

CODE OF CONDUCT

LETTER FROM THE CHAIRMAN

Since the Code of Conduct (Code) was first introduced in Bharti in 2005, we have made great strides. Our services now extend beyond Indian shores to Bangladesh, Sri Lanka and eighteen countries across Africa. We have earned our cherished leadership position in industry through hard work, commitment and effectively managing a complex business ethically and with integrity. We have forged close partnerships with many global companies of repute that offers products and services that make a significant difference to people's everyday lives

In this dynamic industry where technology has made giant leaps, we have been quick to adapt to change in a fiercely competitive environment but have always practiced and maintained certain core values of ethical behaviour and appropriate conduct.

We have lived by strong values of respect for customers, colleagues and business partners. Every employee plays an important role in building and maintaining the group's values and reputation by adhering to the code in letter and spirit even as we keep growing and expanding our horizons. .

We have revised the Code to be in line with changing times, norms and regulations though I must emphasise that the principles remain constant. The Bharti values represent mutual trust and respect and personal growth for all. In such a culture, there is no room for improper conduct or unethical behaviour.

The Office of the Ombudsperson continues to act as a neutral and confidential forum, where you can share concerns or obtain clarification about dilemmas that you may encounter in your workplace. I encourage you to seek their help and advice when in doubt because it is better to ask or promptly report a misdemeanour than keep silent and deal with severe consequences later.

I hope that the revised Code will be the base for a strong and unshakeable foundation for a great company that is respected and admired for its success as well as for the means by which this is accomplished.

I rely on each one of you to make a strong commitment to live by the principles of the Code in your daily lives, even beyond the work place.

SUNIL BHARTI MITTAL

CONTENTS

- Principles
- Applicability
- Policy and procedure
- Expectations
 - Employees
 - Management
- At the Work-place
 - Conduct and behaviour
 - Harassment free and congenial
 - Fair practices and avoiding conflict of interest
 - Reporting Relationships
 - Gifts and entertainment
- Dealing with third parties
 - Government agencies
 - Political and religious affiliations
 - Customers and Business Associates
 - Media and communications
- Law and regulations
 - Competition and compliance with law
 - Insider Trading
 - Improper payments
 - Finance and accounting practices
- Protecting company assets
 - Fraud
 - Intellectual Property and confidential information
- Community responsibility
 - Safety, health and environment
 - Corporate social responsibility

PRINCIPLES

- Compliance with laws and regulations
- Safe and harassment free work place for all
- Fairness and mutual respect in dealing with employees and partners
- Avoiding conflict of interest at all times
- Ethical conduct of business
- Upholding and protecting company's reputation

LAW AND RULES

Section 177 of the Companies Act 2013 read with Rule 7 of Chapter 12 as well as Clause 49 of the listing agreement envisages that every listed company as well as other specified companies should establish a vigil mechanism for directors and employees to report genuine concerns and have a redressal mechanism for investigating such matters. This mechanism will report to the audit committee of the Board and the details of such vigil mechanism should be disclosed in the Board's report to the shareholders and in the company website.

POLICY

The office of the Ombudsperson provides an independent forum and the required vigil mechanism under the law for all employees and other stakeholders of the company to raise concerns and report any breach or threatened violation of the code. As required under the listing agreement and the Companies Act 2013 and rules, it reports to the audit committee of the Board and is authorized to investigate complaints received or suo moto on the basis of information.

The process in place for addressing concerns is fair, neutral and aimed at keeping the cases as well as the identity of the persons involved confidential to the extent necessary and feasible.

Employees and Business Associates are assured that they are fully protected against reprisals, punishment, intimidation, coercive action, dismissal or victimization for reporting genuine concerns made in good faith even if not proven. Any person(s) who attempt to victimize any person who complains, co-operates or provides information/ data will be subject to appropriate penal action. On the other hand, frivolous, false and malicious complaints will be treated with the utmost severity and the consequences may even include dismissal or termination of service.

Procedure for filing a complaint or voicing a concern

Any person whether an employee or not, may raise a concern or file a complaint

- In person with the office of the Ombudsperson
- Through telephone (secure hotline)
- Through email at ombudsperson@bharti.in
- In writing (hard copy) to

*The Ombudsperson
Bharti Airtel Limited
Bharti Crescent
1, Nelson Mandela Road
New Delhi 110070*

- At the CWI portal (www.cwiportal.com)

Filing a complaint

Full details of the alleged breach including location, date and time, persons involved, any witnesses, documents if available and the identity of the complainant should be provided. Anonymous complaints may also be investigated if there is some prima

facie basis for such complaints but employees are encouraged to provide their names for follow up discussions and for verification of the veracity of the complaint.

ADMINISTRATION

The code is administered and monitored by the Office of the Ombudsperson, who will provide the necessary clarifications, guidance, and training and will monitor implementation and compliance.

Every employee must adhere to the Code and seek clarifications on any issue relating to it from the office of the Ombudsperson. An annual certification is mandatory for all employees, who will attest to having read and understood the code and affirm to comply with the same.

Investigation process

All complaints will be logged with a serial number and date and acknowledged. The office of the Ombudsperson will conduct a preliminary evaluation on the basis of information provided to determine whether it merits a detailed investigation.

This will be followed by a detailed investigation once established, which will include discussions with the relevant persons, sifting through available evidence, witnesses and others who are willing to provide data or information.

Cases involving allegations of sexual harassment will follow the process prescribed by regulation that involves an investigation by the internal complaints committee and a report with findings.

Whenever the matter involves a financial misdemeanour, loss to the company and such, the matter will be handed over to the internal audit team for further detailed investigation. At times, the two teams will work jointly on a case. An external investigative entity may also be involved in certain matters that merit such support.

The identity of the complainant will be kept confidential and only disclosed on a strict “need to know” basis to others. The individual against whom the complaint has been made will also be given an opportunity to present his/ her side of the case along with any documentary support if available. At times, others including colleagues may be called upon to substantiate or refute allegations.

While investigating a complaint, the Ombudsperson will take into account the following:

- The basis of the complaint and the seriousness of the allegations
- The reporting hierarchy and relationship of the persons involved
- Evidence available including information of witnesses or sources
- Repeat offences by the same person
- Impact on the company: monetary, reputation or legal

A report on the complaint, facts, evidence and recommendations based on the consequence management policy will be prepared and sent to the CEO with a copy to the head of the business unit within 4 weeks, who will then

- Initiate the necessary action within 15 days and inform the Ombudsperson on closure post the implementation of the recommendation if he/ she agrees.
- If the CEO does not agree with the conclusion and/ or recommendations, the matter will be discussed between the CEO and the Ombudsperson to arrive at a mutually agreed position within a further 15 days.

If there is still no agreement, the matter will be escalated to the chairman of the Board or the audit committee for resolution. The decision of the chairman is final and binding and will be implemented.

A report will be submitted to the audit committee of the Board on the cases, updates and action taken by the Ombudsperson’s office.

The Ombudsperson’s office will be responsible for the implementation of this policy and process.

A copy of this policy is available to all employees and also posted on the website of the company and on the intranet. Any person who joins the company will be provided

with a copy and there will be continuous training programs to ensure awareness and compliance with this policy for all employees in addition to the annual certification.

Only the audit committee of the Board is authorized to make changes/additions/alterations to this policy.

EXPECTATIONS

The Code defines the expectations of the company from its people and all those that they deal with in the work place. The Code outlines the expected ethical standards of conduct and behaviour and the processes that will enable this to be maintained and acts as a reference for every employee on what to do, how to do and importantly what not to do.

