



August 30, 2024

**National Stock Exchange of India Limited**

Exchange Plaza, C-1 Block G  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400051, India  
**Symbol: BHARTIHEXA**

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400001, India  
**Scrip Code: 544162**

**Sub: Intimation under Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') – 29<sup>th</sup> Annual General Meeting**

Dear Sir/ Ma'am,

Pursuant to Regulations 30 and 44 of Listing Regulations, we submit the following w.r.t. 29<sup>th</sup> Annual General Meeting (AGM) of the Company held on **Friday, August 30, 2024 at 3:30 P.M. (IST)** through video conferencing:

- a) Proceedings of the AGM, enclosed as **Annexure A**.
- b) Voting results of the AGM, enclosed as **Annexure B**.
- c) Consolidated Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 read with relevant rules, enclosed as **Annexure C**.

We are pleased to inform that all the following resolutions have been approved by members of the Company:

1. Receipt, consideration and adoption of the audited financial statements of the Company for the financial year ended March 31, 2024 together with the Reports of Board of Directors and of Auditors thereon.
2. Declaration of dividend on equity shares for the financial year ended March 31, 2024 at the rate of Rs. 4/- (Rupees Four only) per fully paid-up equity share of face value of Rs. 5/- each.
3. Re-appointment of Mr. Soumen Ray as a director, liable to retire by rotation. Mr. Soumen Ray is not related to any of the director of the Company. His brief profile is available on the Company's website at <https://www.bhartihexacom.in/corp-governance-bord-director.html>.
4. Ratification of remuneration to be paid to Sanjay Gupta & Associates, Cost Accountants as Cost Auditors of the Company for the financial year ending 2024-25.
5. Payment of commission to Non-Executive Independent Directors of the Company.
6. Approval of Material Related Party Transactions with Bharti Airtel Limited, Holding company.

**Bharti Hexacom Limited**

Regd. and Corporate Office: Bharti Crescent, 1 Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070, India

Tel: +91-11-4666 6100; Fax: +91-11-4166 6137

E-mail: [bhartihexacom@bharti.in](mailto:bhartihexacom@bharti.in); Website: [www.bhartihexacom.in](http://www.bhartihexacom.in)

CIN: L74899DL1995PLC067527





7. Approval of Material Related Party Transactions with Indus Towers Limited, a related party.

We request you to take the same on record.

Thanking you,  
Sincerely yours

**For Bharti Hexacom Limited**



*Richa*

**Richa Gupta Rohatgi**  
**Company Secretary & Compliance Officer**  
**Membership No.: A24446**  
**Address: Bharti Crescent, 1, Nelson Mandela Road,**  
**Vasant Kunj, Phase II, New Delhi - 110070**

Encl: As above

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## Annexure A

### PROCEEDINGS OF THE 29<sup>th</sup> ANNUAL GENERAL MEETING

The 29<sup>th</sup> Annual General Meeting ('AGM' or 'Meeting') of Bharti Hexacom Limited (the 'Company') was held on Friday, August 30, 2024 at 3:30 P.M. (IST) through Video Conferencing/ Other Audio Visual Means.

#### Directors present:

1. Mr. Jagdish Saksena Deepak, Chairman
2. Mr. Arun Gupta, Independent Director and Chairman – Stakeholders' Relationship Committee
3. Mr. Arvind Kohli, Independent Director and Chairman – Nomination and Remuneration Committee and Risk Management Committee
4. Mr. Ashok Tyagi, Independent Director and Chairman – Audit Committee
5. Mr. Devendra Khanna, Non-executive Director
6. Mr. Kapal Kumar Vohra, Independent Director
7. Ms. Nalina Suresh, Independent Director
8. Mr. Soumen Ray, Non-executive Director and Chairman – Corporate Social Responsibility Committee

#### Company Secretary:

Ms. Richa Gupta Rohatgi

#### In attendance:

1. Mr. Akhil Garg, Chief Financial Officer
2. Mr. Gautam Wadhwa and Mr. Nilesh Lahoti of Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors
3. Mr. Vaibhav Dandawate of Makarand M. Joshi & Co., Company Secretaries - Secretarial Auditors
4. Mr. Harish Chawla of CL & Associates, Company Secretaries - Scrutinizer

**Members present:** 75 members holding 425,001,325 equity shares (representing 85% of the total equity paid-up capital of the Company).

