



Bharti Hexacom Limited

CIN: L74899HR1995PLC132187

Registered Office: Airtel Center, Plot No. 16, Udyog Vihar, Phase-IV, Gurugram - 122015, India

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

Tel.: +91 124 4222222; **Fax:** +91 124 4248063

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

Notice of Annual General Meeting

Notice is hereby given that the Thirtieth (30th) Annual General Meeting ("AGM") of the members of Bharti Hexacom Limited ("the Company/ Hexacom") will be held on **Wednesday, August 20, 2025 at 11:30 A.M. (IST) through Video Conferencing ("VC")** to transact the following businesses:

ORDINARY BUSINESSES:

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

- 1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2025 together with reports of Auditors and Board of Directors thereon**

"Resolved that the audited financial statements of the Company for the financial year ended March 31, 2025, together with the reports of Auditors and Board of Directors be and are hereby received, considered and adopted."

- 2. To declare dividend on equity shares for the financial year ended March 31, 2025**

"Resolved that dividend at the rate of ₹ 10/- (Rupees Ten only) per fully paid-up equity share of face value of ₹ 5/- each, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2025."

- 3. 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."

SPECIAL BUSINESSES:

- 4. To ratify remuneration to be paid to Cost Auditors of the Company**

To consider and, if thought fit, pass the following resolution 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 modification(s) or re-enactments thereof for the time being in force), the remuneration of ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand only) including out of pocket expenses excluding applicable taxes, as approved by the Board of Directors upon recommendation of Audit Committee, to be paid to Sanjay Gupta and Associates, Cost Accountants (Firm registration no. 000212) as Cost Auditors of the Company for conducting the cost audit for the financial year 2025-26, be and is hereby ratified."

- 5. To appoint Secretarial Auditor of the Company**

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

"Resolved that pursuant to provisions of Section 204 and 179(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for time being in force) and circulars issued thereunder from time to time, and based on the recommendation and approval of the Audit Committee and the Board of Directors, M/s. Makarand M Joshi & Company (MMJC), a peer reviewed firm of Company Secretaries in Practice (Firm registration no. P2009MH007000) be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years effective from April 01, 2025 to March 31, 2030, at 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 authorised in this regard) be and is hereby authorised 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."

6. To approve payment of Commission to Mr. Jagdish Saxena Deepak (DIN: 02194470), Non-Executive Chairman of the Company

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

“Resolved that pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder, (including statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6)(a) and all other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) or any other law for the time being in force, and in accordance with provisions of the Articles of Association of the Company, pursuant to the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company (Board) and subject to such other approvals as may be required in this regard, the approval of the members of the Company, be and is hereby accorded to pay remuneration by way of Commission to Mr. Jagdish Saxena Deepak, Non-Executive Chairman, not exceeding an amount equal to one per cent (1%) of the net profits of the Company as computed under Section 198 of the Act, subject to maximum limit of ₹ 50,00,000/- (Rupees Fifty Lakh only) for each financial year, in such amounts or proportions and in such manner as may be determined by the Board or Committee for a period of five (5) years from financial year 2024 -25 onwards.

Resolved further that the above remuneration shall be in addition to sitting fees payable to Mr. Jagdish Saxena Deepak, if any, for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other Committee meetings.

Resolved further that the Board of Directors (which term shall include any Committee of the Board authorised in this regard) be and is hereby authorised 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, without being required to seek any further consent or approval of the members of the Company.”

7. To approve Material Related Party Transactions with Bharti Airtel Limited, holding company

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

“Resolved that pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), applicable provisions of the Companies

Act, 2013 (the ‘Act’) read with Rules made thereunder, other applicable circulars, laws, statutory provisions, if any, [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Related Party Transactions, and subject to other approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendations of the Audit Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Bharti Airtel Limited (‘Airtel’), holding company, and a ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the nature of **(a)** availing and rendering of service(s) including telecommunication services viz. Voice, Data, VAS, SMS, Bandwidth, Fiber, interconnect and inter circle arrangement services etc. and related services; **(b)** reimbursement of expenses including towards availing/ providing for sharing/ usage of each other’s resources viz. employees, marketing, office space, infrastructure including IT assets, taxes and related owned/ third party services; **(c)** purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment to meet the business objectives/ requirements; **(d)** selling or otherwise disposing of or leasing, or buying property(ies) to meet the business objectives/ requirements; and **(e)** transfer of resources, services or obligations to meet the business objectives/ requirements (‘Related Party Transactions’) on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between Airtel and the Company, for a period commencing from the date of this 30th Annual General Meeting (‘AGM’) upto the date of 31st AGM to be held in calendar year 2026 subject to a maximum period of fifteen months, such that the maximum value of the Related Party Transactions with Airtel, in aggregate, not exceeding ₹ 4,000 Crore (Rupees Four Thousand Crore only) in a financial year, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company.

Resolved further that the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company and any other duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including but not limited to finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to the foregoing resolution for and on behalf of the Company, settling all such issues, questions, difficulties or doubts whatsoever that may

arise, delegating all or any of the powers herein conferred to any Director(s), Committee(s), executive(s), officer(s) or representatives(s) of the Company, and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved further that all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

8. To approve Material Related Party Transactions with Indus Towers Limited, a related party

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

"Resolved that pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'), applicable provisions of the Companies Act, 2013 (the 'Act') read with Rules made thereunder, other applicable circulars, laws, statutory provisions, if any, [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions, and subject to other approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approvals and recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded to the Company to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Indus Towers Limited ('Indus Towers'), a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the nature of **(a)** availing of service(s) including passive infrastructure services required for active services viz. IBS, WiFi etc. and/ or services, including but not limited to, of project management or of provisioning, establishing, installation, operation and maintenance thereof; **(b)** rendering of service(s) including telecommunication services viz. landline, mobile, voice, data, leased line broadband facility, SIM charges and USB Dongles etc; **(c)** reimbursement of expenses including towards availing/ providing for sharing/ usage of each other's employees, infrastructure, related owned/ third party services and payment of taxes; **(d)** purchase/ sale/

exchange/ transfer/ lease of business asset(s) and/ or equipment(s) including passive infrastructure assets to meet the business objectives/ requirements; **(e)** selling or otherwise disposing of or leasing, or buying property(ies) to meet the business objectives/ requirements; and **(f)** transfer of resources, services or obligations to meet the business objectives/ requirements ("Related Party Transactions") on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between Indus Towers and the Company, for a period commencing from the date of this 30th Annual General Meeting ('AGM') upto the date of 31st AGM to be held in calendar year 2026 subject to the maximum period of fifteen months or for any such higher period as may be allowed by SEBI in this regard, such that the maximum value of the Related Party Transactions with Indus Towers, in aggregate, not exceeding ₹ 2,200 Crore (Rupees Two Thousand and Two Hundred Crore only) in a financial year, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

