



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 website: www.bhartihexacom.in

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the twenty seventh (27th) annual general meeting (AGM) of the members of Bharti Hexacom Limited, will be held on Friday, the 30th day of September, 2022 at 11:30 A.M. through video conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business(es):

Ordinary Business(es):

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

- 1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2022 together with Reports of the Board of Directors and Auditors thereon**

“Resolved that the audited financial statements of the Company for the financial year ended March 31, 2022, together with the reports of Board of Directors and Auditors’ report thereon be and are hereby received, considered and adopted.”

- 2. To re-appoint Mr. Devendra Khanna (DIN: 01996768) 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. Devendra Khanna (DIN: 01996768), 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 re-appoint Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company**

“Resolved that pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the

time being in force) and pursuant to the recommendation of Audit Committee and the Board of Directors, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm registration no. 117366W/W-100018) be and is hereby re-appointed as Statutory Auditors of the Company for a further term of 5 (five) consecutive years, who shall hold office from the conclusion of this 27th Annual General Meeting till the conclusion of the 32nd Annual General Meeting (to be held in calendar year 2027), on such remuneration as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time.

Resolved further that the Board of Directors (which term shall include any committee of the Board authorized in this regard) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

Special Business(es):

4. To appoint Mr. Ashok Tyagi as an Independent Director

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

"Resolved that pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ashok Tyagi (DIN: 00784563), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors w.e.f. February 14, 2022, be and is hereby appointed as an Independent Director, to hold office for a term of five consecutive years from the original date of appointment i.e. February 14, 2022 upto February 13, 2027.

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."

5. To appoint Mr. Soumen Ray as a Director, liable to retire by rotation

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

“Resolved that pursuant to the provisions of Section 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with provisions of the Articles of Association of the Company, Mr. Soumen Ray (DIN: 09484511), who was appointed as an Additional Director (in the capacity of Non-Executive Director) of the Company by the Board of Directors w.e.f. February 14, 2022, and who hold office till the date of this AGM in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. To appoint Ms. Vidyut Gulati as a Director, liable to retire by rotation

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

“Resolved that pursuant to the provisions of Section 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with provisions of the Articles of Association of the Company, Ms. Vidyut Gulati (DIN: 08205324), who was appointed as an Additional Director (in the capacity of Non-Executive Director) of the Company by the Board of Directors w.e.f. May 20, 2022, and who hold office till the date of this AGM in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. To appoint Mr. Rahul Vatts as a Director, liable to retire by rotation

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

“Resolved that pursuant to the provisions of Section 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with provisions of the Articles of Association of the Company, Mr. Rahul Vatts (DIN: 08877577), who was appointed as an Additional Director (in the capacity of Non-Executive Director) of the Company by the Board of

Directors w.e.f. May 20, 2022, and who hold office till the date of this AGM in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

8. To appoint Mr. Jagdish Saksena Deepak as a Director, liable to retire by rotation

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

“Resolved that pursuant to the provisions of Section 152, 160, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder read with Schedule V of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law for the time being in force, (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with provisions of the Articles of Association of the Company, Mr. Jagdish Saksena Deepak (DIN: 02194470), who was appointed as an Additional Director (in the capacity of Non-Executive Director) of the Company by the Board of Directors w.e.f. May 20, 2022 and who holds office till the date of this AGM in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as a Director of the Company, liable to retire by rotation on such terms and conditions and at such remuneration, 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.”

9. To approve the remuneration payable to Mr. Jagdish Saksena Deepak (DIN: 02194470), Non-Executive Director of the Company and Chairman 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.”

10. To re-appoint Mr. Rajiv Kumar Chaudhri as an Independent Director

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

“Resolved that pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajiv Kumar Chaudhri (DIN: 00042503), be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years w.e.f. November 15, 2022 upto November 14, 2027.

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.”

11. To ratify remuneration to be paid to Sanjay Gupta and Associates, Cost Auditors of the Company for the financial year 2022-23

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. plus applicable taxes and

reimbursement of out of pocket expenses, 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 Auditor of the Company for the financial year 2022-23, be and is hereby ratified, confirmed and approved.”

