



October 29, 2021

National Stock Exchange of India Limited

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

Ref: Bharti Hexacom Limited (ISIN: INE343G08026 and INE343G08018)

Sub: Disclosure under Regulations 54 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir/ Ma'am,

Pursuant to Regulation 54 of Listing Regulations, please find enclosed the Asset cover Certificate for the quarter and half year ended September 30, 2021.

Kindly take the same on record.

Thanking you,
Yours faithfully,

For Bharti Hexacom Limited


Swati Batra
Company Secretary



Bharti Hexacom Limited

(A Bharti enterprise)

[CIN: U74899DL1995PLC067527]

Regd. Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi – 110 070.
T: +91-11-4666 6100, F: +91-11-4166 6137, email: bhartihexacom@bharti.in website: www.bhartihexacom.in

To,
The Board of Directors,
Bharti Hexacom Limited
Bharti Crescent 1, Nelson Mandela Road
Vasant Kunj, Phase - II
New Delhi - 110070

INDEPENDENT AUDITOR'S REPORT IN ACCORDANCE WITH REGULATION 54(1) AND 56(1)(d) OF SEBI (LODR) REGULATIONS, 2015 IN RESPECT OF LISTED NON-CONVERTIBLE DEBENTURES (NCDs) AS AT SEPTEMBER 30, 2021

1. This report is issued in accordance with the terms of our engagement letter dated October 01, 2021.
2. The accompanying statement contains details of compliance in respect to maintenance of adequate asset cover by **BHARTI HEXACOM LIMITED** (the 'Company') as per Regulations 54(1) and 56(1)(d) of SEBI (LODR) Regulations, 2015 as at September 30, 2021 (the 'Statement'). We have initialed the Statement for identification purpose only.

Management's Responsibility for the Statement

3. The preparation of the Statement is the responsibility of the management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The management of the Company is also responsible for compliance with all the regulations applicable to debt listed entities as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Regulations').

Auditor's Responsibility

5. Pursuant to the requirement of the Regulations, our responsibility is to provide a limited assurance whether the particulars relating to assets coverage furnished by the Company in the Statement are in agreement with the books of account and other relevant records and documents maintained by the Company as at September 30, 2021. This did not include the evaluation of adherence by the Company with all the applicable Regulations.



6. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement; and consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.
7. The financial results for the quarter and six months ended September 30, 2021 have been audited by us on which we have issued an unmodified audit opinion vide our report dated October 29, 2021. Our audit of these financial results were conducted in accordance with the Standards on Auditing specified under section 143 (10) of the Companies Act, 2013. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
10. We have performed the following procedures to give limited assurance on maintenance of adequate asset cover and compliance with applicable financial debt covenants by the Company as at September 30, 2021:
 - a) Read the debenture trust deed dated October 22, 2021 between the Company and Axis Trustee Services Limited (the 'Trustee') in respect to its listed NCDs to determine the requirement for maintenance of minimum asset cover and for compliance with applicable financial debt covenants during the period ended September 30, 2021;
 - b) Traced the value of net assets and total borrowings (unsecured) in the Statement from the audited books of account as at and for the period ended September 30, 2021; and
 - c) Verified the arithmetical accuracy of the Statement.

Conclusion

11. Based on our examination, as above, and according to the information and explanations provided to us by the management of the Company, nothing has come to our attention that causes us to believe that the particulars furnished by the Company in the Statement, read with and subject to the notes thereon, are not in agreement with the books of account and other relevant records and documents maintained by the Company for the period ended September 30, 2021.



Restriction on Use

12. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of submission to the Trustee in terms of the aforesaid Regulations and should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



A handwritten signature in black ink, appearing to read "Nilesh", with a horizontal line extending to the right.

Nilesh Lahoti
Partner
(Membership No. 130054)
(UDIN: 21130054AAAAJV6326)

Place: Gurugram
Date: October 29, 2021

Annexure A

- a) The listed entity has vide its Board Resolution and information memorandum/ offer document and under Debenture Trust Deed dated March 19, 2021 and October 22, 2021, has issued the following listed debt securities:

ISIN	Private Placement/ Public Issue	Secured/ Unsecured	Sanctioned Amount
INE343G08018	Private Placement	Unsecured	INR 1,500 Crs
INE343G08026	Private Placement	Unsecured	INR 2,000 Crs.

- b) Asset Cover for listed debt securities:

- i. The financial information as on September 30, 2021 has been extracted from the unaudited financial results for the quarter and six months ended September 30, 2021 and other relevant records of the listed entity;
- ii. ~~The assets of the listed entity provide coverage of _____ times of the interest and principal amount, which is in accordance with the terms of issue/ debenture trust deed (calculation as per statement of asset cover ratio for the Secured debt securities - table - I)~~
- iii. The total assets of the listed entity provide coverage of 1.08 times of the principal, which is in accordance with the terms of issue (calculation as per statement of asset coverage ratio available for the unsecured debt securities - table - II) (as per requirement of Regulation 54 read with Regulation 56(1)(d) of LODR Regulations).

Table - I

Sr. No.	Particulars		Amount
i.	Total assets available for secured Debt Securities' (secured by either pari passu or exclusive charge on assets) (mention the share of Debt Securities' charge holders)	A	
	• Property Plant & Equipment (Fixed assets) - movable/immovable property etc		
	• Loans /advances given (net of provisions, NPAs and sell-down portfolio); Debt Securities, other credit extended etc		
	• Receivables including interest accrued on Term loan/ Debt Securities etc		
	• Investment(s)		
	• Cash and cash equivalents and other current/ Non-current assets		
ii.	Total borrowing through issue of secured Debt Securities (secured by either pari passu or exclusive charge on assets)	B	
	• Debt Securities (Provide details as per table below)		
	• IND - AS adjustment for effective Interest rate on secured Debt Securities		
	• Interest accrued/payable on secured Debt Securities		
iii.	Asset Coverage Ratio (100% or higher as per the terms of offer document/information memorandum/ debenture trust deed)	A/B	

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ISIN-wise details

S.No.	ISIN	Facility	Type-of charge	Sanctioned Amount	Outstanding Amount As on DD-MM-YYYY	Cover Required	Assets Required
4.							
	Grand Total						

Table - II

SN	Particulars		Amount
i.	Net assets of the listed entity available for unsecured lenders (Property Plant & Equipment (including intangible assets and excluding prepaid expenses)* + Investments + Cash & Bank Balances + Other current/ Non-current assets excluding deferred tax assets (-) Total assets available for secured lenders/creditors on pari passu/exclusive charge basis under the above heads (-) unsecured current/ non-current liabilities (-) interest accrued/ payable on unsecured borrowings)	A	71,119
ii.	Total Borrowings (unsecured)	B	65,573
	• Term loan		-
	• Non-convertible Debt Securities		34,923
	• CC/ OD Limits		46
	• Other Borrowings		30,604
	- Commercial Paper		18,430
	- Deferred Payment Liability		12,174
	• IND - AS adjustment for effective Interest rate on unsecured borrowings		
iii.	Assets Coverage Ratio (100% or higher as per the terms of Offer Document/Information Memorandum/ Debenture Trust Deed)	(A/B)	106%

* Intangible Assets related to Department of Telecom / Spectrum Assets are included in the net assets of the listed entity given these assets are unique and core to the Telecom Industry.

c) Compliance of all the covenants/terms of the issue in respect of listed debt securities of the listed entity

We have ensured the compliances in respect of the covenants/terms of the issue of the listed debt securities (NCD's).

For Bharti Hexacom Limited



Authorized Signatory

