



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 Telecom Limited**

**Rohit Krishan Puri**  
**Company Secretary**  
**Address: Bharti Crescent, 1, Nelson Mandela Road,**  
**Vasant Kunj, Phase – II, New Delhi – 110 070.**  
**Membership No.: A19779**

**Bharti Telecom Limited**

(a Bharti Enterprise)

Regd. Office: Plot No. 16, Phase-IV, Udyog Vihar, Gurgaon – 122 001 (Haryana)  
Corporate 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 id: compliance.officer@bharti.in, www.bhartitelecom.in  
**CIN: U32039HR1985PLC032091**

## Corporate Governance Report - High Value Debt Listed Entities

|   |                        |
|---|------------------------|
| Name of the Listed Entity   | Bharti Telecom Limited |
| Date of Start of Financial Year   | 1-Apr-23               |
| Date of End of Financial Year   | 31-Mar-24              |
| Quarter Ended   | 30-Sep-23              |
| Reporting Quarter   | Quarterly              |
| Date of Submission of report on NEAPS   |                        |
| Whether the Company was HVDL as on <b>March 31, 2023.</b>   | 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<br><br>[in reference to Regulation 17A(1)] | No of Independent directorship in listed entities including this listed entity<br><br>[with reference to proviso to regulation 17A(1)] & 17A(2)] | Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity<br><br>(Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity<br><br>(Refer Regulation 26(1) of Listing Regulations) |
| Mr.  | Sunil Bharti Mittal  | DIN:00042491  | Non-Executive -Chairperson  | 16/10/1986                  |                          |                   |         | 23/10/1957    | 2  | 0  | 0   | 0   |
| Mr.  | Devendra Khanna      | DIN: 01996768 | Executive Director  | 01/10/2014                  |                          |                   |         | 14/07/1960    | 2  | 0  | 1   | 0   |
| Mr.  | Rajan Bharti Mittal  | DIN: 00028016 | Non-Executive - Non Independent Director                                  | 16/03/1989                  |                          |                   |         | 01/01/1960    | 3  | 1  | 4   | 2   |
| Ms.  | Chua Sock Koong      | DIN: 00047851 | Non-Executive - Non Independent Director                                  | 27/02/2003                  |                          |                   |         | 14/09/1957    | 2  | 0  | 0   | 0   |
| Mr.  | Tao Yih Arthur Lang  | DIN: 07798156 | Non-Executive - Non Independent Director                                  | 10/05/2017                  |                          |                   |         | 06/01/1972    | 2  | 0  | 2   | 0   |
| Mr.  | Ravi Kumar Kaushal   | DIN:02814471  | Non-Executive -Independent Director                                       | 26/01/2021                  |                          |                   | 32.04   | 26/03/1956    | 1  | 1  | 1   | 0   |
| Mr.  | Arvind Kohli         | DIN: 00001920 | Non-Executive -Independent Director                                       | 23/03/2023                  |                          |                   | 6.07    | 30/07/1961    | 2  | 2  | 10  | 1   |
| Whether Regular chairperson appointed YES  |                      |               |   |                             |                          |                   |         |               |  |  |   |   |
| Whether Chairperson is related to managing director or CEO NO  |                      |               |   |                             |                          |                   |         |               |  |  |   |   |
| * 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. |                      |               |   |                             |                          |                   |         |               |  |  |   |   |