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 19, 2022

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

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its general circular no. 02/2022 dated May 05, 2022 circular no. 20/2020 dated May 5, 2020 read with general circular No. 14/ 2020 dated April 8, 2020 and general circular no. 17/ 2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') read with SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 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.
2. 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.
3. 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 bhartihexacom@bharti.in.

4. The notice of the AGM for the financial year 2021-22 is also available on the website of the Company (www.bhartihexacom.in) in compliance with the MCA Circulars.

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

5. In accordance with the MCA Circulars:

- a) The notice of AGM along with the Annual Report for the financial year 2021-22 is being sent to the Members, 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 inward.ris@kfintech.com, by following the guidelines mentioned below.

Guidelines to register email address:

- i. Members may send an e-mail request addressed to inward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy (in case shares are held in electronic form) or copy of the share certificate (in case shares are held in physical form) to enable KFIN to register their e-mail address and to provide them the notice and Annual Report.
 - ii. Kindly note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of notice and Annual Report. Such Members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
 - iii. In case of queries, Members are requested to write to inward.ris@kfintech.com or call at the toll free number 1800 345 4001.
6. 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 03, 2022.

PROCEDURE FOR JOINING THE AGM THROUGH VC

7. 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.

8. 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.
9. 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. Large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors are encouraged to attend the AGM.
10. 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.
11. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company.
13. 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 [bhartiexacom@bharti.in](mailto:bhartihexacom@bharti.in).

PROCEDURE FOR VOTING DURING THE AGM

14. 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.
15. 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:

16. 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:

17. 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 i.e. September 30, 2022. Members seeking to inspect such documents can send an email to [bhartiexacom@bharti.in](mailto:bhartihexacom@bharti.in).
18. 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.

OTHER INFORMATION:

19. 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.
20. 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 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.
21. 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.
22. 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

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee had approved the appointment of Mr. Ashok Tyagi as an Additional Director in the capacity of an Independent Director on the Board of the Company with effect from February 14, 2022. In accordance with the provisions of Section 161 of Companies Act, 2013(Act), Mr. Ashok Tyagi shall hold office up to the date of the forthcoming Annual General Meeting. Further, Board of Directors has recommended the appointment of Mr. Ashok Tyagi as an Independent Director for a term of five consecutive years i.e. upto February 13, 2027, for approval of the Members of the Company.

The Company follows a robust process for Board appointments and succession. In the opinion of the Board, Mr. Tyagi fulfils the conditions specified in the Act, rules made thereunder and the SEBI (Listing obligations and disclosure requirements) Regulations 2015 (the 'SEBI Listing Regulations') for appointment as Independent Directors of the Company and is independent of management of the Company.

Brief profile of Mr. Ashok Tyagi is as follows:

Mr. Ashok Tyagi is a Science Graduate from Delhi University and a Fellow Member of Institute of Company Secretaries of India having a vast experience of more than 45 years. He was associated with several listed companies for more than 25 years and in is whole time Practice from last 19 years. He has an enriched experience of corporate laws and has been instrumental in dealing various Corporate Restructuring, Joint Ventures, Mergers and Acquisitions and other commercial laws.

Mr. Tyagi has confirmed his eligibility and has given his consent to be appointed as an Independent Director of the Company. The Company has received declaration from him to the effect 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 the SEBI Listing Regulations. Mr. Tyagi is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In terms of Regulation 25(8) of the SEBI Listing Regulations, he has also confirmed that 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 as an Independent Director. 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 Mr. Tyagi to be appointed as an Independent Director as per the provisions of the Companies Act, 2013.

In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder and SEBI Listing Regulations, it is proposed that Mr. Tyagi be appointed as an Independent Director for a term of five consecutive years from the original date of appointment i.e. February 14, 2022 upto February 13, 2027.

A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of his appointment as Independent Director is available for inspection at the Registered Office of the Company during any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and is also available on the website of the Company viz. www.bhartihexacom.in.

The Board of the Directors believes that Mr. Ashok Tyagi brings value on account of his professional competence and diversified experience and accordingly, recommends the special resolution set out at Item no. 4 of the Notice for approval by the members.

Save and except Mr. Ashok Tyagi 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. 4 of the notice.