The Code acts as a guiding principle but cannot envisage every situation or action; neither can it cover every regulation and law that is applicable to individuals at a given time. Moreover, in the modern connected and digital world, new issues emerge and it is up to every individual to exercise their judgment before taking action on a matter. When in doubt, please seek advice to protect your individual reputation and integrity and that of the company.

FROM EMPLOYEES

- Read and understand the various elements of the Code
- Comply with the Code and related policies and guidelines at all times
- Seek clarifications and assistance when in doubt
- Participate in advocacy and training programs on the Code
- Promptly report known/ suspected violations
- Co-operate in investigations when there is an allegation of breach

FROM LEADERSHIP

- Build and foster a culture of compliance with laws, regulations and policies; explain the importance of compliance programs
- Set an example on good conduct at the work place based on mutual respect and fairness
- Encourage employees to attend training and awareness workshops
- Ensure that Business Associates are made aware of the applicability of the Code to them
- Be vigilant in pre-empting problems and detecting emerging issues of breach
- Promptly report any alleged breach or threatened breach of the Code
- Co-operate with the Ombudsperson's office when complaints are investigated
- Act expeditiously on recommendations of the Ombudsperson's office

APPLICABILITY

The Code applies to all employees, directors on the Board and business associates of the company.

Business Associates includes the following persons/entities as well as their employees:

- Suppliers and vendors of products and services
- All service providers
- Channel partners
- Consultants
- Agents
- Sales representatives
- Independent contractors

All employees who deal with Business Associates should ensure that compliance with the Code is included in the contracts or arrangements between the Company and Business Associates and that they are made aware of the importance of and need to comply with the Code. Breach of the Code by Business Associates and/ or their employees may lead to penal consequences including termination of the agreement with the Company.

In some instances, relatives and friends are also included for compliance with the Code to ensure that employees through such relationships, do not do indirectly what is not permitted to be done directly by them.

Relatives include parents, siblings, spouse and children and all those who are financially dependent on the employee. While it is not feasible to define friends for the purpose of this Code, employees are required to use their fair and honest judgment and objectivity in all their decisions where close friends are involved in dealings with the company. In such situations, the key is to ensure that any decision relating to the company is taken in the best interests of the company and is not clouded by personal relationships.

AT THE WORK PLACE

Conduct and behaviour

You must always

- Be aware of all relevant laws, regulations, policies and procedures that are applicable in the performance of your duties; ignorance of the law is never an excuse for wrong behaviour
- Notify instances of non-compliance to seniors, legal head or the Ombudsperson
- Act in a dignified and ethical manner with high integrity even under pressure
- Dress appropriately and behave politely with all persons, regardless of seniority or reporting relationship
- Work efficiently and effectively with defined targets and goals that is conducive to optimal productivity and team work
- Provide objective feedback that is direct and encouraging for improving performance and conduct

The following actions are expressly prohibited:

- Abusive behaviour, gestures or action that intimidates junior colleagues, customers, Business Associates
- Drug abuse including the possession, use and being under the influence of drugs
- Drinking or being under the influence of liquor in the office or excessive consumption of liquor whether in the office or outside on outbound programs, office travel and such
- Remaining a silent spectator when the Code is breached; it is your duty to report it
- Asking or encouraging others to breach the Code
- Punishing or revealing the identity of the complainant

Q1) *My manager is a rising star and very good at his work. He is very supportive of his juniors, rewards them and has built a very loyal following. However, he has a habit of adjusting sales numbers & revenues very innovatively such that the actual work is done by his juniors at his direction. I respect him but am uncomfortable with making adjustments in the system to show better than actual results. I am worried about complaining about him since he is very senior and well regarded by the leadership. I am also worried that if I manipulate the numbers, I may get all the blame if caught since his directions are verbal*

A1) *Adjusting sales number has financial implications for the company. Any manipulations will be a misrepresentation of facts and impact the accuracy of the numbers and is definitely not allowed. You should immediately reach out to your HR Manager or skip level Manager and explain your problem.*

Q2) *My manager uses very abusive and colloquial language to scold me in front of the entire team if something goes wrong and humiliates me all the time. I am threatened with termination due to poor performance if I protest at his behaviour and the use of harsh language to berate me.*

- A2) Your manager is engaging in an unprofessional conduct that is intimidating and offensive and a breach of the code. Please raise the matter with your HR head or skip level manager.*
- Q3) A colleague comes to work at times under the influence of alcohol. He has shared with me in confidence about his personal issues and is quite stressed. He is a good friend and I know that he needs his job and is the sole earner in his family. I have tried to counsel and help him but it does not help. What should I do?*
- A3) Being under the influence of alcohol or drugs in workplace poses a safety hazard and besides lowering the dignity of the office also causes low productivity. Your colleague may make mistakes at work that can prove costly for the company since his ught process becomes somewhat impaired if he is inebriated. You should discuss the same with your manager. Your colleague may be in need of help and support to deal with his issues.*

Harassment free and congenial workplace

Harassment means and includes

- Unwanted and unacceptable behaviour by an employee or Business Associate towards an employee or any other person connected with the work place whether such acts take place outside or in the office premises.
- Words, action or conduct that is verbal, in writing and through any means including social media and includes abuse, threat or harm
- Making inappropriate jokes, using foul language, circulating or displaying offensive materials
- Directed at an individual or across the spectrum to create a hostile environment that is intimidating, insulting or offensive and may create fear
- Related to gender, race, religion, belief or any difference
- Repeated acts or a single instance of wrongful conduct
- Sexual harassment. Sexual harassment is governed by the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“Act”) and the company’s policy. Please refer to the company policy on prevention of sexual harassment for details.

You must

- Never indulge in any form of harassment that may result in interfering with an individual’s performance or confidence
- Never exclude/ boycott a person from office related social activities or team work without just cause; this may also constitute harassment
- Be sensitive to the sentiments and cultural milieu at the work place
- Never be a silent spectator to any form of harassment even if you are not the target but report the matter to your seniors or the Ombudsperson. Your identity and complaint will be kept confidential and you will be protected from any form of harassment or abuse for reporting a complaint
- Co-operate with an investigation and tell the truth even if you are not the complainant but are aware of the matter
 - All complaints will be investigated and action taken ranging from warnings to dismissal
 - The company is committed to ensuring a safe and harassment free work place and all acts of harassment (real or threatened) with utmost seriousness
 - A harmonious atmosphere is necessary for every individual to be productive at work based on mutual respect and dignity

Consequences for harassment are severe and are likely to lead to immediate termination besides other consequences that are penal in nature.

Q1) During a team outbound program, some senior team members got drunk and made lewd gestures. Much to the embarrassment of all, some junior women colleagues were coerced to drink and dance on stage. The next morning, the group was informally told to ignore the entire incident since it was minor and no one was hurt.

A1) Drunken and unruly behaviour during outbound programs and compelling junior lady colleagues to participate is a breach of the code. It cannot be dismissed as a minor incident and such incidents in a public place have an

adverse impact on the reputation of the company. It needs to be reported to the Ombudsperson's office in confidence.

Q2) Over a year ago, I accepted my boss's request to be a friend on Face book since many of my office colleagues are in the same group and I did not wish to offend him. Of late, some of the messages from my boss on Facebook chats and Whatsapp have been very personal and intimate using explicit language and continue despite my polite requests to stop. When I shared this with some of my colleagues, they laughed and asked me not be a prude. Am I over reacting?

A2) No, you are not. If your manager's gestures and messages are unwelcome have every right to ask him to stop immediately. You can also keep your skip manager and HR in loop. In case you are not comfortable sharing this directly with your manager, reach out to the ICC (internal complaints committee) or Ombuds Office.

