



टेलीकम्युनिकेशन्स कंसलटेंट्स इंडिया लिमिटेड
(भारत सरकार का उद्यम)
Telecommunications Consultants India Limited
(A Government of India Enterprise)



प्रभाग
DIVISION

टी. सी. आई. एल. भवन, ग्रेटर कैलाश-I
नई दिल्ली-110048

TCIL Bhawan, Greater Kailash-I,
New Delhi-110048

CONSENT FROM THE CORPORATE SELLING SHAREHOLDER
CIN : U74999DL1978GOI008911

Date: 08.03.2024

To,

The Board of Directors
Bharti Hexacom Limited
Bharti Crescent, 1, Nelson Mandela Road
Vasant Kunj, Phase - II
New Delhi - 110 070
Delhi, India

Dear Sir,

Sub: Proposed initial public offering of equity shares bearing face value of ₹ 5 each (the "Equity Shares") of Bharti Hexacom Limited (the "Company", and such offering, the "Offer")

We, Telecommunications Consultants India Limited, are a company incorporated under the laws of Companies Act, 1956 having our registered office at TCIL Bhawan, Greater Kailash – I, New Delhi – 110048. We confirm that we hold 150,000,000 Equity Shares, representing 30% of the pre-Offer Equity Share capital of the Company.

We hereby consent to the inclusion of up to 75,000,000 Equity Shares (the "Offered Shares") as part of the Offer, subject to the terms of the Offer, as mentioned in the red herring prospectus (the "RHP") and transaction agreements executed in relation to the Offer and the approval of any other regulatory or statutory authority, if required. We hereby consent to the inclusion of our name as a selling shareholder and any other information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and other applicable laws in the RHP and the prospectus (the "Prospectus"), each of which the Company intends to file with the Registrar of Companies, Delhi and Haryana at New Delhi (the "RoC") and thereafter with the SEBI, BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE", and together with the BSE, the "Stock Exchanges"), and any other materials or documents related to the Offer.

We authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to Sections 26 and 32 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, the Stock Exchanges and any other regulatory authority as may be required /or for the records to be maintained by the book running lead managers (the "BRLMs") in connection with the Offer and in accordance with applicable law. We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with the Offer, which will be available to the public for inspection from the date of the filing of the Red Herring Prospectus until the Bid/ Offer Closing Date.

This consent letter may be relied upon by the Company, BRLMs and the legal advisors to each of the Company and the BRLMs solely in respect of the Offer. The BRLMs can continue to rely on this letter for the purposes of any requirements under law, rule or regulations or for the purposes of their due diligence defence.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the book running lead managers (the "BRLMs") until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the RHP, as applicable.

राष्ट्रीय : National : टेलीफोन : Telephone : 011-26202020 फैक्स : Fax : 011-26242266 वेबसाइट : Website : <https://www.tcil.net.in> ई-मेल : E-mail : tcil@tcil.net.in
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हम पढ़ें सभी भाषाओं को, अपनी हिंदी का मान करें, सम्मान बढ़ाएं भारत का, आओ हिंदी में काम करें।

Sincerely,

For and on behalf of
Telecommunications Consultants India Limited



Authorised Signatory
Name: Vishal Kohli
Designation: Company Secretary



Authorised Signatory
Name: Manish Maini
Designation: ED (F&A)

cc:

SBI Capital Markets Limited
Unit No. 1501, 15th Floor, A& B Wing
Parinee Crescenzo Building
G Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

Axis Capital Limited
Axis House, 8th Floor
Wadia International Centre
Pandurang Budhkar Marg
Worli, Mumbai 400 025
Maharashtra, India

BOB Capital Markets Limited
1704, B Wing, 17th Floor
Parinee Crescenzo, Plot No. C - 38/39
G Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

IIFL Securities Limited
24th Floor, Lodha One Place
Senapati Bapat Marg
Lower Parel (West), Mumbai 400 013
Maharashtra, India

Domestic Legal Counsel to the Company and the Selling Shareholder

AZB & Partners
AZB House
Plot No. A8, Sector-4 Noida 201 301

AZB & Partners
AZB House, Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel, Mumbai 400 013
Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers

Shardul Amarchand Mangaldas & Co
216, Amarchand Towers
Okhla Industrial Estate, Phase III
New Delhi 110 020
Delhi, India

International Legal Counsel to the Offer

Hogan Lovells Lee & Lee
50 Collyer Quay
#10-01 OUE Bayfront
Singapore 049 321