



(Please scan this QR Code to view the RHP)

# BHARTI HEXACOM LIMITED

Our Company was originally incorporated under the Companies Act, 1956 as 'Hexacom India Limited', and was issued a certificate of incorporation on April 20, 1995 and subsequently, a certificate for commencement of business by the Registrar of Companies, NCT of Delhi & Haryana at New Delhi on April 26, 1995. Subsequently, the name of our Company changed to 'Bharti Hexacom Limited', pursuant to a special resolution passed by our shareholders at its extraordinary general meeting held on September 10, 2004 and a fresh certificate of incorporation was issued by the Registrar of Companies, NCT of Delhi & Haryana at New Delhi on December 2, 2004. For details, see "History and Certain Corporate Matters" on page 216 of the red herring prospectus of our Company dated March 22, 2024 filed with the RoC ("RHP" or "Red Herring Prospectus").

Corporate Identity Number: U74899DL1995PLC067527; Website: www.bhartihexacom.in  
Registered Office and Corporate Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi 110 070, India  
Contact Person: Richa Gupta Rohatgi, Company Secretary and Compliance Officer; Telephone: 011-46666100, Email: bharti@hexacom.com

## OUR PROMOTER: BHARTI AIRTEL LIMITED

INITIAL PUBLIC OFFERING OF UP TO 75,000,000 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH ("EQUITY SHARES") OF BHARTI HEXACOM LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER") COMPRISING AN OFFER FOR SALE OF UP TO 75,000,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY TELECOMMUNICATIONS CONSULTANTS INDIA LIMITED ("SELLING SHAREHOLDER") (THE "OFFER FOR SALE").

THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMs, AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL DAILY NEWSPAPER FINANCIAL EXPRESS, ALL EDITIONS OF THE HINDI NATIONAL DAILY NEWSPAPER JANSATTA (HINDI ALSO BEING THE REGIONAL LANGUAGE OF NEW DELHI WHERE OUR REGISTERED OFFICE IS SITUATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO STOCK EXCHANGES FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

### DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE

NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OFFERED / AMOUNT (IN ₹ MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY*
Telecommunications Consultants India Limited	Selling Shareholder	Up to 75,000,000 Equity Shares aggregating up to ₹ [●] million	7.08

\*As certified by J. C. Bhalla & Co, Chartered Accountants by way of their certificate dated March 22, 2024.

We are a communications solutions provider offering consumer mobile services, fixed-line telephone and broadband services to customers in the Rajasthan and the North East telecommunication circles in India, which comprises the states of Arunachal Pradesh, Manipur, Meghalaya, Mizoram, Nagaland and Tripura. We offer our services under the brand 'Airtel'.

The Offer is being made through the Book Building Process pursuant to Regulation 6(2) of the SEBI ICDR Regulations.

QIB Portion: Not less than 75% of the Offer | Non-Institutional Portion: Not more than 15% of the Offer | Retail Portion: Not more than 10% of the Offer.

PRICE BAND: ₹542 TO ₹570 PER EQUITY SHARE OF FACE VALUE OF ₹5 EACH.

THE FLOOR PRICE IS 108.40 TIMES THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 114 TIMES THE FACE VALUE OF THE EQUITY SHARES.

THE PRICE TO EARNING RATIO AT THE FLOOR PRICE IS 49.36 TIMES AND AT THE CAP PRICE IS 51.91 TIMES.

BIDS CAN BE MADE FOR A MINIMUM OF 26 EQUITY SHARES AND IN MULTIPLES OF 26 EQUITY SHARES THEREAFTER.

IN MAKING AN INVESTMENT DECISION, POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RED HERRING PROSPECTUS AND THE TERMS OF THE OFFER, INCLUDING THE RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE OFFER AVAILABLE IN ANY MANNER.