Q3) My colleague does not speak Hindi well and this is his first work stint in North India. His manager ridicules his accent, language, dress and makes fun of his home town and mannerisms. At times, other team members also join in the bullying though there are a few who either keep quiet or protest mildly. These incidents are not reported to anyone but discussed in the office grape vine and the news has spread to other groups and teams. Is this harmless fun and is there anything that can be done about it.

A3) This is clearly discriminatory behaviour and a COC violation. Your colleague needs all your help and support to handle this situation. You may want to talk to your skip level manager in confidence about this issue. If you so feel, you can reach out to the HR or even the Ombuds Office anonymously.

Q4) A consultant was engaged to conduct a training program for the employees of our Business Associates in a venue outside the office. A woman associate who stayed in the same gues house as the trainer has complained that the trainer that he misbehaved with her late in the night at the guest house though there was no witness present. Since both the concerned persons are not company employees and the alleged incident took place outside the office, is there any need for the company to take up the complaint and conduct an investigation?

A4) The definition of the "work place" in the new law on prevention of sexual harassment is wide and includes a guest house where any person engaged by the company stays during official visits. Further, the trainer and the complainant were engaged by the company and the alleged offence was committed in the guest house where they stayed during the work assignment. The company is responsible for investigating the complaint as per the procedure set out in the law and regulations

Fair practices and avoiding conflicts of interest

For the employer

The company aims to provide equal access to opportunity and fairness in dealings with all employees by enabling an inclusive culture that encourages diversity.

Towards this objective

- Decisions relating to recruitment, training, promotions and opportunities for career growth will be based only on merit: a person's qualifications, experience and accomplishments and no other criteria
- Remuneration and roles will be based only on experience and talent
- Performance will also be judged on objective criteria and defined goals
- There will be no discrimination on the basis of colour, caste, religion, ethnicity, marital or family status or any other characteristic that has no bearing on work.

For the employee: How to avoid conflicts of interest

The company requires an employee to be fair, honest and objective in all its actions and decisions and avoid any matter that may lead to a conflict between the interests of the company and the employee. An employee shall not misuse his/ her position in the company for personal gain.

The following conflicts of interest are prohibited for an employee of the company:

- Engaging directly or through a relative in an entity that has a business relationship with the company or offers services/ products to the company
- Having a financial or strategic interest in an entity that has business relations with the company
- Serving on the Board of a company without prior approval
- Providing services/ products to an entity that is a competitor to the company
- Misusing company's resources or name to promote an external activity even if for a charitable cause and done for free
- Influencing even if indirectly a business transaction in which a relative or a friend is involved, particularly when in a leadership position
- Obtaining favours, discounts or special privileges from an entity or person who has the potential or intent to engage in a business relationship with the company.

All potential conflicts of interest need to be reported promptly in advance and approval obtained

Q1) My spouse has just opened a nursery school, and is actively pursuing new admissions for the forthcoming academic session. I know many of my team members at work who have children in this age group who may be interested in securing admission in the school run by my spouse. I carry some brochures of the nursery school to work and talk to a few colleagues about the admission process and the facilities available in the school and even offer an inaugural discount for my colleagues. Is there anything wrong in my actions?

- A1) Yes, there is a conflict of interest in promoting your family's business in the office since you will be a direct beneficiary to this source of income. By using your designation and authority to solicit admissions, you are likely to put undue influence and colleagues may feel obliged to admit their children in your spouse's school. You are also not allowed to solicit personal business during office hours in the premises.*
- Q2) Besides my job with Bharti, I also help my mother in an insurance agency that is in her name. I do not solicit business from colleagues and only work for the insurance agency outside of office hours. Is there anything wrong with this this?*
- A2) Yes, it is a conflict of Interest. The Code of Conduct prohibits employees from engaging in any parallel occupation or employment (full time or part-time).*
- Q3) A woman candidate has been shortlisted for a role, she has the requisite experience and qualifications and is the best candidate for the position. She has a six month old baby and before offering the job to her, I am concerned as to how she will manage the extensive travel that is required for the position. . Should I ask her how she plans to manage her family with such frequent travel so as to assess her level of preparedness or should I not consider her for the position at all. I can also discourage her from accepting by pointing out the occupational hazards of such position.*
- A3) Your concern is legitimate. You may discuss the travel requirements of the profile with the candidate and if she expresses her willingness to take up the assignment, avoid any further discussion on how she will manage it. Any attempt to focus on the candidate's personal issues as possible impediment in performance is not permitted.*

Reporting Relationships

With a young workforce that spends a considerable time in the office working together, it is not uncommon for romantic relationships to develop at the work place with peers, juniors and senior colleagues as also with other persons that an employee meets while at work.

The company does not prohibit such relationships but it is important for the employee to understand that at times such liaisons have the potential to create a conflict of interest and raise possible claims of sexual harassment at a later stage.

Personal or romantic involvement with a competitor, supplier, junior employee, direct report or any other relationship that impairs a person's ability to exercise independent and objective reasoning are to be avoided. Some relationships need to be reported especially those in positions of leadership or authority or holding sensitive portfolios that may compromise the company's reputation or may conflict with the company's interest.

The company has adopted a detailed policy in this regard, please refer to it and understand the implications for yourself and the company.

Q1) Though I have been in a relationship with one of my team members for 6 months now, we have managed to keep the relationship quiet and not let it affect our work at any time, though she reports to my direct reportee. . Is there a problem with this relationship?

A1) Yes, such a relationship is in breach of the company policy on relationships at the work place since there is a possibility of conflict of interest, given the reporting relationship. Either or both of you may have to look for a new assignment within the company or outside. You should discuss this with your HR head and decide the next course of action.

Q2) I have heard through the office grapevine about a woman employee's alleged romantic relationships with some senior colleagues including her reporting manager in office. There is a lot of resentment in people about the unprofessional conduct of the woman employee. Can I take disciplinary action against the woman in my role as HR head of the function?

A2) As the HR Head, please refrain from taking any hasty action decision based on unsubstantiated gossip. A romantic relationship between direct/indirect reports is not permitted as per the Bharti policy. Certain relationships are permitted but have to be disclosed while others are not encouraged and some are prohibited. Please consult Ombuds Office to investigate the allegation and if established, action must be taken against the reporting manager for violating the company policy.

Q3) Our team has a new intern and I have just learnt that she is the daughter of a senior director. She was referred by the CFO, and hence her relationship was neither disclosed nor known. My skip manager discreetly informed me about it and told me that the trainee will be reporting to me. Is there a problem in this reference placement?

A3) *The training in itself is not prohibited but the senior leader ought to have disclosed his relationship to the trainee, and not used the indirect reference of CFO for getting her placed. Secondly, the trainee cannot be placed under in the same department as her father since this would constitute a conflict of interest.*

Q4) *There is an urgent printing job that needs to be delivered within very stiff timelines. Not having enough time to scout around for a good vendor or take any comparative quotes, I award the assignment to my sister-in-law who owns a printing agency. Is this an issue?*

A4) *You have given the assignment to your relative without disclosing the relationship, further you have not followed the process for awarding such a contract. It is a breach of the CoC and your urgency for bypassing the process is not an excuse.*

Gifts and entertainment

In general, it is not acceptable for employees to exchange gifts with business partners since this may imply influence or the potential to influence a decision in favour of the employee/company and compromise objectivity in decision making.

However, the company recognises that it is customary to receive and give nominal gifts to our business partners and colleagues on special occasions like marriages, celebrations etc as long as such gift is within the norms of the company's gift policy and is not meant to influence decision making in any manner. Likewise, entertainment incidental to normal course of business that is not excessive is also permitted. Please refer to the gift policy (attached to this Code as an appendix) for further details.

Gifts or honorariums received in recognition of a professional contribution made by an employee like a training program or workshop or a competition is allowed as are nominal gifts on cessation of employment or transfer.

