



Date: April 13, 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 March 31, 2023)

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 March 31, 2023.

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.
T: +91-11-4666 6100, F: +91-11-4166 6137, email: bhartihexacom@bharti.in website: www.bhartihexacom.in

Corporate Governance Report - High Value Debt Listed Entities

Name of the Listed Entity	BHARTI HEXACOM LIMITED
Date of Start of Financial Year	1-Apr-22
Date of End of Financial Year	31-Mar-23
Quarter Ended	31-Mar-23
Reporting Quarter	Yearly
Date of Submission of report on NEAPS	13-Apr-23
Whether the Company was HVDL as on March 31, 2022.	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			27	27/08/1960				
Mr.	DEVENDRA KHANNA	AAFPPK2893L&01996768	Non- Executive- Non-Independent Director	10/8/2013				14/07/1960	1	1	2	1
Mr.	SANJEEV KUMAR	AIDPK4041L & 07566882	Non- Executive- Non-Independent Director	2/1/2021				12/1/1966	2	0	1	0
Mr.	SOUMEN RAY	ADCPR3520K & 09484511	Non- Executive- Non-Independent Director	2/14/2022				7/13/1973	1	0	1	0
Mr.	ASHOK TYAGI	AAAPT0159P & 00784563	Non- Executive, Independent Director	2/14/2022			14	1/1/1954	1	1	1	1
Mr.	JAGDISH SAKSENA DEEPAK	AALPD2629K & 02194470	Non- Executive Chairperson	5/20/2022				7/16/1958	2	1	1	0
Mr.	RAHUL VATTS	AAFV2396B & 08877577	Non- Executive- Non-Independent Director	5/20/2022				9/27/1973	1	0	1	0
Ms.	VIDYUT GULATI	AAJPM6587E & 06205324	Non- Executive- Non-Independent Director	5/20/2022				6/3/1979	1	0	1	0
Mr.	ARVIND KOHLI	AINPK7898K & 00001920	Non- Executive- Independent Director	3/22/2023			1	30/07/1961	2	2	2	0
Whether Regular chairperson appointed :- Yes												
Whether Chairperson is related to managing director or CEO :- No												
*PAN 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.												

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	Ashok Tyagi	Non- Executive- Independent Director- Chairperson	2/14/2022	
		Soumen Ray	Non- Executive- Non Independent Director	2/14/2022	
		Ravinder Arora	Non- Executive- Independent Director	1/14/2021	
		Sanjeev Kumar	Non- Executive- Non Independent Director	2/1/2021	
		Arvind Kohli	Non- Executive- Independent Director	3/22/2023	
2. Nomination & Remuneration Committee	Yes	Ravinder Arora	Non- Executive- Independent Director- Chairperson	1/14/2021	
		Vidyut Gulati	Non- Executive-Non independent director	5/20/2022	
		Arvind Kohli	Non- Executive- Independent Director	3/22/2023	
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	
		Sanjeev Kumar	Non- Executive- Non Independent Director	2/1/2021	
		Arvind Kohli	Non- Executive- Independent Director	3/22/2023	
4. Stakeholders Relationship Committee'	Yes	Ravinder Arora	Non- Executive Independent Director - Chairperson	1/14/2021	
		Rahul Vatts	Non- Executive-Non independent director	5/20/2022	
		Vidyut Gulati	Non- Executive-Non independent director	5/20/2022	

[&]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

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)
11/11/2022					
	2/13/2023	Yes	8	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					
2/13/2023	Yes	4	2	11/11/2022	94
* 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		
<i>Subject</i>	<i>Compliance status (Yes/No) refer note below</i>	<i>Detailed Reason / explanation for Non-compliance</i>
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. Annual 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	

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