



NOTICE

Notice is hereby given that the twenty sixth annual general meeting (AGM) of the members of Bharti Hexacom Limited, will be held on Thursday, the 23rd day of September, 2021 at 11:30 a.m. through video conferencing to transact the following businesses:

Ordinary Business:

To consider and if thought fit, to pass, the following resolutions as ordinary resolutions:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2021 together with Reports of the board of directors and Auditors thereon and in this regard.

“Resolved that the audited financial statements of the Company including the balance sheet as at March 31, 2021, the Statement of Profit & Loss, the cash flow statement for the year ended on that date, together with reports of board of directors and auditors’ report thereon be and are hereby received, considered and adopted.”

2. Re-appointment of Narendra Jain (DIN: 06942419) as a director liable to retire by rotation

“Resolved that Narendra Jain (DIN: 06942419), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation.”

Special Business:

To consider and if thought fit, to pass, with or without modification(s), the following resolution(s) as an ordinary resolution(s):-

3. Appointment of Sanjeev Kumar as a Director.

“Resolved that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder, (including any statutory modifications or re-enactments thereof for the time being in force) Sanjeev Kumar (DIN 07566882), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. February 1, 2021, and who holds office till the date of the AGM in terms of section 161 of the Act be and is hereby appointed as a director of the Company, liable to retire by rotation.”

4. Appointment of Ravinder Arora as Independent Director.

“Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Ravinder Arora (DIN 00050336), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors w.e.f. January 14, 2021, and who holds office till the date of the AGM in terms of section 161 of the Act, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act be and is hereby appointed as an Independent director of the Company, to hold office for a period of three consecutive years i.e. from January 14, 2021 to January 13, 2024.”

5. Ratification of remuneration to be paid to M/s. Sanjay Gupta and Associates, Cost Auditors of the Company for the financial year 2020-21

“Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory

Bharti Hexacom Limited

(A Bharti enterprise)

[CIN: U74899DL1995PLC067527]

Regd. Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi – 110 070.

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modifications or re-enactments thereof for the time being in force), the remuneration of Rs. 2,50,000 p.a. including out of pocket expenses, excluding tax and reimbursement of actual travel expenses as approved by the Board of Directors on the recommendation of Audit Committee, to be paid to M/s. Sanjay Gupta and Associates, Cost Accountants (Registration No. 000212), Cost Auditor of the Company for the financial year 2021-22, be and is hereby ratified, confirmed and approved.”

Place: New Delhi
Date: May 14, 2021

By order of the Board
For Bharti Hexacom Limited

Registered Office:
Bharti Crescent
1 Nelson Mandela Road,
Vasant Kunj, Phase – II,
New Delhi – 110 070

Swati Batra
Company Secretary
Membership No: A23592

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NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the registered office of the Company, duly completed and signed, not less than forty-eight hours before the commencement of the meeting.**
A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Provided a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. **During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged for this meeting, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company for the said purpose.**
3. Corporate Members are requested to send a duly certified copy of the board of director's resolution/power of attorney authorising their representative to attend and vote at the annual general meeting.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and Relevant resolutions passed at the Board and Committee Meetings and other allied documents being referred in the resolution and / or explanatory statement are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of Annual General Meeting and will also be available for inspection at the meeting.
5. Section 139 of the Companies Act, 2013 amended vide the Companies (Amendment) Act, 2017, effective vide MCA Notification dated 7th May, 2018 has done away with the requirement of annual ratification of appointment of Statutory Auditors. Accordingly, the company has not considered the matter of ratification of statutory auditors.
6. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special business set out in the Notice is annexed.
7. Members are requested to update their preferred e-mail ids with the Company/ depository participants, which will be used for the purpose of sending the official documents through e-mail.
8. Information regarding particulars of the Directors to be appointed at the forthcoming AGM, requiring disclosure in terms of the Secretarial Standard 2 is annexed hereto.

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

Item No. 3:

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Sanjeev Kumar as an additional director of the Company effective from February 1, 2021.

In terms of Section 161(1) of the Companies Act, 2013 read with Article 68 (i) of the Articles of Association of the Company, Sanjeev Kumar hold office as additional director only up to the date of the forthcoming Annual General Meeting or the last date on which Annual General Meeting of the Company should have been held whichever is earlier. Sanjeev Kumar has not attended any meeting of the Board of Directors.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Sanjeev Kumar to be appointed as Director of the Company as per the provisions of the Companies Act, 2013.

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company and accordingly recommends the resolution at item no. 3 of this notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof other than Sanjeev Kumar and his relatives are concerned or interested either financially or otherwise in the proposed resolution at item no. 3 of the notice except to the extent of their shareholding in the Company, if any

Item No. 4:

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee), in its meeting had appointed Ravinder Arora as an additional director in the capacity of Independent Director on the Board of the Company w.e.f January 14, 2021 in accordance with the provisions of Section 161 of Companies Act, 2013. Ravinder Arora shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a period of three years.

