Company and the e-voting service provider's name, i.e. KFin. On successful selection, member will be re-directed to the e-voting page of KFin for casting their vote during the e-voting period.
Individual Members holding shares in demat mode with CDSL	<ol style="list-style-type: none"> Existing user who have opted for Easi/ Easiest: <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com and click on 'Login to - My Easi' (under Quick Links). Login with registered user id and password. The member will see the e-voting menu. The menu will have links of ESP i.e. KFin e-voting portal. Click on e-voting service provider name (i.e. KFin) to cast the vote. Users not registered for Easi/Easiest: <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration. Proceed with completing the required fields and follow the steps given in point 1 above. Accessing the e-Voting website of CDSL: <ol style="list-style-type: none"> Visit https://evoting.cdslindia.com/Evoting/EvotingLogin. Provide the Demat Account Number and PAN. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. On successful authentication, member will be provided links for the respective e-voting Service Provider i.e. KFin and member will be re-directed to the e-voting page of KFin to cast your vote without any further authentication.

Type of shareholder	Login Method
Individual Members holding shares in demat mode - Login through their demat account/ website of respective Depository Participants (DP's)	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat accounts their DP registered with NSDL/ CDSL for e-voting facility. Once logged-in, members will have to click on e-voting option. Members will then be redirected to website of NSDL/ CDSL, wherein he/she can use the e-voting feature. Click on options available against company name or e-voting service provider - KFin and members will be redirected to e-voting website of KFin for casting vote during the remote e-voting period without any further authentication.

Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID/ Password option available at abovementioned websites.

Helpdesk for Members for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Shares held with NSDL	Email: evoting@nsdl.co.in Toll free no: 800 1020 990 and 1800 22 44 30
Shares held with CDSL	Email: helpdesk.evoting@cdslindia.com Contact no: 022 23058738 or 022 23058542/43

II) Login and e-voting method for members other than Individuals holding shares of the Company in demat mode:

- Members whose email IDs are registered with the Company/ Depository Participants(s), will receive an email from KFin which will include details of E-Voting Event Number (EVEN), User ID and password. They will have to follow the below process:
 - Launch internet browser by typing the URL <https://evoting.kfintech.com>.
 - Enter the login credentials (i.e. User ID and password). User ID will be your DP ID and Client ID. However, if the member is already registered with KFin for e-voting, the existing User ID and password can be used for casting the vote.
 - After entering these details appropriately, click on "LOGIN".
 - Thereafter, on the password change Menu, the member will be required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt to change the password and update the contact details like mobile number, email ID etc. on first login. The member can also enter a secret question and answer thereto to retrieve the password in future. Please do not share the password with any other person and also take utmost care to keep the password confidential
 - Thereafter, the member will need to login again with the new credentials.
 - On successful login, the system will prompt you to select the "EVEN" of "Bharti Hexacom Limited" and click on "Submit". Members are requested to select the respective EVEN (i.e. 8575) and vote depending upon their shareholding.
 - On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under "FOR/ AGAINST" or alternatively, enter any partial number in "FOR" and any partial number in "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed the total shareholding of the member as on the Cut-off date. The member may also choose the option "ABSTAIN". If the member does not indicate either "FOR" or "AGAINST", it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - Members holding multiple demat accounts shall complete the voting process separately for each demat accounts.
 - Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - The member may then cast the vote by selecting an appropriate option and click on "Submit".
 - A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once the member has voted on the resolutions, the vote shall not allowed to be modified. During the voting period, members can login any number of times till they have voted on the Resolution(s).

- B. Members whose email addresses are not yet registered with the Company/ DPs and consequently, have not received the email communication from KFin with e-voting login credentials, are requested to get their email addresses and mobile numbers registered by following the procedure laid down in Note no. 5 of this Notice.

Other instructions for remote e-voting

- A. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the corporate members may be appointed for the purpose of voting through remote e-voting.

In view of the above, Body corporates/ Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorized representative(s) to cast their votes through remote e-voting. In this regard, such members are required to send a latest certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorizing their representative(s) to vote on their behalf through remote e-voting. The said resolution/ letter/ power of attorney shall be sent through registered e-mail ID to the Scrutinizer at support@corp-nexus.com with a copy marked to evoting@kfintech.com.