Resolved further that the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any other duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including but not limited to finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to the foregoing resolution for and on behalf of the Company, settling all such issues, questions, difficulties or doubts whatsoever that may arise, delegating all or any of the powers herein conferred to any Director(s), Committee(s), executive(s), officer(s) or representatives(s) of the Company, and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved further that all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

Registered Office: Airtel Centre, Plot No. 16
Udyog Vihar, Phase-IV,
Gurugram - 122015, India
CIN: L74899HR1995PLC132187
Email: [bhartiexacom@bharti.in](mailto:bhartihexacom@bharti.in)

Date: May 13, 2025
Place: New Delhi

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

Amit Chaturvedi
Company Secretary and Compliance Officer
Membership No.: F12919
Address: Bharti Hexacom Limited
Bharti Crescent, 1, Nelson Mandela Road,
Vasant Kunj, Phase II, New Delhi - 110070, India

NOTES

1. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the 'Act'), read with the relevant rules made thereunder and Secretarial Standards-2 on General Meetings issued by Institute of Company Secretaries of India, setting out the material facts and reasons in respect of item nos. 4 to 8 of this Notice of Annual General Meeting ('Notice'), is annexed herewith.

In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), MCA general circular no. 09/2024 dated September 19, 2024, circular no. 09/2023 dated September 25, 2023, circular no. 10/2022 dated December 28, 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/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ('SEBI Circular'), the Annual General Meeting ('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 route map for the AGM venue is also not required.

Dispatch of Notice and Annual Report

3. In terms of the MCA Circulars, the Notice along with Annual Report for FY 2024-25 is being sent to those members/ beneficial owners whose name are appearing in the register of members/ list of beneficiaries received from the depositories as on **Friday, July 18, 2025**.

The Company will also send a physical communication to the Members whose email addresses are not updated in the records, which contains the exact link and a QR code of the Company's website to access the Notice, Annual Report for FY 2024-25 and other relevant documents. The Company in the aforesaid physical communication, will request the Members to get their email addresses and mobile numbers registered, by following the guidelines mentioned therein. Detailed guidelines in this regard, are also given in note no. 34 of this Notice.

4. The Notice and the Annual Report for FY 2024-25 will be available on the website of the Company (<https://www.bhartihexacom.in/results-annual-results.htm>) on the website of e-voting service provider (<https://evoting.kfintech.com/public/Downloads.aspx>) and on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), in compliance with the MCA Circulars. The

aforesaid documents can also be accessed by scanning the given QR.

**E-voting and participation in the AGM through VC**

5. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations and in terms of Section VI-C of SEBI Master Circular dated November 11, 2024 (in relation to e-voting Facility provided by listed entities), the Company is pleased to provide the facility of remote e-voting and e-voting at the AGM to its members in respect of the business to be transacted at the AGM.
6. The Company has engaged the services of KFin Technologies Limited, Registrar and Share Transfer Agent of the Company ('KFin' or 'RTA') as the Authorised Agency to provide the aforesaid e-voting facilities.
7. The remote e-voting facility will be available during the following period:

| | |
|--|---|
| Commencement of remote e-voting | From 9.00 a.m. (IST) on Saturday, August 16, 2025 |
| End of remote e-voting | Upto 5.00 p.m. (IST) on Tuesday, August 19, 2025 |

The remote e-voting will not be allowed beyond the aforesaid date & time and the e-voting module shall be forthwith disabled by KFin upon expiry of aforesaid period. Once the vote on the resolution is casted by the member, he/ she shall not be allowed to change it subsequently.

8. The cut-off date for the purpose of reckoning the voting rights is **Wednesday, August 13, 2025 ("Cut-off date")**. Accordingly, only those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Cut-off date (including those members who may not have received this Notice due to non-registration of their email ID with the Company or DPs) shall be entitled to vote by way of remote e-voting/ e-voting at AGM. The person who is not a Member/ Beneficial Owner as on the Cut-off date, should treat this Notice for information purpose only.
9. The voting rights of members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as at close of business hours on the Cut-off date.
10. The Company is also providing VC facility to its members for joining/ participating at the AGM.
11. All the shareholders including large shareholders (shareholders holding 2% or more shareholding),

Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are encouraged to attend the AGM.

12. The members attending the AGM who have not cast their vote by remote e-voting, shall be entitled to vote through e-voting at the AGM. However, the members can opt for only one mode of voting i.e. either remote e-voting or e-voting at the AGM. The members who have cast their vote by remote e-voting may also attend the AGM but will not be able to vote again at the AGM.
13. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration for this AGM. Members who would like to express their views or ask questions during the AGM may register themselves by sending request mentioning their name, demat account, email id, mobile number through their registered email address, to the Company at [bhartiexacom@bharti.in](mailto:bhartihexacom@bharti.in) or by logging on to <https://emeetings.kfintech.com/> during the period from Saturday, August 09, 2025 to Tuesday, August 12, 2025. Only those members who have pre-registered themselves as Speaker will be allowed to express their views or ask questions at the AGM.
15. Members can submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM by sending an e-mail to the Company at [bhartiexacom@bharti.in](mailto:bhartihexacom@bharti.in) mentioning their name, demat account number etc. on or before Tuesday, August 12, 2025. Such questions will be suitably replied by the Company. The Company reserves the right to restrict the number of questions and speakers, depending upon the availability of time, for smooth conduct of the AGM.
16. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company at <https://www.bhartihexacom.in/results-annual-results.html>.
17. In connection with the remote e-voting facility provided by the Company, members may note the following:
 - (a) Pursuant to Section VI-C of SEBI Master Circular dated November 11, 2024 (in relation to e-voting Facility provided by listed entities), e-voting facility has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants ("DP") in order to increase the efficiency of the voting process.
 - (b) Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
18. Members are requested to carefully read the below instructions in connection with remote e-voting facility and procedure for joining the AGM:

Procedure to cast vote through remote e-voting

I. Login & e-voting method for Individual members holding shares of the Company in demat mode:

| Type of shareholder | Login Method |
|---|---|
| Individual members holding shares in demat mode with NSDL | 1. Existing user already registered for Internet-based Demat Account Statement (IDeAS) facility: <ol style="list-style-type: none"> a. Visit https://eservices.nsdl.com. b. Click on the 'Beneficial Owner' icon under 'Login' under 'IDeAS' section. c. On the new page, enter User ID and Password. Post successful authentication, click on 'Access to e-voting'. d. Click on Company name (i.e. Bharti Hexacom Limited) or ESP (i.e. KFin). The member will be re-directed to KFin's website for casting the vote during the remote e-voting period. |
| | 2. User not registered for IDeAS e-Services: <ol style="list-style-type: none"> a. To register, click on link: https://eservices.nsdl.com. b. Select 'Register Online for IDeAS' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. c. Proceed with completing the required fields and follow steps given in Clause 1 above. |
| | 3. Accessing the e-voting website of NSDL: <ol style="list-style-type: none"> a. Open URL: https://www.evoting.nsdl.com/. b. Click on the icon 'Login' which is available under 'Shareholder/ Member' section. c. A new screen will open. Enter User ID (i.e. 16 digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. d. On successful authentication, Member will be requested to select the name of the Company and the ESP's name, i.e. KFin. e. On successful selection, Member will be re-directed to the e-voting page of KFin for casting their vote during the e-voting period. |

| Type of shareholder | Login Method |
|---|--|
| Individual members holding shares of the Company in demat mode with CDSL | <ol style="list-style-type: none"> Existing user who have opted for Easi/ Easiest: <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com and click on 'Login to - My Easi' (under Quick Links). Login with registered user id and password. The member will see the e-voting menu. The menu will have links of ESP i.e. KFin e-voting portal. Click on ESP's name (i.e. KFin) to cast the vote. Users not registered for Easi/Easiest: <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration. Proceed with completing the required fields and follow the steps given in point 1 above. Accessing the e-voting website of CDSL: <ol style="list-style-type: none"> Visit https://evoting.cdslindia.com/Evoting/EvotingLogin. Provide the Demat account number and PAN. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. On successful authentication, Member will be provided links for the respective ESP i.e. KFin and member will be re-directed to the e-voting page of KFin to cast the vote without any further authentication. |
| Individual members holding shares of the Company in demat mode - Login through their demat account/ website of respective Depository Participants ('DP') | <ol style="list-style-type: none"> Members can also login using the login credentials of their demat accounts their DP registered with NSDL/ CDSL for e-voting facility. Once logged-in, members will have to click on e-voting option. members will then be redirected to website of NSDL/ CDSL, wherein member can use the e-voting feature. Click on options available against company name or ESP i.e. KFin and member will be redirected to e-voting website of KFin for casting vote during the remote e-voting period without any further authentication. |

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

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

| Login type | Helpdesk details |
|------------------------------|--|
| Shares held with NSDL | Email: evoting@nsdl.co.in Toll free no: 1800 1020 990 and 1800 2244 30 |
| Shares held with CDSL | Email: helpdesk.evoting@cdslindia.com Contact no: 022-23058738 or 022-23058542/43 |

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

- A. Members whose email IDs are registered with the Company/ Depository Participants(s)/RTA, will receive an email from KFin which will include details of E-Voting Event Number (EVEN), User ID and password. They will have to follow the below process:
- Launch internet browser and go to <https://evoting.kfintech.com>.
 - Enter the login credentials (i.e. User ID and password). In case of demat account, User ID will be DP ID and Client ID. However, if the member is already registered with KFin for e-voting, the existing User ID and password can be used for casting the vote.
 - After entering these details appropriately, click on "LOGIN".
 - Thereafter, on the password change Menu, the member will be required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper

case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt to change the password and update the contact details like mobile number, email ID etc. on first login. The member can also enter a secret question and answer thereto to retrieve the password in future. Please do not share the password with any other person and also take utmost care to keep the password confidential.

- Thereafter, the member will need to login again with the new credentials.
- On successful login, the system will prompt to select the "EVEN" of "Bharti Hexacom Limited" and click on "Submit". Members are requested to select the respective EVENs (i.e. 8940) and vote.
- On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under "FOR/ AGAINST" or alternatively, enter any partial number in "FOR" and any partial number in "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed the total shareholding of the member as on the

Cut-off date. The member may also choose the option “ABSTAIN”. If the member does not indicate either “FOR” or “AGAINST”, it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

- (viii) Members holding multiple demat accounts shall complete the voting process separately for each demat accounts.
- (ix) The member may then cast the vote by selecting an appropriate option and click on “Submit”.
- (x) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once the member has voted on the resolution, the vote shall not allowed to be modified. During the voting period, Members can login any number of times till they have voted on the resolution.

- B. Members whose email addresses are not yet registered with the Company/ Depository/ DPs/ RTA and consequently, have not received the email communication from KFin with e-voting login credentials, are requested to get their email addresses and mobile numbers registered by following the procedure laid down in Note no. 34 of this Notice.

Procedure to join the AGM via VC

- A. Members who are entitled to attend the AGM can participate by logging on the e-voting website of KFin viz. <https://emeetings.kfintech.com/> using their secure e-voting login credentials or with the registered mobile and OTP option. Members are requested to use stable Wi-Fi or LAN connection while attending the AGM through Desktop/ Laptop/ Smartphone/ Tablet to avoid any disturbance/ glitches during the meeting.
- B. Members attending the AGM who have not cast their vote by remote e-voting, shall be entitled to vote at AGM through e-voting at the AGM. Please click on ‘Vote’ button appearing on the screen to cast your vote.

Other instructions for remote e-voting

- A. Pursuant to the provisions of Section 112 and 113 of the Act, representatives of the corporate members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility. In view of the above, Body corporates/ Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorised representative(s) by sending a latest certified copy of the Board Resolution/ Authorisation Letter/ Power of Attorney authorising their representative(s) to attend the AGM through VC and/ or to cast their votes through remote e-voting or e-voting at the AGM. The said resolution/ letter/ power of attorney shall be sent through registered e-mail ID to the Scrutiniser at support@corp-nexus.com with a copy marked to evoting@kfintech.com.

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

- (i) If the mobile number of the member is registered against DP ID Client ID, the member may send SMS: MYEPWD followed by DP ID Client ID to 9212993399.

- Example for
NSDL: MYEPWDIN12345612345678
- Example for
CDSL: MYEPWD1402345612345678

- (ii) If email address or mobile number of the member is registered against DP ID Client ID, the member may visit <https://evoting.kfintech.com/> and click “Forgot Password”. Thereafter, the member will be redirected to the webpage <https://evoting.kfintech.com/common/passwordoptions.aspx> wherein member will have to enter DP ID Client ID and PAN to generate a new password.

- C. It is strongly recommended to members that they do not share their password with any other person and take utmost care to keep the password confidential.
- D. In case of any query, clarification(s) and/ or grievance(s), in respect of remote e-voting, please refer the “Help” and “F.A.Q’s” sections available at the bottom of the webpage on KFin’s website i.e. <https://evoting.kfintech.com/public/Downloads.aspx> or contact Mr. S.R. Ramesh, Deputy Vice President, KFin Technologies Limited at evoting@kfintech.com or call on toll free no. 1800 309 4001 for any further clarification.