Company Secretary welcomed all the Shareholders attending the AGM and with requisite quorum being present, called the meeting to Order.

She further stated that statutory registers/ records and other applicable documents were available for inspection electronically.

With the consent of the members, the Notice convening the AGM, the Boards' Report and the Auditor's Report(s), for the financial year ended March 31, 2024, were taken as read. Company Secretary thereafter handed over the proceedings to Mr. Jagdish Saksena Deepak ('Chairman').

The Chairman then introduced the Board Members and Senior Management Officials who participated in the meeting.



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The Chairman thereafter addressed the members covering India's digital economy and 5G rollout; key highlights across Rajasthan & North East Circles; operational and financial performance. After, his address, he invited Akhil Garg, Chief Financial Officer, to brief the members on the operational & financial highlights of the Company for the financial year 2023-24.

The Company Secretary then opened the 'Questions & Answers' (Q&As) floor for the members who had registered themselves as 'speaker' to ask questions or express their views. The questions raised by the members were duly answered by the Chairman and the management and the members expressed the satisfaction on the performance of the Company.

The Company Secretary further informed the members that the Company had provided the remote e-voting facility to the members (which started at IST 9.00 A.M. on Monday, August 26, 2024 and concluded at IST 5.00 P.M. on Thursday, August 29, 2024) to cast their votes on all the resolutions set forth in the AGM Notice. Members, who participated in the meeting and had not cast their votes through remote e-voting, were provided an opportunity to cast their votes through e-voting at the meeting.

The following items of business as stated in the notice of AGM, were put to vote:

**Ordinary Businesses:**

1. Receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024 together with the Reports of Board of Directors and of Auditors thereon;
2. Declaration of dividend on equity shares for the financial year ended March 31, 2024;
3. Re-appointment of Mr. Soumen Ray (DIN: 09484511) as a Director, liable to retire by rotation;

**Special Businesses:**

4. Ratification of remuneration to be paid to Sanjay Gupta & Associates, Cost Accountants as; Cost Auditors of the Company for the financial year ending 2024-25;
5. Payment of commission to Non-Executive Independent Directors of the Company;
6. Approval of Material Related Party Transactions with Bharti Airtel Limited, Holding Company; and
7. Approval of Material Related Party Transactions with Indus Towers Limited, a related party.

Mr. Harish Chawla of CL & Associates, Company Secretaries, who was appointed as the Scrutinizer, was requested to compile the results for remote e-voting as well as e-voting at the AGM and submit Consolidated Scrutinizer's Report within the stipulated time.

The Company Secretary thanked all the members for attending and participating in the meeting.

The AGM concluded at 05:00 PM (IST).



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As per the scrutinizer's report received, all the resolutions as set out in the notice of the AGM were declared as approved with the requisite majority. The resolutions are deemed to be passed on August 30, 2024.

Thanking you  
Sincerely yours,

**For Bharti Hexacom Limited**



**Richa Gupta Rohatgi**  
**Company Secretary & Compliance Officer**  
**Membership No.: A24446**  
**Address: Bharti Crescent, 1, Nelson Mandela Road,**  
**Vasant Kunj, Phase II, New Delhi – 110070**

**Date:** August 30, 2024

**Bharti Hexacom Limited**

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<b>Bharti Hexacom Limited</b>	
<b>Voting Results of 29th Annual General Meeting</b>	
Details of remote e-voting and voting at AGM as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:	
Date of the AGM	August 30, 2024
Total number of shareholders on record date i.e. August 23, 2024	107986
No. of shareholders present in the meeting either in person or through Proxy: - Promoters and Promoters Group: - Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing - Promoters and Promoters Group: - Public:	1 74

