



March 18, 2025

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.: Disclosure under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

Dear Sir/ Ma'am,

This is in furtherance to our intimation dated February 14, 2025 and February 15, 2025 with regard to notice of Postal Ballot seeking approval of members of the Company by way of ordinary resolution via remote e-voting only for 'Material Related Party Transaction for sale/ transfer of Passive Infrastructure Business Undertaking comprising mobile/ wireless communication towers and related infrastructure, by the Company to Indus Towers Limited.

Please find enclosed herewith the following:

- a) Voting results as required under Regulation 44 of the SEBI Listing Regulations, as **Annexure-A**; and
- b) Scrutinizer's Report dated March 18, 2025 pursuant to Section 108 of the Companies Act, 2013 and relevant rules made thereunder, as **Annexure-B**.

The aforesaid voting results alongwith Scrutinizer's report are available on the Company's website viz. <https://www.bhartihexacom.in/our-strategy.html> and are also being made available on the website of KFin Technologies Limited viz. <https://evoting.kfintech.com/public/Downloads.aspx>.

We are pleased to inform that the proposal has been approved by the requisite majority of members of the Company.

We request you to take the same on record.

Thanking you,
Sincerely yours

For Bharti Hexacom Limited

Akhil Garg
Chief Financial Officer



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; Website: www.bhartihexacom.in

CIN: L74899DL1995PLC067527

Voting Results of Postal Ballot conducted by way of remote e-voting only

Details of Postal Ballot e-voting as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM Closure of e-voting (in case of Postal Ballot)	March 16, 2025
Total number of shareholders on record date i.e. February 07, 2025	85,819
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:	Not applicable

Item No.	1
Details of Agenda	To approve material related party transaction for sale/ transfer of Passive Infrastructure Business Undertaking comprising mobile/ wireless communication towers and related infrastructure, by the Company to Indus Towers Limited
Resolution Required	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	Yes

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34999992	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	34999992	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	71516414	62356198	87.1914	62356198	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	71516414	62356198	87.1914	62356198	0	100.0000	0.0000
Public- Non Institutions	E-Voting	78483594	13961	0.0178	11936	2025	85.4953	14.5047
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	78483594	13961	0.0178	11936	2025	85.4953	14.5047
Total	Total	50000000	62370159	12.4740	62368134	2025	99.9968	0.0032



CL & Associates, Company Secretaries

D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, New Delhi-110074, India
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Scrutinizer's Report

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Board of Directors

Bharti Hexacom Limited

(CIN: L74899DL1995PLC067527)

Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj,

Phase - II, New Delhi - 110070, India

Subject: Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting in respect of the resolutions set-out in the Notice of Postal Ballot dated February 06, 2025

Dear Sirs,

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'*) at the meeting held on February 06, 2025 for the purpose of scrutinizing the Postal Ballot voting conducted by way of electronic voting process only ('**remote e-voting**') in a fair and transparent manner in respect of the resolutions contained in the Postal Ballot Notice dated February 06, 2025 ('**Notice**') in accordance with the provisions of Section 108 & 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('**Rules**').

I submit my report as under:

1. As per the General Circular No. no. 09/2024 dated September 19, 2024, read with general circular no. 09/2023 dated September 25, 2023, 20/2020 dated May 5, 2020, 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 3/2022 dated May 5, 2022 and 11/2022 December 28, 2022 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**') allowing the companies to hold general meetings/conduct the Postal Ballot process through electronic means ('**remote e-voting**') only, the Company has sent the Notice on Friday, February 14, 2025 through electronic mode only to those shareholders whose e-mail addresses are registered with the Company/ Depository Participants and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on the Cut-off date i.e. Friday, February 07, 2025 ('**Cut-off date**').

