



October 21, 2022

**National Stock Exchange of India Limited**

Exchange Plaza, C-1 Block G  
Bandra Kurla Complex, Bandra (E),  
Mumbai-400051, India

**Ref: Bharti Telecom Limited (ISIN: INE403D08082, INE403D08090 and INE403D08108)**

**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, 2022)**

Dear Sir/ Madam,

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, 2022.

This is for your information and records.

Thanking you,  
Sincerely Yours

**For Bharti Telecom Limited**

**Rohit Krishan Puri**  
**Company Secretary**  
**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
Quarter Ended	30-Sep-22
Date of Submission of report on NEAPS	21-Oct-22
Whether the Company was HVDL as on <b>March 31, 2021.</b>	YES
Whether HVDL provisions have become applicable during the course of the quarters if the answer to above is NO.	NO

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I. Composition of Board of Directors												
Title (Mr./ Ms.)	Name of the Director	PANs & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)s	Initial date of Appointment	Date of Re-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 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.	Sunil Bharti Mittal	PAN: ABPMB87BJ DIN: 00042491	Chairperson	16-10-1986				10/23/1957	2	0	0	0
Mr.	Deendra Khanna	PAN: AAFPK2893L DIN: 01996798	Executive Director	29-01-2008				7/14/1960	2	0	1	0
Mr.	Rajen Bharti Mittal	PAN: ABPMB87JD DIN: 00029019	Non-Executive - Non Independent Director	16-03-1989				1/1/1960	2	0	1	2
Ms.	Chua Sock Koong	PAN: AVLPC7431R DIN: 00047851	Non-Executive - Non Independent Director	27-02-2003				14-09-1957	2	0	0	0
Mr.	Tao Yih Arthur Lang	PAN: AXOPL4588R DIN: 07798156	Non-Executive - Non Independent Director	5/10/2017				1/6/1972	2	0	2	0
Mr.	Ravinder Anoa	PAN: AAGPA7390 DIN: 00050336	Non-Executive - Independent Director	3/31/2015	8/1/2019	31/07/2022	36	8/27/1960	2	2	2	0
Mr.	Rajiv Kumar Chaudhri	PAN: AAGPC2897P DIN: 00042503	Non-Executive - Independent Director	8/1/2019			35	14-09-1948	2	2	1	2
Mr.	Ravi Kumar Koushal	PAN: AANPK1021 DIN: 02814471	Non-Executive - Independent Director	1/26/2021			17	3/28/1956	1	1	1	0
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.												

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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	Rajan Bharti Mittal	Chairperson	3/16/1989	
		Tao Yih Arthur Lang	Non-Executive - Non Independent Director	5/10/2017	
		Ravinder Arora	Non-Executive - Independent Director	3/31/2015	31/07/2022
		Rajiv Kumar Chaudhri	Non-Executive - Independent Director	8/1/2019	
2. Nomination & Remuneration Committee	YES	Rajan Bharti Mittal	Chairperson	3/16/1989	
		Chua Sock Koong	Non-Executive - Non Independent Director	2/27/2003	
		Ravinder Arora	Non-Executive - Independent Director	3/31/2015	31/07/2022
		Rajiv Kumar Chaudhri	Non-Executive - Independent Director	8/1/2019	
3. Risk Management Committee(if applicable)	YES	Rajan Bharti Mittal	Chairperson	3/16/1989	
		Devendra Khanna	Executive Director	1/29/2008	
		Tao Yih Arthur Lang	Non-Executive - Non Independent Director	5/10/2017	
4. Stakeholders Relationship Committee <sup>a</sup>	YES	Rajan Bharti Mittal	Chairperson	3/16/1989	
		Devendra Khanna	Executive Director	1/29/2008	
		Tao Yih Arthur Lang	Non-Executive - Non Independent Director	5/10/2017	

<sup>a</sup> 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

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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)
17/05/2022					
30/05/2022					
	8/8/2022	Yes	7	2	70
	23/08/2022	Yes	7	2	15
	21/09/2022	Yes	7	2	29

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

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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					
August 08, 2022	Yes	7	2	5/17/2022	70
August 23, 2022	Yes	7	2	5/30/2022	15

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

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<b>V. Related Party Transactions</b>		
<b>Subject</b>	<b>Compliance status (Yes/No) refer note below</b>	<b>Detailed Reason / explanation for 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.

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VI. 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	
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	
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	
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)	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	
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	
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.	-	NA	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
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	
Whether "Corporate Governance Report" disclosed in Annual Report	53	Yes	

For Bharti Telecom Limited

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Company Secretary

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