Item No.	1
Details of Agenda	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024 together with the Reports of Board of Directors and of Auditors thereon
Resolution Required	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - in Against (5)	% of votes - in favour (6) = [(4)/(2)]*100	% of votes - in Against (7) = [(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	349,999,990	349,999,990	100.0000	349,999,990	0	100.0000	0.0000
	E-voting during AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>349,999,990</b>	<b>349,999,990</b>	<b>100.0000</b>	<b>349,999,990</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	Remote e-voting	68,336,657	58,210,210	85.1815	58,210,210	0	100.0000	0.0000
	E-voting during AGM		0	0	0	0	0.0000	0.0000
	<b>Total</b>	<b>68,336,657</b>	<b>58,210,210</b>	<b>85.1815</b>	<b>58,210,210</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non-Institutions	Remote e-voting	81,663,353	10,594	0.0130	10,464	130	98.7729	1.2271
	E-voting during AGM		75,000,141	91.8406	75,000,141	0	100.0000	0.0000
	<b>Total</b>	<b>81,663,353</b>	<b>75,010,735</b>	<b>91.8536</b>	<b>75,010,605</b>	<b>130</b>	<b>99.9998</b>	<b>0.0002</b>
<b>GRAND TOTAL</b>		<b>500,000,000</b>	<b>483,220,935</b>	<b>96.6442</b>	<b>483,220,805</b>	<b>130</b>	<b>100.0000</b>	<b>0.0000</b>

<b>Item No.</b>	2							
<b>Details of Agenda</b>	To declare dividend on equity shares for the financial year ended March 31, 2024							
<b>Resolution Required</b>	Ordinary Resolution							
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	No							
<b>Category</b>	<b>Mode of voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% votes polled on outstanding shares (3)= [(2)/(1)]*100</b>	<b>No. of votes - in favour (4)</b>	<b>No. of votes - in Against (5)</b>	<b>% of votes - in favour (6)=[(4)/(2)]*100</b>	<b>% of votes - in Against (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	Remote e-voting	349,999,990	349,999,990	100.0000	349,999,990	0	100.0000	0.0000
	E-voting during AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>349,999,990</b>	<b>349,999,990</b>	<b>100.0000</b>	<b>349,999,990</b>	<b>0</b>	<b>100.0000</b>
<b>Public Institutions</b>	Remote e-voting	68,336,657	58,210,210	85.1815	58,210,210	0	100.0000	0.0000
	E-voting during AGM		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>68,336,657</b>	<b>58,210,210</b>	<b>85.1815</b>	<b>58,210,210</b>	<b>0</b>	<b>100.0000</b>
<b>Public Non-Institutions</b>	Remote e-voting	81,663,353	10,620	0.0130	10,516	104	99.0207	0.9793
	E-voting during AGM		75,000,141	91.8406	75,000,141	0	100.0000	0.0000
	<b>Total</b>		<b>81,663,353</b>	<b>75,010,761</b>	<b>91.8536</b>	<b>75,010,657</b>	<b>104</b>	<b>99.9999</b>
<b>GRAND TOTAL</b>		<b>500,000,000</b>	<b>483,220,961</b>	<b>96.6442</b>	<b>483,220,857</b>	<b>104</b>	<b>100.0000</b>	<b>0.0000</b>

<b>Item No.</b>	3							
<b>Details of Agenda</b>	To re-appoint Mr. Soumen Ray (DIN: 09484511) as a Director, liable to retire by rotation							
<b>Resolution Required</b>	Ordinary Resolution							
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	No							
<b>Category</b>	<b>Mode of voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% votes polled on outstanding shares (3)= [(2)/(1)]*100</b>	<b>No. of votes - in favour (4)</b>	<b>No. of votes - in Against (5)</b>	<b>% of votes - in favour (6)=[(4)/(2)]*100</b>	<b>% of votes - in Against (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	Remote e-voting	349,999,990	349,999,990	100.0000	349,999,990	0	100.0000	0.0000
	E-voting during AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>349,999,990</b>	<b>349,999,990</b>	<b>100.0000</b>	<b>349,999,990</b>	<b>0</b>	<b>100.0000</b>
<b>Public Institutions</b>	Remote e-voting	68,336,657	58,210,210	85.1815	56,020,171	2,190,039	96.2377	3.7623
	E-voting during AGM		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>68,336,657</b>	<b>58,210,210</b>	<b>85.1815</b>	<b>56,020,171</b>	<b>2,190,039</b>	<b>96.2377</b>
<b>Public Non-Institutions</b>	Remote e-voting	81,663,353	10,610	0.0130	10,009	601	94.3355	5.6645
	E-voting during AGM		75,000,141	91.8406	75,000,141	0	100.0000	0.0000
	<b>Total</b>		<b>81,663,353</b>	<b>75,010,751</b>	<b>91.8536</b>	<b>75,010,150</b>	<b>601</b>	<b>99.9992</b>
<b>GRAND TOTAL</b>		<b>500,000,000</b>	<b>483,220,951</b>	<b>96.6442</b>	<b>481,030,311</b>	<b>2,190,640</b>	<b>99.5467</b>	<b>0.4533</b>

