

**Internal Guidelines on Corporate Governance  
Version 1.0**

**Approved by**  
Board of Directors in their meeting held on November 3, 2025

**BHARTI TELECOM LIMITED**  
**INTERNAL GUIDELINES ON CORPORATE GOVERNANCE**

## **1. INTRODUCTION**

Bharti Telecom Limited ('BTL' or 'the Company') is an investment holding company. The Company is classified as a Core-Investment Company – Non-Deposit Taking Systemically Important (CIC-ND-SI) by RBI vide its certificate No. N-14.03465 dated January 15, 2019. It is classified as an NBFC-Middle Layer as per the Master Direction- Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions issued by Reserve Bank of India("SB Regulations")

The sole business of BTL is to hold equity investment in Airtel which is strategic and long term in nature. At present, BTL does not have any NBFC operations also does not have any intent to carry out such activities/operations in future.

## **2. BACKGROUND**

Para 100 of SB Regulations states that NBFCs shall frame their internal guidelines on corporate governance with the approval of the Board of Directors, enhancing the scope of the guidelines without sacrificing the spirit underlying the guidelines in Chapter XI of SB Regulations and it shall be published on the company's website, if any, for the information of various stakeholders

## **3. CORPORATE GOVERNANCE PHILOSOPHY**

The Company believes that Corporate Governance is a means to achieve the Company's vision and objectives, in a legally compliant, transparent and ethical manner, while ensuring the best interests of all the stakeholders. The Corporate Governance Philosophy of the Company is drawn from its objective of creating and enhancing long term stakeholder value and flows from its core values – being alive, inclusive and respectful. Corporate Governance is not confined to a set of processes and compliances at Bharti Telecom Limited. It underlines the role that we see for ourselves for today, tomorrow and beyond. Corporate Governance at Bharti Telecom is implemented through clear 'tone at the top', robust Board and Committees' governance and strong management processes through internal controls, code of conduct, effective risk management framework, policies and procedures etc.

## **4. GOVERNANCE STRUCTURE**

### **a. Board of Directors**

- (i) The Company's Board shall be well diversified with an optimum mix of Executive, Non-Executive and Independent Directors to maintain the independence of the Board in conformity with the Companies Act, 2013, SEBI Listing Regulations and RBI SB Regulations.
- (ii) The Board's strength shall be minimum 6 (six) or any other number as prescribed under any other law and not more than 15 (fifteen) However, the Company may appoint more than 15 Directors after passing a Special Resolution
- (iii) At least one of the directors shall have relevant experience of having worked in a bank/ NBFC

- (iv) Within the permissible limits in terms of Companies Act, 2013, an independent director shall not be on the Board of more than three NBFCs (NBFCs-ML or NBFCs-UL) at the same time. Further, the Board of the NBFC shall ensure that there is no conflict arising out of their independent directors being on the Board of another NBFC at the same time.
- (v) Roles and responsibilities of Board of Directors shall be as per Companies Act, 2013, SEBI Listing Regulations and RBI SB Regulations. The Board shall be responsible for exercising its business judgments to act in what it reasonably believes to be in the best interests of the Company and its shareholders. The Board of Directors along with its constituted Committees shall provide direction and guidance for the Company and shall further supervise and review the performance of the Company.
- (vi) As the Directors occupy fiduciary position, they shall attend and actively participate in Board and its Committee meetings thereof, on which they serve, and shall properly, discharge their responsibilities.

**b. Committees of the Board**

The Board shall constitute such Committees as may be specified as per the extant regulatory framework. The following committees shall be constituted to deal with specific matters and delegated powers for different functional areas in accordance with the Companies Act, 2013, SEBI Listing Regulations and RBI SB Regulations.

- (i) Audit Committee
- (ii) Nomination and Remuneration Committee
- (iii) Stakeholders Relationship Committee
- (iv) Corporate Social Responsibility
- (v) Asset-Liability Management Committee
- (vi) Group Risk Management Committee
- (vii) IT Strategy Committee

The composition, terms of reference, quorum of the above-mentioned Committees shall be determined by the Board from time to time as per provisions of the Companies Act, 2013, SEBI Listing Regulations and RBI SB Regulations.

The Board shall delineate the role of various committees and lay down a calendar of reviews. The Committees shall have oversight on the operational issues specifically assigned to them by the Board.