| <b>II. Composition of Committees</b>   |  |                                  |   |                            |                          |
|--|--|----------------------------------|---|----------------------------|--------------------------|
| <b>Name of Committee</b>   | <b>Whether Regular chairperson appointed</b> | <b>Name of Committee members</b> | <b>Category (Chairperson/Executive/Non-Executive/independent/Nominee) &amp;</b> | <b>Date of Appointment</b> | <b>Date of Cessation</b> |
| 1. Audit Committee   | YES  | Rajan Bharti Mittal              | Non-Executive -Chairperson  | 16/03/1989                 |                          |
|  |  | Tao Yih Arthur Lang              | Non-Executive - Non Independent Director  | 10/05/2017                 |                          |
|  |  | Ravi Kumar Kaushal               | Non-Executive - Independent Director  | 26/01/2021                 |                          |
|  |  | Arvind Kohli                     | Non-Executive - Independent Director  | 23/03/2023                 |                          |
| 2. Nomination & Remuneration Committee   | YES  | Rajan Bharti Mittal              | Non-Executive -Chairperson  | 16/03/1989                 |                          |
|  |  | Chua Sock Koong                  | Non-Executive - Non Independent Director  | 27/02/2003                 |                          |
|  |  | Ravi Kumar Kaushal               | Non-Executive - Independent Director  | 26/01/2021                 |                          |
|  |  | Arvind Kohli                     | Non-Executive - Independent Director  | 23/03/2023                 |                          |
| 3. Risk Management Committee(if applicable)  | YES  | Ravi Kumar Kaushal               | Non-Executive -Chairperson  | 16/03/1989                 |                          |
|  |  | Devendra Khanna                  | Executive Director  | 29/01/2008                 |                          |
|  |  | Arvind Kohli                     | Non-Executive - Independent Director  | 23/03/2023                 |                          |
|  |  | Rajan Bharti Mittal              | Non- Executive Director   | 16/03/1989                 |                          |
|  |  | Tao Yih Arthur Lang              | Non-Executive - Non Independent Director  | 10/05/2017                 |                          |
| 4. Stakeholders Relationship Committee'  | YES  | Rajan Bharti Mittal              | Non-Executive -Chairperson  | 16/03/1989                 |                          |
|  |  | Devendra Khanna                  | Executive Director  | 29/01/2008                 |                          |
|  |  | Tao Yih Arthur Lang              | Non-Executive - Non Independent Director  | 10/05/2017                 |                          |
| <p><i>&amp; 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</i></p> |  |                                  |   |                            |                          |

**III. Meeting of Board of Directors**

| <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Whether requirement of Quorum met* (Yes / No)</i> | <i>Number of Directors present*</i> | <i>Number of independent directors present*</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
|--|--|--|-------------------------------------|---|--|
| 16/05/2023   |  |  |                                     |   |  |
| 30/05/2023   | 03/08/2023   | Yes  | 7                                   | 2   | 65   |
|  |  |  |                                     |   |  |
|  |  |  |                                     |   |  |
|  |  |  |                                     |   |  |

\* to be filled in only for the current quarter meetings

| <b>IV. Meetings of Committees</b>   |  |                                     |   |  |  |
|---|--|-------------------------------------|---|--|--|
| <b>Date(s) of meeting of the committee in the relevant quarter</b>  | <b>Whether requirement of Quorum met (details)* (Yes / No)</b> | <b>Number of Directors present*</b> | <b>Number of independent directors present*</b> | <b>Date(s) of meeting of the committee in the previous quarter</b> | <b>Maximum gap between any two consecutive meetings in number of days*</b> |
| <b>Audit Committee</b>  |  |                                     |   | <b>Audit Committee</b>   |  |
|   |  |                                     |   | 16/05/2023   |  |
| 03/08/2023  | Yes  | 4                                   | 2   | 30/05/2023   | 65   |
| <b>Risk Management Committee</b>  |  |                                     |   |  |  |
| 03/08/2023  | yes  | 5                                   | 2   | 16/05/2023   | 79   |
|   |  |                                     |   |  |  |
| * 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   |  |                                     |   |  |  |

| <b>V. Related Party Transactions</b>   |  |   |
|--|--|---|
| <b>Subject</b>   | <b>Compliance status (Yes/No)<br/>refer note below</b> | <b>Detailed Reason / explanation for<br/>Non-compliance</b> |
| Whether prior approval of audit committee obtained   | Yes  |   |
| Whether shareholder approval obtained for material RPT   | N.A.   |   |
| 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.

| <b>VI. Details of Cyber Security incidence</b>   |    |
|--|----|
| 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 |



| <b>VII. Affirmations</b>   |                          |                                   |   |
|--|--------------------------|-----------------------------------|---|
| <b>Particulars</b>   | <b>Regulation Number</b> | <b>Compliance status (Yes/No)</b> | <b>Detailed Reason / explanation for Non-compliance</b> |
| 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                               |   |

\* Pursuant to the explanation (a) under Reg 16(1)(b) all Non executive Directors of the Company are considered as Independent Directors for Bharti Telecom Limited

For Bharti Telecom Limited

Rohit Krishan Puri  
Company Secretary

**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**

| <b>VIII. Affirmations</b>  |                                       |   |
|--|---------------------------------------|---|
| <b>Particulars</b>   | <b>Compliance status<br/>(Yes/No)</b> | <b>Compliance status<br/>(Yes/No/NA)<br/>refer note below</b> |
| 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)                                 | No*   |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting  | 20(3)                                 | No  |
| 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. Arvind Kohli was duly authorized by Mr. Rajan Bharti Mittal- Chairman of Audit and Nomination and Remuneration Committee to attend the meeting on his behalf

For Bharti Telecom Limited

Rohit Krishan Puri  
Company Secretary