

O/o. CS & CGM (Legal)  
Corporate Office  
Bharat Sanchar Bhawan  
2<sup>nd</sup> Floor, Ph/Fax: 011-2335 3395,  
2335 3389



**भारत संचार निगम लिमिटेड**  
(भारत सरकार का उपक्रम)  
**BHARAT SANCHAR NIGAM LIMITED**  
(A Govt. of India Enterprise)

Dated: 21<sup>st</sup> October, 2021

The Manager,  
Corporate Relationship Department,  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai-400001

BSE Scrip Code- 960039

Sub: Submission of Corporate Governance Report for the quarter ended on 30<sup>th</sup> September 2021 – Compliance of regulation 27(2) of the SEBI (LODR) 2015.

Dear Sir,

Pursuant to the Regulation 27(2) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, we are forwarding the report on Corporate Governance for the quarter ended on 30<sup>th</sup> September 2021 for your kind information.

Kindly acknowledge the receipt of the same and take the same on record.

Thanking you  
Yours faithfully

For BHARAT SANCHAR NIGAM LIMITED

(J.P. Chowdhary)  
Company Secretary & GM (L)

Encl: As above

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**COMPLIANCE REPORT ON CORPORATE GOVERNANCE TO BE SUBMITTED BY LISTED ENTITY**

1. Name of Listed Entity: **Bharat Sanchar Nigam Limited (BSNL)**
2. Quarter ending on: **30<sup>TH</sup> SEPTEMBER, 2021**

| 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 Reappointment | Date of Cessation | Tenure* | Date of Birth | No. of Directorship in listed entities including this listed entity<br><br>(Reference to Regulation 17A(1) of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity<br><br>[in reference to proviso to regulation 17A(1)] | Number of memberships in Audit/Shareholder Committee(s) including this listed entity<br><br>(Refer Regulation 26(1) of Listing) | No. of post of Chairperson in Audit/Shareholder Committee held in listed entities including this listed entity<br><br>(Refer Regulation 26(1) of Listing) |
|                                      |                      |           |  |                             |                       |                   |         |               |  |  |   |   |

|    |                           |                                 |                       |                |  |  |  |            |   |   | Regulati<br>ons) | Listing<br>Regulat<br>ions) |
|----|---------------------------|---------------------------------|-----------------------|----------------|--|--|--|------------|---|---|------------------|-----------------------------|
| Mr | P.K.<br>PURWAR            | AIJPP2796B<br>&<br>06619060     | Executive<br>Director | 01-07-<br>2019 |  |  |  | 27-06-1965 | 2 | 0 | 0                | 0                           |
| Mr | VIVEK<br>BANZAL           | AAAPB1534<br>G<br>&<br>08267362 | Executive<br>Director | 18-10-<br>2018 |  |  |  | 20-09-1966 | 1 | 0 | 1                | 0                           |
| Mr | ARVIND<br>VADNER<br>KAR   | ABGPV1242<br>G<br>&<br>08597016 | Executive<br>Director | 14-10-<br>2019 |  |  |  | 07-09-1963 | 2 | 0 | 0                | 0                           |
| Mr | SUSHIL<br>KUMAR<br>MISHRA | ACQPM544<br>7B<br>&<br>08726827 | Executive<br>Director | 06-03-<br>2020 |  |  |  | 06-03-1962 | 2 | 0 | 0                | 0                           |
| Mr | V<br>RAMESH               | ABLPV2191<br>B<br>&<br>08771524 | Executive<br>Director | 03-06-<br>2020 |  |  |  | 01-08-1964 | 1 | 0 | 0                | 0                           |

|                                     |                         |  |  |   |  |  |   |            |                            |   |                          |   |
|-------------------------------------|-------------------------|--|--|---|--|--|---|------------|----------------------------|---|--------------------------|---|
| Ms                                  | YOJANA<br>DAS           | ACCPD1630<br>P<br>&<br>08987456              | Executive<br>Director                      | 16-11-<br>2020  |  |  |   | 12-11-1962 | 2                          | 0 | 0                        | 0 |
| Mr                                  | ABHAY<br>KUMAR<br>SINGH | ADAPS2926<br>A<br>&<br>08370234              | Non-<br>Executive<br>- Nominee<br>Director | 13-02-<br>2019  |  |  |   | 06-07-1969 | 1                          | 0 | 1                        | 0 |
| Mr                                  | NAVNEE<br>T GUPTA       | ACFPG8890<br>H<br>&<br>08478052              | Non-<br>Executive<br>- Nominee<br>Director | 27-05-<br>2019  |  |  |   | 22-12-1971 | 2                          | 0 | 1                        | 1 |
|                                     |                         |  |  | Whether Regular chairperson appointed – YES   |  |  |   |            |                            |   |                          |   |
|                                     |                         |  |  | Whether Chairperson is related to managing director or CEO – YES  |  |  |   |            |                            |   |                          |   |
|                                     |                         |  |  | <sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange.<br><sup>&amp;</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.<br><sup>*</sup> 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> |                         |  |  |   |  |  |   |            |                            |   |                          |   |
| <i>Name of Committee</i>            |                         | <i>Whether Regular chairperson appointed</i> | <i>Name of Committee members</i>           |   |  |  | <i>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</i> |            | <i>Date of Appointment</i> |   | <i>Date of Cessation</i> |   |

