



Shorter Notice of the Extra Ordinary General Meeting

Shorter Notice is hereby given that the Extra Ordinary General Meeting (“EGM”) (02/2023-24) of the members of Bharti Hexacom Limited (‘the Company’) will be held on Friday, December 29, 2023 at 12:00 Noon (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following businesses as Special Businesses:

1. To appoint Mr. Arun Gupta as an Independent Director

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

“Resolved that pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arun Gupta (DIN: 00002157), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors w.e.f. December 22, 2023, be and is hereby appointed as an Independent Director, to hold office for a term of five consecutive years from the original date of appointment i.e. December 22, 2023 up to December 21, 2028.

Resolved further that the Board or any duly constituted committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

2. To appoint Mr. Kapal Kumar Vohra as an Independent Director

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

“Resolved that pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kapal Kumar Vohra (DIN: 07384162), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors w.e.f. December 22, 2023, be and is hereby appointed as an Independent Director, to hold office for a term of five consecutive years from the original date of appointment i.e. December 22, 2023 up to December 21, 2028.

Resolved further that the Board or any duly constituted committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

3. To appoint Ms. Nalina Suresh as an Independent Director

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

“Resolved that pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015) (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Nalina Suresh (DIN: 10429755), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors w.e.f. December 22, 2023, be and is hereby appointed as an Independent Director, to hold office for a term of five consecutive years from the original date of appointment i.e. December 22, 2023 up to December 21, 2028.

Bharti Hexacom Limited

(A Bharti enterprise)

[CIN: U74899DL1995PLC067527]

Regd. Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi – 110 070.
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Resolved further that the Board or any duly constituted committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

4. Split of shares of the Company

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

“Resolved that pursuant to the provisions of Section 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) [including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force], in accordance with the Articles of Association of the Company and such permissions, consents and approvals as may be required from concerned statutory authorities, approval of the members of the Company be and is hereby accorded for sub-division/ split of equity shares of the Company, such that 1 (one) equity share having face value of Rs. 10/- (Rupees ten only) each, fully paid-up, be sub-divided into 2 (two) equity shares having face value of Rs. 5/- (Rupees five only) each, fully paid-up, ranking pari-passu in all respects with effect from December 29, 2023(“Record Date”).

Resolved further that pursuant to the sub-division/ split of equity shares of the Company, the authorised share capital of face value of Rs. 10/- (Rupees ten only) each, fully paid up, existing on the Record Date, shall stand sub-divided as follows:

Type of Capital	Pre Sub-division				Post Sub-division			
	No. of equity shares	Face Value (in Rs.)	Total Capital (in Rs.)	Share (in Rs.)	No. of equity shares	Face Value (in Rs.)	Total Capital (in Rs.)	Share (in Rs.)
Authorised Share Capital	25,00,00,000	10	250,00,00,000		50,00,00,000	5	250,00,00,000	

Resolved further that pursuant to the sub-division/ split of equity shares of the Company, all Issued, Subscribed and Paid-up equity shares of face value of Rs. 10/- (Rupees ten only) each, fully paid up, existing on the Record Date, shall stand sub-divided as follows:

Type of Capital	Pre Sub-division				Post Sub-division			
	No. of equity shares	Face Value (in Rs.)	Total Capital (in Rs.)	Share (in Rs.)	No. of equity shares	Face Value (in Rs.)	Total Capital (in Rs.)	Share (in Rs.)
Issued, Subscribed and Paid-up Share Capital	25,00,00,000	10	250,00,00,000		50,00,00,000	5	250,00,00,000	

Resolved further that upon sub-division/ split of equity shares as aforesaid and with effect from the Record Date, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

Resolved further that the Chairman, Chief Financial officer, Company Secretary and Rohit Krishan Puri, authorised signatory of the Company be and is hereby severally authorized to:

- apply for creation of new ISIN and corporate action for split / subdivision of shares;
- fixation of book closure/record date for sub-division of shares;
- approve format of share certificates and issue new shares certificates with respect to the shares held in physical form;
- execute, sign and file all returns, applications, forms, agreements, deeds, certificates, undertakings, affidavits, documents, papers etc. with various authorities / departments;

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- issue intimation letters to the shareholders upon split / subdivision of shares;
- do all such other acts, deeds and things as may be required or deemed necessary for sub-division of shares and to settle any question or difficulties that may arise in this regard;
- sub-delegate all or any of the aforesaid powers to any other officer/employee of the Company.”