Voting results and scrutiniser’s report

- 19. The Board of Directors have appointed Mr. Harish Chawla (FCS-9002; C.P. No.: 15492), Partner, M/s. CL & Associates, Company Secretaries (‘CLA’), and failing him, Mr. Abhishek Lamba (FCS-10489 C.P. No.: 13754), Partner, CLA, as the Scrutiniser to scrutinise the remote e-voting process and e-voting at the AGM and they have communicated their willingness to be appointed and will be available for the said purpose.
- 20. The Scrutiniser, after scrutinising the voting through remote e-voting and e-voting at the AGM, shall prepare a consolidated scrutiniser’s report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or any other person authorised by the Chairman. The Chairman or the authorised person shall declare the voting results within two working days from the conclusion of the AGM or any other timeline prescribed under applicable law(s). The voting results declared shall be available on the website of the Company (<https://www.bhartihexacom.in/results-annual-results.html>) and on the website of KFin (<https://evoting.kfintech.com/public/Downloads.aspx>) and shall also be displayed at the registered office and corporate office of the Company. The voting results shall simultaneously be communicated to the Stock Exchanges viz. NSE and BSE.

21. The resolutions set out in this Notice, if passed, shall be deemed to be passed on the date of AGM i.e. Wednesday, August 20, 2025.

Inspection of Documents

22. 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. upto Wednesday, August 20, 2025. Members seeking to inspect such document(s) can send a request to the Company at bhartihexacom@bharti.in.
23. The Register of Directors & 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 for electronic inspection by the members during the AGM.

IEPF related information

24. Pursuant to the provisions of Section 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 ('IEPF Rules'), the dividend, which remains unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government.
25. Members may visit the Company's website by [clicking here](#) for tracking details of any unclaimed amounts, pending transfer to IEPF after completion of seven years from declaration of dividend. Members may note that they can claim their unclaimed final dividend declared for FY 2023-24 by contacting KFin. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company and the same is to be claimed from IEPF authority.

Payment of Dividend related information

26. Members may note that the Board, in its meeting held on May 13, 2025, has recommended a final dividend of ₹ 10/- per fully paid-up equity share. The record date for the purpose of final dividend for FY 2024-25 is **Friday, July 25, 2025**. The aforesaid dividend, once approved by the members will be paid within 30 days from the date of AGM.
27. In respect of members holding shares in dematerialised form, the bank details as furnished by the respective depositories to the Company will be used for transfer of dividend through Electronic Clearance Scheme ('ECS') facility. The Company/ RTA will not act on any direct request from members holding shares in dematerialised form for change/ deletion of such bank details.
28. Members may note that the Income-Tax Act, 1961, (the 'IT Act') as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a Company on or after April 1, 2020 shall be taxable in the hands of

members. The Company shall therefore be required to deduct tax at source ('TDS') at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

- Members having valid Permanent Account Number (PAN): 10%* or as notified by the Government of India
- Members not having valid PAN: 20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2025-26 does not exceed ₹ 10,000/-, and also in cases where members provide Form 15G/ Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/ nil withholding of tax. PAN is mandatory for members providing Form 15G/ 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%* (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ('DTAA'), read with Multilateral Instrument ('MLI') between India and the country of tax residence of the shareholders, if they are more beneficial to them. For the purpose of availing the benefits under the DTAA read with MLI, nonresident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholder(s) or details as prescribed under rule 37BC of the Income Tax Rules, 1962
- Copy of the Tax Residency Certificate for financial year 2025-26 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholder(s)
- Self-declaration in Form 10F electronically filed on Income Tax portal
- Self-declaration by the shareholder(s) of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder(s)

- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the shareholder(s)

In case of Foreign Institutional Investors/ Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act at the rate of 20%* (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

**As per section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/ inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.*

For this purpose, the Company will be relying on the information verified from the utility provided and available on the website of Income Tax Department.

29. The aforesaid documents, as applicable, are required to be uploaded online with KFin at <https://ris.kfintech.com/form15> on or before Friday, July 25, 2025 to enable the Company to determine the appropriate TDS rates. No communication on the tax determination/ deduction received post Friday, July 25, 2025 shall be considered for payment of the Final Dividend. It is advisable to upload the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates.
30. In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/ documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for such taxes deducted.
31. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.
32. Members may please refer the separate detailed email communication being sent by the Company in connection with the aforesaid amendment in the Income Tax Act, 1961 and relevant procedure to be adopted by the members to avail the applicable tax rate.
33. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-resident shareholders.

Procedure for registration of email addresses

34. Those Members who have not yet registered their email addresses and consequently, have not received the Notice and Annual Report, are requested to get their email addresses and mobile numbers registered, by following the guidelines mentioned below.

- (i) Members holding shares in dematerialised form are requested to register / update their e-mail addresses with their respective DPs.
- (ii) In case of queries with respect to the aforesaid process, Members are requested to write to einward.ris@KFintech.com or call at the toll free number 1800 309 4001.

Miscellaneous Information

35. Non-resident Indian shareholders are requested to inform the following to the Company or KFin or concerned DP, as applicable:
 - (a) Change in the residential status on return to India for permanent settlement; and
 - (b) Particulars of the NRE Account with a Bank in India, if not furnished earlier.
36. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts.
37. In terms of SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/81 dated June 10, 2024 and other applicable provisions, the members of the Company (who have not opted for the nomination) are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of shares held by them as well as to prevent accumulation of unclaimed assets in securities market. To avail the facility of nomination or to opt out or cancel/ make any variation in the already submitted nomination, Members are requested to reach out their respective DPs in case of shares held in demat form.
38. In accordance with Regulation 5 and other applicable provisions of SEBI Listing Regulations, various stakeholders of the Company including Key Managerial Personnel, Directors, Promoters and any person dealing with listed entity such as related parties, shareholders etc. are required to adhere to the responsibilities and obligations, if any, assigned to them under SEBI Listing Regulations. These obligations include, but not limited to, disclosure of all information to the listed entity that is relevant and necessary for the listed entity to ensure compliance with the applicable laws.

In view of the above, the Company urges all concerned stakeholders including its members, to remain vigilant and ensure adherence to the relevant requirements/ obligations under SEBI Listing Regulations. The latest copy of the SEBI Listing Regulations, can be accessed on SEBI's official website viz. <https://www.sebi.gov.in/>.
39. SEBI, vide various circulars issued from time to time, has prescribed guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ("ODR") through a common ODR portal. Please note, post exhausting the option to resolve their grievance with the Company/ its RTA directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR portal (<https://smartodr.in/login>).

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

Item 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 members of the Company at the General Meeting.

The Board, upon 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 ₹ 2,50,000/- (Rupee Two Lakh Fifty Thousand only) including out of pocket expenses excluding applicable taxes for the financial year ended March 31, 2025. There has been no change in the remuneration of Cost Auditors as compared to last year.

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 any way, concerned or interested, financially or otherwise, in the resolution as set out at item no. 4 of the Notice.

