

O/o. CS & GM (Legal)
Corporate Office
Bharat Sanchar Bhawan
2nd 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: 20th October, 2023

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

BSE Scrip Code- 960039 & 974458

Sub: Submission of Corporate Governance Report for the quarter ended on 30th September, 2023 – 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 30th September, 2023 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

Regd. & Corporate Office: Bharat Sanchar Bhavan, H. C. Mathur Lane, Janpath, New
Delhi-110001

Corporate Identity Number (CIN): U74899DL2000GOI107739
www.bsnl.co.in

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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: **30th September, 2023**

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 of director (in months)	Date of Birth	No. of Directorship in listed entities including this listed entity (Reference to Regulation 17A(1) of Listing Regulations)	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	P.K. PURWAR	AIJPP2796 B & 06619060	Executive Director	01-07-2019				27-06-1965	2	0	0	0

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Mr	VIVEK BANZAL	AAAPB15 34G & 08267362	Executive Director	18-10- 2018					20-09- 1966	1	0	1	0
Mr	ARVIND VADNER KAR	ABGPV12 42G & 08597016	Executive Director	14-10- 2019		30-09- 2023		09-09- 1963		2	0	0	0
Mr	V RAMESH	ABLPV219 1B & 08771524	Executive Director	03-06- 2020				01-08- 1964		2	0	0	0
Mr.	RAJIV KUMAR	AGHPK492 1F & 09811051	Executive Director	01-12- 2022				28-04- 1970		2	0	1	0
Mr.	SANDEEP GOVIL	ABKPG268 OH & 10040742	Executive Director	16-01- 2023				14-07- 1966		1	0	0	0



Mr.	SUNIL KUMAR VERMA	ABVPV000 1C & 09800644	Non- Executive - Nominee Director	17-11- 2022					08-06- 1972	2	0	0	0
Mr.	SHIVEND U GUPTA	ACSPG388 4E & 09850201	Non- Executive - Nominee Director	26-12- 2022					04/07/1 971	2	0	1	0
Mr	MANOJ KUMAR	BHVPK94 44D 09392279	Non- Executive - Independe nt Director	01-11- 2021			23	01-06- 1971		1	1		0
Mr.	RAVINDR A RAMDAS BORAWA KE	AIMPB388 7C 09389373	Non- Executive - Independe nt Director	01-11- 2021			23	27-01- 1956		1	1	1	1
Mr.	SEIKHOJ AM KIPGEN	BKZPK333 1E 09392274	Non- Executive - Independe nt Director	01-11- 2021			23	27-04- 1976		1	1	2	1
Ms.	TRUPTI KAMLES H PATEL	DAVPP372 0G 09392198	Non- Executive - Independe	01-11- 2021			23	10-07- 1973		1	1	0	0

			nt Director										
			Whether Regular chairperson appointed – YES										
			Whether Chairperson is related to managing director or CEO – YES										
			^s PAN number 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													
<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 RAVINDRA RAMDAS BORA WAKE			Chairperson (Independent Director)	11-02-2022							
		(b) Shri SEIKHOJAM KIPGEN			Non-Executive - Independent Director	11-02-2022							
		(c) Shri SHIVENDU GUPTA			Non-Executive - Nominee Director	29-03-2023							
2. Nomination & Remuneration Committee	Yes	Shri RAVINDRA RAMDAS BORA WAKE			Non-Executive - Independent Director	11-02-2022							
		Shri MANOJ KUMAR			Non-Executive - Independent Director	11-02-2022							
		Ms. TRUPTI KAMLESH PATEL			Non-Executive - Independent Director	11-02-2022							
3. Risk Management Committee (if applicable)	Yes	Mr. RAJIV KUMAR			Executive Director	29-12-2022							
		SHRI ARVIND VADNERKAR			Executive Director	11-02-2022	30-09-2023						
		SHRI VIVEK BANZAL			Executive Director	11-02-2022							

		SHRI V. RAMESH	Executive Director	11-02-2022	
		Ms. TRUPTI KAMLESH PATEL	Non-Executive - Independent Director	11-02-2022	
		SHRI SANDEEP GOVIL	Executive Director	13-02-2023	
4.Stakeholders Relationship Committee	Yes	SHRI SEIKHOJAM KIPGEN	Non-Executive - Independent Director	11-02-2022	
		SHRI VIVEK BANZAL	Executive Director	11-02-2022	
		Mr. RAJIV KUMAR	Executive Director	29-12-2022	
5. Corporate Social Responsibility Committee	No	SHRI MANOJ KUMAR	Non-Executive - Independent Director	11-02-2022	
		SHRI ARVIND VADNERKAR	Executive Director	11-02-2022	30-09-2023
		SHRI SANDEEP GOVIL	Executive Director	13-02-2023	

*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*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive meetings (in number of days)
MEETING NO. 222 nd DATED 02 nd May, 2023	MEETING NO. 224 th DATED 10 th August, 2023	Yes	11/12	3/4	75
MEETING NO. 223 rd DATED 26 th May, 2023	MEETING NO. 225 th DATED 27 th September, 2023	Yes	11/12	4/4	47

IV. Meeting of Committees

Date(s) of meeting of the Audit Committee/ other committee in the relevant quarter		Whether requirement of Quorum met(details)	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	Meeting No. 106 th dtd. 10 th August, 2023	Yes	2/3	1/2	Meeting No. 105 th dtd. 26 th May, 2023	75
	Meeting No. 107 th dtd. 27 th September, 2023		2/3	2/2		47

* 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

V. Related Party Transactions

Subject	Compliance status(Yes/No/NA)
Whether prior approval of audit committee obtained	refer note below 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

Note

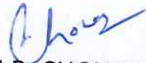
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the 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		NIL
Date of the event	NA	Brief details of the event
		NA

VII. Affirmations		
S.NO.	Subjects	Compliance Status
1.	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES
2.	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	YES
3.	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	YES
4.	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	YES
5.	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	YES
6.	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
7.	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
8.	This report submitted in the previous quarter ended 30.06.2023 has been placed before Board of Directors in its 224 th meeting held on 10.08.2023.	YES

VIII. Affirmations				
S.No.	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1.	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)	NA	
2.	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3.	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4.	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5.	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6.	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7.	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Name of signatory		
1		
2	Designation	J.P. CHOWDHARY Company Secretary and Compliance Officer

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FORMAT TO BE SUBMITTED TWICE A YEAR, ON A HALF YEARLY BASIS BY THE LISTED ENTITY AT THE END OF EVERY 6 MONTHS OF THE FINANCIAL YEAR

HALF YEAR ENDING – 30th September, 2023

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months i.e. 30.09.2022
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months i.e. 30.09.2023 (taking into account any invocation)
Promoter or any other entity controlled by them	NA	NIL	NIL
Promoter Group or any other entity controlled by them	NA	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NA	NIL	NIL
KMPs or any other entity controlled by them	NA	NIL	NIL

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months i.e. 30.09.2023
Promoter or any other entity controlled by them	NA	NIL	NIL
Promoter Group or any other entity controlled by them	NA	NIL	NIL

Directors (including relatives) or any other entity controlled by them	NA	NIL	NIL
KMPs or any other entity controlled by them	NA	NIL	NIL

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Name & Designation



(P.K.PURWAR)
CHAIRMAN & MANAGING DIRECTOR

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to/ for the Government or government company
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity
 - c) by a banking company or an insurance company ; and
 - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.