5. To amend Memorandum of Association of the Company

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

“Resolved that, pursuant to the provisions of Section 4 and 13 and other applicable provisions, if any, of Companies Act, 2013 and the rules made thereunder, each as amended (“**Companies Act**”), the following clauses of the Memorandum of Association be and are hereby amended in the following manner:

- a) The existing heading of Clause III(A) be substituted by the following new heading:

“The Objects to be pursued by the Company on its incorporation are:”

- b) The existing heading of Clause III(B) be substituted by the following new heading:

“Matters which are necessary for furtherance of the objects specified in clause III(A) are:”

- c) The existing Clause III(C) of the Memorandum of Association, be deleted permanently.

- d) The existing Clause IV of the Memorandum of Association, be deleted and substituted by the following new clause:

“The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them.”

- e) Reference of various Sections of the Companies Act, 1956 in the existing Clause III(B)(12), and (22) of the Memorandum of Association, be replaced and aligned with the corresponding sections of the Companies Act, 2013.

Resolved further that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act and the Rules made thereunder, and subject to the approval of the shareholders of the Company consent of members be and are hereby accorded to substitute the existing Clause V of the Memorandum of Association of the Company with the following new clause:

V. The Authorised Share Capital of the Company is Rs. 250,00,52,000 (Rupees Two Hundred Fifty Crore Fifty Two Thousand Only) divided into 50,00,00,000 (Fifty crore) equity shares of INR 5/- (Rupees Five) each and 520 (Five Hundred Twenty) redeemable, non-participating, non-cumulative preference shares of INR 100/ (Rupees Hundred) each.

Resolved further that the Chairman, Chief Financial officer, Company Secretary and Rohit Krishan Puri, authorised signatory of the Company be and are hereby jointly or severally authorised to take all steps for giving effect to the aforesaid resolution, including the filing of the necessary forms with the Registrar of Companies, Delhi and Haryana at New Delhi and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

6. To amend Articles of Association of the Company

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

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“Resolved that, pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended (collectively the “**Companies Act**”) the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, and in order to align the articles of association of the Company with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), and the requirements and directions of the relevant stock exchanges where the equity shares of the Company are proposed to be listed, the articles of association of the Company, be and are hereby altered and substituted with the revised articles of association of which a copy is placed before the meeting, duly initialled by the chairman of the meeting, which be and are hereby approved and adopted as the articles of association of the Company in total exclusion of and substitution for, the existing articles of association of the Company.

Resolved further that the Chairman, Chief Financial officer, Company Secretary and Rohit Krishan Puri, authorised signatory of the Company be and are hereby severally authorised to take all steps for giving effect to the aforesaid resolution, including the filing of the necessary forms with the Registrar of Companies, Delhi and Haryana at New Delhi and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

Registered Office:

Bharti Crescent,
1, Nelson Mandela Road, Vasant Kunj,
Phase - II, New Delhi – 110 070
CIN: U74899DL1995PLC067527
E-mail id: [bhartiexacom@bharti.in](mailto:bhartihexacom@bharti.in)

Date: December 28, 2023
Place: New Delhi

By order of the Board
For Bharti Hexacom Limited


Richa Gupta
Company Secretary
Membership No. 24446
Address: Bharti Crescent,
1, Nelson Mandela Road, Vasant Kunj,
Phase - II, New Delhi – 110 070

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its general circular no. 02/2022 dated May 05, 2022 circular no. 20/2020 dated May 5, 2020, general circular No. 03/2022 dated May 5, 2023, read with general circular No. 11/2022 dated December 28, 2022 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/PoD-2/P/CIR/2023/4 dated January 5, 2023 (referred to as "SEBI Circular") has permitted the holding of the EGM through Video Conferencing ('VC')/Other Audio Visual means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') SEBI Circular and MCA Circulars, the EGM of the Company is being held through VC/ OAVM. The deemed venue for this EGM shall be the Registered Office of the Company.
2. Since the EGM 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

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attachment of the route map for the EGM venue is also not required.

3. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through show of hands or by poll, as the case may be, for participation and voting during the EGM.

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

4. The notice of the EGM is also available on the website of the Company (www.bhartihexacom.in) in compliance with the MCA Circulars.