It is also important to understand and comply with the gift policy of the recipient if you are giving a gift to a potential or actual business partner.

Q1) *A well-known manufacturer of mobile phones has presented me with 2 of the latest models costing INR 45000 + to use. When I hesitated to accept it, he stated that he has given the sets as part of an evaluation program from individuals and he would value my feedback and that of my spouse. I am a senior member of the marketing team and have the authority to influence any decision on entering into partnership arrangements for the phones. What should I do?*

A1) *Given your position of authority and influence, this present appears more like a favour in kind (though masked as an evaluation program) thereby expecting positive decisions from you in future. You should decline any such gift and notify your manager.*

Q2) *A vendor offered two passes for a highly acclaimed concert since he was unable to attend. The passes cost INR 7000/ each and I am very interested in music and would love to attend the concert though I would not have*

paid such sums to buy tickets. Should I accept the offer since the tickets would go waste if I did not accept.

A2) There could be many such similar sounding offers that may come your way in work life. The key point is that these passes are a gift. If they exceed the permissible monetary value defined in Gift Policy, it would be appropriate to decline the offer, more so since you have stated that you would not have paid to buy the highly priced tickets

Q3) Its Diwali and one of my suppliers has sent me a small gift box. Unsuspecting, I unwrap the gift to find an expensive silver article. I realize that this supplier is bidding for a new tender that I am looking after. What do I do?

A3) Since, it is likely that the gift is being given to influence your business decision, the gift should be returned to the supplier.

Q4) Being in a business development role, I meet a lot of industry professionals and government officials. At times I carry token gifts/ mementos for them. Is this wrong?

A4) Offering gifts is a sensitive matter. It is important to be compliant with our company gift policy as well as run a check on the recipient organization's business guidelines to prevent any concerns about improper gifts/ undue influence.

DEALING WITH OTHERS

Government agencies

The company's business is in a highly regulated sector and employees engaged in working with government agencies like regulators, taxation officials, local authorities and such are required to build relationship of trust based on transparency and fairness at all levels.

Dealing with government, you must

- Ensure that the highest standards of business conduct are followed
- Contact or engage with the relevant government agency only if authorized to do so on behalf of the company
- If in doubt, escalate the matter to your seniors, do not attempt to resolve on your own
- When seeking resolution or clarification of various legal issues, ensure all engagements must be in line with normal business conduct and based on merit
- Be careful to provide accurate and complete data when information or documents relating to the company are sought
- co-operate fully and courteously with officials who are authorized to conduct an investigation or inquiry or seek information or data
- Retain and preserve all relevant information and data for reporting, compliance or investigation

Do not

- Attempt to exert undue influence to obtain a favourable decision
- Knowingly destroy, alter, conceal any records or data in physical/ electronic form
- Obstruct directly or otherwise access to information or records that are sought
- Provide false or misleading information or create false data or records

Q1) The government regulator has sought data from our office pertaining to product pricing and other such sensitive financial matters for the past one year. As a senior leader in the company, I worry that sharing such information will expose my business model to competition and regulator alike and harm my business interests as well as brand reputation. What do I do?

A) Our Code of Conduct prohibits concealment, altering or destroying any information that may be asked by the investigating authorities. Hence, it is your responsibility to provide as much accurate data as possible. However, you should inform the regulator in writing while submitting the data that confidentiality of the data submitted should be maintained.

Political and religious affiliations

The company respects the right of every employee to have political and religious beliefs and affiliations that are legal and permitted by law. However, all political and religious issues are personal in nature and cannot be done in office time, on office premises or involve office colleagues.

You must not:

- Use company's time, money or resources to support or encourage political activities
- Solicit contributions for any religious or political activity or conduct any such activity in the office premises. However, offices may celebrate a few well known festivals like Christmas, Diwali etc or in which all employees are invited to participate.
- Contribute company funds for any political purpose
- Seek public elected office without prior permission
- Undertake or participate in any political or religious propaganda within the office premises
- Join or be a member of any banned or extremist outfit

Q1) I am actively supporting a political party, and now want to formally become a member of the same. Is it allowed as per our COC?

A) You may become a member of the political party and volunteer for the same in your spare time and need not disclose your political or religious affiliations to the company. But you should not accept any party post nor can you canvass for your party during office hours nor seek donations for the party from your office colleagues. It is also important to check whether the party is a legitimate one since volunteering or becoming a member of a banned or extremist outfit is strictly prohibited and may result in termination of your service from the company.

Customers and Business Associates

The company is committed to providing the high and consistent levels of service to its customers. It subscribes to the philosophy that the customer is the reason we exist, and treats all its customers with the utmost respect and courtesy.

When dealing with customers, you must

- Be responsive and polite in all your dealings and discussions; never raise your voice or abuse a customer even if he/ she does not have a valid complaint.
- Represent fairly and correctly the available information; do not exaggerate the quality, features and availability of a product or service
- Endeavour to understand the issue from the customer's perspective and try to provide solutions
- Never provide misleading or false assurances or information at any time
- Never share confidential and personal information of the customer with any person unless legally required

The company values its relationship with all partners and Business Associates and acknowledges their contribution to its success and growth. It aims to create an equitable and conducive atmosphere for doing business with the company.

When dealing with Business Associates, you must

- Appoint them only on merit and no other personal or unfair consideration
- Deal with them strictly on a professional basis
- Ensure that all Business Associates are made aware of the need to comply with all relevant laws and regulations and the provisions of this Code
- Disclose any personal relationship with a potential Business Associate and ensure that you are not involved in any manner in the selection process or in negotiating the terms
- Not accept any favour in cash, kind or any facility
- Always act in the interest of the company in all transactions with Business Associates
- Treat them with respect and courtesy while ensuring that the terms of the agreement are adhered to both by the company and the Business Associate

Q1) I have recently joined in a marketing role of a business division and the company is in the process of selecting an agency for handling the work for the department. I was the creative head of an agency that was a competitor to the agency that is handling our account and I am inclined to award the work to my former employer since I know that the quality of the work will be good and definitely better than the agency that is currently in charge of our account. What should I do?

A1) Since there is a possibility that your personal preferences may influence your judgment while awarding the agency contract, it would be prudent not to participate in the decision on award of contract.

Q2) *I am responsible for network roll outs in my region and a diesel supply vendor has offered his premises in a good locality on rent at below the market rates. He says that he only wants the premises to be maintained well and a good tenant, hence the offer at lower rates. I need a house for my family and this one fulfils all the requirements including my housing budget. Should I accept the offer?*

A2) *Since the house is being offered at below the market rates, there is a possibility that the same is done to obtain an undue benefit, hence you should not accept the offer, though it is promising.*

Media and communications

This section explains the company's policy regarding communication of company information to any external party including the media, stock exchanges, investors, financial community, lenders, business partners and others. Please read the [media engagement policy](#) of the company for more details.

All external communication regarding any information relating to the company may be done only by authorized spokespersons. No other person is allowed to speak with or disseminate information or provide views about the company with external parties.

All requests for information about the company or interviews in the media should be directed to the corporate communication department, which will then direct the query to the concerned person or department and co-ordinate the response after checking the accuracy and correctness. All press releases will also be issued by the communication department.

All dealings with the financial community and investors will be through the investor relations department.

Any comment, views or information regarding a business partner may be made only with the prior consent of such partner.

Do not disclose or discuss even in a casual manner any information, particularly financial or performance related information about the company with your friends or relatives or any third party.

The social media, chat rooms or blogs should not be used at any time to discuss matters relating to company matters or policy; this is strictly prohibited. Do not post on a social networking site or give to the media (whether on or off record) any casual comments that may be mistaken or imply endorsement of the same by the company. Matters that are sensitive in nature like comments about religion, caste, gender, professional community or political affiliations are to be avoided.