The Company has published following advertisements in "Mint" an English Newspaper, "Hindustan" a vernacular (Hindi) newspaper in relation to the Postal Ballot as under:



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- (a) Newspaper advertisements published on Wednesday, February 12, 2025 requesting the Members who have not registered their email addresses, to get the same registered by following the procedure mentioned therein, in terms of the MCA Circulars. In addition to the said advertisements, the Company had also sent a physical communication on February 14, 2025 to all the Members whose email addresses are not registered in the records.
- (b) Newspaper advertisements published on Saturday, February 15, 2025 regarding completion of dispatch of Notice on Friday, February 14, 2025 and also specifying therein the matters prescribed in the Rules with regard to e-voting.
2. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes were not dispatched to the Members. Accordingly, the communication of the assent or dissent of the members had taken place through the Remote e-voting system only.
3. The Company has engaged KFin Technologies Limited ('KFin'), Registrar and Share Transfer Agent, ('RTA') as the service provider for extending the facility of remote e-voting to the members of the Company. The **Remote e-voting period commenced on Saturday, February 15, 2025 at 09:00 A.M. (IST) and ended on Sunday, March 16, 2025 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 resolutions 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 is restricted to make the Scrutinizer's Report of the votes cast in "**Favour**" or "**Against**" by the members in respect of the resolutions contained in the Notice. My Report is 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 till the time fixed for closing of the remote e-voting process i.e., till **Sunday, March 16, 2025, at 05:00 P.M (IST).**
6. The shareholders of the Company holding equity shares, as on the **Cut-off Date i.e., Friday, February 07, 2025** were entitled to vote on the proposed resolutions as set out in the Notice, through remote e- voting only.
7. The total paid up Equity Share Capital of the Company as on Friday, February 07, 2025 was Rs. 2,50,00,00,000/- (Rupees Two Hundred Fifty Crores Only) divided into 50,00,00,000 (Fifty Crores) fully paid-up equity shares of the face value of Rs. 5/- (Rupees Five Only) each.

As per Section 47 of the Companies Act, 2013 ('Act'), every member of a Company limited by shares and holding equity share capital therein, shall have a right to vote on every resolution



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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 78 (Seventy-Eight 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. The **e-voting period commenced on Saturday, February 15, 2025 at 09:00 A.M. (IST) and ended on Sunday, March 16, 2025 at 05:00 P.M. (IST)**. The votes cast during the e-voting were unblocked on Sunday, March 16, 2025 after the conclusion of e-voting period for Postal Ballot and was witnessed by Ms. Arpita Singh and Mr. Kamal Tanwar, who are not in the employment of the Company and/or KFin. They have signed below in confirmation of the same:

Witness - 1

Witness - 2

9. The remote e-voting were reconciled with records maintained by the Company/ Registrar and Transfer Agents of the Company.
10. Thereafter, the details of members, who voted “in favour” or “against” on the resolutions proposed for Postal Ballot were prepared based on report generated from the e-voting website of KFin.
11. The summary of results of remote e-voting are as under:

Resolution No. 1 - To approve material related party transaction for sale/ transfer of Passive Infrastructure Business Undertaking comprising mobile/ wireless communication towers and related infrastructure, by the Company to Indus Towers Limited.

Ordinary Resolution		
Particulars	Number of Valid Votes	%
	Postal Ballot through remote e-voting	
Assent	6,23,68,134	99.9968
Dissent	2,025	0.0032



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

12. The electronic data and all other relevant record related to remote e-voting are under my safe custody and will be handed over to the Company Secretary and Compliance Officer of the Company or any other person authorised by the Board, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.

Thank you

For CL & Associates
Company Secretaries

Countersigned by



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Harish Chawla
Partner
Membership No. F9002
CP No. 15492
PR No. 4741/2023
UDIN: F009002F004112134



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Bharti Hexacom Limited
Akhil Garg
Chief Financial Officer

Date: March 18, 2025
Place: Bengaluru

CL & Associates, Company Secretaries

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Annexure A:

VOTING THROUGH REMOTE E-VOTING:

Details of remote e-voting for Resolution No. 1 are as under:

Particulars	No. of Members Voted	No. of Equity Shares	Paid-up value of the Equity Shares (in Rs.)
a) Total Votes received*	732	6,23,70,159	31,18,50,795
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	732	6,23,70,159	31,18,50,795
d) Votes with Assent**	697	6,23,68,134	31,18,40,670
e) Votes with Dissent**	37	2,025	10,125

Note:

*The above-mentioned total votes received is calculated by excluding - (i) 5,45,361 nos. of equity shares by 9 shareholders holding total 5,88,883 shares and have voted for 43,522 shares only; (ii) 7,50,03,842 equity shares held by 13 shareholders who abstained from voting on the resolution.

** There were 2 shareholders who voted partially in favour of the resolution and partially against the resolution.