- B. Any member who has not received/forgotten the User ID and Password, may obtain/generate/ retrieve the same from KFin in the manner as mentioned below:

- i. If the mobile number of the member is registered against DP ID Client ID, the member may send SMS: MYEPWD followed by DP ID Client ID to 9212993399.
 - Example for NSDL:
MYEPWD<SPACE>IN12345612345678
 - Example for CDSL:
MYEPWD<SPACE>1402345612345678
- ii. If email address or mobile number of the member is registered against DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and he/she will be redirected to the webpage <https://evoting.kfintech.com/common/passwordoptions.aspx> and enter DP ID Client ID and PAN to generate a new password.

- C. It is strongly recommended to members that they do not share their password with any other person and take utmost care to keep the password confidential.
- D. In case of any query, clarification(s) and/ or grievance(s), in respect of remote e-voting, please refer the "Help" and "F.A.Q's" sections available at the bottom of the webpage on KFin's website i.e. <https://evoting.kfintech.com/public/Downloads.aspx> or contact Mr. Gopala Krishna KVS,

Assistant Vice President, KFin Technologies Limited at evoting@kfintech.com or call on toll free no. 1800-309-4001 for any further clarification.

11. The Board of Directors has appointed Mr. Harish Chawla (FCS no - 9002; CP no - 15492), Partner, CL & Associates, Company Secretaries ('CLA'), and failing him, Mr. Abhishek Lamba (FCS no - 10489; CP no - 13754), Partner, CLA, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
12. The Scrutinizer, after scrutinizing the remote e-voting, shall make a report of the votes cast in favour or against, if any, and submit the same to the Chairman or any other person authorised by the Chairman. The Chairman or the Authorized Person shall declare the voting results on or before 5:00 P.M. (IST) on Tuesday, January 28, 2025. The voting results and scrutinizer's report shall be available on the website of the Company (www.bhartihexacom.in) and on the website of KFin (<https://evoting.kfintech.com/public/Downloads.aspx>) and shall also be displayed at the registered office and corporate office of the Company. The results shall simultaneously be communicated to the Stock Exchanges viz. NSE and BSE.
13. The resolution, if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf on the date of end of remote e-voting facility, i.e. on Sunday, January 26, 2025.
14. All documents referred to in the Notice, will be available for inspection electronically, without any fee, by the members from the date of circulation of this Notice up till the date of end of remote e-voting facility i.e. Sunday, January 26, 2025. Members seeking to inspect such document(s) can send an email to bhartihexacom@bharti.in.
15. Please also note that SEBI, vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 read with circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 and circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/191 dated December 20, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Please note, post exhausting the option to resolve their grievance with the Company/RTA directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR portal (<https://smartodr.in/login>).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item nos. 1 & 2

The Board of Directors of the Company ('Board') works closely with the Nomination and Remuneration Committee ('NRC') for Board appointments and succession planning for key positions. The NRC evaluates/ finalizes the desired attributes and balance of skills, knowledge and experience required on the Board and based on such evaluation, recommends suitable candidate(s) to the Board.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, the additional director(s) will hold office upto the date of next Annual General Meeting of the Company. Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), a listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the Board recommends an Ordinary Resolution set out at item no. 1 and the Special Resolution as set out at item no. 2 of this Postal Ballot Notice ("Notice") for consideration and approval of the members.

- a. Based on the recommendation of NRC Committee, the Board of Directors of the Company had appointed Mr. Rakesh Bharti Mittal (DIN: 00042494) as an Additional Director in the capacity of Non-Executive Director with effect from October 28, 2024, subject to the approval of the members of the Company.

Profile of Mr. Rakesh Bharti Mittal is as follows:

"Rakesh Bharti Mittal is the Vice-Chairman of Bharti Enterprises, one of India's leading business groups with interests in Telecom Services, Digital Infrastructure & Devices, Space Communications, Financial Services, Processed Foods and Real Estate. He is the Chairman of Del Monte Foods. He is also a Non-Executive Director in Bharti Bharti AXA Life Insurance Company Limited and Managing Director of Bharti Land Limited. He had also served on the Board of Bharti Airtel Limited for a period of approx. 9 years.

Bharti Airtel, the flagship company of Bharti Enterprises, is a global telecommunications company with operations in 15 countries across India and Africa. The company also has its presence in Bangladesh and Sri Lanka through its associate entities. The company ranks amongst the top three mobile operators globally and its mobile network covers a population of over two billion people. Airtel is India's largest integrated telecom provider and the second largest mobile operator in Sub-Saharan Africa. Airtel serves over half a billion customers across its operations.