Item No. 5

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit and the Board of Directors in their respective meetings held on May 13, 2025 have approved and recommended the appointment of Makarand M Joshi & Company (MMJC), a peer reviewed firm of Company Secretaries in Practice (Firm Registration Number - P2009MH007000) as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years effective from April 01, 2025 to March 31, 2030, on following terms and conditions:

- a) Term of appointment: For 5 (Five) consecutive years effective from April 01, 2025 to March 31, 2030.
- b) Proposed Fees: Upto ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial Audit for financial year ending March 31, 2026, and for subsequent year(s) of their term, such fee as may be mutually agreed between the Board of Directors, on recommendation(s) of Audit Committee and the Secretarial Auditors of the Company.

In addition to the secretarial audit, MMJC may be engaged for providing various permissible certifications, reports, or other non-audit services as required from time to time for which their remuneration will be

determined and approved by the Audit Committee, in accordance with the applicable provisions.

- c) The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other permissible non-audit services will be in addition to the secretarial audit fee as above and will be determined by the Board on the recommendations of the Audit Committee.
- d) Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI Listing Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.
- e) Credentials: MMJC (Firm Registration Number - P2009MH007000) ('Secretarial Audit Firm'), established in the year 2001, is a reputed firm of Company Secretaries in Practice specialised in Secretarial Audit and other corporate law matters. The firm is registered with the Institute of Company Secretaries of India and has an experience of more than 25 years in Corporate Governance, compliance and advisory services and is widely recognized for its expertise in secretarial audits, compliance audits, and due diligence across sectors like banking, financial services, IT/Telecom, pharmaceuticals, FMCG, and infrastructure etc. The firm also brings expertise in various niche areas including RTA audits, CSR advisory and IPO support.

MMJC have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI Listing Regulations.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 5 for approval of the members as an Ordinary Resolution.

Item No. 6

Mr. Jagdish Saksena Deepak (JS Deepak) [DIN: 02194470] aged 66 (Sixty-six) years, is the Non-Executive Chairman (Non-Independent) of the Company and is liable to retire by rotation. A brief profile of Mr. JS Deepak is given below:

Mr. JS Deepak completed his post-graduate diploma in management from Indian Institute of Management, Ahmedabad. Prior to joining our Company, he was an Indian Administrative Service Officer and served as the Ambassador and Permanent Representative of India to the World Trade Organisation, Geneva. He has served as the Secretary in the Department of Telecommunications wherein he was responsible for the formulation of telecom policy and reforms in the sector. He spearheaded various initiatives for improving telecom regulation and led the team that designed and conducted the first spectrum auction in India in 2010. He also pioneered harmonization, sharing and trading of spectrum in the Country.

Considering his professional competence, stature, diversified experience and stellar role as Chairman of the Company, the Nomination and Remuneration Committee recommended his remuneration by way of Commission of an amount not exceeding 1% (one per cent) of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act, subject to maximum limit of ₹ 50,00,000/- (Rupees Fifty Lakh only) for each financial year, for a period of five (5) years from financial year 2024-25 onwards. Based on the recommendation of Nomination and Remuneration Committee, the Board, at its meeting held on May 13, 2025, approved the remuneration, subject to approval of members. The said remuneration shall be in addition to the sitting fees or other expenses being paid to him, if any, for attending the Board/Committee Meetings of the Company.

Pursuant to the provisions of Section 197 of the Companies Act, 2013 ("Act") and Regulation 17(6)(a) of the SEBI Listing Regulations, approval of the members of the Company is required for payment of any fees/ compensation to Non-Executive Directors (except sitting fees for attending meetings of the Board or Committees thereof). Accordingly, approval of the shareholders is being sought vide this resolution for payment of annual Commission to Mr. JS Deepak as a Non-Executive Chairman for a period of five (5) years from financial year 2024-25 onwards. The proposed remuneration to Mr. JS Deepak is in accordance with the approved policy and requires approval of members by way of Ordinary Resolution.

The Board on the recommendation of Nomination and Remuneration Committee shall approve the remuneration payable to Mr. JS Deepak every year which shall be within the maximum limit approved by the shareholders and as per the Policy i.e. ₹ 50,00,000 (Rupees Fifty Lakh). The Board has approved the remuneration of ₹ 30,00,000 (Rupees Thirty Lakh) to be paid to Mr. JS Deepak for the FY 2024-25, which is well within the maximum limit, and the same shall be paid after approval of the members.

The Board recommends the Ordinary Resolution as set out at Item No.6 of this Notice, for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. JS Deepak and his relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 7 to 8

A. Background

Bharti Hexacom Limited (Hexacom/ Company) is a communications solutions provider offering consumer mobile services, fixed-line telephone and broadband services to customers in the Rajasthan and the North East telecommunication circles in India.

Given the nature of industry in which Company operates, it closely works with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis. These transactions, though purely operational and routine in nature, are of utmost importance to ensure smooth business operations.

Amongst the transactions that the Company enters into with its related parties, the estimated value of the contract(s)/ arrangement(s)/ transaction(s) with Bharti Airtel Limited ("Airtel"), holding Company and Indus Towers Limited ("Indus Towers"), a subsidiary of Airtel and categorised as 'Related Party', may exceed the threshold prescribed for Material Related Party Transactions within the meaning of Regulation 23(1) of SEBI Listing Regulations i.e. lower of either ₹ 1,000 Crore (Rupees One Thousand Crore) or 10% (ten percent) of the annual consolidated turnover of the Company, as per the last audited financial statements.

The maximum annual value of the proposed transactions with aforesaid related parties is estimated on the basis of Company's current transactions with them and future business projections. These transactions are undertaken as per the long term value creation strategy to enable Company to effectively use the current network/ business partners and optimise the business model.

Members may note that the Company has been undertaking such transactions of similar nature with the said related parties in the past financial years, in the ordinary course of business and on arms' length after obtaining requisite approvals from the Audit Committee and the Board of Directors.

Upon the recommendations and approval of the Audit Committee, the Board of Directors ("Board") at its meeting held on May 12, 2025, subject to approval of shareholders in compliance with the provisions of Regulation 23(4) of Listing Regulations and in view of the requirements of SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, approved the material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) ("RPTs") as detailed below with Airtel & Indus Towers for a period commencing from this 30th AGM and upto the date of 31st AGM to be held in calendar year 2026 subject to the maximum period of fifteen months.

