



Date: October 21, 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 September 30, 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 for the quarter ended September 30, 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.
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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	30-Sep-23
Reporting Quarter	Quarterly
Date of Submission of report on NEAPS	
Whether the Company was HVDL as on March 31, 2023.	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	00050336	Non- Executive- Independent Director	14/01/2021	14/01/2021		32.16	27/08/1960		1	1	3	1
Mr.	DEVENDRA KHANNA	01996768	Non- Executive- Non-Independent Director	10/08/2013				14/07/1960		2	0	1	0
Mr.	SANJEEV KUMAR	07566882	Non- Executive- Non-Independent Director	1/02/2021	29/09/2023			01/12/1966		1	0	0	0
Mr.	SOUMEN RAY	09484511	Non- Executive- Non-Independent Director	14/02/2022				13/7/1973		1	0	1	0
Mr.	ASHOK TYAGI	00784563	Non- Executive, Independent Director	14/02/2022	14/02/2022		19.16	01/01/1954		1	1	2	1
Mr.	JAGDISH SAKSENA DEEPAK	02194470	Non- Executive Chairperson	20/05/2022				16/7/1958		1	1	1	0
Mr.	RAHUL VATTS	08877577	Non- Executive- Non-Independent Director	20/05/2022				27/9/1973		1	0	2	0
Ms.	VIDYUT GULATI	08205324	Non- Executive- Non-Independent Director	20/05/2022				03/06/1979		1	0	2	0
Mr.	ARVIND KOHLI	00001920	Non- Executive- Independent Director	22/03/2023	22/03/2023		6.08	30/07/1961		2	2	10	1
Mr.	SURAJIT MANDOL	10098016	Non- Executive- Non-Independent Director	15/04/2023				21/11/1971		1	0	1	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	
		Surajit Mandol	Non- Executive- Non Independent Director	15/04/2023	
		Arvind Kohli	Non- Executive- Independent Director	22/03/2023	
2. Nomination & Remuneration Committee	Yes	Ravinder Arora	Non- Executive- Independent Director- Chairperson	31/03/2021	
		Vidyut Gulati	Non- Executive-Non independent director	20/05/2023	
		Arvind Kohli	Non- Executive- Independent Director	22/03/2023	
3. Risk Management Committee(if applicable)	Yes	Ravinder Arora	Non- Executive Independent director- Chairperson	20/05/2022	
		Vidyut Gulati	Non- Executive-Non independent director	20/05/2022	
		Surajit Mandol	Non- Executive- Non Independent Director	15/04/2023	
		Arvind Kohli	Non- Executive- Independent Director	22/03/2023	
4. Stakeholders Relationship Committee'	Yes	Ravinder Arora	Non- Executive Independent Director - Chairperson	13/02/2023	
		Rahul Vatts	Non- Executive-Non independent director	20/05/2022	
		Vidyut Gulati	Non- Executive-Non independent director	20/05/2022	
&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					

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)
30/05/2023	10/08/23	Yes	10	3	72
* 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					
10/8/2023	Yes	5	3	30/5/2023	72
* 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.	No	The Company is in process of aligning the constitution of the Committee as prescribed in the Regulation 17
The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:		
a. Audit Committee	No	The Company is in process of aligning the constitution of the Committee as prescribed in the Regulation 18.
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

Compliance Report on Corporate Governance to be submitted by a listed entity at the end of 6 months after close of the financial year along-with second quarter report of the next financial year

VIII.Affirmations		
Particulars	Compliance status (Yes/No)	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No*
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
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

* Mr. Ravinder Arora was duly authorized by Mr. Ashok Tyagi- Chairman of the Audit Committee to attend the meeting on his behalf;

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 LODR 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.

For Bharti Hexacom Limited

Richa Gupta
Company Secretary and Compliance Officer