ELECTRONIC DISPATCH OF NOTICE OF EGM AND PROCESS FOR REGISTRATION OF EMAIL ADDRESS FOR OBTAINING COPY OF NOTICE OF EGM

- a) The notice is being sent to the Members, Trustees of Debenture Holders and to all other persons so entitled in electronic mode only, whose email addresses has been registered with the Company / Depository Participants ('DPs') / Depository / KFin Technologies Private Limited ('KFIN'). Members are requested to verify / update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form and with KFIN, in case the shares are held in physical form.
- b) Those Members who have not yet registered their email addresses are requested to get their email addresses and mobile numbers registered with KFIN, by following the guidelines mentioned below:

Guidelines to register email address:

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

PROCEDURE FOR JOINING THE EGM THROUGH VC

5. The Company is providing VC facility to its members for joining / participating at the EGM. Members may join the meeting through Desktops, Laptops, Smartphones, Tablets and iPads. Further, Members are requested to use Internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

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6. The weblink to attend the EGM through VC is being sent separately. The VC facility will allow two-way teleconferencing for the ease of participation of the members and other participants.
7. The facility for joining the EGM shall open 15 minutes before the time scheduled for EGM and will continue till the conclusion of the EGM. All shareholders, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors are requested to attend the EGM.
8. The Chairman shall be appointed in accordance with the Section 104 of the Act read with the general circular No. 14/2020, dated 08 April, 2020 and Articles of Association of the Company.
9. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. In case of any query relating to the procedure for attending EGM through VC or for any technical assistance, the members may call Ms. Richa Gupta, Company Secretary on +91 11 4666 6100 and e-mail at [bhartiexacom@bharti.in](mailto:bhartihexacom@bharti.in).

PROCEDURE FOR VOTING DURING THE EGM

11. Voting shall be conducted by show of hands, unless a demand for poll is made by any member in accordance with Section 109 of the Act.
12. During the EGM held through VC/ OAVM facility, where a poll is demanded on any item, the members shall cast their vote on the resolutions only by sending email(s) to [bhartiexacom@bharti.in](mailto:bhartihexacom@bharti.in) through their email addresses which are registered with the Company. In case the counting of votes requires time, the said meeting may be adjourned for and resumed after 15 minutes to declare the result. The Chairman shall regulate the process of poll through email.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

13. 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 EGM i.e. December 29, 2023. Members seeking to inspect such documents can send an email to [bhartiexacom@bharti.in](mailto:bhartihexacom@bharti.in).
14. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and all the documents referred to in the notice and explanatory statement will be available electronically for inspection by the members during the EGM.

OTHER INFORMATION:

15. Information regarding particulars of the Directors to be re-appointed/appointed requiring disclosures in terms of Secretarial Standard 2 on 'General Meetings' issued by the Institute of Company Secretaries of India and Regulation 36(3) of SEBI Listing Regulations, 2015, are given in this notice. The directorships held by the Director(s) considered for the purpose of disclosure do not include the directorships held in foreign companies, if any.
16. As per the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, securities of public companies can be transferred only in dematerialized form. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider

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converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.

17. Members, who hold equity shares in physical form are requested to address all correspondence concerning transmissions, sub-division, consolidation of shares, issuance of duplicate share certificate or any other share related matters and / or change in address, furnishing of details of their bank accounts or updation thereof to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Karvy Selenium Tower B, Plot number 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, India and Members, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.
18. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him / them shall vest in the event of his / their unfortunate death. Accordingly, the nomination form may be filed with the concerned Depository Participant in respect of dematerialized shares.

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EXPLANATORY STATEMENT:

Item No. 1

The Board of Directors, on the recommendation of Nomination and Remuneration Committee approved appointment of Mr. Arun Gupta (DIN: 00002157) as Additional Director (in the capacity of Independent Director) of the Company w.e.f. December 22, 2023, subject to the approval of the Members of the Company.

Mr. Arun Gupta fulfils the conditions specified in the Act, rules made thereunder and SEBI Listing Regulations, 2015 for appointment as Independent Director of the Company and is independent of management of the Company.

The Board of the Directors firmly believes that Mr. Arun Gupta bring immense value on account of his stature, professional competence and diversified experience, and accordingly, recommends, his appointment, as Independent Director of the Company for a term of five consecutive years i.e. up to December 21, 2028.

Brief profile of Mr. Arun Gupta is as follows:

Mr. Arun Gupta is a Law Graduate, fellow member of ICSI, a Registered Insolvency Professional and certified Privacy Professional and presently enrolled as a member of Bar Council of Delhi.