Item Nos. 5 to 7

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, had approved the appointment of following as Additional Directors in the capacity of Non-Executive Director(s) who shall, pursuant to the provisions of Section 161(1) of the Companies Act, 2013, hold office up to the date of this 27th AGM:

- a. Mr. Soumen Ray (DIN: 09484511) w.e.f. February 14, 2022;
- b. Ms. Vidyut Gulati (DIN: 08205324) w.e.f. May 20, 2022;
- c. Mr. Rahul Vatts (DIN: 08877577) w.e.f. May 20, 2022; and

The Company has received notices under Section 160 of the Companies Act, 2013 from members proposing the candidatures of Mr. Soumen Ray, Ms. Vidyut Gulati and Mr. Rahul Vatts as Directors of the Company, liable to retire by rotation. Pursuant to the provision of Section 164(2) of the Companies Act, 2013, they are neither disqualified from being appointed as a Director nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmations including their consent to be appointed as Director.

Brief profiles of Mr. Soumen Ray, Ms. Vidyut Gulati and Mr. Rahul Vatts are as follows:

Mr. Soumen Ray

Mr. Ray has immense experience in Financial Planning, Managerial accounting, Factory commercial, and corporate sectors with over 23 years of CA experience. He played an important role in devising the medium and long-term strategic plan along with key drivers of growth and expansion. Mr. Ray is currently the Chief Financial Officer of Bharti Airtel Limited. He has held important positions in finance, strategy and leadership including the following:

- 1.) Bajaj Auto Limited where he handled finance, treasury, taxation, spectrum, and development of electric vehicle roadmap.*
- 2.) Senior position to handle finance strategy, analytics, M&A, and data science at Viacom18, Hindustan Unilever, ITC, and Eveready Industries India*

Ms. Vidyut Gulati

With professional experience of 17 years in field of law, Vidyut Gulati specializes in strategic transactions, policy advocacy, critical litigation and corporate & commercial laws. She has extensive experience in leading & structuring marquee transactions including cross-border acquisitions, joint ventures, project & private equity deals, international disputes and various other commercial transactions. She is currently the General Counsel for Bharti Airtel Limited and previously she has worked with Cairn India, Shardul Amarchand Mangaldas.

Vidyut recently featured in The Legal 500 - Top 100 GC Powerlist: India 2016, Top 100 Influential Women in Law World IP Forum 2017 and in The Legal 500 - GC Powerlist: India 2018 and has been recently recognized by RSG as the Top 25 leaders in the legal profession, 2019.

Mr. Rahul Vatts

Rahul is a Telecom veteran since inception of Private participation in Industry in India in 1995. With nearly 25 years of experience, Rahul is an expert on Telecom Licensing, Economic Regulations, Spectrum management, new Technologies like M2M& IoT and Regulatory litigation.

Rahul holds an Engineering degree in Telecommunications from University of Pune and is an alumni of IIM-Ahmedabad and The Wharton School, Pennsylvania. Rahul is also, currently the Executive Committee member of the Cellular operators Association of India (COAI), Chairman of COAI Legal committee and Co- Chair of the COAI Regulatory committee and has been a Governing Council member of various Telecom standardization bodies in India. He is currently the Chief Regulatory Officer of Bharti Airtel.

Keeping in view their rich and varied experience, the Board recommends their appointment as Directors, liable to retire by rotation and accordingly, recommends the ordinary resolution(s) set forth at item nos. 5 to 7 of the Notice for approval of members.

Mr. Soumen Ray, Ms. Vidyut Gulati and Mr. Rahul Vatts are interested in the resolution set out at item no. 5, 6 and 7, respectively. Save and except the above, none of the Directors and Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise in the resolution set out at Item nos. 5 to 7.

Item No. 8 & 9

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, had approved the appointment of Mr. Jagdish Saksena Deepak as Additional Director in the capacity of Non-Executive Director w.e.f. May 20, 2022. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. J. S. Deepak shall hold office up to the date of this 27th AGM.

The Company has received notice under Section 160 of the Companies Act, 2013 from members proposing the candidature of Mr. J.S. Deepak. Pursuant to the provision of Section 164(2) of the Companies Act, 2013, he is neither disqualified from being appointed as a Director nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmations including his consent to be appointed as Director.