In accordance with the recommendation of the Independent Directors of our Company, pursuant to their resolution dated March 23, 2024, the above provided price band is justified based on quantitative factors/ KPIs disclosed in the "Basis for Offer Price" section of the RHP vis-à-vis the weighted average cost of acquisition of primary and secondary transaction(s) disclosed in the "Basis for Offer Price" section on page 103 of the RHP and provided below in the advertisement.

### RISKS TO INVESTORS

- Geographical concentration risk:** We derive 100% of our revenues from providing consumer mobile services, fixed-line telephone and broadband services to customers in the Rajasthan and the North East Circle only and any unfavourable developments in such regions could adversely affect our business and financial condition.
- We have incurred losses in FY 2021 amounting to ₹ (10,339) million and our net tangible asset during three fiscal years is negative and accordingly the Offer shall be undertaken under Regulation 6(2) of the SEBI ICDR Regulations. In the event our Company fails to allot at least 75% of the Offer to the qualified institutional buyers, the Offer shall fail and the same may have an adverse impact on the reputation of our Company.
- Contingent Liabilities:** There are contingent liabilities on DoT matters, which include demand on account of levy of one-time spectrum charge of aggregating to ₹4,737 million, of which our Company had recorded a charge of ₹160 million for Fiscal 2020 along with interest thereon till December 31, 2023, amounting to ₹721 million. The balance demand amount of ₹4,577 million has continued as contingent liability.

In addition to the above point, the following table below sets forth our contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, as of December 31, 2023:

Particulars	As of December 31, 2023 (₹ million)
(i) Taxes, duties and other demands (under adjudication/ appeal/ dispute)	
- Service tax and GST	787
- Income tax	645
- Entry tax	-

Particulars	As of December 31, 2023 (₹ million)
- DoT demands	1,194
- Other miscellaneous demands	21
(ii) Claims under legal cases including arbitration matters	
- Access Charges/ port charges	65
- Others	41
Total	2,753

If our contingent liabilities materialize, these could have an adverse impact on our reserves and statement of profit and loss by ₹7,330 million. For further information of our contingent liabilities as at December 31, 2023 as per Ind AS 37, see "Restated Financial Information – Note 20. Contingencies and commitments – (I) Contingent liabilities" on page 300 of the RHP. We cannot assure you that we will not incur similar or increased levels of contingent liabilities in the future. If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations.

- Offer for Sale:** The Offer comprises an Offer for Sale by the Selling Shareholders. Our Company will not receive any proceeds from the Offer for Sale.
- Regulatory Ceilings:** Reduction in revenue we earn for our telecom services, due to regulatory ceilings on pricing, or owing to pricing pressure, reduction in average revenue per user may have an adverse effect on our business, financial condition, results of operations and prospects. Further, set forth below are details of our ARPU in the corresponding periods compared to players in the

**industry: (Source: CRISIL Report)**

Operators	Fiscal 2021	Fiscal 2022	Fiscal 2023	9M Fiscal 2023	9M Fiscal 2024
BSNL	N.A.	N.A.	N.A.	N.A.	N.A.
Bharti Airtel	145	178	193	193	208
Bharti Hexacom (Airtel) <sup>5</sup>	135	155	185	184	197
Vodafone Idea <sup>1</sup>	107	124	135	135	145
Reliance Jio <sup>2</sup>	138	168	179	178	182

Note: ARPU numbers are for exit quarter of respective Fiscal years/as of the nine months. For example, Fiscal 2023 number is for the fourth quarter of Fiscal 2023 and 9M Fiscal 2024 number is for the third quarter of Fiscal 2024.

<sup>5</sup>As shared by company

<sup>1</sup>Blended ARPU as reported by the player; may include wireless and wireline

<sup>2</sup>As reported by the company, may include revenue from wireline, broadband, FTTH and other telecom services.

Source: Company filings

If our ARPU decreases, owing to internal factors or as a result of industry trends, our profitability may be impacted. Any sustained decrease in ARPU without any tariff hikes, or failure to premiumize customers at existing tariff rates, could adversely affect our business, financial condition and results of operations.

