

BHARTI AIRTEL LIMITED

Charter Document of Stakeholders' Relationship Committee

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1. Purpose and Objective

As per the provision of Section 178 of the Companies Act, 2013 ('Act') and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company is required to constitute a Stakeholders' Relationship Committee ('SRC') to carry out functions relating to resolving the grievances of security holders of the Company, reviewing the measures taken for effective exercise of voting rights by the shareholders amongst the others.

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

2. Composition

- 2.1. The SRC shall have atleast three Directors as members with atleast one member as Independent Director.
- 2.2. Chairperson of the SRC shall be a Non-executive Director.
- 2.3. Company Secretary/ Joint Company Secretary of the Company shall act as secretary to SRC.

3. Meetings and Quorum

- 3.1. The SRC shall meet atleast once every year.
- 3.2. The quorum for the meeting of SRC shall be two members.
- 3.3. The Chairperson of the SRC shall, after the SRC meeting, brief the Board on major discussions & decisions at such meeting, in summary form.

4. Roles and Responsibilities

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

Shares & Securities

- 4.1. Consider and approve dematerialization or re-materialisation of the share certificates.
- 4.2. Approve transmission of shares and other securities arising as a result of death of the sole/ any of joint shareholder or otherwise.

- 4.3. Approve sub-division, consolidation and/ or replacement of any share or other securities certificate(s) of the Company.
- 4.4. Issue duplicate share/ other security certificate(s) in lieu of the original share/ security certificate(s) of the Company.
- 4.5. Approve, register or refuse to register transfer/ transmission of shares & other securities of the Company.
- 4.6. Oversee & review, all matters associated with the transfer of securities of the Company.

Investors' Grievances

- 4.7. Consider and resolve the complaints/ grievances of security holders of the Company, including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend and general meetings.
- 4.8. Formulation of procedures, in line with the statutory guidelines to ensure speedy disposal of various requests received from security holders from time to time.

Miscellaneous

- 4.9. Oversee the performance of the Company's Registrar & Share Transfer Agent and review of adherence to the service standards adopted by the Company in respect of various services being rendered by its Registrar & Share Transfer Agent.
- 4.10. Recommend to Registrar & Share Transfer Agent, the method(s) to upgrade the standard of services made available to the investors, from time to time.
- 4.11. Deal with the Company's unclaimed/ undelivered shares, as prescribed in the Act and SEBI Listing Regulations and review the various measures & initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company.
- 4.12. Review of measures taken by the Company for effective exercise of voting rights by shareholders.
- 4.13. To do all such acts, deeds and things as may be necessary in this regard.

The SRC shall carry out such other functions as may be delegated by the Board of Directors from time to time, or as may be stipulated under the Act, SEBI Listing Regulations, or any other law applicable to the Company, for time being in force.

5. Authority and 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 SRC.
- 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 the 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 SRC once in every 2 years 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 SRC 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 SEBI Listing Regulations 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 SEBI Listing Regulations, SEBI Act, Companies Act, 2013, rules & regulations made thereunder and/ or any other law applicable to the Company for time being in force.

7. Constitution

- 7.1 The Board of Directors of the Company had constituted the Investors' Grievance Committee on December 18, 2001 and amended/ modified the scope, constitution etc., from time to time.
- 7.2 The nomenclature of Investors' Grievance Committee has been changed to 'Stakeholders' Relationship Committee' by the Board of Directors w.e.f. October 29, 2013.