<b>Item No.</b>	4							
<b>Details of Agenda</b>	To ratify remuneration to be paid to Sanjay Gupta & Associates, Cost Accountants as Cost Auditors of the Company for the financial year ending 2024-25							
<b>Resolution Required</b>	Ordinary Resolution							
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	No							
<b>Category</b>	<b>Mode of voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% votes polled on outstanding shares (3)= [(2)/(1)]*100</b>	<b>No. of votes - in favour (4)</b>	<b>No. of votes - in Against (5)</b>	<b>% of votes - in favour (6)=[(4)/(2)]*100</b>	<b>% of votes - in Against (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	Remote e-voting	349,999,990	349,999,990	100.0000	349,999,990	0	100.0000	0.0000
	E-voting during AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>349,999,990</b>	<b>349,999,990</b>	<b>100.0000</b>	<b>349,999,990</b>	<b>0</b>	<b>100.0000</b>
<b>Public Institutions</b>	Remote e-voting	68,336,657	58,210,210	85.1815	58,210,210	0	100.0000	0.0000
	E-voting during AGM		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>68,336,657</b>	<b>58,210,210</b>	<b>85.1815</b>	<b>58,210,210</b>	<b>0</b>	<b>100.0000</b>
<b>Public Non-Institutions</b>	Remote e-voting	81,663,353	10,584	0.0130	10,063	521	95.0775	4.9225
	E-voting during AGM		75,000,141	91.8406	75,000,141	0	100.0000	0.0000
	<b>Total</b>		<b>81,663,353</b>	<b>75,010,725</b>	<b>91.8536</b>	<b>75,010,204</b>	<b>521</b>	<b>99.9993</b>
<b>GRAND TOTAL</b>		<b>500,000,000</b>	<b>483,220,925</b>	<b>96.6442</b>	<b>483,220,404</b>	<b>521</b>	<b>99.9999</b>	<b>0.0001</b>

<b>Item No.</b>	5							
<b>Details of Agenda</b>	Payment of commission to Non-Executive Independent Directors of the Company							
<b>Resolution Required</b>	Ordinary Resolution							
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	No							
<b>Category</b>	<b>Mode of voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% votes polled on outstanding shares (3)= [(2)/(1)]*100</b>	<b>No. of votes - in favour (4)</b>	<b>No. of votes - in Against (5)</b>	<b>% of votes - in favour (6)=[(4)/(2)]*100</b>	<b>% of votes - in Against (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	Remote e-voting	349,999,990	349,999,990	100.0000	349,999,990	0	100.0000	0.0000
	E-voting during AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>349,999,990</b>	<b>349,999,990</b>	<b>100.0000</b>	<b>349,999,990</b>	<b>0</b>	<b>100.0000</b>
<b>Public Institutions</b>	Remote e-voting	68,336,657	58,210,210	85.1815	49,537,042	8,673,168	85.1003	14.8997
	E-voting during AGM		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>68,336,657</b>	<b>58,210,210</b>	<b>85.1815</b>	<b>49,537,042</b>	<b>8,673,168</b>	<b>85.1003</b>
<b>Public Non-Institutions</b>	Remote e-voting	81,663,353	10,620	0.0130	10,301	319	96.9962	3.0038
	E-voting during AGM		75,000,141	91.8406	75,000,141	0	100.0000	0.0000
	<b>Total</b>		<b>81,663,353</b>	<b>75,010,761</b>	<b>91.8536</b>	<b>75,010,442</b>	<b>319</b>	<b>99.9996</b>
<b>GRAND TOTAL</b>		<b>500,000,000</b>	<b>483,220,961</b>	<b>96.6442</b>	<b>474,547,474</b>	<b>8,673,487</b>	<b>98.2051</b>	<b>1.7949</b>