If you have been invited to speak at a public forum, please obtain the approval of your manager in advance. No confidential or proprietary information about the company may be used for such talks or presentations. It is also necessary to add in any presentation or on a personal blog, a disclaimer that the views expressed are personal and do not represent the company's viewpoint.

Do not make any comments or give your views to the media (whether off record or on record)

Q1) My friend works for a business daily, and has been checking with me about the company's reaction to certain newly introduced government policies. Can I comment?

A1) Only the company spokesperson is allowed to interact with the media. You should clarify that you are not the authorized spokesperson of the organization to comment on such matters in the public domain. You can however offer to introduce your friend to the Corporate Communications team for appropriate inputs.

Q2) I have been invited to participate as an expert on a well known TV program. Can I accept the same and participate in the panel discussion

A2) Since you have been invited as an expert, you may participate but after informing the corporate communications and your direct manager. During the program, take care to state that the views are personal and make no comments or views about the company or provide any confidential information about the company.

LAW AND REGULATION

Competition and compliance with law

The company subscribes to upholding the highest standards of fair and ethical business practices and market driven competition. The company acknowledges that while competing aggressively, the nature of the industry also needs collaboration but within the framework of applicable laws.

The company is a member and leader of some industry and trade associations and may represent these bodies in various platforms to promote the cause of industry in general and protect its interest, however subject to policies and procedures that are mandated by regulation to ensure fair competition in the market place.

As an employee, you must not:

- Directly deal with, contact or engage with competitors that may create a potential conflict with the provisions of competition law
- Share or part with company specific information in an industry forum or enter into agreements with competitors on any matter unless you have consulted with the legal department in advance
- Enter into agreements that may be construed as abuse of dominance or restrictive trade practices such as price fixation, exclusive tie in arrangements, limiting the supply of goods or services, collusive bid rigging or predatory pricing

Compliance with all applicable laws and regulations is an absolute must and non-negotiable. The company has a zero tolerance policy for breach of regulations and rules and expects every employee not only to be fully aware of all applicable laws but also to comply with the same in letter and spirit.

As an employee, you must:

- Ensure that you understand the implications of the laws that are applicable to your area of work
- Be compliant with the laws and applicable regulations
- Notify the legal department of any threatened or actual breach
- Inform your Business Associates of the company policy on compliance

You have a duty to report to the legal department any alleged instance or incident of breach and consult them when in doubt about a practice or arrangement being a permitted activity. Compliance with the anti-trust law is a legal requirement and any breach may have serious penal and reputational consequences for the company.

Q1) I represent the company at an industry forum and its members have agreed to share information on market share, certain matters related to pricing, infrastructure sharing and costs. Can I provide such information since all the members have agreed to share the information? Our industry is highly competitive and hence the chances of forming a cartel or indulge in anti-competitive practices is not high.

A1) Sharing information with competitors on market share, costs and pricing is tricky and is best avoided even in situations that seem innocuous at first. You should consult with the legal department before agreeing to share any information and further also ensure that you are not comprising the company's interest by sharing information that may be used against your

company. It is advisable to refrain from such sharing and collaboration with competition.

Insider Trading

Insider Trading in this context means misusing company's confidential, price sensitive information by trading in the company's listed securities directly or indirectly through friends, relatives or contacts. It undermines investor confidence in the fairness and integrity of the securities market and its detection and prosecution by the securities regulator of the concerned persons who have breached their fiduciary duty of maintaining confidentiality.

Certain employees of the company have access to and are involved in matters that are confidential and if disclosed, can impact the market price of the shares. If you are such an employee, you must

- Maintain strict confidentiality of the information and refrain from dealing in the company's securities for the entire relevant period.
- Not discuss or disclose any confidential information to any person under any circumstances since such person may misuse the information to deal in the company's shares
- Honour the "silent period" as announced by the company every quarter and at other times
- Report any breach that you are aware of promptly to the Company Secretary
- Read and strictly comply with the company's policy and the regulations on Insider Trading including obtaining prior approval for trading when required and disclosing trading forthwith to the Company Secretarial department

Insider trading is a prohibited activity and persons indulging in any such activity are liable for prosecution by the Securities Exchange Board of India and termination of services by the company. Please seek the advice of the Company Secretary if you have any doubt whether you are eligible to trade in the company's shares at a particular time.

Q1) *My brother spends a lot of time dealing with the share market and recently told me that he is planning to sell all his shareholding in the company since the shares have not moved up much in the last 6 months. I am aware that a major announcement is about to happen which will significantly raise the Bharti share price. Can I give him some gentle hints to defer his decision to sell the shares? We live in a joint family and my brother does not have a permanent job.*

A) *You cannot share any inside information which yet not available publicly. Using this confidential internal information to influence investment decisions of others is 'Insider Trading' and a grave COC violation. You are also liable for penalty that may be levied by SEBI since it also a violation of law.*

Q2) *My friend keeps chatting with me casually about my work and the business. He often asks some specific questions too about the inside news of the company. I know that he is active in the stock market, and likes to track the market pulse. How much information can I divulge?*

A2) *Please be aware that for a listed company, any information which has not been formally released in the public domain is confidential, and you may have knowledge about it only by virtue of being an employee. Such an information should not be shared with anybody including family and*

friends, since it could impact the prices of the company stocks. Doing so could compromise the guidelines of 'Insider Trading' and it can have serious consequences for the employee as well as the organization.

Improper payments: Anti-Bribery & Corruption

Improper payments or bribes are strictly prohibited

1. by law set out in the Prevention of Corruption Act and
2. Company policy

Bribe/ bribery means the giving, offering, promising, requesting, agreeing to receive or, receipt or acceptance either directly or indirectly any advantage. It may be financial and includes any payment, gift, loan, fee, or reward, to or from any person in order to illegally or improperly influence a decision in favour of the giver.

Corrupt/ corruption means the misuse or abuse of office or power for personal gain.

Examples of bribes include

- money or cash equivalent;
- unreasonable or extravagant gifts, entertainment or hospitality;
- kickbacks;
- unwarranted allowances or expenses;
- uncompensated use of company services or facilities;
- anything else of value; or
- an advantage (whether financial or not)

It means giving or accepting any undue benefit in cash, kind or any form of benefit by or to:

1. A government official at national, state or local level including government companies and public sector enterprises
2. Employees, relatives or friends to gain a benefit that may include approvals, licences, and permits.

All employees are required to read and understand the full implications of the law and policy on bribes. Employees and their relatives are not permitted under any circumstance to offer or receive bribes in the form of gifts, cash, facilities or any other manner either directly or indirectly.

When selecting firms/ entities for doing business, please exercise due care and diligence to ensure that only those with the highest reputation and integrity are selected. Payments to consultants and agents that are excessive to the service/product being received by the company or reimbursement of expenses that seem to be much higher than actual expenditure incurred are to be strictly avoided.

Q1) My Head - HR shifted to Mumbai from Chennai and availed the company guest house. Since he has no family set up here, he continued with the guest house arrangement in a personal capacity. The guest house owner recently confided in me that the HR Head has since not paid his stay and food bills. It seems the owner has kept quiet because he has been promised more business and was also concerned about losing his business with the company if he complained or even asked for payment.. Should I remain silent since I have not done anything wrong and am not sure whether the guest house owner is telling the truth.

A) Yes. The HR Head is misusing his position and authority for seeking personal benefit (free guest house stay) in lieu of favour to the vendor in future. In this case, availing services without payment would be considered as a COC violation. The vendor's action of not seeking his

pending dues from the HR Head is a way of supplicating him for future rewards.

