

# BHARTI AIRTEL LIMITED

## Charter Document of Environmental, Social and Governance Committee

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## 1. Purpose and Objective

In order to create long-term value for all stakeholders, the Company has constituted an Environmental, Social and Governance ('ESG') Committee to provide strategic guidance and oversight to the company's progress on ESG targets, initiatives & best practices and respond to challenges posed by climate change through sustainable business practices.

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

## 2. Composition

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

## 3. Meetings and Quorum

- 3.1. The ESG Committee shall meet at such intervals as it may deem necessary, from time to time.
- 3.2. The quorum for the meeting of ESG Committee shall be two members.

## 4. Roles and Responsibilities

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

- 4.1. Approve, note & ratify the ESG goals, targets and strategy and monitor performance thereof including the ESG initiatives to ensure long-term value creation for the stakeholders.
- 4.2. Overview of material ESG risks (including Climate change risk) and opportunities, approach to mitigate or adapt to the risks along with financial implications of the same.
- 4.3. Periodically review the ESG initiatives in the areas of (i) environment including energy consumption, de-carbonization plan and increased sourcing of renewable energy, water management, waste management, other climate related issues, science based targets etc., (ii) Social including Stakeholder engagement and materiality assessment, ESG risk (including human rights) mapping in supply chain etc. and (iii) Governance including business ethics, Anti-competitive practices, privacy and information security, transparency, accounting and core Corporate Governance practices.
- 4.4. Review and approve the Charter of ESG and Sustainability Council of the Company.
- 4.5. Review the working of ESG and Sustainability Council specific to ESG goals, targets & strategy as approved by ESG Committee.
- 4.6. Review of ESG reporting in line with various national and global sustainability/ ESG indices and guidelines.

- 4.7. Review and noting of the Business Responsibility and Sustainability Report or any other similar report.
- 4.8. Do all acts, deeds & things incidental and deemed necessary for achievement of ESG goals, targets and strategy of the Company.

The ESG Committee 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 or any other law applicable to the Company, for time being in force.

## 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 ESG 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 ESG Committee as 'Invitee' 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 ESG 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 ESG Committee 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 any 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

The Board of Directors of the Company had constituted the ESG Committee on November 02, 2021.