



Bharti Hexacom Limited  
(A Bharti enterprise)

[CIN: U74899DL1995PLC067527]

Regd. Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi – 110 070.  
T: +91-11-4666 6100, F: +91-11-4166 6137, email: [bhartihexacom@bharti.in](mailto:bhartihexacom@bharti.in) website: [www.bhartihexacom.in](http://www.bhartihexacom.in)

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Eighth (28<sup>th</sup>) Annual General Meeting (“AGM”) of the members of Bharti Hexacom Limited (“the Company”), will be held on Thursday, the 29<sup>th</sup> day of September, 2023 at 11:30 A.M. through video conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business(es):

### ORDINARY BUSINESSES:

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, 2023 together with Reports of Auditors thereon and Board of Directors**

“Resolved that the audited financial statements of the Company for the financial year ended March 31, 2023, together with the reports of Board of Directors and Auditors’ thereon be and are hereby received, considered and adopted.”

- 2. To re-appoint Mr. Sanjeev Kumar (DIN: 07566882) as a Director, liable to retire by rotation**

“Resolved that in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sanjeev Kumar (DIN: 07566882), 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.”

- 3. To declare dividend on equity shares for the financial year ended March 31, 2023**

“Resolved that dividend at the rate of Rs. 3/- (Rupees Three only) per fully paid-up equity share of face value of Rs. 10/- each, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2023.”

## **SPECIAL BUSINESS(ES):**

### **4. To ratify remuneration to be paid to Sanjay Gupta and Associates, Cost Auditors of the Company for the financial year 2023-24**

To consider and if thought fit, to pass the following resolution(s) as an Ordinary Resolution:

“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 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 applicable taxes, as approved by the Board of Directors on the recommendation of Audit Committee, to be paid to Sanjay Gupta and Associates, Cost Accountants (Firm Registration No. 000212), Cost Auditors of the Company for the financial year 2023-24, be and is hereby ratified, confirmed and approved.”

### **5. To approve the remuneration payable to Mr. Jagdish Saksena Deepak (DIN: 02194470), Non-Executive Director and Chairman of the Company under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To consider and if thought fit, to pass the following resolution(s) as a Special Resolution:

“Resolved that pursuant to the provisions of Regulation 17 (6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modifications or re-enactment thereof) the consent of the members of the Company be and is hereby accorded to pay such remuneration to Mr. Jagdish Saksena Deepak (DIN: 02194470), Non - Executive Director, as detailed in the explanatory statement attached hereto.

Resolved further that the Board of Directors or any duly constituted committee of the Board, be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the foregoing resolution.”

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

**Sd/-**

Richa Gupta

**Company Secretary**

Membership No. 24446

Address: Bharti Crescent

1, Nelson Mandela Road

Vasant Kunj, Phase - II

New Delhi - 110 070

**Registered Office:**

Bharti Crescent

1, Nelson Mandela Road

Vasant Kunj, Phase - II

New Delhi - 110 070

CIN: U74899DL1995PLC067527

E-mail id: bhartihexacom@bharti.in

Place: New Delhi

Date: May 30, 2023

## 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, setting out the material facts and reasons, in respect of Item Nos. 4 & 5 of this Notice of AGM ('Notice'), is annexed herewith.
2. The Ministry of Corporate Affairs ('MCA') vide its General circular no. 10/2022 dated December 28, 2022, General circular no. 20/2020 dated May 5, 2020 read with General circular No. 14/ 2020 dated April 8, 2020, General circular no. 17/ 2020 dated April 13, 2020, General Circular No. 03/2022 dated 5th May 2022 and General Circular No.11/2022 dated 28th December 2022 (collectively referred to as 'MCA Circulars') read with SEBI Circular no. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 05, 2023 ("SEBI Circular") has permitted the holding of the AGM through Video Conferencing ('VC')/Other Audio Visual means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') SEBI Circular and MCA Circulars, the AGM of the Company is being held through Video Conferencing ('VC'). The deemed venue for this AGM shall be the Registered Office of the Company.
3. Since the AGM is being held through VC, physical attendance of the members is not required in terms of MCA Circulars. Accordingly, the facility for appointment of proxies by members is not available, as provided in the MCA Circulars and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the AGM venue is also not required.
4. 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 show of hands or by poll, as the case may be, for participation and voting during the AGM.

Body corporates are entitled to appoint authorized representative(s) to attend the AGM through VC and to cast their votes at the AGM. In this regard, the body corporates are required to send a certified copy of the Board Resolution / Authorization Letter / Power of Attorney authorizing their representative(s) to attend the meeting and vote on their behalf. The said resolution / letter / power of attorney shall be sent by the body corporate through its registered e-mail Id to the Company at [bharti@hexacom@bharti.in](mailto:bhartihexacom@bharti.in).