Rakesh served as the President of CII for the year 2018-19. He is the Co-Chair of the India-Uzbekistan Business Council.

Rakesh is also a member of the India-UK CEO Forum, CII Australia-India Business Champions, India-Japan Business Leaders' Forum and the India-Pakistan Joint Business Forum. He is a Life Member of Indian Council for Research on International Economic Relations (ICRIER) and a Member of the Founding Circle of Centre for Social and Economic Progress. Rakesh also serves as a Member of the Governing Body of Chandigarh Centre for Performing and Visual Arts.

A passionate advocate for quality education, Rakesh is actively engaged in enhancing school and higher education through multiple roles. He is a member of the Board at the Indian School of Business (ISB), Chairman of the ISB Mohali Campus Advisory Board and Chairman of the Advisory Council of the Bharti Institute of Public Policy. Additionally, he is a Member of the Board of Trustees and the Governing Body Member at Plaksha University. Rakesh is the Co-Chairman of the Advisory Board of Bharti School of Telecommunication Technology & Management at IIT Delhi. Rakesh has served as a Member of the All India Board of Studies for Post-Graduate Education & Research in Engineering & Technology (AIB-PGERT). Rakesh is the Chairman of the Governing Council of Sat Paul Mittal School, Chairman and Founder of Satya School and the Founder Chairman of Horizon School of Excellence.

Rakesh Bharti Mittal is a strong advocate of supporting the cause of quality education and uplifting vulnerable sections of society. He is the Co-Chairman of the group's philanthropic arm, Bharti Airtel Foundation. The Foundation currently operates 173 Satya Bharti Schools reaching nearly 40,000 students. So far, it has partnered with over 25,000 governments schools under the Quality Support Program and engaged in large scale initiatives with various state governments. Through its concerted efforts, Bharti Foundation has benefitted nearly 3 million children since its inception having reached more than 5.8 million beneficiaries including children, teachers, parents and rural communities in 18 States and UTs.

Rakesh has been awarded the Honorary Doctorate of Civil Law by Newcastle University, UK. He has served as the Honorary Consul for the Republic of Sierra Leone in India from 2014 to 2020. He is a recipient of the Udyog Ratna Award 2023 from the Panjab University, the prestigious 'Horasis – Indian Business Leader of the Year 2016 Award' and 'Institute of Engineers Award 2004'. He has received the 'Lifetime Achievement Award' from S.C.D. College, Ludhiana and was recognized as a Distinguished Alumni of J.C. Bose University of Science & Technology, YMCA, Faridabad."

The detailed profile of Mr. Rakesh Bharti Mittal is also available on the Company's website viz. <https://www.bhartihexacom.in/corp-governance-board-director.html>.

Considering his extensive experience, diverse skill set and strong credential in the telecom industry along with

expertise in various fields including Leadership, Strategic Management, Governance, Public Policy, Technology, Financial and Risk Management, Sustainability and ESG, the Board is of strong view that his expertise and insights will bring significant value and contribute meaningfully to the Company's growth and success. Accordingly, approval of the Members is being sought for the appointment of Mr. Rakesh Bharti Mittal as a Non-Executive Director of the Company, liable to retire by rotation, by way of an Ordinary Resolution.

Mr. Rakesh Bharti Mittal has confirmed his eligibility and has given his consent to act as a director of the Company. The Company has received declarations from him confirming that (i) he is not disqualified from being appointed as a Director in terms of Section 164 of the Act; and (ii) he is not debarred from holding office of director pursuant to any order of SEBI, Ministry of Corporate Affairs or any such other Statutory Authority.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Rakesh Bharti Mittal as Non-Executive Director of the Company as per the applicable provisions of the Act.

- b. Based on the recommendation of NRC Committee, the Board of Directors of the Company had appointed Mr. Kanwaljit Singh Cheema (DIN: 10655273) as an Additional Director in the capacity of Independent Director of the Company with effect from November 20, 2024 for a term of five (5) consecutive years i.e. upto November 19, 2029, subject to approval of the Members of the Company.

Profile of Mr. Kanwaljit Singh Cheema is as follows:

"Kanwaljit Singh Cheema is a retired Indian Administrative Service and Government Official and holds a Master's Degree in Public Policy from Syracuse University, New York. He has a 39 years long distinguished career in Army and Civil Services. He has served in the Indian Armed Force under various capacities and had retired as a Major.