Brief profile of Mr. J.S. Deepak is as follows:

J.S. Deepak is an Indian Administrative Service (IAS) officer of 1982 batch of UP cadre. He did his MBA from Indian Institute of Management (IIM), Ahmedabad in 1980-82.

He worked as Ambassador of India to the World Trade Organization (WTO) at Geneva from 2017 to May 2020. He also articulated the Indian position on e-commerce and investment. Deepak has experience of working as Joint/Additional Secretary Commerce, Government of India (GOI). He has dealt with trade issues and commercial policy matters for almost a decade. He was also the Chief Negotiator of India at the WTO and for RCEP from 2013 to 2015.

J.S. Deepak worked as Secretary/Joint Secretary, Telecom, Government of India for more than 3 years. His responsibilities included formulation of telecom policy, regulations and reforms in the sector. He led various initiatives for improving telecom infrastructure in the country, including the rollout of the national optical fibre network. He designed and conducted the first 3G/4G spectrum auctions in 2010. This pioneering reform brought 3G services to India while fetching a revenue of US\$ 24.5 billion for the government. It also became a model for subsequent telecom, FM radio and coal auctions in India. The first ever sharing, trading and harmonization of telecom spectrum in India also happened on his watch as Secretary Telecom in 2016.

While Mr. J.S. Deepak possess skills, expertise and competencies in multiple domains, his key skills, expertise and competencies are:

- Strategic Leadership and management experience
- Industry and sector expertise
- Financial Management
- Governance
- Global Business/ International expertise
- Public Policy

In view of his strong credentials, stature and varied experience, Mr. J.S. Deepak has been designated as Chairman on the terms and conditions including the remuneration as per the Nomination and Remuneration Policy of the Company.

The remuneration of upto Rs. 30 Lacs payable to Mr. J.S. Deepak for discharging duties as Chairman, is in accordance with the Nomination and Remuneration Policy of the Company and is within the limits prescribed under Paragraph A of Section II of Part II of Schedule V of the Companies Act, 2013 and such remuneration shall be payable to him notwithstanding the profits/ absence of profits / inadequacy of profits in the Company.

The information as required to be disclosed under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure to the Notice.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The Board of the Directors firmly believes that Mr. J.S. Deepak brings immense value on account of his stature, professional competence and diversified experience. Accordingly, pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for time being in force) and Regulation 17(6)(a) or any other applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Board recommends the ordinary resolution set out in Item no. 8 of the Notice for approval of members.

In pursuance to Regulation 17(6)(ca) of the Listing Regulations, approval of shareholders by way of Special Resolution is required.

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. 8 & 9 of the notice.

Item No. 10

Pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder, Mr. Rajiv Kumar Chaudhri was appointed as an Independent Director of the Company for a period of three years w.e.f. November 15, 2019 up to November 14, 2022. Since, Mr. Rajiv Kumar Chaudhri will be completing her initial term as an independent director of the Company on November 14, 2022, he is eligible for re-appointment for one more term of five consecutive years.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee had approved the re-appointment of Mr. Rajiv Kumar

Chaudhri (DIN: 00042503) for the second term as provided in the resolution, and he will not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company follows a robust process for Board appointments and succession. In the opinion of the Board, Mr. Rajiv Kumar Chaudhri fulfills the conditions specified in the Act, rules made thereunder and the SEBI (Listing obligations and disclosure requirements) Regulations 2015 (the 'SEBI Listing Regulations') for appointment as Independent Directors of the Company and are independent of management of the Company.

Brief profile of Mr. Rajiv Kumar Chaudhri is as follows:

Mr. Rajiv Kumar Chaudhri is a Fellow Member of Institute of Chartered Accountants of India having a vast experience of more than 51 years. He has an expertise in the field of finance, Management Accounting Taxation, MIS and Internal Audit and General management. Rajiv Kumar Chaudhri has completed Cost Accountant from Institute of Cost Accountant of India

Mr. Rajiv Kumar Chaudhri has confirmed his eligibility and has given his consent to be appointed as an Independent Director of the Company. The Company has received declaration from him to the effect 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 the SEBI Listing Regulations. Mr. Chaudhri is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In terms of Regulation 25(8) of the SEBI Listing Regulations, he has also confirmed that 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 as an Independent Director. 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 Mr. Rajiv Kumar Chaudhri to be appointed as an Independent Director as per the provisions of the Companies Act, 2013.