**6. Average Cost of Acquisition:** The average cost of acquisition of Equity Shares by the Selling Shareholder may be less than the Offer Price.

The details of the average cost of acquisition of Equity Shares held by the Selling Shareholder are set out below:

Name of the Selling Shareholder	Number of Equity Shares held on a fully diluted basis	Average cost of acquisition per Equity Shares* (₹)
Telecommunications Consultants India Limited	150,000,000	7.08

\*As certified by J C Bhalla & Co, by way of their certificate dated March 22, 2024.

**7. Capital Expenditure:** We require significant capital to fund our capital expenditure and if we are unable to raise additional capital, our business, financial condition and results of operations could be adversely affected.

Set forth below are details of our capital expenditure incurred in the corresponding periods:

Particulars	Nine months ended		Fiscal		
	December 31,		2023	2022	2021
	2023	2022	2023	2022	2021
Capital expenditure <sup>(1)</sup>	16,003	25,577	30,518	8,745	15,767
Capital expenditure, as a percentage of revenue from operations	30.65%	52.77%	46.39%	16.18%	34.26%

<sup>(1)</sup>Capital expenditure comprises of additions to property, plant and equipment, capital work-in-progress, intangible assets, intangible assets under development and capital advances.

**8. Significant indebtedness:** We borrow funds in the domestic and international markets from various banks and financial institutions to meet the long-term and short-term funding requirements for our operations and to fund our growth initiatives. Set forth below are details regarding our borrowings as of the corresponding dates:

Particulars	As of December 31,		As of March 31,		
	2023	2022	2023	2022	2021
	(₹ million, except percentages)				
Total borrowings	62,536	63,545	62,724	72,045	59,792
Fixed rate borrowings	62,341	63,545	62,693	72,027	38,285
Fixed rate borrowings, as a percentage of total borrowings	99.69%	100.00%	99.95%	99.98%	64.03%
Debt to equity ratio**	1.41	1.58	1.48	1.94	2.99

\*\*Debt to equity ratio is calculated as non-current borrowings plus current borrowings less cash and cash equivalents, divided by equity as of the relevant date. For further information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations - Reconciliation of Non-GAAP measures" on page 357 of the RHP.

**9. The 5 BRLMs associated with the Offer have handled 112 public issues in the past three financial years, out of which 36 issues closed below the Offer Price on listing date:**

Name of BRLM	Total Issues	Issues closed below IPO Price as on listing date
SBI Capital Markets Limited*	-	-
Axis Capital Limited*	20	4
BOB Capital Markets Limited*	1	1
ICICI Securities Limited*	19	3
IIFL Securities Limited*	15	4
Common Issues of all BRLMs	57	24
<b>Total</b>	<b>112</b>	<b>36</b>

\*Issues handled where there were no common BRLMs

**BID/OFFER PERIOD**

**ANCHOR INVESTOR BIDDING DATE:**  
**TUESDAY, APRIL 02, 2024\***

**BID/OFFER OPENS ON:**  
**WEDNESDAY, APRIL 03, 2024**

**BID/OFFER CLOSSES ON:**  
**FRIDAY, APRIL 05, 2024^**

\*Our Company may, in consultation with the BRLMs, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

^The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Date.

**BASIS FOR THE OFFER PRICE**

The Price Band and the Offer Price will be determined by our Company, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares issued through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 5 each and the Offer Price is 108.40 times the face value at the Floor Price and 114 times the face value at the Cap Price of the Price Band. Bidders should also see "Risk Factors", "Our Business", "Restated Financial Information", and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 35, 190, 254 and 340, of the RHP, respectively, to have an informed view before making an investment decision.