He has also served as a Sub Divisional Officer, Deputy Commissioner and District Magistrate. He has also served as a Secretary to the Speaker of Lok Sabha from (2004-2007), Principal Secretary to the Chief Minister of Punjab (2007-2017) and Additional Chief Secretary/Principal Secretary of Various Departments and Government of West Bengal (2017-2024).

He has rich experience in the areas like Public Policy, Leadership, Legal and Regulatory, Government Programs, Strategic Planning, Public Relations and Crisis Management.

He has been awarded with various awards including President of India's Meritorious Medal (1985), Sena Medal (Gallantry) (1987), ECI Award of Excellence (1999) and Chief Minister's Award of Excellence (2001)."

The detailed profile of Mr. Kanwaljit Singh Cheema is also available on the Company's website viz. <https://www.bhartihexacom.in/corp-governance-board-director.html>.

While considering the appointment of Mr. Kanwaljit Singh Cheema, the Board acknowledges that Mr. Cheema possesses expertise in various fields including Public Policy, Leadership, Strategic Management, Corporate Governance & Legal, People management, Sustainability and ESG. The Board believes that Mr. Cheema brings immense value to the Board. Accordingly, the approval of the Members is being sought for the appointment of Mr. Cheema as an Independent Director of the Company, by way of a Special Resolution.

Mr. Cheema has confirmed his eligibility and has given his consent to act as Independent Director of the Company. The Company has received declarations from him confirming that (i) he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 (the 'Act') and rules made thereunder & Regulation 16(1)(b) of SEBI Listing Regulations; (ii) he is not disqualified from being appointed as a Director in terms of Section 164 of the Act; (iii) he is not debarred from holding office of director pursuant to any order of SEBI, Ministry of Corporate Affairs or any such other Statutory Authority; and (iv) he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Further, Mr. Cheema has confirmed that he has successfully registered himself in the Independent Director's Databank maintained by the Indian Institute of Corporate Affairs in terms of the requirement of the Act.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Kanwaljit Singh Cheema as an Independent Director of the Company as per the applicable provisions of the Act.

The draft letter of appointment of Independent Directors, setting out terms & conditions of their appointment, is available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of Notice till the last date of e-voting i.e. January 26, 2025. The same is also available on the Company's website viz. www.bhartihexacom.in Members seeking to inspect such document(s) can send an email to bhartihexacom@bharti.in.

As a Non-Executive Independent Director, Mr. Kanwaljit Singh Cheema shall be entitled to the remuneration in the form of commission and sitting fees for attending Board & Committee meeting(s), if any which shall be governed by Company's Policy on Nomination, Remuneration and Board Diversity and approval of the Board and members (as applicable) from time to time.

In the opinion of the Board, Mr. Cheema fulfils the conditions specified in the Act, rules made thereunder and SEBI Listing Regulations for appointment as an Independent Director of the Company and is independent of the management of the Company. Accordingly, the Board recommends a Special

Resolution set out at item no. 2 of this Notice for approval of the Members.

The requisite details and information pursuant to Regulation 36(3) of SEBI Listing Regulations, the Act and Secretarial Standards, as on the date of Notice w.r.t item no. 1 & 2, are enclosed hereto.

All documents referred w.r.t item no. 1 & 2 in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of the Notice upto the closure of the voting period. Members seeking to inspect such document(s) can send an email to [bharti@hexacom@bharti.in](mailto:bhartihexacom@bharti.in).

None of the Directors or Key Managerial Personnel's and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at item(s) no. 1 and 2 of the Notice, except to the extent of their shareholdings, if any, in the Company, and to the extent of the remuneration that may be received by the appointee Directors of the Company in future.

Item no. 3

Presently, the registered office of the Company is situated in the National Capital Territory (NCT) of Delhi at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi – 110 070, India while the day to day operations of the Company are carried out from office situated at Airtel Center, Plot No. 16, Udyog Vihar, Phase-IV, Gurugram – 122015, India in the State of Haryana (Airtel Center). To exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company, by way of its resolution dated December 13, 2024, has approved the shifting of the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana, subject to the approval of the members and requisite statutory / regulatory approvals.

The shifting of Registered Office from the National Capital Territory (NCT) of Delhi to the State of Haryana is in the best interest of the Company, shareholders, all concerned parties and will not be detrimental to the interest of members of the

public, shareholders, creditors or employees in any manner whatsoever.