In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder and SEBI Listing Regulations, it is proposed that Mr. Rajiv Kumar Chaudhri be appointed as an Independent Director for a term of five consecutive years from the original date of appointment i.e., November 15, 2022 upto November 14, 2027.

A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of his appointment as Independent Director is available for inspection at the Registered Office of the Company during any working day between 11.00 a.m.

to 1.00 p.m. upto the date of AGM and is also available on the website of the Company viz. www.bhartihexacom.in.

The Board of the Directors believes that Mr. Rajiv Kumar Chaudhri brings value on account of his rich and diversified experience, and accordingly, recommends the special resolution set out at Item no. 9 of the Notice for approval by the members.

Save and except Mr. Rajiv Kumar Chaudhri 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. 10.

Item No. 11

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, 2023.

Ratification of the members is being sought for the proposal contained in the resolution set out at item no. 11 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.

Information of Directors seeking appointment/ re-appointment at the forthcoming AGM pursuant to the provisions of Listing Regulations and Act 2013 including Secretarial Standard as on the date of the Notice:

Name	Mr. Ashok Tyagi	Mr. Jagdish Saksena Deepak
DIN	00784563	02194470
Date of Birth	January 01, 1954	July 16, 1958
Age	68 years	64 years
Original date of appointment	February 14, 2022	May 20, 2022
Qualifications	Company Secretary	IAS, MBA degree from the Indian Institute of Management (IIM), Ahmedabad, Advanced course in Health Communication from Johns Hopkins University, Baltimore, USA.
Experience and expertise in specific functional area	Having vast and rich experience in the areas of Corporate Laws, Stamp duty, FEMA, Custom and Excise, SEBI laws, Liaisoning with Statutory authorities.	Having vast and rich experience in the areas of commerce, international trade, telecommunication, electronics and information technology
Terms and conditions of appointment/re-appointment and remuneration	As per the Nomination Remuneration Policy	As per the Nomination Remuneration Policy
Remuneration last drawn	Not Applicable	Not Applicable
No. of Board Meetings attended during the year	Not Applicable	Not Applicable
Shareholding in Bharti Hexacom Limited	Nil	Nil
Relationship with other Directors, Managers and Other Key Managerial Personnel	None	None
Directorships held in other Indian companies	<ol style="list-style-type: none"> 1. BPTP Limited 2. Adhishthaan Housing Private Limited 3. Ishavani Estates Private Limited 4. DA Toll Road Private Limited 5. Mahua Bharatpur Expressways Limited 6. Andhra Pradesh Expressway Limited 7. Mas Services Limited 8. Bharti Hexacom Limited 	<ol style="list-style-type: none"> 1. JBM Auto Limited 2. Axis Securities Limited 3. Bharti Hexacom Limited
Membership/Chairmanship of committees in Indian companies	Bharti Hexacom Limited <ul style="list-style-type: none"> • Audit Committee- Member 	Axis Securities Limited <ul style="list-style-type: none"> • Audit Committee - Member

