

BHARTI AIRTEL LIMITED

Charter Document of Committee of Directors

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1. Purpose and Objective

In terms of the provisions of Section 179 of the Companies Act, 2013 ('Act'), the Board may delegate its certain specified powers to any committee constituted by the Board of Directors. In view of the same, the Board of Directors has constituted a Committee of Directors to carry out functions relating to various day-to-day matters with a view to facilitate seamless operations the Company.

The objective of this Charter is to clearly document the composition, quorum, powers and roles & responsibilities of the Committee of Directors ('Committee') of the Company by adhering to the highest corporate governance standards.

2. Composition

- 2.1. The Committee shall have such members as may be decided by the Board, from time to time.
- 2.2. The Board shall designate one of the members as Chairperson of the Committee.
- 2.3. Company Secretary/ Joint Company Secretary of the Company shall act as secretary to the Committee.

3. Meetings and Quorum

- 3.1. The Committee of Directors shall meet at such frequency as it may deem necessary, from time to time.
- 3.2. The quorum for the meeting of Committee of Directors shall be two members.
- 3.3. The minutes of meeting of Committee of Directors shall be placed before the Board for its noting at the subsequent Board meeting.

4. Roles and Responsibilities

The key roles & responsibilities of the Committee of Directors shall, *inter-alia*, include the following:

4.1. Investments related

- 4.1.1. To grant loans to any body corporate/ entity.
- 4.1.2. To give guarantee(s) in connection with loan made to any body corporate/ entity.
- 4.1.3. To negotiate, finalise, amend, modify, approve and accept the terms & conditions with respect to aforesaid loans and/ or guarantee(s) from time to time.
- 4.1.4. To purchase, sell, acquire, subscribe, transfer or otherwise deal in the shares/ securities of any Company, body corporate or other entities.
- 4.1.5. To do all such acts, deeds and things, as may be necessary and incidental to any activity specified in Clause 4.1 above.

4.2. Treasury related

- 4.2.1. To borrow such sum of money, as may be required by the Company from time to time provided that the money already borrowed, together with the money to be borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) by the Company does not exceed the limits specified under Section 180 of the Act.
- 4.2.2. To create security/ charge on all or any of the assets of the Company for the purpose of securing credit facility(ies) of the Company.
- 4.2.3. To deal in government securities, units of mutual funds, fixed income, money market instruments, fixed deposits, certificate of deposit programme of banks and other instruments/ securities/ treasury products of banks & financial institutions as per Treasury Policy of the Company.
- 4.2.4. To deal in foreign exchange and financial derivatives linked to foreign exchange and interest rates including, but not limited to foreign exchange spot, forwards, options, currency swaps and interest rate swaps.
- 4.2.5. To open, operate, close, change in authorisation for any Bank Account, Subsidiary General Ledger (SGL) Account, Dematerialisation/ Depository Account.
- 4.2.6. To do all such acts, deeds and things, as may be necessary and incidental to any activity specified in Clause 4.2 above including but not limited to approve, finalise and authorise the execution of any deed, document, letter or writing in connection with the above, including borrowing/ credit facilities and creation of charge.

4.3. Allotment of Shares

- 4.3.1. Issue and allot shares of the Company in one or more tranches as per the terms of the ESOP Schemes for the time being in force or upon conversion of Foreign Currency Convertible Bonds issued by the Company.
- 4.3.2. To seek listing of shares issued as above on one or more stock exchanges in India and all such shares being *pari-passu* with the existing equity shares of the Company in all respects.
- 4.3.3. To do all such acts, deeds and things, as may be necessary and incidental to activities specified in Clause 4.3 above.

4.4. Miscellaneous

- 4.4.1. To open, shift, merge, close any branch office, circle office etc.
- 4.4.2. To approve for participation into any tender, bid, auction by the Company.
- 4.4.3. To register the Company with any Central/ State Government authorities, Semi-Government authorities, local authorities, tax authorities including sales tax, service tax, value added tax authorities, labour law authorities, administrative authorities, business associations and other bodies.

- 4.4.4. To purchase, sell, take on lease/ license, transfer or otherwise deal with any property.
- 4.4.5. To apply for and surrender any electricity, power or water connection.
- 4.4.6. To appoint Merchant Banker(s), Chartered Accountant(s), Advocate(s), Company Secretary(ies), Engineer(s), Technician(s), Consultant(s) and/ or other Professional(s) for undertaking any assignment for and on behalf of the Company.
- 4.4.7. To constitute, reconstitute, modify and dissolve any trust or association with regard to the administrative matters or employee related matters and to appoint, reappoint, remove, replace the trustees or representatives.
- 4.4.8. To authorise one or more employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s) jointly or severally to:
 - (i) represent the Company before Central Government, State Governments, Judicial, Quasi-judicial and other statutory/ administrative authorities or any other entity;
 - (ii) negotiate, finalise, execute, modify, sign, accept, and withdraw all deed, agreements, undertakings, certificates, applications, confirmations, affidavits, indemnity bonds, surety bonds, and all other documents and papers;
 - (iii) affix common seal of the Company;
 - (iv) enter into, sign, execute and deliver all contracts for and on behalf of the Company.
- 4.4.9. To do all such acts, deeds & things as may be required for smooth conduct of the operations of the Company and which does not require the specific approval of the Board of the Company or which has specifically been delegated by the Board to any other Committee of the Board or any officer, employee or agent of the Company.

The Committee of Directors shall carry out such other functions as may be delegated by the Board of Directors from time to time or as might have been delegated to the erstwhile Borrowing Committee, Investment Committee, Committee of Director or Allotment Committee.

5. Authority & Powers

- 5.1. Investigate any activity in the Company within its terms of reference.
- 5.2. Seek any information that is required from any employee of the Company, and all employees have been directed to cooperate with any request made by the Committee.
- 5.3. Use the services of external agencies and obtain outside legal or independent professional advice, if required.
- 5.4. Access sufficient resources to carry out its duties.
- 5.5. Invite other Directors/ Officers of the Company & subsidiary company(ies) or any other person to attend the meetings of Committee as 'Invitees' from time to time as and when required.
- 5.6. Delegate any function as mentioned in Clause 4 above to one or more sub-Committee(s), employee(s), officer(s), representative(s), consultant(s), professional(s), agent(s) etc., whenever required.

6. General

- 6.1. This Charter shall be reviewed by the Committee on periodic basis and appropriate changes, if any, shall be recommended to the Board of Directors for updation of this Charter.
- 6.2. The Company Secretary of the Company shall have authority to make appropriate changes in this Charter based on the regulatory amendments and present it to the Committee of Directors and Board of Directors for their review, noting and ratification at the subsequent meetings.
- 6.3. In case any provision of this Charter is contrary to or inconsistent with the provisions of the Act and/ or any other applicable law for time being in force, the latter shall prevail.
- 6.4. Words and expressions used in this Charter, shall have the same meaning as ascribed to them in Act, SEBI Listing Regulations, SEBI Act, rules & regulations made thereunder and/ or any other law applicable to the Company for time being in force.

7. Constitution

The Board of Directors of the Company had constituted the Committee of Directors on May 18, 2008 and amended/ modified the scope, constitution etc., from time to time.