

**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 September 30, 2021)

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 September 30, 2021. This is for your information and records.

Thanking you,
Sincerely Yours

For Bharti Hexacom Limited



**Swati Batra
Company Secretary**

Date: October 21, 2021

Place: New Delhi

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 : September 30, 2021

I. Composition of Board of Directors												
Title (Mr ./ Ms)	Name of the Director	PAN& DIN	Categor y (Chairpe rson /Executi ve/ Non- Executi ve/ independ ent / Nomine e) &	Initial Date of Appoint ment	Date of Re- appoi ntme nt	Da te of Ce ss a tio n	Tenue *	Date of Birth	No. of directo rship in listed entitie s includi ng this listed entity [in refere nce to Regul ation 17A(1)]	No of Indepen dent Directors hip in listed entities including this listed entity [in reference to proviso to regul ation 17A(1)]	Number of memberships in Audit/ Stakehold er Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpersonin Audit/ Stakeholder Committee held in listedentities including this listed entity (Refer Regulation26(1) of Listing Regulations)
Mr	RAJIV KUMAR CHAUDHRI	AAGPC289 7P& 00042503	Non- Executive- independe nt Director	15-11- 2019			23	14-09- 1948	1	1	1	0
Mr	RAVINDER ARORA	AACPA7380 H& 00050336	Non- Executive- independe nt Director	14-01- 2021			09	27-08- 1960	1	1	1	0

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Mr	BADAL BAGRI	ADGPB988 0J& 00367278	Non- Executive- Non- independe nt Director	08-03- 2019					1	0	0	0
Mr	DEVENDRA KHANNA	AAFPK2893 L& 01996768	Chairperson	10-08- 2013					1	0	1	1
Ms	NEHA SHARMA	AOJPS5141 K&0264744 5	Non- Executive- Non- independe nt Director	27-08- 2019					1	0	0	0
Mr	NARENDRA JAIN	AARPJ8274 A& 06942419	Non- Executive- Non- independe nt Director	01-12- 2017					1	0	0	0
Mr	SANJEEV KUMAR	AIDPK4041 L& 07566882	Non- Executive- Non- independe nt Director	01-02- 2021					1	0	0	0
Mr	PANKAJ TEWARI	ACWPT697 9P& 08006533	Non- Executive- Non- independe nt Director	27-08- 2019					1	0	0	0
		Whether Regular chairperson appointed YES										
		Whether Chairperson is related to managing director or CEO NO										

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		<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 servingon Board of directors of the listed entity in continuity without any cooling off period.</i></p>
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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	DEVENDR A KHANNA	Chairperson	30-11-2016	
		RAJIV KUMAR CHAUDHRI	Non- Executive-independent Director	15-11-2019	
		RAVINDER ARORA	Non- Executive-independent Director	14-01-2021	
2. Nomination & Remuneration Committee	YES	RAJIV KUMAR CHAUDHRI	Chairperson	15-11-2019	
		RAVINDER ARORA	Non- Executive-independent Director	14-01-2021	
		BADAL BAGRI	Non- Executive-Non independent director	08-03-2019	
3. Risk Management Committee(if applicable)	NA				
4. Stakeholders Relationship Committee'	NA				
&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*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
14-05-2021		Yes	5	2	102
	02-08-2021	Yes	5	2	79

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	13-08-2021	Yes	4	2	10
<i>* to be filled in only for the current quarter meetings</i>					
IV. Meetings of Committees					
<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					
02-08-2021	Yes	2	2	14-05-2021	102
Nomination And Remuneration Committee				14-05-2021	
<i>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</i>					
<i>**to be filled in only for the current quarter meetings</i>					
V. Related Party Transactions					
Subject				Compliance status (Yes/No/NA)	
				<i>refer note below</i>	
Whether prior approval of audit committee obtained				Yes	

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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	
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 – (NO) b. Nomination & Remuneration Committee- (YES) c. Stakeholders Relationship Committee- (NO) d. Risk management committee (as applicable) – (NO) 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. – (NA) <i>*The committee is into the process of constitution/reconstitution in terms of SEBI (LODR) Regulations in its forthcoming Board meeting.</i>	

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Name & Designation CS Swati Batra

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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ANNEX II

III Affirmations:

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.- The Company doesn't have any subsidiary.

Name & Designation



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

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Format to be submitted by listed entity at the end of 6 months from the close of financial year

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website</i>	46(2)	Yes to the extent applicable
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	No, The Chairperson could not attend the meeting.
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting</i>	19(3)	Yes
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting</i>	20(3)	NA
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	NA
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. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		

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Name & Designation

A handwritten signature in blue ink, appearing to read "Bharti", is written over a horizontal line.

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

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ANNEX II

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – September 30, 2021

I. Disclosure of Loans / guarantees / comfort letters / securities etc. ^{refer note below}			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	N.A	N.A	
Promoter Group or any other entity controlled by them	N.A	N.A	
Directors (including relatives) or any other entity controlled by them	N.A	N.A	
KMPs or any other entity controlled by them	N.A	N.A	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during sixmonths	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	N.A	N.A	N.A
Promoter Group or any other entity controlled by them	N.A	N.A	N.A

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Directors (including relatives) or any other entity controlled by them	N.A	N.A	N.A	
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KMPs or any other entity controlled by them			
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	N.A	N.A	N.A
Promoter Group or any other entity controlled by them	N.A	N.A	N.A
Directors (including relatives) or any other entity controlled by them	N.A	N.A	N.A
KMPs N.A entity controlled by them	N.A	N.A	N.A

II. Affirmations:
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.-Not Applicable

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Note

1. *These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*
 - a) *by a government company to/ for the Government or government company*
 - b) *by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
 - c) *by a banking company or an insurance company ; and*
 - d) *by the listed entity to its employees or directors as a part of the service conditions*
2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..*

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