He has an extensive experience of more than 22 years of consulting industry in the areas of Corporate & Commercial Laws and Restructuring matters and presently running and managing a law firm named "Factum legal" in Delhi. He primarily manages and administer matters related to M & A, Joint Ventures, Commercial Contracts, Due Diligences, Corporate compliances and governance, Insolvency Laws, FEMA, dispute resolution, data privacy etc.

He is also serving on the board of Oyo Hotels and Homes Private Limited (One of the subsidiary companies of Oyo parent entity) as an Independent Director.

Mr. Gupta has been an author / reviewer of various books on Companies Act/ Securities Laws/ FEMA and has been featured in Cio Views magazine in the list of "Top 10 most inspiring people in legal services 2022".

He was member of Expert Advisory Board of Institute of Company Secretaries of India (ICSI) was member of Task Force committee as constituted by ICSI to brainstorm the issues/amendment/ suggestion to MCA relating to provisions of Companies Act 2013. He was regular contributor to world bank on Doing business in India ranking project.

While Mr. Arun Gupta, possess skills, expertise and competencies in multiple domains, his key skills, expertise and competencies are as below:

- Strategic Leadership and management experience
- Governance
- Legal and Risk Management

Mr. Arun Gupta has confirmed his eligibility for appointment as an Independent Director of the Company under section 164 of the Act and has given his consent to act as an Independent Director. The Company has also received declaration from him confirming that he meets the criteria of independence as provided in Section 149(6) of the Act, rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015.

In terms of Regulation 25(8) of the SEBI Listing Regulations, 2015, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

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In terms of Section 160 of the Act, the Company has received a notice in writing from members proposing candidatures of Mr. Arun Gupta to be appointed as Independent Director as per the provisions of the Act.

In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Act and rules made thereunder and the SEBI Listing Regulations, it is proposed that Mr. Arun Gupta be appointed as an Independent Director for a term of five consecutive years from the original date of his appointment i.e. December 22, 2023 to December 21, 2028.

The requisite details and information pursuant to the Act, SEBI Listing Regulations, 2015 and Secretarial Standards, as on the date of Notice, are enclosed hereto.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company up to the date of EGM and is also available on the website of the Company <https://www.bhartihexacom.in/>.

Except Mr. Arun Gupta, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at item no. 1 of the Notice for approval of the Members.

Item No. 2

The Board of Directors, on the recommendation of Nomination and Remuneration Committee approved appointment of Mr. Kapal Kumar Vohra (DIN: 07384162) as Additional Director (in the capacity of Independent Director) of the Company w.e.f. December 22, 2023, subject to the approval of the Members of the Company.

Mr. Kapal Kumar Vohra fulfils the conditions specified in the Act, rules made thereunder and SEBI Listing Regulations, 2015 for appointment as Independent Director of the Company and is independent of management of the Company.

The Board of the Directors firmly believes that Mr. Kapal Kumar Vohra bring immense value on account of his stature, professional competence and diversified experience, and accordingly, recommends, his appointment, as Independent Director of the Company for a term of five consecutive years i.e. up to December 21, 2028.

Brief profile of Mr. Kapal Kumar Vohra is as follows:

Mr. Kapal Kumar Vohra is a former member, National Company Law Tribunal and former Executive Director, RBI with over 40 years of public service covering areas of insolvency resolution process, corporate governance, board meetings, mergers, capacity building, audit, complex financial transactions, non-performing assets, regulation and supervision of banks and NBFCs etc.

He is a Certified Associate of Indian Institute of Banking (CAIIB)- Mumbai and a Certified Internal Auditor from the Institute of Internal Auditors (USA). Mr. Vohra has also completed his Masters in Business Administration (Finance) form Nijenrode University - Breukelen, Netherlands.

Mr. Vohra has served as the Chairman of Member Relations Council Committee, IADI, Basel (2016-18), a Member- Secretary of Working Group on Enhancement of Liquidity in Government Securities (2012) and has been a Member of Corporate Bonds and Securitisation Advisory Committee [SEBI] (2010-13) and Governing Council of Indian Institute of Banking and Finance

While Mr. Vohra possess skills, expertise and competencies in multiple domains, his key skills, expertise and competencies are as below:

- Strategic Leadership experiences
- Governance
- Banking, Finance and Risk Management
- Industry and Sector experience

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Mr. Kapal Kumar Vohra has confirmed his eligibility for appointment as an Independent Director of the Company under section 164 of the Act and has given his consent to act as an Independent Director. The Company has also received declaration from him confirming that he meets the criteria of independence as provided in Section 149(6) of the Act, rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015.