<b>Item No.</b>	6							
<b>Details of Agenda</b>	To approve Material Related Party Transactions with Bharti Airtel Limited, Holding Company							
<b>Resolution Required</b>	Ordinary Resolution							
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	No							
<b>Category</b>	<b>Mode of voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% votes polled on outstanding shares (3)= [(2)/(1)]*100</b>	<b>No. of votes - in favour (4)</b>	<b>No. of votes - in Against (5)</b>	<b>% of votes - in favour (6)=[(4)/(2)]*100</b>	<b>% of votes - in Against (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	Remote e-voting	349,999,990	0	0.0000	0	0	0.0000	0.0000
	E-voting during AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Public Institutions</b>	Remote e-voting	68,336,657	58,210,210	85.1815	58,210,210	0	100.0000	0.0000
	E-voting during AGM		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>68,336,657</b>	<b>58,210,210</b>	<b>85.1815</b>	<b>58,210,210</b>	<b>-</b>	<b>100.0000</b>
<b>Public Non-Institutions</b>	Remote e-voting	81,663,353	10,589	0.0130	10,346	243	97.7052	2.2948
	E-voting during AGM		141	0.0002	141	0	100.0000	0.0000
	<b>Total</b>		<b>81,663,353</b>	<b>10,730</b>	<b>0.0131</b>	<b>10,487</b>	<b>243</b>	<b>97.7353</b>
<b>GRAND TOTAL</b>		<b>500,000,000</b>	<b>58,220,940</b>	<b>11.6442</b>	<b>58,220,697</b>	<b>243</b>	<b>99.9996</b>	<b>0.0004</b>

<b>Item No.</b>	7							
<b>Details of Agenda</b>	To approve Material Related Party Transactions with Indus Towers Limited, a related party							
<b>Resolution Required</b>	Ordinary Resolution							
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	No							
<b>Category</b>	<b>Mode of voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% votes polled on outstanding shares (3)= [(2)/(1)]*100</b>	<b>No. of votes - in favour (4)</b>	<b>No. of votes - in Against (5)</b>	<b>% of votes - in favour (6)=[(4)/(2)]*100</b>	<b>% of votes - in Against (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	Remote e-voting	349,999,990	0	0.0000	0	0	0.0000	0.0000
	E-voting during AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
<b>Public Institutions</b>	Remote e-voting	68,336,657	58,210,210	85.1815	58,210,210	0	100.0000	0.0000
	E-voting during AGM		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>68,336,657</b>	<b>58,210,210</b>	<b>85.1815</b>	<b>58,210,210</b>	<b>0</b>	<b>100.0000</b>
<b>Public Non-Institutions</b>	Remote e-voting	81,663,353	10,589	0.0130	10,230	359	96.6097	3.3903
	E-voting during AGM		141	0.0002	141	0	100.0000	0.0000
	<b>Total</b>		<b>81,663,353</b>	<b>10,730</b>	<b>0.0131</b>	<b>10,371</b>	<b>359</b>	<b>96.6542</b>
<b>GRAND TOTAL</b>		<b>500,000,000</b>	<b>58,220,940</b>	<b>11.6442</b>	<b>58,220,581</b>	<b>359</b>	<b>99.9994</b>	<b>0.0006</b>

## CL & Associates, Company Secretaries

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### Consolidated Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]*

To,

**The Chairman**

**Bharti Hexacom Limited**

(CIN: L74899DL1995PLC067527)

Bharti Crescent, 1, Nelson Mandela Road,

Vasant Kunj, Phase - II, New Delhi, 110070, India.

**Subject: Consolidated scrutinizer report on remote e-voting and e-voting during the 29<sup>th</sup> Annual General Meeting by the members of Bharti Hexacom Limited held on Friday, August 30, 2024 at 03:30 P.M (IST) through video conferencing ('VC')/ other audio-visual means ('OAVM')**

Dear Sir,

I, Harish Chawla, Partner of M/s CL & Associates, Company Secretaries, having office at D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, New Delhi-110074, India, was appointed as Scrutinizer by the Board of Directors of **Bharti Hexacom Limited** (*hereinafter to be referred as 'the Company'*) in its meeting held on Tuesday, May 14, 2024 for the purpose of scrutinizing the voting through electronic means, i.e. remote e-voting and e-voting in respect of the resolutions as mentioned in the notice dated May 14, 2024 ("**Notice**") of the 29<sup>th</sup> Annual General Meeting ("**AGM**") held on Friday, August 30, 2024 at 03:30 P.M. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) (*hereinafter to be referred as 'the Act'*).

