



**Certified true copy of the resolution passed by the Members of Audit Committee ("Company")
via circulation on Friday, March 15, 2024**

"Resolved that the approval of the Audit Committee is hereby accorded to disclose the Key Performance Indicators (the "KPIs") as set out in Annexure I, in the Offer Documents.

Resolved further that in accordance with the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended by the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2022 ("SEBI ICDR Regulations") and other applicable laws, the Members of the Committee confirm there are no Key Performance Indicators ("KPIs") pertaining to the Company which have been disclosed to its investors at any point of time during the three years preceding the date of the Red Herring Prospectus (RHP).

Resolved further that in accordance with the applicable provisions of the SEBI ICDR Regulations and other applicable laws, the KPIs which have been used historically by the Company to understand and analyze the business performance, which in result, help it in analyzing the growth of various verticals in comparison to its peers, and other relevant and material KPIs of the business of the issuer Company that have a bearing for arriving at the basis for issue price, along with explanation for KPI metrics, are hereby approved.

Resolved further that pursuant to the Amendments, the KPIs, as placed before the members of the Committee and initialed by the Chairman for identification purposes and disclosed under 'Basis for Offer Price' section of the RHP, be and are hereby approved and may be disclosed in the Offer Documents.

Resolved further that the Chairman, Chief Financial officer, Company Secretary and Rohit Krishan Puri, Authorised Signatory of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard.

Resolved further that a copy of the above resolution, certified to be true by any Director or the Company Secretary, be forwarded to the concerned authorities for necessary actions."

For Bharti Hexacom Limited




Richa Gupta Rohatgi
Company Secretary
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