



Date: January 18, 2023

To,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051, India

Dear Sir/ Madam,

Subject: Compliance Report on Corporate Governance under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the quarter ended December 31, 2022)

Dear Sir/ Ma'am

Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 enclosed herewith Quarterly Compliance Report on Corporate Governance in the format prescribed by SEBI circular SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated May 31, 2021 for the quarter ended December 31, 2022.

This is for your information and records.

Thanking you,
Sincerely Yours
For Bharti Hexacom Limited

Richa Gupta Rohatgi
Company Secretary
Address: Bharti Crescent, 1, Nelson Mandela Road,
Vasant Kunj, Phase – II, New Delhi – 110 070.
Membership No.: A24446

Bharti Hexacom Limited
(A Bharti enterprise)

[CIN: U74899DL1995PLC067527]

Regd. Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi – 110 070.
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Corporate Governance Report - High Value Debt Listed Entities

Name of the Listed Entity	BHARTI HEXACOM LIMITED
Quarter Ended	31-Dec-22
Date of Submission of report on NEAPS	18-Jan-23
Whether the Company was HVDL as on March 31, 2021.	YES
Whether HVDL provisions have become applicable during the course of the quaters if the answer to above is NO.	NO

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee)&	Initial date of Appointment	Date of Reap-appointment	Date of Cessation	Tenure*	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	RAVINDER ARORA	AACPA7380H & 00050336	Non- Executive- Independent Director	14-01-2021			23	27/08/1960	1	1	1	0
Mr.	DEVENDRA KHANNA	AAFPK2893L & 01996768	Non- Executive- Non-Independent Director	10/8/2013			112	14/07/1960	2	0	1	0
Mr.	NARENDRA JAIN	AARPJ8274A & 06942419	Non- Executive- Non-Independent Director	12/1/2017		5/12/2022	64	11/5/1962	1	0	1	0
Mr.	SANJEEV KUMAR	AIDPK4041L & 07566882	Non- Executive- Non-Independent Director	2/1/2021			23	12/1/1966	1	0	0	0
Mr.	SOUMEN RAY	ADCPR3520K & 09484511	Non- Executive- Non-Independent Director	2/14/2022			11	7/13/1973	2	1#	3	0
Mr.	ASHOK TYAGI	AAAPT0159P & 00784563	Non- Executive, Independent Director	2/14/2022			11	1/1/1954	1	1	1	0
Mr.	JAGDISH SAKSENA DEEPAK	AALPD2629K & 02194470	Non- Executive Chairperson	5/20/2022			8	7/16/1958	2	1	0	0
Mr.	RAHUL VATTS	AAFPV2396B & 08877577	Non- Executive- Non-Independent Director	5/20/2022			8	9/27/1973	1	0	1	0
Ms.	VIDYUT GULATI	AAUPM6587E & 08205324	Non- Executive- Non-Independent Director	5/20/2022			8	6/3/1979	1	0	1	0
Mr.	RAJIV KUMAR CHAUDHRI	AAGPC2897P & 00042503	Non- Executive- Independent Director	15-11-2019		15-12-2022	37	14/09/1948	2	2	1	2
Whether Regular chairperson appointed :- Yes												
Whether Chairperson is related to managing director or CEO :- No												
\$SPAN of any director would not be displayed on the website of Stock Exchange												
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen												
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.												
#As per the explanation appended to Regulation 16(1)(b), point viii, Soumen Ray is treated as an Independent Director in Telesonic Networks Limited.												

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Rajiv Kumar Chaudhri	Non- Executive- Independent Director- Chairperson	11/15/2019	15/12/2022
		Soumen Ray	Non- Executive- Non Independent Director	2/14/2022	
		Ravinder Arora	Non- Executive- independent Director	1/14/2021	
		Narendra Jain	Non- Executive- Non Independent Director	2/14/2022	
		Ashok Tyagi	Non- Executive- independent Director	2/14/2022	
2. Nomination & Remuneration Committee	Yes	Rajiv Kumar Chaudhri	Non- Executive- Independent Director- Chairperson	11/15/2019	15/12/2022
		Ravinder Arora	Non- Executive-independent director	1/14/2021	
		Vidyut Gulati	Non- Executive-Non independent director	5/20/2022	
3. Risk Management Committee(if applicable)	Yes	Ravinder Arora	Non- Executive independent director- Chairperson	1/14/2021	
		Vidyut Gulati	Non- Executive-Non independent director	5/20/2022	
		Narendra Jain	Non- Executive-Non independent director	12/1/2017	
		Rajiv Kumar Chaudhri	Non- Executive- Independent Director	11/15/2019	15/12/2022
4. Stakeholders Relationship Committee'	Yes	Rajiv Kumar Chaudhri	Non- Executive- Independent Director- Chairperson	11/15/2019	15/12/2022
		Rahul Vatts	Non- Executive-Non independent director	5/20/2022	
		Vidyut Gulati	Non- Executive-Non independent director	5/20/2022	
<p>^{&}Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p>					

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met* (Yes / No)	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
5/8/2022		Yes			
10/8/2022		Yes			
	11/11/2022	Yes	9	2	94
* to be filled in only for the current quarter meetings					

IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* (Yes / No)	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee					
11/11/2022	Yes	4	2	10/8/2022	94
				5/8/2022	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
**to be filled in only for the current quarter meetings					

V. Related Party Transactions		
Subject	Compliance status (Yes/No) refer note below	Detailed Reason / explanation for Non-compliance
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes	

VI. Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No)	Detailed Reason / explanation for Non-compliance
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of board of directors	17(2)	Yes	
Quorum of board meeting	17(2A)	NA	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for Appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of Nomination & Remuneration Committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes	
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	21(3A)	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party Transactions	23(4)	Yes	

Disclosure of related party transactions on consolidated basis	23(9)	Yes	This is done on a standalone basis as the Company does not have any subsidiary company
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	NA	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
Directors and Officers insurance	25(10)		
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)		
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.	-	NA	
The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.	-	Yes	
The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	-		
a. Audit Committee		Yes	
b. Nomination & Remuneration Committee		Yes	
c. Stakeholders Relationship Committee		Yes	
d. Risk management committee (as applicable)		Yes	
The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	-	Yes	

The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	-	Yes	
This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	-	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	53	Yes	

For Bharti Hexacom Limited

Richa Gupta
Company Secretary and Compliance Officer