I submit my report as under:

1. As per the General 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 as issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("**Listing Regulations**"), the 29<sup>th</sup> Annual General Meeting of the Company was held through video conferencing (VC)/ other audio-visual means (OAVM) in view of the relaxation provided under the said circulars.



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2. In accordance with the MCA Circulars read with SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ("**SEBI Circulars**"), the Company has sent the Notice along with the Annual Report for the financial year 2023-24 through electronic mode, only to those shareholders whose e-mail addresses were registered with the Company/ Depository Participants and whose names were recorded in the Register of Members/ Beneficial owners of the Company as on the Friday, August 02, 2024.

The Company had also published an advertisement on Friday, August 09, 2024, in "Mint" an English Newspaper and "Hindustan" a vernacular (Hindi) newspaper regarding completion of dispatch of Notice and also specifying therein the matters prescribed in the Rules and MCA Circulars with regard to Remote e-voting.

3. The Company has engaged KFin Technologies Limited, Registrar and Share Transfer Agent, ("**KFin**") as the service provider for extending the facility of remote e-voting and e-voting during the 29<sup>th</sup> AGM to the members of the Company. The **Remote e-voting period commenced on Monday, August 26, 2024 at 09:00 A.M. (IST) and ended on Thursday, August 29, 2024 at 05:00 P.M. (IST).**
4. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the Listing Regulations in respect of the resolution contained in the Notice as well as to ensure a secured framework and robustness of electronic voting system.
5. My responsibility as Scrutinizer for e-voting process was restricted to make the Scrutinizer's Report on the votes cast in "**Favour**" or "**Against**" by the members in respect of the resolutions contained in the Notice, based on verification of data and reports generated from the voting system provided by Kfin, the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers/ documents furnished to me electronically.
6. The members of the Company holding equity shares, as on the **cut-off date i.e., Friday, August 23, 2024** were entitled to vote on the proposed resolutions as set out in the Notice, through remote e- voting/e-voting at the AGM.
7. The total paid up Equity Share Capital of the Company as on Friday, August 23, 2024 was Rs. 2,50,00,00,000/- (Rupees Two Hundred Fifty Crore Only) divided into 50,00,00,000 (Fifty Crore) fully paid-up equity shares of the face value of Rs. 5/- (Rupees Five Only) each.



## CL & Associates, Company Secretaries

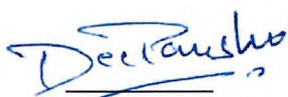
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As per Section 47 of the Companies Act, 2013, every member of a Company limited by shares and holding equity share capital therein, shall have a right to vote on every resolution placed before the Company and his voting right on a poll shall be in proportion to his share in the paid-up equity share capital of the Company.

The total issued share capital of the Company includes 234 (Two Hundred and Thirty-Four Only) shares which are lying in the Bharti Hexacom Limited – Unclaimed Suspense Account, of which voting rights are frozen till rightful owners claim pursuant to Regulation 34 read with Schedule V(F)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. At the 29<sup>th</sup> AGM of the Company held through VC/ OAVM, on Friday, August 30, 2024, after considering all the items of ordinary and special business, the facility to vote electronically was provided to facilitate those members who were attending the meeting through VC/ OAVM but could not participate in the remote e-voting to record their votes.
9. The votes cast during the e-voting were unblocked by me on Friday, August 30, 2024 after the conclusion of AGM in the presence of two witnesses, Deepanshu Aggarwal and Kirti Arora, who are not in the employment of the Company and/ or NSDL. They have signed below in confirmation of the same:



**Deepanshu Aggarwal**



**Kirti Arora**

10. There was no shareholder who opted for both the facilities i.e., remote e-voting and e-voting at the AGM. Further, the shareholders who voted for lesser number of shares as compared to their entitlement, the number of shares for which they have actually voted have been considered.
11. The consolidated summary of results of e-voting at AGM and remote e-voting are as under:

**Resolution No. 1 - To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024 together with the Reports of Board of Directors and of Auditors thereon:**

Ordinary Resolution				
Particulars	Number of Valid Votes			%
	Remote e-voting	E-voting at AGM	Total e-votes	
Assent	40,82,20,664	7,50,00,141	48,32,20,805	100.00
Dissent	130	-	130	-

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure A**.





