



Date: July 21, 2022

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 June 30, 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 June 30, 2022.

This is for your information and records.

Thanking you,
Sincerely Yours

For Bharti Hexacom Limited

Richa Gupta Rohatgi
Company Secretary
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



ANNEX I

1. **Name of Listed Entity : Bharti Hexacom Limited**
2. **Quarter ending : June 30, 2022**
- 3.

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 Re-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 Directors 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.	RAJIV KUMAR CHAUDHRI	AAGPC2897P&00042503	Non-Executive-Independent Director	15-11-2019			31	14-09-1948	2	2	3	2
Mr.	RAVINDER ARORA	AACPA7380H&00050336	Non-Executive-Independent Director	14-01-2021			17	27-08-1960	2	2	2	0

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Mr.	DEVENDRA KHANNA	AAFPK289 3L& 01996768	Non-Executive-Non-Independent Director	10-08-2013			106		2	0	1	0
Mr.	NARENDRA JAIN	AARPJ827 4A& 06942419	Non-Executive-Non-Independent Director	01-12-2017			58		1	0	1	0
Mr.	SANJEEV KUMAR	AIDPK4041 L& 07566882	Non-Executive-Non-Independent Director	01-02-2021			17		1	0	0	0
Mr.	PANKAJ TEWARI	ACWPT697 9P& 08006533	Non-Executive-Non-Independent Director	27-08-2019	19-05-2022		31		0~	0~	0~	0~
Mr.	SOUMEN RAY	ADCPR352 0K & 09484511	Additional Director, Non-Executive-Non-Independent Director	14-02-2022			5		2	0	3	0
Ms.	AJEETA KHALE	AISPA6571 G & 09478115	Additional Director, Non-Executive-Non-Independent Director	14-02-2022	19-05-2022		2		0^	0^	0^	0^
Mr.	ASHOK TYAGI	AAAPT015 9P &	Additional Director,	14-02-2022			5	01-01-1954	1	1	1	0

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		00784563	Non-Executive-Non-Independent Director									
Mr.	JAGDISH SAKSENA DEEPAK	AALPD262 9K & 02194470	Chairperson	20-05-2022			2	16/07/19 58	2	1	1	0
Mr.	RAHUL VATTS	AAFPV239 6B & 08877577	Additional Director, Non-Executive-Non-Independent Director	20-05-2022			2	27/09/19 73	1	0	1	0
Ms.	VIDYUT GULATI	AAUPM658 7E & 08205324	Additional Director, Non-Executive-Non-Independent Director	20-05-2022			2	03/06/19 79	1	0	1	0
		Whether Regular chairperson appointed YES										
		Whether Chairperson is related to managing director or CEO NO										
		<p><i>§PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than onecategory write all categories separating them with hyphen</i></p> <p><i>* 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.</i></p> <p><i>^ Computation of Directorship and Membership in Committees is as on the date of her resignation i.e. February 14, 2022</i></p> <p><i>~ Pankaj Tewari resigned from the directorship of the Company and ceased to be a member of the Audit Committee & Stakeholders Relationship Committee w.e.f. May 19, 2022. However, he was holding Directorship and committee membership in other listed company as on the date of his resignation.</i></p> <p><i>^ Ajeeta Kahale resigned from the directorship of the Company and ceased to be a member of the Stakeholders Relationship Committee</i></p>										

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		<i>w.e.f. May 19, 2022. However, she was holding Directorship and committee membership in other listed company as on the date of her resignation.</i>
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II. Composition of Committees					
<i>Name of Committee</i>	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	15-11-2019	
		Devendra Khanna	Non- Executive- Non Independent Director	30-11-2016	19-05-2022*
		Soumen Ray	Non- Executive- Non Independent Director	14-02-2022	
		Ravinder Arora	Non- Executive-independent Director	14-01-2021	
		Narendra Jain	Non- Executive- Non-independent Director	14-02-2022	
		Ashok Tyagi	Non- Executive-independent Director	14-02-2022	
2. Nomination & Remuneration Committee	YES	Rajiv Kumar Chaudhri	Non- Executive-Independent Director-Chairperson	15-11-2019	
		Ravinder Arora	Non- Executive-independent Director	14-01-2021	
		Vidyut Gulati	Non- Executive-Non independent director	19-05-2022	

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		Ajeeta Kahale	Non- Executive-Non independent director	14-02-2022	19-05-2022
3. Risk Management Committee(if applicable)	YES	Ravindra Arora	Non- Executive independent director- Chairperson	14-01-2021	
		Vidyut Gulati	Non- Executive-Non independent director	19-05-2022	

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		Narendra Jain	Non- Executive-Non independent director	01-12-2017	
		Rajiv Kumar Chaudhri	Non- Executive-Independent Director	15-11-2019	
		Ajeeta Kahale	Non- Executive-Non Independent director	14-02-2022	19-05-2022
		Pankaj Tewari	Non- Executive-Non Independent director	27-08-2019	19-05-2022
4. Stakeholders Relationship Committee'	YES	Rajiv Kumar Chaudhri	Non- Executive-Independent Director-Chairperson	15-11-2019	
		Rahul Vatts	Non- Executive-Non independent director	19-05-2022	
		Vidyut Gulati	Non- Executive- Non Independent Director	19-05-2022	
		Ravinder Arora	Non Executive Independent Director	14-01-2021	19-05-2022*
		Pankaj Tewari	Non- Executive-Non Independent director	27-08-2019	19-05-2022

&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

- Ceased to be a member of the Committe

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*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
14-02-2022		Yes	5	1	
	11-05-2022	Yes	9	3	86
	19-05-2022	Yes	9	3	8

* to be filled in only for the current quarter meetings

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IV. Meetings of Committees

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<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee					
11-05-2022	Yes	5	3	14-02-2022	86
19-05-2022	Yes	5	3		8

* 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/NA) <i>refer note below</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

Note:

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

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1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.-(YES)
2. 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)
3. 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)
4. 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)
5. 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, however, no comments/observations/advice of the board of directors were received.

Name & Designation
Richa Gupta Rohatgi


Company Secretary / Compliance Officer / ~~Managing Director~~ / CEO / CFO

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

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