

BHARTI TELECOM LIMITED

Nomination and Remuneration Policy

PREAMBLE

In terms of the provisions of Section 178 of the Companies Act, 2013 ('Act') and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and upon due recommendation of the Nomination & Remuneration Committee ('Committee'), the Board of Directors ('Board') of Bharti Telecom Limited ('BTL' or 'Company') has approved and adopted this Nomination & Remuneration Policy ('Policy').

OBJECTIVES

The main objectives of this Policy are as follows:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-executive including Independent Directors), Key Managerial Personnel ('KMP') and Senior Management Personnel.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage for the Company.
- To determine remuneration of directors, KMPs and other Senior Management Personnel, keeping in view all relevant factors including industry trends and practices.
- To provide for rewards linked directly to their effort, performance, dedication and achievement of Company's targets.
- To lay down criteria for determining the Company's approach to ensure adequate diversity in its Board.

CRITERIA FOR APPOINTMENT & NOMINATION

A. Directors and Key Managerial Personnel ('KMP')

The Committee shall be responsible for identifying a suitable candidate for appointment as director or KMP of the Company.

The Board shall consist of such number of Directors as is necessary to effectively manage the Company considering its size and nature, subject to compliance with the provisions of the Act, Articles of Association of the Company and Shareholders Agreement entered from time to time. The Board of Directors shall strive to have an appropriate combination of Executive, Non-Executive, Independent and Woman Director(s).

While evaluating a person for appointment / re-appointment as Director or KMP of the Company, the Committee shall consider and evaluate various criteria including but not limited to candidate's knowledge, integrity, skills, abilities (including ability to exercise sound judgement), professional experience, time commitment, personal accomplishment, age, understanding of the telecommunication sector / industry, expertise in marketing, technology, finance and other disciplines relevant to the business etc. The Committee shall consider such other factors as may be relevant & applicable from time to time towards achieving a diverse Board.

While considering the appointment/ re-appointment of any person as Director of the Company, the Committee shall ensure that the he/ she satisfies the following additional criteria:

- He/ she is eligible for appointment/ re-appointment as Director on the Board of the Company and is not disqualified in terms of Section 164 and other applicable provisions of the Act and SEBI Listing Regulations.
- He/ she has attained the age of 25 years and is not older than 75 years.
- His/ her total number of directorship in the companies is within the limits prescribed under the Act and SEBI Listing Regulations.
- He/ she will be able to devote sufficient time and efforts toward discharging duties and responsibilities, effectively.

In case of appointment/ re-appointment of an Independent Director, the following additional criteria shall be considered by the Committee:

- He/ she meets the criteria of “independence” as set out in the relevant provisions of the Act , SEBI Listing Regulations and other laws applicable to the Company.
- He/ she does not hold any Board/ employment position with a competitor having its presence in the geographies in which Company operates. However, the Board may in special circumstances waive this requirement.

The reappointment / extension of term of any board members shall be on the basis of their performance evaluation. For the purpose of identification of suitable candidates, the Committee may use the services of external agency(ies), if required.

B. Senior Management

While evaluating a person for appointment / re-appointment as Senior Management Personnel, various factors shall be considered including but not limited to individual’s background, competency, skills, abilities (viz. leadership, ability to exercise sound judgement etc.), educational and professional background, personal accomplishment, age, relevant experience and understanding of related field viz. marketing technology, finance or such other discipline relevant to present and/ or prospective operations of the Company.

“Senior Management, for the purpose of this Policy, means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of the Management one level below the chief executive officer/managing director/whole time director/ manager and shall specifically include company secretary and chief financial officer.”

REMUNERATION POLICY

While determining the remuneration of Directors, KMP, Senior Management Personnel and other employees, the following criteria shall be considered:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors & other employees of the quality required to run the Company successfully.
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- The remuneration involves and balance between fixed & variable pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals.

The overall limit of remuneration, if any, of Directors including Executive Directors (i.e. Managing Director, Whole-Time Director etc.), is being governed by the applicable provisions of the Act & rules made thereunder and SEBI Listing Regulations.

The Board can determine different remuneration for different directors on the basis of their respective roles, responsibilities, duties, time commitment etc.

A. Non-executive Directors including Independent Directors

Annual commission - In terms of the applicable provisions of the Act and Rules made thereunder the Non-executive Chairman of the Board shall be eligible for a profit linked annual commission as may be approved by Board of Directors from time to time.

Sitting Fee – All Non-executive Independent Directors of the Company can be paid sitting fees as may be approved by Board of Directors from time to time.

B. Executive Directors (Managing Director, Whole-Time Director, Executive Directors etc.)

The remuneration (including revision in the remuneration) of Executive Director, if any, shall be approved by the Board of Directors on the basis of the recommendation of the Committee.

The remuneration payable to Executive Directors shall consist of the following:

- (a) Fixed Pay, which is payable monthly, and shall include basic pay, contributions to retirement benefits, house rent allowance or company-leased accommodation and other allowances as per the Company's policy
- (b) Variable Pay (paid at the end of financial year) directly linked to the performance of the individual employee (i.e. achievement against pre-determined KRAs), his / her respective Business Unit and the overall company's performance
- (c) Long term incentive / ESOPs as may be decided by the Committee from time to time.

C. Key Managerial Personnel (other than those covered under Clause B above) Senior Management Personnel and other employees

The remuneration of Key Managerial Personnel (other than those covered under Clause B above), shall be decided on case to case basis.

The remuneration payable to other Senior Management Personnel & other employees and any revision thereof shall be as per the HR policies of the Company.

The remuneration, if any, payable to Key Managerial Personnel, Senior Management Personnel and other employees shall consist of the following:

- (a) Fixed Pay, which is payable monthly and include basic pay, contributions to retirement benefits, house rent allowance or company-leased accommodation and other allowances as per the Company's policy
- (b) Variable Pay (paid at the end of Financial Year) directly linked to the performance of the individual employee (i.e. achievement against pre-determined KRAs), his / her respective business unit and the overall Company performance
- (c) Long term incentive / ESOPs as may be decided by the Committee from time to time.

The Committee shall recommend to the Board, all remuneration, in whatever form, payable to Senior Management.

DISCLOSURES BY THE COMPANY

This Policy shall be hosted on the Company's website viz. www.bhartitelecom.in. Further, salient features of this Policy, along with changes made therein during the year, if any, along with web address of this Policy shall be disclosed in the Annual Report.

GENERAL

Company Secretary is authorized to amend any provisions of this Policy to give effect to any change/ amendment notified by Ministry of Corporate Affairs, Securities and Exchange Board of India or any other regulatory authority, from time to time. Such change(s)/ amended policy shall be placed before the Committee and Board for noting and ratification.

In case any provision of this Policy is contrary to or inconsistent with the provisions of the Act, SEBI Listing Regulations and/ or any other applicable law for time being in force, the latter shall prevail.

Words & expressions used in this Policy, shall have the same meaning as ascribed to them in SEBI Listing Regulations, SEBI Act, Act, rules & regulations made thereunder and/ or any other law applicable to the Company for time being in force.

Any question/ clarification/ suggestion relating to this Policy may be addressed to the Company Secretary at compliance.officer@bharti.in.