The details of relevant transactions entered into by the Company with Airtel and Indus Towers as per Audited Financial Statements of the Company in the past two financial years (FY 2023-24 and FY 2024-25) are given hereunder for reference of the members:

| Category/Nature of transactions | FY 2024-25 | | FY 2023-24 | |
|---|-----------------------|----------------------|-----------------------|----------------------|
| | Bharti Airtel Limited | Indus Towers Limited | Bharti Airtel Limited | Indus Towers Limited |
| Availing of services | 13,641 | 8,142 | 9,571 | 7,229 |
| Rendering of services | 9,494 | - | 7,681 | - |
| Reimbursements of expenses made or received | 1,744 | 5,103 | 1,766 | 4,136 |
| Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment(s) | 2,003 | 163 | 1,453 | 695 |
| Loans given/ Repayments of loans given | - | - | - | - |
| TOTAL | 26,882 | 13,408 | 20,471 | 12,060 |

Notes:

- 1) Above transactions were entered in the ordinary course of business and on arms' length terms after obtaining necessary prior approval of the Audit Committee of the Company.
- 2) The total amount of transactions with Indus Towers Limited as disclosed in the financial statements is ₹ 13,843 Mn. The difference is on account of Right of Use Assets and Lease Liabilities accounting in accordance with IND AS 116.
- 3) Above figures include applicable GST.

B. Proposal and details of transactions

The proposed related party transactions being of operational and critical nature, play a significant role in Company's business. Therefore, in order to secure continuity of operations, the Company is proposing to seek approval of the members for the potential quantum of transactions with Airtel and Indus Towers, on the terms mentioned below.

C. Well-defined and structured Governance process for all Related Party Transactions

The Company has a well-defined and structured governance process for related party transactions undertaken by the Company. Such transactions are as per the criteria already approved by the Board on recommendations of Audit Committee. Any modification requires prior approval of the Audit Committee.

The Company has built-in systems and controls which ensure that the value of related party transactions does not cross the limits approved by Audit Committee.

In terms of Company's policy on related party transactions, the Audit Committee of the Company quarterly reviews the details of all RPTs entered into by the Company during the previous quarter, pursuant to its approval.

D. Arm's Length Criteria

The related party transactions are undertaken after review and certification by leading independent global valuation/ accounting firms confirming that the proposed pricing mechanism for a particular transaction meets the arm's length criteria. In certain cases, the external valuers from the said leading Independent global valuation/ accounting firm(s) also present the valuation report to the Audit Committee. The Audit Committee considers the certifications of leading independent global valuation/ accounting firm and conducts a review before granting approval to any related party transaction.

E. Details of the transactions as per SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and other applicable laws:

1) Details with respect to Material Related Party Transactions of the Company with Bharti Airtel Limited, holding company:

| Sr. No. | Particulars | Details |
|---------|---|---|
| 1. | Name of the related party | Bharti Airtel Limited ("Airtel"). |
| 2. | Nature of relationship | Airtel, being the holding Company holds 70% stake in the Company. |
| 3. | Name of Director(s) or Key Managerial Personnel who is related, if any | Mr. Soumen Ray, Non-Executive Director of the Company is Chief Financial Officer (India & South Asia) of Airtel. Mr. Sunil Bharti Mittal and Mr. Rajan Bharti Mittal, Directors of Airtel are brothers of Mr. Rakesh Bharti Mittal, Director of the Company. |
| 4. | Nature, duration/ tenure, material terms, monetary value and particulars of the contract or arrangement | <p>a) Availing and rendering of service(s) including telecommunication services viz., Voice, data, VAS, SMS, Bandwidth, Fiber, interconnect and inter circle arrangement services etc and related services;</p> <p>b) Reimbursement of expenses including towards availing/ providing for sharing/ usage of each other's resources viz. employees, marketing, office space, infrastructure including IT assets, taxes and related owned/ third-party services;</p> <p>c) Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment's to meet its business objectives/ requirements;</p> <p>d) Selling or otherwise disposing of or leasing, or buying property(ies) to meet its business objectives/ requirements; and</p> <p>e) Transfer of resources, services or obligations to meet its business objectives/ requirements.</p> <p>The members, at their 29th AGM held on August 30, 2024, had approved the said related party transactions with Airtel during FY 2023-24 and FY 2024-25 upto the date of this 30th AGM, such that the aggregate value of transactions does not exceed ₹ 3,000 Crore in any financial year. Hence, these transactions are now due for renewal at this AGM.</p> <p>Accordingly, the approval of the members is now sought to enter/ continue to enter into related party transactions with Hexacom during FY 2025-26 and FY 2026-27 upto the date of 31st AGM such that the aggregate value of transactions does not exceed ₹ 4,000 Crore in any financial year. The said approval of members shall be valid for a period commencing from the date of this 30th AGM upto the date of 31st AGM to be held in calendar year 2026 subject to the maximum period of fifteen months.</p> |
| 5. | Any advance paid or received for the contract or arrangement, if any | NIL |
| 6. | Percentage of Company's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions | Approx. 46.8% of annual turnover of the Company for the financial year 2024-25. |
| 7. | Value of transaction as % of Airtel's consolidated turnover immediately preceding financial year. | <p>Approx. 2.31% of annual consolidated turnover of Bharti Airtel Limited for the financial year 2024-25.</p> <p>Note: The percentage above is based on the consolidated turnover of FY 2024-25 and the actual percentage of annual value of RPTs shall depend upon consolidated turnover of the Company for the immediately preceding financial year.</p> |
| 8. | Details about valuation/ /arm's length and ordinary course of business | <p>All the proposed transactions shall be undertaken after review and certification by a leading Independent global valuation/ accounting firm confirming that the pricing mechanism for a particular transaction meets the arm's length criteria. As a part of well-defined and structured governance process, the Company also ensures that in certain cases, the external valuers from the said leading Independent global valuation/ accounting firm(s) also present the valuation report to the Audit Committee.</p> <p>The proposed related party transactions are purely operational/ integral part of Company's operations given the nature of telecommunication industry and are in the ordinary course of business of the Company.</p> |

| Sr. No. | Particulars | Details |
|---------|--|---|
| 9. | Rationale/ benefit of the transactions with Airtel or the justification as to why the transactions with Airtel are in the interest of the Company | <p>The strategic advantages for the Company in transacting with Airtel/ justification as to why the transactions with Airtel are in the interest of the Company, are as follows:</p> <ol style="list-style-type: none"> Hexacom provides telecommunication services in North East & Rajasthan service areas under the Unified License granted by the Department of Telecommunications and accordingly, provides Voice, data Bandwidth, VAS and SMS etc. and related services to the Airtel to derive group-wide operational and financial synergies with the Airtel. Hexacom, being the subsidiary of Airtel, pools and shares services of Airtel group-wide common employees, infrastructure, assets and resources with which Hexacom drives operational synergy and optimisation of common assets & resources for both, Hexacom and Airtel. |
| 10. | Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant | All relevant/ important information form a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. |