In terms of Regulation 25(8) of the SEBI Listing Regulations, 2015, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In terms of Section 160 of the Act, the Company has received a notice in writing from members proposing candidatures of Mr. Kapal Kumar Vohra to be appointed as Independent Director as per the provisions of the Act.

In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Act and rules made thereunder and the SEBI Listing Regulations, it is proposed that Mr. Kapal Kumar Vohra be appointed as an Independent Director for a term of five consecutive years from the original date of his appointment i.e. December 22, 2023 to December 21, 2028.

The requisite details and information pursuant to the Act, SEBI Listing Regulations, 2015 and Secretarial Standards, as on the date of Notice, are enclosed hereto.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company up to the date of EGM and is also available on the website of the Company <https://www.bhartihexacom.in/>.

Except Mr. Kapal Kumar Vohra, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at item no. 2 of the Notice for approval of the Members.

Item No. 3

The Board of Directors, on the recommendation of Nomination and Remuneration Committee approved appointment of Ms. Nalina Suresh (DIN: 10429755) as Additional Director (in the capacity of Independent Director) of the Company w.e.f. December 22, 2023, subject to the approval of the Members of the Company.

Ms. Nalina Suresh fulfils the conditions specified in the Act, rules made thereunder and SEBI Listing Regulations, 2015 for appointment as Independent Director of the Company and is independent of management of the Company.

The Board of the Directors firmly believes that Ms. Nalina Suresh bring immense value on account of her stature, professional competence and diversified experience, and accordingly, recommends, her appointment, as an Independent Director of the Company for a term of five consecutive years i.e. up to December 21, 2028.

Brief profile of Ms. Nalina Suresh is as follows:

Ms. Nalina Suresh is a qualified ICF coach and has also specialized in transformational coaching. This methodology enables her in getting to the core and identify latent needs and aspirations of her clients, and thus support them in their personal/ professional growth.

Apart from coaching, she designs Talent management, Performance Management, Performance feedback giving, and has also created competency frameworks with metrics for across industries and domains for technical and functional competencies apart from leadership.

Bharti Hexacom Limited
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An alumna of XLRI Jamshedpur from the mid '90's, Nalina has also completed her HR Leadership Program from GE Crotonville. And the GPMD program of Michigan Ross School of Business, while as an employee with the Mahindra group. A merit holder in English and Hindi language & literature, she leverages the same in her facilitations and coaching. Currently as a qualified executive coach, she serves her clients in building/deepening leadership bench, ensuring relevance and contemporariness in HR, culture, capabilities and other processes.

In her corporate roles, she has been a CHRO at a South Asia level for Domino's Pizza, led group level Capability Development for the Mahindra Group, and several other responsibilities, including as the Executive Hiring Partner, managing P&L at national level. She was also the Director at PwC where she created the board effectiveness evaluation framework.

While Ms. Nalina Suresh, possess skills, expertise and competencies in multiple domains, her key skills, expertise and competencies are as below:

- Strategic Leadership and management experience
- Industry experience
- Expertise in Human Resource Management

Ms. Nalina Suresh has confirmed her eligibility for appointment as an Independent Director of the Company under section 164 of the Act and has given her consent to act as an Independent Director. The Company has also received declaration from her confirming that she meets the criteria of independence as provided in Section 149(6) of the Act, rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015.

In terms of Regulation 25(8) of the SEBI Listing Regulations, 2015, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In terms of Section 160 of the Act, the Company has received a notice in writing from members proposing candidatures of Ms. Nalina Suresh to be appointed as an Independent Director as per the provisions of the Act.

In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Act and rules made thereunder and the SEBI Listing Regulations, it is proposed that Ms. Nalina Suresh a be appointed as an Independent Director for a term of five consecutive years from the original date of his appointment i.e. December 22, 2023 to December 21, 2028.

The requisite details and information pursuant to the Act, SEBI Listing Regulations, 2015 and Secretarial Standards, as on the date of Notice, are enclosed hereto.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company up to the date of EGM and is also available on the website of the Company <https://www.bhartihexacom.in/>.

Except Ms. Nalina Suresh, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at item no. 3 of the Notice for approval of the Members.

Item No. 4

With a view to broaden the investor-base by encouraging the participation of the retail investors and also with a view to increase the liquidity of the Company's Shares, the Board of Directors of the Company recommended sub-division of the nominal value and paid-up value of (Authorised, Issued, Subscribed and Paid-Up) of the Company from 1 (One) equity share of ₹ 10/- (Rupees Ten only) each into 2 (Two) equity shares of ₹ 5/- (Rupees Five only) each, pursuant to the provisions of Section 61(1)(d) of the Companies Act, 2013.