Ravinder Arora is not disqualified for being appointed as director in terms of the Section 164 of the Companies Act, 2013 and has given his consent to act as Director of the Company and other necessary disclosures required under companies Act, 2013.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Ravinder Arora to be appointed as an Independent Director as per the provisions of the Companies Act, 2013. The Company has received a declaration of independence from Ravinder Arora. In the opinion of Board, Ravinder Arora fulfils all the conditions specified in the Companies Act, 2013 and rules made thereunder and is independent of the management.

None of the Directors, and Key Managerial Personnel are in any way, concerned or interested either financially or otherwise in the proposed resolution other than Ravinder Arora and his relatives at item no. 4 of the notice except to the extent of their shareholding in the Company, if any

The Board of Directors is of the opinion that his vast knowledge, varied experience and continued association would be of great value to the Company and immense benefit to the Company. Accordingly, the Board recommends the appointment of Ravinder Arora as Independent Director as set out in Item no. 4 of this notice as Ordinary Resolution.

Relevant details of Ravinder Arora, required to be given as per the Secretarial Standards – 2

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issued by the Institute of Company Secretaries of India is enclosed.

Item No. 5:

As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company at the General Meeting.

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Sanjay Gupta and Associates, Cost Accountants (Registration No. 000212), as Cost Auditor to conduct the audit of the cost records of the company at a remuneration of Rs. 2,50,000/- p.a. including out of pocket expenses, excluding tax and reimbursement of actual travel expenses for the financial year ending March 31, 2022.

Ratification of the members is being sought for the proposal contained in the resolution set out at item no. 5 of the notice.

None of the Directors, Key Managerial Personnel and their relatives are, in anyway, concerned or interested, either financially or otherwise, in the proposed resolution except to the extent of their shareholding in the Company, if any

Place: New Delhi
Date: May 14, 2021

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

Swati Batra
Company Secretary
Membership No: A23592

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Information of Directors seeking re-appointment at the forthcoming Annual General Meeting (pursuant to Secretarial Standard 2 issued by ICSI as on the date of notice).

Name of the Director	Narendra Jain	Sanjeev Kumar	Ravinder Arora
Directors Identification Number (DIN)	06942419	07566882	00050336
Date of Birth (Age in years)	November 05, 1962(59)	December 01, 1966(55)	August 27, 1960(61)
Original date of appointment	December 01, 2017	February 01, 2021	January 14, 2021
Qualifications	Cost & Management Accountant and Company Secretary	Post-graduate in Electronics & Control and MBA	Cost Accountant from Punjab University
Experience and expertise in specific functional area	Approx. 30 years Finance and Accounts, Taxation, Secretarial and Legal	Approx. 30 years Project Management, Organization Re-structuring, Human Resource Management and development, cross culture management	Approx. 30 years Finance & Management
Shareholding in the Company	Nil	Nil	Nil
Remuneration sought to be paid	NA	NA	NA
Remuneration last drawn in the Company	Nil	Nil	Nil
No. of Board meetings attended during the year	5	Nil	1
Terms and conditions of re-appointment and remuneration	As approved by the Board of Directors		
Relationship with other Directors or KMPs	Nil	Nil	Nil
Directorships held in other companies in India	Telecommunications Consultants India Limited; TCIL Oman LLC. TCIL USA INC United Telecom Limited	Telecommunications Consultants India Limited. TCIL USA INC United Telecom Limited	Bharti Telecom Limited; Dm Buildwell Private Limited; Bharti Real Estates Limited; Bharti Land Limited; Mehrauli Realty And Consultants Limited.
Membership / Chairmanship of committees in public limited companies in India	NIL	NIL	Bharti Telecom Limited; Bharti Land Limited; Bharti Hexacom Limited.

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Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U74899DL1995PLC067527
Name of the Company : Bharti Hexacom Limited
Registered office : Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070

Name of the member (s):
Registered address:
E-mail Id:
Folio No / Client ID:
DP ID:

I/We, being the member (s) of Share(s) of the above named Company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:, or failing him
2. Name:
Address:
E-mail Id:
Signature:, or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twenty Sixth (26th) Annual General Meeting of the Company, to be held on Thursday, the 23rd day of September, 2021 at 11:30 a.m. through video conferencing and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
Ordinary Business			
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2021 together with Reports of the board of directors and Auditors thereon		
2.	Re-appointment of Narendra Jain (DIN: 06942419) as a director liable to retire by rotation		
Special Business			
3.	Appointment of Sanjeev Kumar as a Director.		
4.	Appointment of Ravinder Arora as Independent Director		
5.	Ratification of remuneration to be paid to M/s. Sanjay Gupta and Associates, Cost Auditors of the Company for the financial year 2020-21		

Signed thisday of 2021

Signature of Shareholder

Signature of Proxy holder(s).....

Affix the
revenue
stamp of
Re 1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

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