|  |     |                            |                                      |  |  |
|--|-----|----------------------------|--------------------------------------|--|--|
| 1. Audit Committee                           | Yes | (a) Shri Navneet Gupta     | Chairperson (Govt. Nominee Director) | 23-09-2020                               |  |
|  |     | (b) Shri Abhay Kumar Singh | Govt. Nominee Director               | 15-02-2019                               |  |
|  |     | (c) Shri Vivek Banzal      | Executive Director                   | 23-09-2020                               |  |
| 2. Nomination & Remuneration Committee       | No  | (a) Shri Navneet Gupta     | Govt. Nominee Director               | 23-09-2020                               |  |
|  |     | (b) Shri Abhay Kumar Singh | Govt. Nominee Director               | 15-02-2019                               |  |
|  |     | (c) Shri V Ramesh          | Executive Director                   | 23-09-2020                               |  |
| 3. Risk Management Committee (if applicable) | Yes | YOJANA DAS                 | Chairperson (Executive Director)     | 21-12-2020                               |  |
|  |     | VIVEK BANZAL               | Member                               | 21-08-2019                               |  |
|  |     | SUSHIL KUMAR MISHRA        | Member                               | 28-07-2020                               |  |
|  |     | V RAMESH                   | Member                               | 28-07-2020                               |  |
|  |     | ARVIND VADNERKAR           | Member                               | 13-11-2019                               |  |
|  |     | ABHAY KUMAR SINGH          | Member                               | 21-08-2019                               |  |
| 4. Stakeholders Relationship Committee<br>** |     | NAVNEET GUPTA              | Chairperson (Govt. Nominee Director) | To be Nominated in ensuing Board Meeting |  |
|  |     | VIVEK BANZAL               | Executive Director                   | To be Nominated in ensuing Board Meeting |  |

|  |  |            |                    |  |
|--|--|------------|--------------------|--|
|  |  | YOJANA DAS | Executive Director | To be Nominated<br>in ensuing Board<br>Meeting |
|--|--|------------|--------------------|--|

&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.

\*\* Formulation of Policy for Stakeholders Relationship Committee is under process.

### III. Meeting of Board of Directors

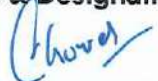
| Date(s)of Meeting (if any) in the previous quarter | Date(s)of Meeting (if any) in the relevant Quarter             | Whether requirement of Quorum met* | Number of Directors present* | Number of Independent Directors present* | Maximum gap between any two consecutive meetings (in number of days) |
|--|--|------------------------------------|------------------------------|--|--|
| MEETING NO. 206 DATED 22 <sup>ND</sup> JUNE, 2021  | MEETING NO. 207 <sup>TH</sup> DATED 23 <sup>RD</sup> JULY 2021 | NO                                 | 8/8                          | 0/0                                      | 31   |
|  | MEETING NO. 208 <sup>TH</sup> DATED 24.08.2021                 | NO                                 | 8/8                          | 0/0                                      |  |

### IV. Meeting of Committees

| Date(s) of meeting of the Audit Committee in the relevant quarter | Whether requirement of Quorum met(detail s) | 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* |
|---|---|------------------------------|--|--|---|
| Meeting No. 93 <sup>rd</sup> dtd. 24 <sup>TH</sup> AUGUST,2021    | NO  | 3/3                          | 0/0                                      | Meeting No. 92 <sup>nd</sup> dtd. 22 <sup>ND</sup> June,2021 | 63  |

\*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 current quarter meetings

| <b>V. Related Party Transactions</b>  |  |
|---|--|
| <b>Subject</b>  | <b>Compliance status(Yes/No/NA)<br/>refer note below</b> |
| Whether prior approval of audit committee obtained  | NA   |
| Whether shareholder approval obtained for material RPT  | NA   |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee  | NA   |
| <p><b>Note</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>2. If status is "No" details of non-compliance may be given here.</li> </ol>   |  |
| <b>VI. Affirmations</b>   |  |
| <ol style="list-style-type: none"> <li>1. The Composition of Board of Directors is not in the terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>2. The Composition of the following committees is not in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination and Remuneration Committee</li> <li>c. Stakeholder Relationship Committee</li> <li>d. Risk Management Committee</li> </ol> </li> <li>3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>4. 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. Quorum as per Regulation 17(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was not there as there was no Independent Directors on the Board of BSNL was present in the meeting.</li> </ol> <p>This Report and/or the Report submitted in the previous quarter has been placed before Board of Directors in its meeting : This being the First Compliance, therefore submission of last quarter report is N/A. Company being a Government of India owned enterprise, all the Director level appointments are made by the Government of India. Appointment of Independent Directors is awaited from Government of India.</p> |  |
| <p><b>Name &amp; Designation</b></p> <p><br/>(J.P. Chowdhary)<br/>Company Secretary</p>  |  |