Q2) *It is my job to obtain consents and approvals from various government agencies, all of which are essential for the business to function. Delay means expense, cost and loss to the company since some of the permits take a very long time. We have therefore engaged a consultant to get some of these approvals since he is a local person and knows the processes and authorities. The consultant's bills indicate a fee of INR 5,000 for obtaining the license and additionally service charge of INR 40,000 and miscellaneous charges of INR 100,000. While approving the bills, there is no clarity/ break up of miscellaneous expenses. Should I worry about this miscellaneous expense head?*

A) *Yes. Expenses in excess of the permit fee and beyond reasonable overheads could be implying undue facilitation payment, which is a violation of the COC. Any such act of giving or receiving undue benefit in cash or kind will be deemed as bribery or corruption for the organization even though a consultant is involved.*

Q3) *We need certain approvals from the local municipality for right of way to lay underground cables. The officer in charge of the license is willing to provide it but insists that we buy the cables and certain other related equipment from his son's company. He has also sought some air tickets for his family for a holiday within India. My team head who is responsible for obtaining the licenses knows that we can adjust the air tickets in the department's travel budget and is also considering purchasing the equipment from the official's son since these equipment's would have to be bought anyway. We are also aware that our competitors have fallen in line with the official's demand and get their approvals quickly. What should I do?*

A) *Booking air tickets and buying equipment from a relative of an officer as a quid pro quo for getting approvals from time to time amounts to an undue favour or bribe. You should first speak with your manager to explain that these practices do not benefit the company in the long run and is an offence under the law as well as a breach of the CoC. If he still persists, you must complain either to the Ombuds office or the group internal audit. As a whistle blower, you will get full protection for your assistance and support in upholding the CoC.*

Protecting company assets and property

Company Assets

Company Assets includes all company property and equipment like laptops, external storage devices, phones, facilities, equipment and materials that are physical and tangible as well as intangible assets like intellectual property, electronic communication, data as well as brand equity and reputation. They are valuable and the objective of this section is to explain the manner in which they are to be safeguarded and protected. Assets are provided to employees primarily for the business of the company.

The following rules need to be observed while dealing with company assets:

- Take proper care of all the assets that are provided for your use and protect against theft, misuse, loss or damage.
- Use company assets only for legitimate business purpose in general. Certain specified assets like laptop, data cards and phones are permitted for judicious and proper personal use. Under no circumstances can such assets be used negligently or for wrongful purposes.
- On cessation of employment for any reason, all company assets must be returned promptly and in good condition except for normal wear and tear.
- Only legally authorized/ licensed software may be loaded and used on machines. Passwords may not be shared nor confidential company data sent to any outside party without authorization.
- The company reserves the right to monitor, track and peruse all data and mails on all company assets. Please read the detailed IT policy regarding data protection, privacy and other matters.
- It is strictly prohibited to use company premises including guest houses that are owned/ managed by it for personal or wrongful purposes.
- Decorum and etiquette needs to be maintained while using company premises at all times.

Q1) *I am in urgent need of some cash to pay my credit card bills in time so that I do not incur high interest charges. The amount is around INR 50,000/ and I have an office imprest account for handling routine office expenses. I can replenish the amount as soon as I receive my salary in a few days and no one will know since it is over the week end and I will definitely make the account whole on Monday. Can I use this imprest to tie over my immediate need for cash and replenish it once the salary is credited?*

A1) *No, this practice is wrong. Company funds cannot be used for any purpose other than business. Any personal usage of such funds will be a COC violation.*

Q2) *I am on holiday and a colleague covering my role urgently requires access to certain confidential systems that I use? It is easier for me to give my log in and password and it is in any case for the company. Can I just share my password with him?*

A2) *Under no circumstances, can you share passwords and log in with colleagues. Only authorized persons can have access to confidential systems and he needs to obtain this from his supervisor to complete the task.*

Q3) I have been contacted by an investigating police officer to provide call details and personal information of a customer. What do I do?

A) It is important to cooperate with law enforcement requests but please ensure that all the internal procedures are being adhered to. We have to be equally mindful of the customer's right to privacy and the company's obligation to safeguarding customer data even as we comply by the legal obligations. Please check with your manager and your legal team before processing any such requests.

Finance and accounting practices

The company shall prepare and maintain its accounts fairly in accordance with the generally accepted accounting principles, guidelines, financial accounting standards and applicable regulations from time to time.

All business and financial transactions must be authorized and recorded in accordance with the delegation of authority of the company.

All books of account, financial records, reports and other financial documents of the company must be preserved in good order and may be disposed of by the Finance Department only after the expiry of the mandatory period for retention prescribed under law.

All employees are expected to demonstrate integrity, professionalism and due diligence in maintaining accurate records of all financial transactions.

Q1) *I have got a big order on the last day of the financial year but the paperwork remains to be done and we do not have a formal purchase order. My manager tells me to register this transaction within the current financial year even though it has not been formalised. What do I do?*

A1) *Any booking of a revenue or expense should be basis the laid down process and its date of commencement or closure be recorded in the correct time period. In case, the necessary documentation is pending, it is incorrect to show the order as received, and such a violation could be deemed as a fraud. Please seek clarity from the Financial Controller for any such instances.*

Q2) *During an audit scrutiny, the auditors have asked me for certain documents pertaining to a particular transaction. My manager has however instructed me to declare those documents to be unavailable. What do I do?*

A2) *Incorrect, misleading or withholding information is a grave COC violation with serious consequences. While insubordination to your reporting manager is incorrect, you have to stand by the company policies over individual judgement calls. If you are faced with such a situation, do reach out to the Ombuds Office in confidence.*

Q3) *I have recently joined the operations team. My immediate task is to do back dated entries in a ledger which reconciles the physical assets at various business sites month on month. Looking at the back log, it seems that this process had not been followed for many months, and is now being quickly done in view of the forthcoming audit. I am told to work discreetly on this exercise. During the audit scrutiny, an auditor walks upto my desk and asks me to handover the ledger that I am working on currently. What do I do?*

A3) *You cannot refuse to handover documents or withhold any information from the auditor. While you are expected to comply by your manager's instructions, cooperation with auditor or any investigating agency is absolutely important. Therefore, if such a conflict arises, talk to your skip manager or the Ombuds office.*

Fraud

Fraud, by act or conduct is a deliberate concealment of what should have been disclosed or misrepresentation of a fact to deceive or cheat to obtain an advantage or cause loss or damage to the company.

As an employee, you must

- Be honest in all your dealings with the company and Business Associates. You are prohibited from wilfully providing incorrect information or concealing relevant data
- Report promptly any instance of fraud or threat of fraud to your direct reporting manager or the internal audit department
- Not appropriate company property, funds or any item of value that belongs to the company nor claim reimbursements that you are not entitled
- Not alter or forge cheques, financial records or company data

Q1) *I was forced to leave my previous employment when the company was indicted for fraud by its own finance department for falsifying bank statements and records. I had spent only four months in the previous company and knew about the falsification but did not participate in it though the entire department was asked to leave when the truth was discovered. When I joined this company, I thought it prudent to keep quiet about my previous company and simply stated in my CV that I was self employed in an entrepreneurial role in a start up that closed down for want of funding. It is now 3 months since I joined this company and I enjoy my work but feel guilty all the time for hiding my past, especially after signing the code of conduct. What should I do? I want to keep my job and am fearful of being terminated if I reveal the truth now.*

A1) *It was wrong on your part to make an incorrect statement on your CV about your past experience and if found out, you are liable to be terminated. If you did not participate in the fraud perpetrated by your previous employer, it is advisable for you to approach your manager and explain the correct situation. Since you volunteered the information on your own, there is a chance that the company may not terminate your services though it would be within its rights to do so.*

Q2) *I recently found out that my spouse works for a company that may be counterfeiting our products though I am not sure. I have a double dilemma since I may be wrong and either way, my spouse will be adversely affected. What do I do?*

A2) *If you have a genuine concern about fraud/counterfeiting, you should report the same, you will not be penalised even it is established that there is no fraud. Since your spouse works for the other company, you should request that your complaint be treated in confidence and your identity not be revealed to the other company while investigations are on. Failure to report a suspected breach is a CoC violation and hence you must report your suspicion.*

Intellectual Property and confidential information

Intellectual Property includes trademarks, patents, copyrights, designs, domain names, know how, technology, brands and all confidential and sensitive information of the company including operations, budgets and business plans, major management changes, forthcoming product launches or tie ups, acquisition or divestiture plans, internal memos, financial , strategy, marketing and sales information, business plans, commercial contracts, personnel and customer information, legal opinions and advice, company manuals, technical information, email address lists, directories, agreements and such. The list is not exhaustive and includes any data or information that is not in public domain and is valuable for the company.