Name	Mr. Devendra Khanna	Ms. Vidyut Gulati
DIN	01996768	08205324
Date of Birth	July 14, 1960	June 03, 1979
Age	62 years	43 years
Original date of appointment	August 10, 2013	May 20, 2022
Qualifications	Chartered Accountant, B.Com	LL.B.
Experience and expertise in specific functional area	Approx 36 years in Finance & Accounts, Budget and Budgetary Controls, Risk Management, Management of Foreign Exchange, Taxation etc.	Having vast and rich experience in the areas of strategic transactions, policy advocacy, critical litigation and corporate & commercial laws
Terms and conditions of appointment/re-appointment and remuneration	As per the Nomination Remuneration Policy	As per the Nomination Remuneration Policy
Remuneration last drawn	Nil	Nil
No. of Board Meetings attended during the year	5	Nil
Shareholding in Bharti Hexacom Limited	Nil (except one share held as a nominee of BAL)	Nil
Relationship with other Directors, Managers and Other Key Managerial Personnel	None	None
Directorships held in other Indian companies	<ol style="list-style-type: none"> 1. Bharti Telecom Limited 2. Dixon Electro Appliances Private Limited 3. Beetel Teletech Limited 4. Bharti (SBM) Holdings Private Limited 5. Bharti (SBM) Resources Private Limited 6. Bharti Enterprises (Holding) Private Limited 7. Gourmet Investments Private Limited 8. Bharti SBM Trustees II Private Limited 9. Bharti (SBM) Services Private Limited 10. Bharti (SBM) Trustees Private Limited 11. Satya Bharti Foundation 12. Centum Learning Limited 13. Digiminds Career Solutions Limited 14. Bharti Telemedia Limited 15. Nettle Infrastructure Investments Limited 	<ol style="list-style-type: none"> 1. Indo Teleports Limited 2. Bharti Hexacom Limited

	16. Bharti SBM Trustees S1 Private Limited 17. Bharti SBM Trustees S2 Private Limited 18. Bharti SBM Trustees D1 Private Limited 19. Bharti Telemedia Limited 20. Bharti Enterprises Limited 21. Bharti Hexacom Limited	
Membership/Chairmanship of committees in Indian companies	<ol style="list-style-type: none"> 1. Bharti Telemedia Limited <ul style="list-style-type: none"> • CSR Committee- Chairman 2. Bharti Telecom Limited <ul style="list-style-type: none"> • Stakeholder Relationship Committee- Member • Asset Liability Committee- Member • Risk Management Committee- Member • CSR Committee- Member • BTL Committee of Directors- Member 3. Centum Learning Limited <ul style="list-style-type: none"> • Audit Committee- Chairman • Nomination & Remuneration Committee- Chairman • CSR Committee- Chairman 	<ol style="list-style-type: none"> 1. Indo Teleports Limited <ul style="list-style-type: none"> • Audit Committee – Member • Nomination & Remuneration Committee - Member

Name	Rahul Vatts	Mr. Soumen Ray
DIN	08877577	09484511
Date of Birth	September 27, 1973	July 13, 1973
Age	48 Years	49 years
Original date of appointment	May 20, 2022	February 14, 2022
Qualifications	Engineering degree in Telecommunications	Chartered Accountant
Experience and expertise in specific functional area	25+ years of experience in Telecom Sector. Domain expertise on regulatory & business strategy	Having immense experience in Financial Planning, Managerial accounting, Factory commercial, and corporate sectors with over 23 years of CA experience.
Terms and conditions of appointment/re-appointment and remuneration	As per the Nomination Remuneration policy (annexed to Board's Report)	As per the Nomination Remuneration Policy
Remuneration last drawn	Nil	Nil
No. of Board Meetings attended during the year	Nil	Nil

Shareholding in Bharti Hexacom Limited	Nil	Nil
Relationship with other Directors, Managers and Other Key Managerial Personnel	None	None
Directorships held in other Indian companies	<ol style="list-style-type: none"> 1. Mobipro Innovation Private Limited 2. Oneweb India Communications Private Limited 3. Indo Teleports Limited 4. Bharti Hexacom Limited 	<ol style="list-style-type: none"> 1. Telesonic Networks Limited 2. Airtel Limited 3. Bharti Airtel Services Limited 4. Bharti Telemedia Limited 5. Nettle Infrastructure Investments Limited 5. Bharti Hexacom Limited
Membership/Chairmanship of committees in Indian companies	<ol style="list-style-type: none"> 1. Indo Teleports Limited <ul style="list-style-type: none"> • Audit Committee - Member • Nomination and Remuneration Committee - Member 	<ol style="list-style-type: none"> 1. Bharti Hexacom Limited <ul style="list-style-type: none"> • Audit Committee - Member • Corporate Social Responsibility Committee - Chairperson 2. Telesonic networks Limited <ul style="list-style-type: none"> • Audit Committee - Member • Nomination and Remuneration Committee - Member • Risk Management Committee - Member • Stakeholders Relationship Committee - Member 3. Nettle Infrastructure Investments Limited <ul style="list-style-type: none"> • CSR Committee- Chairman