**c. Information to be placed before Board and its Committees**

To enable the Board members to discharge their responsibilities effectively and take informed decisions, detailed agenda papers, with explanations on each item, shall be sent to each Director well in advance of the Board and its Committee meetings as per Companies Act, 2013, SEBI Listing Regulations and RBI SB Regulations. All the items on the agenda shall be discussed in detail, during the Board and its Committee meetings. The Board/Committee members shall have complete access to any information, within the Company. At the meetings, the Board/Committee members shall be provided with all the relevant information on important matters affecting the working of the Company as well as the related details that require deliberation by the members of the Board/Committee.

**d. Fit and Proper Criteria for Directors**

The Company shall have a policy put in place for ascertaining the 'fit and proper' criteria at the time of appointment of Directors and on a continuing basis. The NRC shall review the appointment/reappointment of Directors considering their qualifications, expertise, track record, integrity and other 'fit and proper' criteria. The NRC should obtain such declarations/undertakings, deed of covenant from the Directors and ensure furnishing such statement and certificates as may be prescribed by the Policy on Fit and Proper Criteria for Directors in line with the RBI SB Regulations.

**e. Key Managerial Personnel**

The Key Managerial Personnel of the Company shall not hold any office (including directorships) in any other NBFC-ML or NBFC-UL except for directorship in a subsidiary of Company. However, they can assume directorship in NBFC-BL.

**f. Chief Compliance Officer**

The Company shall have a compliance function and a strong compliance risk management framework. The Company shall appoint a Chief Compliance Officer (CCO), who is sufficiently senior in the organization hierarchy. The Company shall put in place a Board approved Compliance policy laying down the role and responsibilities of the CCO with the objective of promoting better compliance culture in the organization in accordance with RBI SB Regulations.

**g. Chief Risk Officer**

The Company shall appoint a Chief Risk Officer (CRO) with clearly specified role and responsibilities. CRO shall be a senior official in the hierarchy and shall possess adequate professional qualification/experience in the area of risk management. The CRO shall function independently so as to ensure highest standards of risk management.

**5. CODE OF CONDUCT FOR BOARD AND SENIOR MANAGEMENT**

The Company is committed to upholding the highest standards of moral and ethical values in the conduct of its business. The company shall adopt the Code of Conduct for Board and Senior Management. Every Director and Senior Management Personnel shall conform to compliance of the Code on yearly basis.

**6. VIGIL MECHANISM**

The Company shall have vigil mechanism in place for its directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of code of conduct etc. The mechanism shall also provide for adequate safeguard against the victimisation of employees who avail the mechanism and allow direct access to the Chairperson of Audit Committee in exceptional cases. The complaints or concerns, if any, received from any person shall be promptly redressed. The vigil mechanism shall be placed on the Company's website also.

## 7. RELATED PARTY TRANSACTIONS

All related party transactions shall be entered into in accordance with the provisions of Companies Act, 2013, SEBI Listing Regulations, RBI SB Regulations and Indian Accounting standards and disclosures in respect of the same shall be made in the manner specified therein. The Company shall frame a policy on related party transactions and shall place the same on its website.

## 8. ROTATION OF STATUTORY AUDITORS/AUDIT PARTNER(S)

The Company shall appoint/re-appoint/rotate the firms/partner(s) of the Chartered Accountant firm conducting statutory audit as per the provisions of Companies Act, 2013, SEBI Listing Regulations, RBI SB Regulations read with 'Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)' dated April 27, 2021, as amended. Declaration shall be obtained every year from the Statutory Auditors affirming their eligibility for being appointed as Statutory Auditors of the Company.

## 9. DISCLOSURES

The Company shall make disclosures to its directors, shareholders and all other stakeholders and shall also place them on its website, as per provisions of the Companies Act, 2013, SEBI Listing Regulations and RBI SB Regulations and other applicable laws and regulations

## 10. REVIEW OF GUIDELINES

These guidelines shall be reviewed by the Board of Directors as and when deemed necessary or whenever there are regulatory changes. In case any provision of this Policy is contrary to or inconsistent with the provisions of the RBI SB Regulations and/ or any other applicable law for time being in force, the latter shall prevail.

## 11. VERSION HISTORY

Approved by	Board of Directors
Date of original approval	03.11.2025
Date of amendment	-
Policy owner department	Compliance
Version	Version 1.0