A company's intellectual property is valuable to it and it will take all steps to safeguard and protect it from theft and misuse. It also respects the intellectual property of third parties and Business Associates and will not knowingly infringe the same.

As an employee, you must

- Protect Intellectual Property from misuse, leakage or theft by due care and diligence
- Maintain confidentiality of all confidential and sensitive information that is not in public domain and may impact the company's reputation, share price and standing
- Take care of documents that contain such information and extend this care to information on computers by not leaving such assets in an open access area
- Never obtain confidential information of a competitor using wrong means
- Never copy/ use or distribute documents or software that are protected by copyright or license without proper authorization
- Use only authorized and legally licensed software approved by the company
- Never download freeware or any other free or paid application that may contain malware and destroy the information and technical systems of not only your computer but others as well
- Report any breach of this policy to your reporting manager promptly
- Not use any company related confidential information even after cessation of your service with the company

Q1) I am part of the Business Strategy team and have been working on the blue print of business transformation for the next 5 years. A friend of mine who works for a business magazine has asked me to write an article on similar lines. Can I use my business strategy inputs for creating this article?

A) No, using your organization's classified information for any use outside the company is wrong. Your work on the company strategy is confidential and comes under "intellectual property" of the company. Any use/ references to the same without prior management approvals will amount to a breach of the COC.

Q2) My ex-colleague called me up to request that I email her some documents regarding a company policy framework that she needs to set up in her new workplace. Can I share these details?

A2) You should not provide this information since it is the property of your organization and confidential in nature. Your ex-colleague is also violating her obligation to protect confidentiality of her former employment. You can report this matter to your manager for suitable action.

Q3) I have been called for a job interview by a rival company. The designation and compensation looks very attractive and I am keen to make this career move. However, during my functional interview, I am being continuously asked very specific details of my current profile including some very confidential information. I feel hesitant to talk and fear that my hesitation to answer will kill my job prospects. What do I do?

A3) Every person carries with himself/ herself certain skill sets and functional competencies that were developed on the job. However, the data and information he/ she worked on belongs to the organization and not the individual. Therefore, divulging any such confidential and classified company information is a breach of the company policies and the COC. It is unethical for the hiring company to prod a candidate for information in such a manner. But it is worse for you since you are a serving employee who is violating the company norms. And there is no guarantee that you will get the job even after divulging all this information.

Safety, health and environment (SHE)

The company is committed to maintaining a safe, secure and healthy work place. As a responsible corporate citizen, it promotes clean and green energy initiatives to ensure a sustainable environment and will endeavour to take steps necessary to reduce energy consumption and waste.

It is the individual responsibility of each employee to:

- Maintain a clean and organized work space with no obstacles or potential hazards to himself or others
- Switch off all lights and other appliances like printers, computers and photo copiers in the work space when leaving office
- Observe safety rules and measures while driving, at home and at all times.
- Follow company's policies and procedures for a safe and healthy work place including prohibition on carrying fire arms or dangerous weapons or smoking
- Comply with any travel restrictions that may be notified like temporary unsafe places, ladies travelling late at night and such
- Familiarize yourself with practice sessions like fire and emergency alarm drills and comply promptly with instructions when faced with an actual situation
- Not undertake any illegal activity like betting or gambling in the office premises
- Be environmentally conscious and comply with laws and regulations on environment that may apply to the specific job profile
- Report any unsafe or illegal activity that may jeopardize the safety of others at the work place.

Q1) *Due to a last minute business requirement, I am required to travel to Delhi and the travel desk gives me a flight that is scheduled to reach Chennai at 11pm in the night. Being a lady employee, I am uncomfortable and seek earlier flight options but am told by that the high cost of tickets for the earlier flights is an issue. What do I do?*

A1) *While optimizing travel costs is important, employee safety is a priority. The COC and Bharti's policies are committed to providing each person a safe and secure work environment, and it is the responsibility of each manager to ensure this, particularly for lady employees. Please raise this concern with your manager to resolve this matter.*

Q2) *I have noticed on two occasions that the cab driver who comes to pick us up for the late shift, is accompanied by an unknown person. I feel a little unsafe or am I over reacting?*

A2) *It is important to raise this observation with the Facilities team right away. Never ignore any such observations which can have a potential impact on your or anyone else's safety and well-being.*

Q3) *I often hear a new team member of mine boasting about his family collection of pistols and guns. It provides for an interesting discussion topic and I get a sense that he does this to impress his colleagues. One day, I actually notice him wearing a pistol holster underneath his jacket. When I tell him that it's wrong to carry a pistol to work, he jokes away my misgivings. What should I do?*

A3) It's no laughing matter and should not be treated as such. Bringing any sort of fire arms or ammunition into work place is a security violation. Please report this to your manager or the security Head right away.

Corporate Social Responsibility (CSR)

We have an obligation to the communities in which we operate to help in whatever way we can to improve the quality of life for all. The company is committed to voluntary and affirmative action to provide sound education to the economically weaker sections, particularly the girl child so that the young have access to quality education and become employable. The group has set up the Bharti Foundation to achieve this objective.

The Company supports participation by employees on a voluntary basis in spending time with the Bharti Foundation by allowing one day's paid leave for such work. Donations to the Foundation are also welcome and the company presently has a policy that provides a matching contribution to the Foundation and any approved voluntary organization.

Employees are not allowed to spend office time or resources nor seek donations from colleagues for such charities.

Q1) The local government programs on poverty alleviation need funding. As the Chief Executive, I am keen to contribute a significant business amount to this cause. Can I do so?

A) No, this is not allowed. Any funding for community initiatives should be in line with the Company's charter on Corporate Responsibility as approved by the Board.

Q2) My new manager is passionate about helping underprivileged children and is engaged with many local NGOs. She often takes us and other colleagues with her when she goes visiting these NGOs, and also seeks donations from us from time to time. Since these visits happen during working hours, she uses the official cab. Are such philanthropic activities allowed in COC?

A2) Any philanthropic initiatives should be in line with the company's corporate responsibility charter. Individual philanthropic activities should be done only in personal time. Using office time and resources for pursuing such personal agenda is a COC violation. Also, seeking donations from co-workers for such personal endeavours is not allowed.

Q3) Some of my family members have decided to channelize their passion for social work by starting an NGO which would work for education of slum children. Being a CA, I help them in my spare time with the financial/accounting aspects. While registering the NGO, my name was suggested for Treasurer. Is that a problem?

A3) Volunteering for any philanthropic initiative in your personal time is allowed. However, you cannot seek any office/ remuneration while doing so. Also be careful that there should be no conflict of interest arising from such an involvement. It is important to maintain a balance between your time commitment towards the NGO and the need to unwind and rest so that you feel energetic and fresh to be back at work.