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The proposed division of these shares will not result in any change in the amount of Authorized, Issued, Subscribed and Paid-up Ordinary (equity) Share Capital of the Company.

The sub-division of equity shares under Item No. 4 shall also require consequential amendments to the existing Clause 5 i.e. Capital Clause of Memorandum of Association of the Company as set out under Item no. 5 to reflect the change in the face value of equity Shares of the Company.

The Board therefore recommends the Resolutions at Item No. 4 of this Notice, for approval of the Members as ordinary resolution. Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives is concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

Item No. 5

In view to align the existing Memorandum of Association of the Company with the provisions of the Companies Act, 2013, there is a need to amend existing Memorandum of Association in the following manner:

- a) The existing heading of Clause III(A) be substituted by the following new heading:

“The Objects to be pursued by the Company on its incorporation are:-”

- b) The existing heading of Clause III(B) be substituted by the following new heading:

“Matters which are necessary for furtherance of the objects specified in clause III(A) are:-”

- c) The existing Clause III(C) of the Memorandum of Association, be deleted permanently.

- d) The existing Clause IV of the Memorandum of Association, be deleted and substituted by the following new clause:

“The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them.”

- e) Reference of various Sections of the Companies Act, 1956 in the existing Clause III(B)(12), and (22) of the Memorandum of Association, be replaced and aligned with the corresponding sections of the Companies Act, 2013.

The Board therefore recommends the Resolution at item No. 5 of this Notice, for approval of the shareholders as special resolution. Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives is concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

Item No. 6

In view of align the existing Articles of Association with the provisions of the Companies Act, 2013, the Board of Directors has approved and adopted a new set of Articles of Association of the Company in substitution of existing Articles of Association of the Company in pursuance of Section 14 of the Companies Act, which require further approval of members of the Company.

The Board therefore recommends the Resolutions at item No. 6 of this Notice, for approval of the Members as special resolution. Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives is concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

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Registered Office:

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CIN: U74899DL1995PLC067527
E-mail id: bharti@hexacom.com

Date: December 28, 2023
Place: New Delhi



Richa Gupta
Company Secretary

Membership No. 24446
Address: Bharti Crescent,
1, Nelson Mandela Road, Vasant Kunj,
Phase - II, New Delhi – 110 070

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

Name	Arun Gupta	Kapal Kumar Vohra	Nalina Suresh
DIN	00002157	07384162	10429755
Date of Birth	November 22, 1975	May 20, 1958	September 07, 1970
Age	48	65	53
Original date of appointment	22-12-2023	22-12-2023	22-12-2023
Qualifications	<ul style="list-style-type: none"> ➤ LLB from the Chaudhary Charan Singh University, Meerut ➤ Fellow Member of Institute of Company Secretaries of India ➤ Registered Insolvency Professional 	<ul style="list-style-type: none"> ➤ MBA in Finance from Nijenrode University ➤ MBA from Punjab University ➤ Masters in Economics from Punjab University ➤ PGD in International Trade from Punjab University ➤ Certified Internal Auditor from the Institute of Internal Auditors, USA ➤ Fellow member of Indian Institute of Banking 	<ul style="list-style-type: none"> ➤ Bachelors in English Literature, Stella Maris College, Chennai ➤ MBA (PGD) from XLRI, Jamshedpur
Experience and expertise in specific functional area	22	40	29

Terms and conditions of reappointment and remuneration	As per the Nomination and Remuneration Policy of the Company	As per the Nomination and Remuneration Policy of the Company	As per the Nomination and Remuneration Policy of the Company
Remuneration last drawn	Nil	Nil	Nil
No. of Board Meetings attended during the year	N.A.	N.A.	N.A.
Shareholding in Bharti Hexacom Limited	Nil	Nil	Nil
Shareholding in Bharti Hexacom Limited as a beneficial owner	Nil	Nil	Nil
Relationship with other Directors, Managers and Other Key Managerial Personnel	Nil	Nil	Nil
Directorships held in other Indian companies	<ul style="list-style-type: none"> • Airstrip Realtech Private Limited • Oyo Hotels and Homes Private Limited • Factum Legal Private Limited 	<ul style="list-style-type: none"> • Nupur Recyclers Limited 	Nil
Name of the listed entities from which he had resigned in the past three years	Nil	Nil	Nil

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