



Date: April 19, 2024

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 March 31, 2024)

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 March 31, 2024.

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	31-Mar-24
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 [with reference to proviso to regulation 17A(1)] & 17A(2)]	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.	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	4	2	2	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	3	0
Mr.	Ravi Kumar Kaushal	DIN:02814471	Non-Executive -Independent Director	26/01/2021			38.05	26/03/1956	1	1	2	5
Mr.	Arvind Kohli	DIN: 00001920	Non-Executive -Independent Director	23/03/2023			12.08	30/07/1961	2	2	7	3
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.												

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	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	23/03/2023	
		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>& 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>
31/10/2023					
27/11/2023	5/2/2024	Yes	6	2	70

* to be filled in only for the current quarter meetings

IV. Meetings of Committees					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)* (Yes / No)</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				Audit Committee	
				31/10/2023	
5/2/2024	Yes	4	2	30/11/2023	67
* 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) refer note below	Detailed Reason / explanation for Non-compliance
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.

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	Regulation Number	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	

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

For Bharti Telecom Limited

Rohit Krishan Puri
Company Secretary

VIII. Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No)	Detailed Reason / explanation for Non-compliance
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of board of directors	17(2)	Yes	
Quorum of board meeting	17(2A)	NA	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for Appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of Nomination & Remuneration Committee	19(3A)	Yes	
Role of Nomination and Remuneration Committee	19(4)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes	
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	21(3A)	Yes	
Quorum of Risk Management Committee meeting	21(3B)	Yes	
Gap between the meetings of the Risk Management Committee	21(3C)	Yes	

Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party Transactions	23(4)	Yes	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	NA	
Maximum Tenure	25(2)		
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
Directors and Officers insurance	25(10)	NA	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)	NA	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity.	26(6)	Yes	
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
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.	-	NA	

For Bharti Telecom Limited

Rohit Krishan Puri
Company Secretary