5. The notice of the AGM for the financial year 2022-23 is also available on the website of the Company ([www.bhartihexacom.in](http://www.bhartihexacom.in)) in compliance with the MCA Circulars.

6. ELECTRONIC DISPATCH OF NOTICE OF AGM, ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT AND NOTICE OF AGM

In accordance with the MCA Circulars read with SEBI Circular:

- a) The notice of AGM along with the Annual Report for the financial year 2022-23 is being sent to the members, debenture holders, trustees of debenture holders and to all other persons so entitled in electronic mode only, whose email addresses has been registered with the Company / Depository Participants ('DPs') / Depository / KFin Technologies Limited ('KFIN'). members are requested to verify / update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form and with KFIN, in case the shares are held in physical form.
- b) Those members who have not yet registered their email addresses and consequently, have not received the notice and the Annual Report, are requested to get their email addresses and mobile numbers registered with KFIN at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), by following the guidelines mentioned below.
  - i. Members holding shares in physical mode are hereby notified that pursuant to General Circular No.: SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37, dated March 16, 2023, all holders of physical shares can update/ register their contact details including the details of e-mail IDs by submitting the requisite Form ISR-1 along with the supporting documents with KFin.  
  
ISR 1 Form can be downloaded from:  
<https://ris.kfintech.com/clientservices/isc/default.aspx> Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>
  - ii. Members holding shares in dematerialized form are requested to register / update their e-mail addresses with their respective DPs.
  - c) In order to participate in the green initiative, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) permanently for sending the Annual Reports, Notice of General Meetings and other shareholders' communications.
  - d) In case of queries with respect to the aforesaid process, members are requested

to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call at the toll free number 18003094001.

7. The notice of AGM along with Annual Report will be sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on September 01, 2023.

#### PROCEDURE FOR JOINING THE AGM THROUGH VC

8. The Company is providing VC facility to its members for joining / participating at the AGM. Members may join the meeting through Desktops, Laptops, Smartphones, Tablets and iPads. Further, members are requested to use Internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
9. The weblink to attend the AGM through VC shall be sent separately. The VC facility will allow two-way teleconferencing or webex for the ease of participation of the members and other participants.
10. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and will continue till the conclusion of the AGM. Shareholders, Promoters, Directors, Key Managerial Personnel, Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors are encouraged to attend the AGM.
11. The Chairman shall be appointed in accordance with the Section 104 of the Act read with the General Circular No. 14/2020, dated 08 April, 2020 and Articles of Association of the Company.
12. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company.
14. In case of any query relating to the procedure for attending AGM through VC or for any technical assistance, the members may call Ms. Richa Gupta, Company Secretary on +91 11 4666 6100 and e-mail at [bhartihexacom@bharti.in](mailto:bhartihexacom@bharti.in).

#### PROCEDURE FOR VOTING DURING THE AGM

15. Voting shall be conducted by show of hands, unless a demand for poll is made by any member in accordance with Section 109 of the Act.

16. During the AGM held through VC facility, where a poll is demanded on any item, the members shall cast their vote on the resolutions only by sending email(s) to [bhartiexacom@bharti.in](mailto:bhartihexacom@bharti.in) through their email addresses which are registered with the Company. In case the counting of votes requires time, the said meeting may be adjourned for and resumed after 15 minutes to declare the result. The Chairman shall regulate the process of poll through email.

#### PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

17. Members or participants having any question on agenda item proposed in the notice of AGM are requested to send their queries at least one day prior to the date of AGM at [bhartiexacom@bharti.in](mailto:bhartihexacom@bharti.in), to enable the Company to collect the relevant information and redress the queries.

#### PROCEDURE FOR INSPECTION OF DOCUMENTS:

18. All documents referred to in the notice will be available electronically for inspection without any fee by the members from the date of circulation of this notice up to the date of AGM. Members seeking to inspect such documents can send an email to [bhartiexacom@bharti.in](mailto:bhartihexacom@bharti.in).
19. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and all the documents referred to in the notice and explanatory statement will be available electronically for inspection by the members during the AGM also.

#### OTHER INFORMATION

20. Information regarding particulars of the Director to be re-appointed/appointed requiring disclosures in terms of Secretarial Standard 2 on 'General Meetings' issued by the Institute of Company Secretaries of India, is given in this notice. The directorships held by the Director considered for the purpose of disclosure do not include the directorships held in foreign companies.
21. As per the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, securities of public companies can be transferred only in dematerialized form. In view of this and to eliminate all risks associated with physical shares, members holding shares/ securities in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.
22. Members, who hold equity shares in physical form are requested to address all

correspondence concerning transmissions, sub-division, consolidation of shares, issuance of duplicate share certificate or any other share related matters and / or change in address, furnishing of details of their bank accounts or updation thereof to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Karvy Selenium Tower B, Plot number 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, India and members, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.

23. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him / them shall vest in the event of his / their unfortunate death. Accordingly, the nomination form may be filed with the concerned Depository Participant in respect of dematerialized shares.

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

##### **Item No. 4**

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 applicable taxes for the financial year ending March 31, 2024.

Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval/ratification by the members.

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.



## Item No. 5

The members at its previous Annual General Meeting held on September 30, 2022 had approved the appointment of Mr. Jagdish Saksena Deepak as Non-Executive Director of the Company w.e.f. May 20, 2022 on the terms and conditions including the remuneration as per the Nomination and Remuneration Policy (NRC Policy) of the Company and has been designated as Chairman of the Company. Pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the members had also approved the remuneration payable to him for FY 2022-23.

Considering his professional competence, stature, diversified experience and active and vital role played by Mr. J.S. Deepak as Chairman, it is proposed to continue to pay him annual remuneration of upto Rs. 30 Lacs in accordance with the NRC Policy of the Company and within the limits prescribed under Section 197 of the Companies Act, 2013.

Pursuant to the provisions of Regulation 17(6)(ca) of Listing Regulations, the approval of the members of the Company by way of a special resolution is required to be obtained every year.

Accordingly, the Board of Directors recommends the Special Resolution set out at item no. 5 of the Notice for approval of the members.

Save and except Mr. J.S. Deepak and his relatives to the extent of their shareholding in the Company, if any, none of the Directors, Key Managerial Personnel and relatives thereof are concerned or interested either financially or otherwise in the proposed resolution at Item No. 5 of the notice.

### **Registered Office:**

Bharti Crescent

1, Nelson Mandela Road

Vasant Kunj, Phase - II

New Delhi - 110 070

CIN: U74899DL1995PLC067527

E-mail id: bhartihexacom@bharti.in

Place: New Delhi

Date: May 30, 2023

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

**Sd/-**

Richa Gupta

**Company Secretary**

Membership No. 24446

Address: Bharti Crescent

1, Nelson Mandela Road

Vasant Kunj, Phase - II

New Delhi - 110 070

Information of Directors who are being appointed/ re-appointment or whose remuneration is being proposed at this AGM, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Companies Act, 2013 and Secretarial Standards-2, as on the date of Notice.

<b>Name</b>	Mr. Sanjeev Kumar	Mr. Jagdish Saksena Deepak
<b>Director Identification Number (DIN)</b>	07566882	02194470
<b>Date of Birth</b>	December 01, 1966	July 16, 1958
<b>Age (in Years)</b>	57 years	65 years
<b>Original date of appointment</b>	February 01, 2021	May 20, 2022
<b>Qualifications</b>	<ul style="list-style-type: none"> <li>➤ B.Tech (Electronics &amp; Comm.),</li> <li>➤ M. E. (Electronics &amp; Control), MBA(Mktg)</li> </ul>	<ul style="list-style-type: none"> <li>➤ IAS, MBA degree from the Indian Institute of Management (IIM), Ahmedabad, Advanced course in Health Communication from Johns Hopkins University, Baltimore, USA.</li> </ul>
<b>Experience and expertise in specific functional area</b>	General Management	Having vast and rich experience in the areas of commerce, international trade, telecommunication, electronics and information technology
<b>Terms and conditions of re-appointment and remuneration</b>	As per the Nomination and Remuneration Policy	As per the Nomination Remuneration Policy
<b>Remuneration last drawn</b>	Nil	Rs. 25,89,041/-
<b>No. of Board Meetings attended during the year</b>	6 out of 6 (i.e. 100% attendance)	4 out of 4 (i.e. 100% attendance) during his tenure
<b>Shareholding in Bharti Hexacom Limited</b>	Nil	Nil
<b>Shareholding in Bharti Hexacom Limited as beneficial owner</b>	Nil	Nil

<b>Relationship with other Directors, Managers and Other Key Managerial Personnel</b>	NA	NA
<b>Directorships held in other Indian companies</b>	➤ Telecommunication Consultants India Limited	Axis Securities Limited
<b>Membership/Chairmanship of committees in Indian companies</b>	➤ Telecommunication Consultants India Limited - Disinvestment Committee	➤ Axis Securities Limited Audit Committee - Member
<b>Equity listed entities from which the person has resigned as Director in past three years</b>	None	None