

Corporate Governance Report - High Value Debt Listed Entities

Name of the Listed Entity	BHARTI HEXACOM LIMITED
Date of Start of Financial Year	01 April, 2023
Date of End of Financial Year	31 March, 2024
Quarter Ended	31 December, 2023
Reporting Quarter	Quarterly
Date of Submission of report on NEAPS	
Whether the Company was HVDL as on March 31, 2022.	YES
Whether HVDL provisions have become applicable during the course of the quarters 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.	ARUN GUPTA	00002157	Non- Executive-Independent Director	22/12/2023			0.09	22/11/1975	1	1	1	1
Mr.	DEVENDRA KHANNA	01996768	Non- Executive- Non-Independent Director	10/8/2013				14/07/1960	2	0	1	0
Mr.	SANJEEV KUMAR	07566882	Non- Executive- Non-Independent Director	1/2/2021				1/12/1966	1	0	0	0
Mr.	SOUMEN RAY	09484511	Non- Executive- Non-Independent Director	14/02/2022				13/07/1973	1	0	2	0
Mr.	ASHOK TYAGI	00784563	Non- Executive, Independent Director	14/02/2022			22.16	1/1/1954	1	1	0	1
Mr.	JAGDISH SAKSENA DEEPAK	02194470	Non- Executive Chairperson	20/05/2022				16/07/1958	1	0	0	0
Mr.	KAPAL KUMAR VOHRA	07384162	Non- Executive-Independent Director	22/12/2023			0.09	20/05/1958	2	2	2	2
Ms.	NALINA SURESH	10429755	Non- Executive-Independent Director	22/12/2023			0.09	7/9/1970	1	1	0	0
Mr.	ARVIND KOHLI	00001920	Non- Executive-Independent Director	22/03/2023			9.09	30/07/1961	2	2	7	3
Mr.	SURAJIT MANDOL	10098016	Non- Executive- Non-Independent Director	15/04/2023	15/06/2023			21/11/1971	1	0	1	0
Mr.	RAHUL VATTS	08877577	Non- Executive- Non-Independent Director	5/20/2022		22/12/2023		9/27/1973	0	0	0	0
Ms.	VIDYUT GULATI	08205324	Non- Executive- Non-Independent Director	5/20/2022		22/12/2023		6/3/1979	0	0	0	0
Mr.	RAVINDER ARORA	50336	Non- Executive-Independent Director	14/01/2021		22/12/2023	35.08	27/08/1960	0	0	0	0

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.

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	14/02/2022	
		Soumen Ray	Non- Executive- Non Independent Director	20/05/2022	
		Ravinder Arora	Non- Executive- Independent Director	31/03/2021	22/12/2023
		Surajit Mandol	Non- Executive- Non Independent Director	15/04/2023	
		Arvind Kohli	Non- Executive- Independent Director	22/03/2023	
		Kapal Kumar Vohra	Non- Executive- Independent Director	22/12/2023	
		Arun Gupta	Non- Executive- Independent Director	22/12/2023	
2. Nomination & Remuneration Committee	Yes	Arvind Kohli	Non- Executive- Independent Director- Chairperson	22/03/2023*	
		Ravinder Arora	Non- Executive- Independent Director- Chairperson	31/03/2021	22/12/2023
		Nalina Suresh	Non- Executive- Independent Director	22/12/2023	
		Vidyut Gulati	Non- Executive-Non independent director	20/05/2022	22/12/2023
		Ashok Tyagi	Non- Executive- Independent Director	22/12/2023	
3. Risk Management Committee(if applicable)	Yes	Arvind Kohli	Non- Executive Independent director- Chairperson	22/03/2023*	
		Ravinder Arora	Non- Executive Independent director- Chairperson	20/05/2022	22/12/2023
		Vidyut Gulati	Non- Executive-Non Independent director	20/05/2022	22/12/2023
		Surajit Mandol	Non- Executive- Non Independent Director	15/04/2023	
		Akhil Garg	Chief Financial Officer	22/12/2023	
		Ashok Tyagi	Non- Executive- Independent Director	22/12/2023	

4. Stakeholders Relationship Committee'	Yes	Arun Gupta	Non- Executive Independent Director - Chairperson	22/12/2023	
		Ravinder Arora	Non- Executive Independent Director - Chairperson	13/02/2023	22/12/2023
		Kapal Kumar Vohra	Non- Executive Independent Director	22/12/2023	
		Soumen Ray	Non- Executive- Non Independent Director	22/12/2023	
		Rahul Vatts	Non- Executive-Non Independent director	20/05/2022	22/12/2023
		Vidyut Gulati	Non- Executive-Non Independent director	20/05/2022	22/12/2023
<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>					
<p>* Appointed as a Chairperson w.e.f 22/12/2023</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)
10/8/2023					
	7/11/2023	Yes	10	3	89
	22/12/2023	Yes	10	3	45
* 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					
7/11/2023	Yes	5	3	10/8/2023	89
Risk Management Committee					
7/11/2023	Yes	3	2		160
* This information has to be mandatorily be given for audit committee and Risk Management 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. Details of Cyber Security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of Event	NA
Breif Details of Event	NA

VII.Affirmations		
Particulars	Compliance status (Yes/No)	Detailed Reason / explanation for Non-compliance
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	

For Bharti Hexacom Limited

Richa Gupta

Company Secretary and Compliance Officer