**Qualitative Factors**

We believe that some of the qualitative factors and our strengths which form the basis for computing the Offer Price are:

- Established Leadership and Large Customer Base in our areas of Operations

We provide consumer mobile services, fixed-line telephone and broadband services to customers in Rajasthan and in the North East telecommunication circles in India, which comprises the states of Arunachal Pradesh, Manipur, Meghalaya, Mizoram, Nagaland and Tripura. As of December 31, 2023, we were present in 486 census towns and had an aggregate of 27.1 million customers.

The following table sets forth details of our wireless revenue market share and customer market share (as reported by TRAI) for the periods indicated:

Particulars	As of and for the nine months ended December 31		As of and for the year ended March 31,		
	2023	2022	2023	2022	2021
<b>Revenue Market Share</b>					
Rajasthan	40.4%	39.2%	39.5%	36.7%	32.7%
North East	52.7%	52.4%	52.5%	48.5%	42.0%
<b>Customer Market Share</b>					
Rajasthan	35.0%	34.8%	35.3%	34.5%	33.1%
North East	49.8%	48.1%	48.0%	47.2%	43.6%

(Source: CRISIL Report)

- We were at number one position in the North East circle during the nine months ended December 31, 2023 and Fiscals 2023 and 2022. In the Rajasthan circle, the market share gap between us and the market leader has narrowed between Fiscal 2021 and the nine months ended December 31, 2023 and we stood at the close second position during the nine months ended December 31, 2023. (Source: CRISIL Report)

- Presence in markets with high growth potential.

We operate in the Rajasthan and North East telecommunication circles in India.

According to the CRISIL Report, Rajasthan had a teledensity of 79.5% as of Fiscal 2023, which lags the national average of 84.5% due to its lower rural teledensity of 57.2%. Rajasthan's customer base is expected to grow at 1.4% to 1.5% between Fiscals 2023 and 2028 reaching 69.0 million to 69.5 million with a teledensity of 82% to 83% following pan-India trends with rising rural teledensity. Wireless customers are expected to account for approximately 98.5% of the customers by Fiscal 2028. Rajasthan's focus on resolving regional imbalances and supporting growth in rural areas will create demand for telecom services in rural areas of the state, driving customer growth. The gross revenue of the Rajasthan circle was approximately ₹127.6 billion in Fiscal 2023 growing at CAGR of 4.4% between Fiscals 2014 and 2023. However, its revenue grew robustly at 17% in Fiscal 2023 in line with the national trend and the industry is expected to grow at 7% to 8% between Fiscals 2023 and 2028 to reach ₹ 183 to 185 billion, supported by a rise in teledensity in the region, especially in rural regions, higher tariffs and an increase in internet penetration in the state.

The North East circle had a teledensity of 79.7% as of Fiscal 2023 with a majority of its telecom customers being wireless due to the limited penetration of wireline services on account of challenges in laying and maintaining wireline infrastructure given the region's hilly terrain and extreme weather conditions. The region is also receiving special attention from the Government towards infrastructure improvement. The government is implementing various schemes including a 4G saturation project for the provision of 4G mobile services across all 24,680 uncovered villages of India, including in the North East. The customer base in the North East is expected to grow at 1% to 1.5% between Fiscals 2023 and 2028 reaching 13.2 to 13.5 million with a teledensity of 81% to 82%. The North East circle telecom industry is expected to grow at 6% to 7% between Fiscals 2023 and 2028 to reach ₹ 39 to 41 billion, supported by rising teledensity, higher internet penetration and a potential increase in ARPU in the region. (Source: CRISIL Report)

The industry ARPU for wireless services in the Rajasthan circle grew from ₹68 to ₹145 at a CAGR of 20.8%, while in the North East circle it grew from ₹74 to ₹170 at a CAGR of 23.1%, outperforming the national ARPU growth from ₹71 to ₹142.3 at a CAGR of 19.0%, between Fiscals 2019 and 2023.

- Strong Parentage and Established Brand
- Building a Future Ready Network
- Extensive Distribution and Service Network
- Experienced Management Team

For further details, see "Our Business - Our Competitive Strengths" on page 192 of the RHP.