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## **Resolution No. 2 - To declare dividend on equity shares for the financial year ended March 31, 2024:**

Ordinary Resolution				
Particulars	Number of Valid Votes			%
	Remote e-voting	E-voting at AGM	Total e-votes	
Assent	40,82,20,716	7,50,00,141	48,32,20,857	100.00
Dissent	104	-	104	0.00

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure B**.

## **Resolution No. 3 - To re-appoint Mr. Soumen Ray (DIN: 09484511) as a Director, liable to retire by rotation:**

Ordinary Resolution				
Particulars	Number of Valid Votes			%
	Remote e-voting	E-voting at AGM	Total e-votes	
Assent	40,60,30,170	7,50,00,141	48,10,30,311	99.5467
Dissent	21,90,640	-	21,90,640	0.4533

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure C**.

## **Resolution No. 4 - To ratify remuneration to be paid to Sanjay Gupta & Associates, Cost Accountants as Cost Auditors of the Company for the financial year 2024-25:**

Ordinary Resolution				
Particulars	Number of Valid Votes			%
	Remote e-voting	E-voting at AGM	Total e-votes	
Assent	40,82,20,263	7,50,00,141	48,32,20,404	100.00
Dissent	521	-	521	0.00

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure D**.



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### **Resolution No. 5 - Payment of commission to Non-Executive Independent Directors of the Company:**

Ordinary Resolution				
Particulars	Number of Valid Votes			%
	Remote e-voting	E-voting at AGM	Total e-votes	
Assent	39,95,47,333	7,50,00,141	47,45,47,474	98.21
Dissent	86,73,487	-	86,73,487	1.79

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure E**.

### **Resolution No. 6 - To approve Material Related Party Transactions with Bharti Airtel Limited, Holding Company:**

Ordinary Resolution				
Particulars	Number of Valid Votes			%
	Remote e-voting	E-voting at AGM	Total e-votes	
Assent	5,82,20,556	141	5,82,20,697	100.00
Dissent	243	-	243	0.00

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure F**.

### **Resolution No. 7 - To approve Material Related Party Transactions with Indus Towers Limited, a related party:**

Ordinary Resolution				
Particulars	Number of Valid Votes			%
	Remote e-voting	E-voting at AGM	Total e-votes	
Assent	5,82,20,440	141	5,82,20,581	100.00
Dissent	359	-	359	0.00

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure G**.



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12. Based on the aforesaid results, I report that all resolutions as set out in Item Nos. 1 to 7 of the Notice have been passed with requisite majority.
13. The electronic data and all other relevant record related to remote e-voting and e-voting at the AGM are under my safe custody and will be handed over to the Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thank you

**For CL & Associates  
Company Secretaries**



.....  
**Harish Chawla**

**Partner**

**Membership No. F9002**

**CP No. 15492**

**PR No. 4741/2023**

**UDIN: F009002F001086936**



**Countersigned by**



.....  
**Richa Gupta Rohatgi**  
**Authorised Signatory**  
**Bharti Hexacom Limited**

**Date: 30/08/2024**

**Place: New Delhi**

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## Annexure A:

Details of remote e-voting and e-voting at the AGM for Resolution No. 1 are as under:

### VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Members Voted	No. of e-Votes	Percentage
a) Total Votes received	552	40,82,20,794	100.0
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	552	40,82,20,794	100.0
d) Votes with Assent	547	40,82,20,664	100.0
e) Votes with Dissent	5	130	-

### VOTING THROUGH E-VOTING AT THE AGM:

Particulars	No. of Members Voted	No. of e-Votes	Percentage
a) Total Votes received	12	7,50,00,141	100.0
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	12	7,50,00,141	100.0
d) Votes with Assent	12	7,50,00,141	100
e) Votes with Dissent	-	-	-





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## Annexure B:

Details of remote e-voting and e-voting at the AGM for Resolution No. 2 are as under:

### VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Members Voted	No. of e-Votes	Percentage
a) Total Votes received	553	40,82,20,820	100.0
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	553	40,82,20,820	100.0
d) Votes with Assent	549	40,82,20,716	100.0
e) Votes with Dissent	4	104	-

### VOTING THROUGH E-VOTING AT THE AGM:

Particulars	No. of Members Voted	No. of e-Votes	Percentage
a) Total Votes received	12	7,50,00,141	100.0
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	12	7,50,00,141	100.0
d) Votes with Assent	12	7,50,00,141	100.0
e) Votes with Dissent	-	-	-



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### Annexure C:

Details of remote e-voting and e-voting at the AGM for Resolution No. 3 are as under:

#### VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Members Voted	No. of e-Votes	Percentage
a) Total Votes received	552	40,82,20,810	100.0
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	552	40,82,20,810	100.0
d) Votes with Assent	534	40,60,30,170	99.4634
e) Votes with Dissent	18	21,90,640	0.5366

#### VOTING THROUGH E-VOTING AT THE AGM:

Particulars	No. of Members Voted	No. of e-Votes	Percentage
a) Total Votes received	12	7,50,00,141	100.0
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	12	7,50,00,141	100.0
d) Votes with Assent	12	7,50,00,141	100.0
e) Votes with Dissent	-	-	-



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## Annexure D:

Details of remote e-voting and e-voting at the AGM for Resolution No. 4 are as under:

### VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Members Voted	No. of e-Votes	Percentage
a) Total Votes received	551	40,82,20,784	100.0
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	551	40,82,20,784	100.0
d) Votes with Assent	543	40,82,20,263	99.9999
e) Votes with Dissent	8	521	0.0001

### VOTING THROUGH E-VOTING AT THE AGM:

Particulars	No. of Members Voted	No. of e-Votes	Percentage
a) Total Votes received	12	7,50,00,141	100.0
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	12	7,50,00,141	100.0
d) Votes with Assent	12	7,50,00,141	100
e) Votes with Dissent	-	-	-



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### Annexure E:

Details of remote e-voting and e-voting at the AGM for Resolution No. 5 are as under:

#### VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Members Voted	No. of e-Votes	Percentage
a) Total Votes received	554	40,82,20,820	100.0
b) Less: Invalid Votes		-	-
c) Net Valid Votes	554	40,82,20,820	100.0
d) Votes with Assent	512	39,95,47,333	97.8753
e) Votes with Dissent	42	86,73,487	2.1247

#### VOTING THROUGH E-VOTING AT THE AGM:

Particulars	No. of Members Voted	No. of e-Votes	Percentage
a) Total Votes received	12	7,50,00,141	100.0
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	12	7,50,00,141	100.0
d) Votes with Assent	12	7,50,00,141	100.0
e) Votes with Dissent	-	-	-





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### Annexure F:

Details of remote e-voting and e-voting at the AGM for Resolution No. 6 are as under:

#### VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Members Voted	No. of e-Votes	Percentage
a) Total Votes received	550	5,82,20,799	100.0
b) Less: Invalid Votes		-	-
c) Net Valid Votes	550	5,82,20,799	100.0
d) Votes with Assent	539	5,82,20,556	99.9996
e) Votes with Dissent	11	243	0.0004

#### VOTING THROUGH E-VOTING AT THE AGM:

Particulars	No. of Members Voted	No. of e-Votes	Percentage
a) Total Votes received	11	141	100.0
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	11	141	100.0
d) Votes with Assent	11	141	100
e) Votes with Dissent	-	-	-



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### Annexure G:

Details of remote e-voting and e-voting at the AGM for Resolution No. 7 are as under:

#### VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Members Voted	No. of e-Votes	Percentage
a) Total Votes received	550	5,82,20,799	100.0
b) Less: Invalid Votes		-	-
c) Net Valid Votes	550	5,82,20,799	100.0
d) Votes with Assent	539	5,82,20,440	99.9994
e) Votes with Dissent	11	359	0.0006

#### VOTING THROUGH E-VOTING AT THE AGM:

Particulars	No. of Members Voted	No. of e-Votes	Percentage
a) Total Votes received	11	141	100.0
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	11	141	100.0
d) Votes with Assent	11	141	100.0
e) Votes with Dissent	-	-	-