Addendum to the Code of Conduct

(i) An employee who is arrested for debt or on a criminal charge or is detained in pursuance of any process of law, may, if so directed by the Competent Authority, be considered as being or having been under suspension from the date of his/her arrest, or, as the case may be, of his/her detention, up to such date or during such other period, as the Competent Authority may direct. In respect of the period in regard to which he/she is so treated, he/she shall be allowed the payment admissible to an employee under suspension.

(ii) The Complainant will also have an option to seek grievance redressal under the [RBI's protected disclosure scheme](#) which is attached as an annexure. The system evolved under the RBI protected disclosure scheme shall be in addition to the existing grievance redressal mechanism in place.

Annexure

Protected Disclosures Scheme for Private Sector and Foreign Banks

1. Introduction

1.1 Disclosure of information in the public interest by the employees of an organisation is increasingly gaining acceptance by public bodies for ensuring better governance standards and probity / transparency in the conduct of affairs of public institutions. Large scale corporate frauds had necessitated, internationally, various legislative measures for safeguarding public interest, through enactments such as Whistleblower Protection Act in USA and Public Interest Disclosure Act in UK. In the Indian context, the Government of India had passed a resolution on April 21, 2004 authorizing the Central Vigilance Commission (CVC) as the 'Designated Agency' to receive written complaints or disclosure on any allegation of corruption or of misuse of office and recommend appropriate action. The jurisdiction of the CVC in this regard is restricted to employees of the Central Government or of any corporation established by it or under any Central Act, Government companies, societies or local authorities owned or controlled by the Central Government.

1.2 As a proactive measure for strengthening financial stability and with a view to enhancing public confidence in the robustness of the financial sector, RBI has formulated a scheme called "Protected Disclosures Scheme for Private Sector and Foreign Banks". The salient features of the Scheme are as under:

2. Scope and Coverage

2.1 As Public Sector Banks and Reserve Bank of India (since it is an entity established under Central Statute) have already been brought under the purview of Government of India scheme, with a view to avoid duplication, this Scheme would cover all private sector and foreign banks operating in India.

2.2 The complaints under the Scheme would cover the areas such as corruption, misuse of office, criminal offences, suspected / actual fraud, failure to comply with existing rules and regulations such as Reserve Bank of India Act, 1934, Banking Regulation Act 1949, etc. and acts resulting in financial loss / operational risk, loss of reputation, etc. detrimental to depositors' interest / public interest.

2.3 Under the Scheme, employees of the bank concerned (private sector and foreign banks operating in India), customers, stake holders, NGOs and members of public can lodge complaints.

2.4 Anonymous / pseudonymous complaints will not be covered under the Scheme and such complaints will not be entertained.

2.5 Reserve Bank of India (RBI) will be the Nodal Agency to receive complaints under the Scheme. RBI would keep the identity of the complainant secret, except in cases where complaint turns out to be vexatious or frivolous and action has to be initiated against the complainant as mentioned at para 2.6 below.

2.6 The institution against which complaint has been made can take action against complainants in cases where motivated / vexatious complaints are made under the Scheme, after being advised by RBI. An opportunity of hearing will, however, be given by the concerned bank to the complainant before taking such action.

2.7 Final action taken by RBI on the complaint will be intimated to the complainant.

3. Procedure for lodging the complaint under the Scheme

3.1 The complaint should be sent in a closed / secured envelope.

3.2 The envelope should be addressed to The Chief General Manager, Reserve Bank of India, Department of Banking Supervision, Fraud Monitoring Cell, Third Floor, World Trade Centre, Centre 1, Cuffe Parade, Mumbai 400 005. The envelope should be superscribed "Complaint under Protected Disclosures Scheme for Banks".

3.3 The complainant should give his / her name and address in the beginning or end of the complaint or in an attached letter. In case of an employee making such complaint, details such as name, designation, department, institution and place of posting etc. should be furnished.

3.4 Complaints can be made through e-mail also giving full details as specified above. For this purpose, a specific e-mail id has been created.

3.5 The complainant should ensure that the issue raised by him involves dishonest intention/moral angle. He should study all the relevant facts and understand their significance. He should also make an effort, if possible, to resolve the issue through internal channels in order to avoid making the complaint.

3.6 The text of the complaint should be carefully drafted so as not to give any details or clue to complainant's identity. The details of the complaint should be specific and verifiable.

3.7 In order to protect the identity of the complainant, RBI will not issue any acknowledgement of receipt of the complaint and the complainants are advised not to enter into any further correspondence with the RBI in their own interest. RBI assures that, subject to the facts of the case being verifiable, it would take necessary action, as provided under the scheme. If any further clarification is required, RBI will get in touch with the complainant.

3.8 If the complaint is accompanied by particulars of the person making the complaint, the RBI shall take the following steps:

a) If necessary, it would ascertain from the complainant whether he was the person who made the complaint or not.

b) The identity of the complainant will not be revealed unless the complainant himself has made the details of the complaint either public or disclosed his identity to any other authority.

c) If the identity of the complainant is concealed, RBI shall make discreet inquiries to ascertain if there is any basis for proceeding further with the complaint.

d) Either as a result of the discreet enquiry, or on the basis of complaint itself without any inquiry, if RBI is of the opinion that the matter requires to be investigated further, RBI may consider calling for the comments / response from the Chairman / Chief Executive Officer of the concerned bank.

e) After obtaining the response of the concerned bank and / or on the basis of an independent scrutiny conducted / ordered by RBI, if RBI is of the opinion that the allegations are substantiated, the RBI shall recommend appropriate action to the concerned bank. These shall, inter alia, include the following:

- Appropriate action to be initiated against the concerned official.
- Appropriate administrative steps for recovery of the loss caused to the bank as a result of the corrupt act or mis-use of office, or any other offence covered by the Scheme.
- Recommend to the appropriate authority / agency for initiation of criminal proceedings, if warranted by the facts and circumstances of the cases.
- Recommend taking corrective measures to prevent recurrence of such events in future.
- Consider initiating any other action that it deems fit keeping in view the facts of the case.

3.9 If any person is aggrieved by any action on the ground that he is victimized due to filing of the complaint or disclosure, he may file an application before the RBI seeking redressal in the matter. RBI shall take such action, as deemed fit. In case the complainant is an employee of the bank, RBI may give suitable directions to the concerned bank, preventing initiation of any adverse personnel action against the complainant.

3.10 Either on the basis of application of the complainant or on the basis of information gathered, if the RBI is of the opinion that either the complainant or the witnesses in the case need protection, the RBI shall issue appropriate directions to the concerned bank.

3.11 The system evolved herein shall be in addition to the existing grievances redressal mechanism in place. However, secrecy of identity shall be observed, only if the complaint is received under the scheme.

3.12 In case RBI finds that the complaint is motivated or vexatious, RBI shall be at liberty to take appropriate steps.

3.13 In the event of the identity of the informant being disclosed inspite of RBI's directions to the contrary, the RBI shall be authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. RBI may also direct such person or agency to suitably compensate the complainant.

4. Framing of protected disclosure policy by banks

All private sector and foreign banks operating in India may frame a 'Protected Disclosures Scheme' duly approved by their respective Boards of Directors, keeping in view the broad framework given above. The policy should clearly lay down norms for protection of identity of employees making disclosures under the scheme and safeguarding them from any adverse personnel action. The role and responsibilities of the Board of Directors may also be well defined in dealing with the complaints received under the scheme. The Board, or a committee of Directors of the Board may be made responsible for monitoring the implementation of the scheme. Banks may factor suggestions of the unions /associations of officers / employees before framing such a policy. Suitable mechanism should be put in place to make newly recruited employees of the bank aware of the existence of such a scheme in the bank.