**Quantitative Factors**

Some of the information presented below relating to our Company is derived from the Restated Financial Information. For details, see "Restated Financial Information" and "Other Financial Information" on pages 254 and 192, of the RHP, respectively.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

**A. Basic and Diluted Earnings per share for continuing operations ("EPS") (face value of each Equity Share is ₹5):**

Fiscal / Period ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
2023	10.98	10.98	3
2022	33.49	33.49	2
2021	(20.68)	(20.68)	1
<b>Weighted Average</b>	<b>13.21</b>	<b>13.21</b>	
Nine months period ended December 31, 2023*	5.64	5.64	
Nine months period ended December 31, 2022*	6.95	6.95	

Notes: EPS has been calculated in accordance with the Indian Accounting Standard 33 - "Earnings per share". The face value of equity shares of the Company is ₹ 5. Basic EPS (₹) = Restated net profit/(loss) available to equity shareholders/ Weighted average number of equity shares outstanding during the period/year as per Restated Financial Statement.

Diluted EPS (₹) = Restated net profit/(loss) available to equity shareholders/ Weighted average number of dilutive equity share during the period/year as per Restated Financial Statement.

\*Weight applied have been as determined by the management of the Company.

^Basic and Diluted earnings per equity share are not annualised for the nine months period ended December 31, 2023 and December 31, 2022.

**B. Price/Earning ("P/E") ratio in relation to Price Band of ₹ 542 to ₹ 570 per Equity Share:**

Particulars	P/E at the Floor Price (number of times)	P/E at the Cap Price (number of times)
Based on basic EPS for year ended March 31, 2023	49.36	51.91
Based on diluted EPS for year ended March 31, 2023	49.36	51.91

**C. Industry Peer Group P/E ratio**

Particulars	Industry P/E
Highest	82.16
Lowest	(1.63)
Average	40.27

Note: P/E Ratio is computed based on the closing market price (i.e. March 11, 2024) of equity shares on BSE, divided by the Diluted EPS provided.

**D. Average return on Net Worth ("RoNW")**

Fiscal / Period ended	RoNW (%)	Weight
2023	13.83	3
2022	46.87	2
2021	(54.45)	1
<b>Weighted Average</b>	<b>13.46</b>	
Nine months period ended December 31, 2023*	7.08	
Nine months period ended December 31, 2022*	8.86	

Notes 1: RoNW (%) is calculated as net profit / (loss) for the year / period attributable to the equity shareholders of the Company divided by net worth at the end of that year / period.

Note 2: Net worth means aggregate of equity share capital and other equity excluding debenture redemption reserve, capital redemption reserve and capital reserve (which is in line with disclosure made under Regulation 52 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to stock exchange by the Company).



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only, subject to valid Bids being received from domestic Mutual Funds at or above the price at which Equity Shares are allocated to Anchor Investors ("Anchor Investor Allocation Price"), in accordance with the SEBI ICDR Regulations. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Category (excluding the Anchor Investor Portion) ("Net QIB Portion"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. If at least 75% of the Offer cannot be Allotted to QIBs, then the entire application money will be refunded forthwith. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not more than 15% of the Offer shall be available for allocation to Non-Institutional Bidders ("NIBs") of which (a) one-third portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two-thirds portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price and not more than 10% of the Offer shall be available for allocation to Retail Individual Bidders ("RIB") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All Bidders (except Anchor Investors) are mandatorily required to utilise the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA accounts and UPI ID (defined hereinafter) in case of UPI Bidders (defined hereinafter), as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks ("SCSBs") or by the Sponsor Bank(s) under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA Process. For further details, see "Offer Procedure" on page 443 of the RHP.