2) Details w.r.t. material Related Party Transactions with Indus Towers Limited, related party:

| Sr. No. | Particulars | Details |
|---------|--|---|
| 1. | Name of the related party | Indus Towers Limited ("Indus Towers"). |
| 2. | Nature of relationship | Indus Towers is a subsidiary of Bharti Airtel Limited, i.e. fellow subsidiary of the Company. |
| 3. | Name of Director(s) or Key Managerial Personnel who is related, if any | <ul style="list-style-type: none"> Mr. Jagdish Saxena Deepak, Non-Executive Chairman, Mr. Rakesh Bharti Mittal and Mr. Soumen Ray, Non-Executive Directors of the Company, are the Non-Executive Directors on the Board of Indus Towers. Mr. Rajan Bharti Mittal, Non-Executive Director of Indus Towers is the brother of Mr. Rakesh Bharti Mittal, Non-Executive Director of the Company. |
| 4. | Nature, duration/ tenure, material terms, monetary value and particulars of the contract or arrangement | <ol style="list-style-type: none"> Availing of service(s) including passive infrastructure services required for active services viz. IBS, WiFi etc. and/ or services, including but not limited to, of project management or of provisioning, establishing, installation, operation and maintenance thereof; Rendering of service(s) including telecommunication services viz. landline, voice, data mobile, leased line broadband facility, SIM charges and USB Dongles etc.; Reimbursement of expenses including towards availing/ providing for sharing/ usage of each other's employees, infrastructure, related owned/ third-party services and payment of taxes; Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment(s) including passive infrastructure assets to meet its business objectives/ requirements; Selling or otherwise disposing of or leasing, or buying property(ies) to meet its business objectives/ requirements; and Transfer of resources, services or obligations to meet its business objectives/ requirements. <p>The Company has an arrangement with Indus Towers governing the detailed terms and conditions under which the Company avails passive infrastructure and related services from Indus Towers. The arrangement prescribes material terms and conditions w.r.t. sharing of passive infrastructure at sites, provision for related operation and maintenance service, corresponding obligations of both the parties and service level schedules applicable with respect to the said obligations. The arrangement also prescribes the tower sharing process, site access, acquisition and deployment timelines, the service levels and uptime to be maintained, site electrification requirements, the governance process and applicable charges including standard charges, annual increment, various site levels, premiums and additional charges determined basis the installed active equipment of the Company etc.</p> |

| Sr. No. Particulars | Details |
|--|--|
| | <p>The members, at their 29th AGM held on August 30, 2024, had approved the said related party transactions with Indus Towers during FY 2023-24 and FY 2024-25 upto the date of this 30th AGM such that the aggregate value of transactions does not exceed ₹ 1,500 Crore in any financial year. Hence, these transactions are now due for renewal at this AGM.</p> <p>Accordingly, the approval of the members is now sought to enter/ continue to enter into related party transactions with Indus Towers during FY 2025-26 and FY 2026-27 such that the aggregate value of transactions not exceeding ₹ 2,200 Crore in any financial year. The said approval of members shall be valid for a period commencing from the date of this 30th AGM upto the date of 31st AGM to be held in calendar year 2026, subject to the maximum period of fifteen months.</p> |
| 5. Any advance paid or received for the contract or arrangement, if any | NIL |
| 6. Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions | Approx. 25.74% of annual turnover of the Company for the financial year 2024-25. |
| 7. Value of transaction as % of Indus Tower's consolidated turnover immediately preceding financial year. | <p>Approx. 7.30% of annual consolidated turnover of Indus Towers for the financial year 2024-25.</p> <p>Note: The percentage above is based on the consolidated turnover of FY 2024-25 and the actual percentage of annual value of RPTs shall depend upon consolidated turnover of the Indus Tower for the immediately preceding financial year.</p> |
| 8. Details about valuation/ /arm's length and ordinary course of business | <p>All the proposed transactions shall be undertaken after review and certification by a leading Independent global valuation/ accounting firm confirming that the pricing mechanism for a particular transaction meets the arm's length criteria. As a part of well-defined and structured governance process, the Company also ensures that in certain cases, the external valuers from the said leading Independent global valuation/ accounting firm(s) also present the valuation report to the Audit Committee.</p> <p>The proposed related party transactions are purely operational/ integral part of Company's operations given the nature of telecommunication industry and are under the ordinary course of business of the Company.</p> |
| 9. Rationale/ benefit of the transactions with Indus Towers Limited or the justification as to why the transactions with Indus Towers Limited are in the interest of the Company | <p>The strategic advantages for the Company in transacting with Indus Towers/ justification as to why the transactions with Indus Towers are in the interest of the Company, are as follows:</p> <ol style="list-style-type: none"> Indus Towers is one of the world's largest telecom tower companies, with a nationwide presence. Therefore, the Company remains in a better position with Indus Towers in terms of tower sharing process, site selection, speed and quality of acquisition and deployment, the service levels, uptime, site electrification requirements and the governance process etc. Availability of such synergies in the operational processes helps the Company in providing improved quality of services and maintaining consistent high service standards across the business. Network requires site infrastructure to be established for providing mobility & enterprise services. Sites planned in the network are defined so that they can provide best coverage & performance for services provided by the Company. As establishment of infrastructure is capital intensive, the contracts/ agreements with infrastructure partners are built for long term period. Therefore, to enable Company maintain continuity of services, experience & contractual obligations, the Company needs to continue to use such passive infrastructure established with Indus Towers on long-term basis. Switching the passive infrastructure sites may not be prudent for the Company as switching of such sites comes with disruption in the network as well as early surrender fees for the infrastructure that the partners like Indus Towers have built for us. The arrangement with Indus Towers places the Company well to benefit from optimisation of sites (within the eligibility of the contracts) thereby bringing in optimised cost structure driven by scale and reduction in operational expenditure. |

| Sr. No. | Particulars | Details |
|---------|--|---|
| | | <p>d) The Company also fiberises passive infrastructure sites for backhaul which again is long term asset that the Company creates. Therefore, switching to other new partners or moving such sites would need fiber infrastructure to be adjusted accordingly which may adversely impact the cost-effectiveness for the Company. Furthermore, any change may also impact Company's backhaul topology as multiple sites are inter-connected for creating end to end backhaul network.</p> <p>e) As the technology upgrades, the same infrastructure or site is leveraged for upgrading Company's network. Leveraging existing infrastructure gives the Company, the lowest cost for upgrade as well as enable to maintain the same site grid across all technologies for better user experience.</p> <p>f) The Company leverages the exiting site infrastructure to provide B2B services (and connectivity to its Homes infrastructure as well), which helps the Company to optimise the cost of delivering those services from common infrastructure/ site.</p> <p>g) The arrangement with Indus Towers brings environmental benefits like reduction in diesel consumption, conservation of resources, energy savings and reduced pollution etc., due to enhanced sharing, improved tenancy and world-class ESG practices adopted by Indus Towers.</p> |
| 10. | Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant | All relevant/ important information form a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. |

Members may note that the said Related Party Transactions, placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be in the ordinary course of business and at arm's length. The transactions shall also be reviewed/ monitored on periodic basis by the Audit Committee of the Company in terms of the applicable provisions of SEBI Listing Regulations and relevant circular(s) made thereunder and shall remain within the proposed amount(s) being placed before the members. Any subsequent material modifications in these transactions, as may be defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

None of the promoters or entities within the promoter group, except for Airtel, have any direct or indirect interest in the proposed transactions. Furthermore, none of the Directors, Key Managerial Personnel of the Company, or their relatives are deemed to be concerned or interested, financially or otherwise, in the said resolutions, except to the extent of their shareholding or any other interest, if applicable. The proposed transactions are not detrimental to the interests of minority shareholders and are in the best interest of the Company and all its shareholders.