Pursuant to the provisions of Sections 12, 13, 110 and all other applicable provisions, if any, of the Act read with applicable Rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and related alteration of Clause II of the Memorandum of Association (the "MOA") of the Company requires the approval of members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to the Regional Director).

Therefore, the approval of the members is sought through Postal Ballot / e-voting for shifting of the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana and consequently, for altering Clause II of the MOA.

The copy of the existing MOA indicating the proposed amendments, resolution passed by the Board of Directors and other allied documents, if any, being referred in the resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of this Notice till the last date of e-voting i.e. January 26, 2025.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of the Notice upto the closure of the voting period. Members seeking to inspect such document(s) can send an email to [bharti@hexacom@bharti.in](mailto:bhartihexacom@bharti.in).

None of the Directors or Key Managerial Personnel's and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at item no. 3 of the Notice, except to the extent of their shareholdings, if any, in the Company.

The Board, accordingly, recommends passing of a Special Resolution as set out in the Notice for the approval of the members.

Registered Office:

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

CIN: L74899DL1995PLC067527

E-mail: [bharti@hexacom@bharti.in](mailto:bhartihexacom@bharti.in)

Date: December 13, 2024

Place: New Delhi

By order of the Board
For **Bharti Hexacom Limited**

Richa Gupta Rohatgi
Company Secretary & Compliance Officer
Membership No.: A24446

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

Details pursuant to Regulation 36(3) of SEBI Listing Regulations, applicable provisions of the Act and Secretarial Standard-2, as on the date of Notice:

Particulars	Details	
Name	Mr. Rakesh Bharti Mittal	Mr. Kanwaljit Singh Cheema
DIN	00042494	10655273
Date of Birth	September 18, 1955	April 19, 1964
Age (in years)	69 years	60 years
Original date of appointment in current term	October 28, 2024	November 20, 2024
Qualifications	✓ Diploma in Electronics and Controls from Y.M.C.A. Institute of Engineering	✓ Master's in Public Policy from Syracuse University, New York
Experience and expertise in specific functional area	<ul style="list-style-type: none"> ✓ Leadership ✓ Strategic Management ✓ Industry & sector experience ✓ Corporate Governance ✓ Sustainability & ESG ✓ Technology ✓ Public Policy ✓ Financial and Risk Management 	<ul style="list-style-type: none"> ✓ Leadership ✓ Strategic management ✓ Corporate Governance & Legal ✓ Public Policy ✓ Sustainability & ESG ✓ People Management
Shareholding in Bharti Hexacom Limited including shareholding as a beneficial owner	Nil	Nil
Terms and conditions of re-appointment and remuneration sought to be paid	As per the Nomination, Remuneration and Board Diversity Policy (available on company's website at https://bhartihexacom.in/docs/policies/Revised_Policy_on_Nomination_Remuneration_and_Board_Diversity_v2.pdf)	
No. of Board Meetings attended during FY 2024-25 (till the date of this Notice)	1 out of 1 (i.e. 100% attendance)	Not Applicable
Remuneration drawn during FY 2023-24	Not Applicable	Not Applicable
Relationship with other Directors, Managers and Other Key Managerial Personnel	None	None
Directorships held in other companies in India including equity listed companies in India	<ul style="list-style-type: none"> ✓ Bharti (RM) Holdings Private Limited ✓ Bharti (RM) Resources Private Limited ✓ Bharti (RM) Services Private Limited ✓ Bharti (RM) Trustees Private Limited ✓ DM Buildwell Private Limited ✓ Del Monte Foods Private Limited ✓ Indian School of Business ✓ Bharti AXA Life Insurance Company Limited ✓ Bharti RM Trustees II Private Limited ✓ Bharti RM Trustees S1 Private Limited ✓ Bharti RM Trustees S2 Private Limited ✓ Bharti Overseas Private Limited ✓ Bharti Land Limited ✓ Bharti Enterprises (Holding) Private Limited ✓ Bharti (Satya) Trustees Private Limited ✓ Satya Bharti Foundation 	

Membership/ Chairmanship of committees in Indian Companies	Bharti (RM) Holdings Private Limited <ul style="list-style-type: none"> Chairman, Corporate Social Responsibility Committee Bharti Enterprises (Holding) Private Limited <ul style="list-style-type: none"> Chairman, Corporate Social Responsibility Committee 	None
Membership/ Chairmanship of committees in Indian Companies Equity listed entities in India from which the person has resigned as Director in past three years	Bharti Airtel Limited	None