**Bidders/ Applicants should ensure that DP ID, PAN, Client ID and UPI ID (for RIBs bidding through the UPI mechanism) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/ Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID, Client ID and UPI ID (for RIBs bidding through the UPI mechanism) as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorised the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders'/Applicants' sole risk. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification issued by Central Board of Direct Taxes notification dated February 13, 2020 and read with press releases dated June 25, 2021, September 17, 2021 and March 28, 2023 and any subsequent press releases in this regard.**

**CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS:** For information on the main objects of the Company, please see the section "History and Certain Corporate Matters" on page 216 of the RHP. The Memorandum of Association of the Company is a material document for inspection in relation to the Offer. For further details, please see the section titled "Material Contracts and Documents for Inspection" on page 518 of the RHP.

**LIABILITY OF THE MEMBERS OF THE COMPANY:** Limited by shares.

**AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE:** As on the date of the RHP, the authorised share capital of the Company is ₹ 2,500,052,000 divided into 500,000,000 Equity Shares of face value of ₹5 each and 520 Redeemable, Non-Participating, Non-Cumulative Preference Shares of face value of ₹100 each. The issued, subscribed and paid-up share capital of the Company is ₹ 2,500,000,000 divided into 500,000,000 Equity Shares of face value of ₹5 each. For details, please see the section titled "Capital Structure" beginning on page 90 of the RHP.

**NAMES OF SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM:** The initial signatories to the Memorandum of Association are Rajiv Mehrotra, Shakti Sarup Puri, Ajay Khanna, Alok Tandon, Kailash Narain Mehrotra, Shyama Mehrotra and Ajay Khanna (on behalf of Shyam Telecom Limited) who subscribed to 70 equity share each bearing face value of ₹10. For details of the share capital history and capital structure of our Company, please see the section entitled "Capital Structure" beginning on page 90 of the RHP.

**LISTING:** The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters each dated February 23, 2024. For the purposes of the Offer, the Designated Stock Exchange shall be BSE. A signed copy of the Red Herring Prospectus has been filed in accordance with Section 32 of the Companies Act, 2013 and the Prospectus shall be filed with the RoC in accordance with the Companies Act, 2013. For further details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, see "Material Contracts and Documents for Inspection" on page 518 of the RHP.

**DISCLAIMER CLAUSE OF THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"):** SEBI only gives its observations on the offer documents and this does not constitute approval of either the Offer or the specified securities or the offer document. The investors are advised to refer to page 416 of the RHP for the full text of the disclaimer clause of SEBI.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to page 419 of the RHP for the full text of the disclaimer clause of NSE.

**DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE):** It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the RHP has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the RHP. The investors are advised to refer to page 418 of the RHP for the full text of the disclaimer clause of BSE.