Name of the Director	Rajiv Kumar Chaudhri
Directors Identification Number	00042503
Date of Birth (Age in years)	September 14, 1948 (73 years)
Original date of appointment	November 15, 2019
Qualifications	Cost Accountant
Experience and expertise in specific functional area	52+ years in Finance & Accounts, Budgeting, Management Accounting, Taxation, MIS and Internal Audit etc.
Shareholding in the Company	Nil

Remuneration sought to be paid	Nil
Remuneration last drawn in the Company	Nil
No. of Board meetings attended during the year	Nil
Terms and conditions of re-appointment and remuneration	As per the Nomination Remuneration policy (annexed to Board's Report)
Relationship with other Directors or KMPs	Nil
Directorships held in other companies in India	<ol style="list-style-type: none"> 1. Bharti Realty Limited 2. Bharti Telecom Limited 3. Populus Realty Limited 4. Vinta Realty Limited 5. Zagros Developers Limited 6. Alborz Developers Limited 7. Pamir Developers Limited 8. Indo Teleports Limited 9. Bharti Hexacom Limited
Membership/ Chairmanship of committees in public limited companies in India	<ol style="list-style-type: none"> 1. Bharti Hexacom Limited: <ul style="list-style-type: none"> • Nomination and Remuneration Committee - Chairman • Audit Committee - Chairman • Risk Management Committee- Member • Stakeholders Relationship Committee- Chairman • Corporate Social Responsibility Committee - Member 2. Bharti Realty Limited: <ul style="list-style-type: none"> • Nomination and Remuneration Committee - Chairman • Audit Committee - Member 3. Bharti Telecom Limited <ul style="list-style-type: none"> • Audit Committee - Member • Nomination and Remuneration Committee - Member 4. Indo Teleports Limited: <ul style="list-style-type: none"> • Nomination and Remuneration Committee - Chairman • Audit Committee - Chairman

The statement containing additional information as required under Schedule V of the Companies Act, 2013

I. GENERAL INFORMATION

1. Nature of Industry

Bharti Hexacom Limited is one of the largest mobile service provider in Rajasthan and North East Circles.

2. Date or expected date of commencement of commercial production:

The Company was incorporated on April 20, 1995 and Commencement of Business Certificate was granted on April 26, 1995. The Company had since commenced its business.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable

4. Financial performance based on given indicators:

(figures in millions in Rs.)

Financial year	2021-22	2020-21	2019-20
Gross Revenue	54,052	46,023	38,741
Profit before Interest, Depreciation and Tax	19,028	11,544	5,282
Profit after Tax	16,746	(10,339)	(27,165)
Rate of dividend	-	-	-
Earnings per share	66.98	(41.36)	(108.66)

5. Foreign investments or collaborations, if any:

Not applicable

II. INFORMATION ABOUT MR. JAGDISH SAKSENA DEEPAK, CHAIRMAN OF THE COMPANY:

1. Background details, Job profile and his suitability:

Mr. J.S. Deepak has been appointed as Non Executive Director of Bharti Hexacom Limited and designated as the Chairman. He is an Indian Administrative Service (IAS) officer of 1982 batch of UP cadre. As Additional Secretary, Department of