Pursuant to Regulation 23 of the SEBI Listing Regulations, members may also note that no related party of the Company shall vote to approve the item nos. 7 and 8, whether the entity is a related party to the particular transaction or not.

The Board accordingly recommends the resolutions set forth in item nos. 7 and 8 for approval of the members as Ordinary Resolutions.

Registered Office: Airtel Centre, Plot No. 16
Udyog Vihar, Phase-IV,
Gurugram - 122015, India
CIN: L74899HR1995PLC132187
Email: bhartihexacom@bharti.in

Date: May 13, 2025
Place: New Delhi

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

Amit Chaturvedi
Company Secretary and Compliance Officer
Membership No.: F12919
Address: Bharti Hexacom Limited
Bharti Crescent, 1, Nelson Mandela Road,
Vasant Kunj, Phase II, New Delhi - 110070, India

ADDITIONAL INFORMATION PURSUANT TO APPLICABLE PROVISIONS OF SEBI LISTING REGULATIONS, COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS - 2, AS ON THE DATE OF NOTICE

| Particulars | Details | Details |
|--|---|--|
| Appointment/re-appointment/ approval of remuneration | Re-appointment | Approval of Remuneration |
| Name | Mr. Devendra Khanna | Mr. JS Deepak |
| Director Identification Number (DIN) | 01996768 | 02194470 |
| Date of Birth | July 14, 1960 | July 16, 1958 |
| Age (in years) | 64 years | 66 years |
| Original date of appointment | August 10, 2013 | May 20, 2022 |
| Qualifications | <ul style="list-style-type: none"> Commerce graduate from Sri Ram College of Commerce (SRCC), Delhi University Fellow Member of the Institute of Chartered Accountants of India (ICAI) | <ul style="list-style-type: none"> 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 | <ul style="list-style-type: none"> Leadership Financial Expertise ESG Proficiency Business Planning Strategic Management Corporate Governance & Legal Industry & Sector Experience Revenue Assurance & Taxation Technology & People Management | <ul style="list-style-type: none"> Leadership Financial Expertise Strategic Management Industry & Sector Experience Corporate Governance & Legal Technology & People Management |
| Terms and conditions of re-appointment and remuneration | As per Company's Policy on Nomination, Remuneration and Board Diversity (available on the Company's website and can be accessed by clicking here) | As per Company's Policy on Nomination, Remuneration and Board Diversity (available on the Company's website and can be accessed by clicking here) |
| Remuneration last drawn | Nil | ₹ 30,00,000 |
| No. of Board Meetings attended during the FY 2024-25 | 4 out of 5 (i.e. 80% attendance) | 5 out of 5 (i.e. 100% attendance) |
| Shareholding in Bharti Hexacom Limited | Nil | Nil |
| Shareholding in Bharti Hexacom Limited as beneficial owner | 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"> Bharti Enterprises Limited Bharti Land Limited Bharti Telecom Limited Akshram Trustees Private Limited Bharti (SBM) Holdings Private Limited Bharti (SBM) Resources Private Limited Bharti (SBM) Services Private Limited Bharti (SBM) Trustees Private Limited Bharti Enterprises (Holding) Private Limited Bharti SBM Trustees D1 Private Limited Bharti SBM Trustees II Private Limited Bharti SBM Trustees S1 Private Limited Bharti SBM Trustees S2 Private Limited Dixon Electro Appliances Private Limited Gourmet Investments Private Limited | <ol style="list-style-type: none"> Axis Securities Limited Indus Towers Limited Pidilite Industries Limited Carnegie Endowment for International Peace of India |
| Membership/ Chairmanship of Committees in Indian companies | <p>Bharti Telecom Limited</p> <ul style="list-style-type: none"> Asset Liability Committee - Chairman Stakeholder Relationship Committee - Member Risk Management Committee - Member Corporate Social Responsibility Committee - Member BTL Committee of Directors - Member IT Strategy Committee - Member <p>Bharti Enterprises (Holding) Private Limited</p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee - Member <p>Bharti (SBM) Holdings Private Limited</p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee - Member | <p>Axis Securities Limited</p> <ul style="list-style-type: none"> Audit Committee - Member Nomination and Remuneration Committee - Member Risk Management Committee - Member Corporate Social Responsibility Committee - Member <p>Pidilite Industries Limited</p> <ul style="list-style-type: none"> Stakeholders Relationship Committee - Chairman Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Member <p>Indus Towers Limited</p> <ul style="list-style-type: none"> Environmental, Social and Governance (ESG) Committee - Member |
| Equity listed entities from which the person has resigned as Director in past three years | None | JBM Auto Limited |

[click here](#) to view Mr. Devendra Khanna's and Mr. JS Deepak's detailed profile on Company's website.

KEY INFORMATION AT A GLANCE

| Particulars | Details |
|---|--|
| Day, Date and Time of AGM | Wednesday, August 20, 2025 at 11:30 A.M. (IST) |
| Mode | Video Conferencing |
| Final Dividend Record Date | Friday, July 25, 2025 |
| Final Dividend Payment Date | Within 30 days of declaration of dividend |
| Speaker registration period | From Saturday, August 09, 2025 to Tuesday, August 12, 2025 |
| Cut-off date for reckoning the voting rights and entitlement to attend the AGM | Wednesday, August 13, 2025 |
| Website for participation and E-voting | https://emeetings.kfintech.com/ |
| Remote E-voting Period: | |
| Start Date and Time | From 9.00 a.m. (IST) on Saturday, August 16, 2025 |
| End Date and Time | Upto 5.00 p.m. (IST) on Tuesday, August 19, 2025 |
| Name, address and contact details of Registrar and Share Transfer Agent and e-voting service provider | M/s. KFin Technologies Limited (Unit: Bharti Hexacom Limited) Selenium Building, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, India Tel.: 040-67162222 Toll free no.: 1800-309-4001 Email: einward.ris@kfintech.com Website: www.kfintech.com |