**GENERAL RISKS:** Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 35 of the RHP.

BOOK RUNNING LEAD MANAGERS					REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
 Complete Investment Banking Solutions		 TRUST   INNOVATION   EXCELLENCE			 EXPERIENCE TRANSFORMATION	<b>Richa Gupta Rohatgi</b> Bharti Crescent, 1, Nelson Mandela Road Vasant Kunj, Phase-II New Delhi, 110070, India <b>Telephone:</b> +91 11 4666 6100, <b>E-mail:</b> bhartihexacom@bharti.in
<b>SBI Capital Markets Limited</b> 1501, 15 <sup>th</sup> Floor, A & B Wing, Parinee Crescenzo, BKC, Bandra (East), Mumbai 400 051, Maharashtra, India <b>Telephone:</b> +91 22 4006 9807 <b>E-mail:</b> bhl.ipo@sbicaps.com <b>Investor Grievance ID:</b> investor.relations@sbicaps.com <b>Website:</b> www.sbicaps.com <b>Contact person:</b> Vaibhav Shah/ Sylvia Mendonca <b>SEBI Registration No.:</b> INM000003531	<b>Axis Capital Limited</b> 1 <sup>st</sup> Floor, Axis House, C-2, Wadia International Center, Pandurang Budhkar Marg, Worli, Mumbai – 400 025, Maharashtra, India <b>Telephone:</b> +91 22 4325 2183 <b>E-mail:</b> bhartihexacom.ipo@axiscap.in <b>Investor Grievance ID:</b> complaints@ axiscap.in <b>Website:</b> www.axiscapital.co.in <b>Contact person:</b> Pratik Pednekar <b>SEBI Registration No.:</b> INM000012029	<b>BOB Capital Markets Limited</b> 1704, B Wing, 17 <sup>th</sup> Floor, Parinee Crescenzo, Plot No. C – 38/39, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India <b>Telephone:</b> +91 22 6138 9353 <b>E-mail:</b> bhl.ipo@bobcaps.in <b>Investor Grievance ID:</b> investorgrievance@bobcaps.in <b>Website:</b> www.bobcaps.in <b>Contact person:</b> Nivedika Chavan <b>SEBI Registration No.:</b> INM000009926	<b>ICICI Securities Limited</b> 4 <sup>th</sup> Floor, ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400025 Maharashtra, India <b>Telephone:</b> +91 22 6807 7100 <b>E-mail:</b> bhartihexacomipo@icicisecurities.com <b>Investor Grievance ID:</b> customercare@icicisecurities.com <b>Website:</b> www.icicisecurities.com <b>Contact person:</b> Gaurav Mittal/Ashik Joisar <b>SEBI Registration No.:</b> INM000011179	<b>IIFL Securities Limited</b> 24 <sup>th</sup> Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, Maharashtra, India <b>Telephone:</b> +91 22 4646 4728 <b>E-mail:</b> bhartihexacom.ipo@iiflcap.com <b>Investor Grievance ID:</b> ig.ib@iiflcap.com <b>Website:</b> www.iiflcap.com <b>Contact Person:</b> Yogesh Malpani / Pawan Kumar Jain <b>SEBI Registration No.:</b> INM000010940	<b>Kfin Technologies Limited</b> Selenium, Tower B, Plot No. 31 and 32, Financial District Nanakramguda, Serilingampally, Hyderabad 500 032 Telangana, India <b>Telephone:</b> +91 40 6716 2222/ 18003094001 <b>E-mail:</b> bhl.ipo@kfintech.com <b>Investor Grievance ID:</b> einward.ris@kfintech.com <b>Website:</b> www.kfintech.com <b>Contact person:</b> M. Murali Krishna <b>SEBI Registration No.:</b> INR000000221	Investors may contact the Company Secretary or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of Allotment Advice, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

**Availability of the RHP:** Investors are advised to refer to the RHP and the "Risk Factors" beginning on page 35 of the RHP, before applying in the Offer. A copy of the RHP is available on website of SEBI at www.sebi.gov.in and is available on the websites of the BRLMs, i.e. SBI Capital Markets Limited at www.sbicaps.com, Axis Capital Limited at www.axiscapital.co.in, BOB Capital Markets Limited at : www.bobcaps.in, ICICI Securities Limited at : www.icicisecurities.com and IIFL Securities Limited at www.iiflcap.com, respectively and on the websites of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively.

**Availability of the Abridged Prospectus:** A copy of the abridged prospectus is available on the website of the Company, the BRLMs and the Registrar to the offer at www.bhartihexacom.in, www.sbicaps.com, www.axiscapital.co.in, www.bobcaps.in, www.icicisecurities.com, www.iiflcap.com and www.kfintech.com.

**Availability of Bid-cum-Application Forms:** Bid-cum-Application Forms can be obtained from the Registered Office of the Company, BHARTI HEXACOM LIMITED, Telephone: 011-46666100; SBI Capital Markets Limited, Telephone: +91 22 4006 9807, Axis Capital Limited, Telephone: +91 22 4325 2183, BOB Capital Markets Limited, Telephone: +91 22 6138 9353, ICICI Securities Limited, Telephone: +91 22 6807 7100, and IIFL Securities Limited, Telephone: +91 22 4646 4728 and at the select locations of the Sub-syndicate Members (as given below), SCSBs, Registered Brokers, RTAs and CDPs participating in the Offer. ASBA Forms will also be available on the websites of BSE and NSE and the Designated Branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.