Commerce, Government of India he was responsible for the work related to formulation and implementation of India's trade policy. He was also India's Chief Negotiator at the WTO and for the Regional Comprehensive Economic Partnership (RCEP) agreement, the mega FTA being negotiated by 16 countries. He had also served as Joint Secretary, Telecom from April, 2008 to July, 2010 when he designed and conducted the 3G/4G spectrum auctions which fetched the Government huge revenue of Rs. 1,06,260 crore (US\$ 24.5 billion). This was a pioneering exercise where spectrum was auctioned in India for the first time and an e-auction of such magnitude was conducted through a fair and transparent process leading to an expansion of voice and data services. He was Member of the High-Level Committee on Public Procurement set up by Prime Minister of India to bring about reforms in government procurement. Recommendations of the Committee have been incorporated in the Public Procurement Bill introduced in Parliament. Mr. J. S. Deepak has also served as Chairman & Managing Director of State Trading Corporation (STC) of India and has been a Member of the Board of Directors of Bharat Sanchar Nigam Limited (BSNL), Mahanagar Telephone Nigam Limited (MTNL). He is also on the Board of India Trade Promotion Organization (ITPO), Indian Institute of Foreign Trade (IIFT) and the Governing Council of the Institute of Chartered Accountants of India (ICAI). From 1997 to 2002 he worked on a foreign assignment as Consultant with The Policy Project, Washington DC, a consortium of Research Triangle Institute, North Carolina, USA and Johns Hopkins University, Baltimore, USA, to develop population and health policies for various countries and States in India and provided technical assistance to reproductive and child health projects in South Asia. Deepak holds an MBA degree from Indian Institute of Management (IIM), Ahmedabad in 1982 and has also completed the advanced course in Health Communication from Johns Hopkins University, Baltimore, USA in 1995. He has been invited to lecture on subjects related to management, telecom and communication at the Indian Institute Management (IIM), Ahmedabad & Lucknow, National Academy of Administration (LBSNAA), Mussoorie, Faculty of Management Studies, Banaras Hindu University, Varanasi and Institute of Corporate Affairs (IICA), Delhi. He has been editor of various newsletters and a number of his 'middles and articles on development issues have been published in newspapers including in the editorial column of the Times of India.

2. Past remuneration and remuneration proposed:

Details on proposed remuneration have been stated in the item no. 8 of the Explanatory Statement of the Notice. The Company has not paid any remuneration to Mr. J.S. Deepak during the previous 3 financial years.

3. Recognition or awards: NIL

4. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):

Taking into consideration the size of the Company, his profile, the responsibilities shouldered by him as Chairman and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar positions in other companies.

5. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:

Mr. J.S. Deepak has no pecuniary relationship with the Company, its Key Managerial Personnel or any other director other than the proposed remuneration. As on date of this notice, he doesn't hold any shares in the Company in his personal capacity.

III. OTHER INFORMATION

Reason of loss or inadequate profits:

Over the last few years, industry has witnessed heavy turbulence in form of ARPU contraction and industry consolidation. As a result, the industry ARPUs continue to be unsustainably low and among the lowest globally. Additionally, the consumption metrics per subscriber are among the highest globally and continues to increase even further. This has resulted in sub-par levels of return on capital employed and increasing debt burden of the players. With 5G around the corner and ARPUs even below the pre-4G levels, the industry needs to implement multiple tariff interventions so to earn a respectable rate of return on its investments. Continuous network investments, tower additions and spectrum commitments translated into elevated depreciation, amortization and finance cost levels, negatively impacting the Company's bottom line.

Despite a challenging industry environment and COVID-19 related disruptions over the last few years, Company delivered strong improving results year after year. Cornerstone of this performance has been the undivided focus on customer delight through an exceptional experience backed by brilliant network, aspirational brand and omni-channel presence.

Steps taken or proposed to be taken for improvement:

Despite repeated waves of COVID-19 over last 2 years, Company continue to perform well and stay resilient.

Over the years, in order to create an agile execution machine, the Company has developed multiple moats including quality customers, 5G readiness and a future

proofed business. Overall focus on premiumisation and quality customers has actually led to ARPU expansion, even in the period of no tariff hikes. Equally, to correct the unsustainably low tariffs and expand mobile ARPUs, the Company took lead on multiple tariff hikes. The Company has already taken steps well ahead of the curve in creating a 5G ready network through focused network investments, best-in-class partnerships and multiple use case testing.

While strengthening the moats, the Company sharpened its focus on maintaining a robust balance sheet. Additional effort has been put under capital allocation to achieve an efficient capital structure.

Expected increase in productivity and profits in measurable terms:

FY 2021-22 marked as another year witnessing strong sustained revenue growth quarter after quarter. Despite the financial year seeing two COVID waves, the business remained highly resilient. Company demonstrated a strong revenue growth driven by multiple pricing interventions and customer base premiumisation.

Looking ahead, with the consolidated industry structure, the Company is well placed competitively to capture opportunities around ARPU increase, postpaid expansion and feature phone to smart phone upgrades.

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:19.05.2022

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