**Sub-syndicate members:** Amrapali Capital & Finance Services Limited, Anand Rathi Share & Stock Brokers Limited, Anand Share Consultancy, ANS Pvt. Limited, Ashwani Dandia & Co., Asit C. Mehta Investment Intermediates Ltd., Axis Securities Limited, Bonanza Portfolio Limited, Centrum Broking Ltd., Centrum Wealth Management Ltd., Choice Equity Broking Private Limited, Dalal & Broacha Stock Broking Pvt. Limited, DB (International) Stock Brokers Ltd., Edelweiss Broking, Eureka Stock & Share Broking Services Ltd., G Raj & Co. (Consultants) Limited, HDFC Securities Ltd., ICICI Securities Ltd., IIFL Securities, Jhaveri Securities, JM Financial Services Ltd., Jobanputra Fiscal Services Pvt. Ltd., Kalpataru Multiplier Limited, Keynote Capitals Limited, KJMC Capital Market Services Limited, Kotak Securities Limited, Lakshmi Investment & Securities Pvt. Limited, LKP Securities Limited, Lakshmi Investment & Securities Pvt. Limited, Marwadi Shares & Finance, Motilal Oswal Financial Services Limited, Nirmal Bang Securities Pvt. Limited, Nuvama Wealth and Investment Limited (Edelweiss Broking Limited), Patel Wealth Advisors Pvt. Limited, Prabhudas Lilladher Pvt. Ltd., Pravin Ratilal Share and Stock Brokers Ltd., RR Equity Brokers Pvt. Ltd., Sharekhan Ltd., SMC Global Securities Ltd., Systematix Shares and Stocks (India) Limited, Tanna Financial Services, Trade Bulls Securities (P) Ltd., Yes Securities (India) Ltd.

**Syndicate member:** SBICAP Securities Limited and Investec Capital Services (India) Private Limited.

**Escrow Collection Bank and Refund Bank:** Axis Bank Limited.

**Public Offer Bank:** Kotak Mahindra Bank Limited.

**Sponsor Banks:** Axis Bank Limited and Kotak Mahindra Bank Limited.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

Place: New Delhi  
Date: March 23, 2024

**BHARTI HEXACOM LIMITED** is proposing, subject to, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed the RHP dated March 22, 2024 with the RoC. The RHP is available on the website of the Company at <https://www.bhartihexacom.in/docs/ipo/RHP.pdf>, website of the SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), as well as on the websites of the BRLMs, i.e. SBI Capital Markets Limited, Axis Capital Limited, BOB Capital Markets Limited, ICICI Securities Limited and IIFL Securities Limited at [www.sbicaps.com](http://www.sbicaps.com), [www.axiscapital.co.in](http://www.axiscapital.co.in), [www.bobcaps.in](http://www.bobcaps.in), [www.icicisecurities.com](http://www.icicisecurities.com) and [www.iiflcap.com](http://www.iiflcap.com), respectively and the websites of National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com), respectively. Any potential investor should note that investment in equity shares involves a high degree of risk and for details relating to such risk, please see "Risk Factors" of the RHP. Potential investors should not rely on the DRHP for making any investment decision. Specific attention of the investors is invited to "Risk Factors" beginning on page 35 of the RHP.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only (i) to persons in the United States that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act in reliance on Rule 144A, and (ii) outside the United States in "offshore transactions" (as defined in Regulation S) in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. There will be no public offering in the United States.

For **BHARTI HEXACOM LIMITED**  
On behalf of the Board of Directors  
Sd/-  
Richa Gupta Rohatgi  
Company Secretary and Compliance Officer