

Vigil Mechanism/Ombudsperson Policy

1. Objective and Scope

The Code of Conduct ('COC') read with the Company's policies provides the framework and guidelines on expected work place conduct in line with its vision and values. The office of the Ombudsperson provides an independent forum and 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. It reports to the Audit Committee of the Board and investigates complaints suo motto on the basis of information received or on complaints that are reported to it. The COC emphasizes the Company's overall governance and philosophy of (a) ethical business practices and standards (b) trust, transparency and integrity (c) fair relationship with all stakeholders.

Reporting ethics violations isn't just an option – it is an employee's responsibility

2. Raising a concern

Any internal or external stakeholder (e.g. employees, associate, strategic Partners, vendors, suppliers, contractors but excluding customers) may report a Code of Conduct related concern to the Ombudsperson. The complainant may be a victim or even an observer who is directly or indirectly impacted by such practices. 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 the same, however complainants are encouraged to provide their identity for follow up discussions and for verification of the veracity of the complaint.

3. What to report

Any matter that is an alleged or potential breach of the Company's Code of Conduct should be reported at the earliest. However, matters such as service conditions, organizational policies, appraisals and other operational issues should be taken up through Human Resources or departmental heads or an employee's immediate superior.

4. How to Report:

1. in person with the office of the Ombudsperson
2. through telephone (dedicated secure line)
3. through email at ombudsperson@bharti.in

In writing (hard copy) to:

The Ombudsperson

Bharti Crescent, 1, Nelson Mandela Road
Vasant Kunj, Phase II
New Delhi – 110 070

5. Investigation process

- Complaints pertaining to alleged COC violations received through email other than those that are irrelevant or frivolous will be acknowledged. The Ombudsperson office will conduct a preliminary evaluation on information provided to determine whether it merits further scrutiny.
- Detailed investigation may include inspection of documents and discussions with relevant persons, witnesses and others as required for evidence or collaboration either in person or through video or audio call.
- Cases involving allegations of sexual harassment will be dealt with as prescribed under the laws applicable for prevention of sexual harassment at the workplace.

- All matters relating to financial misdemeanors/ impropriety or fraud will be forwarded to the fraud investigation team of the Corporate Audit Group for further action. At times, the two teams may 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, and others including the complainant, colleagues and witnesses may be called upon to corroborate or provide evidence/additional information.
- While investigating a complaint, the Ombudsperson will consider the following:
 - a. The basis of the complaint and the seriousness of the allegations
 - b. The reporting hierarchy and relationship of the persons involved
 - c. Evidence available including information of witnesses or sources
 - d. Repeat offences by the same person
 - e. Impact on the company: monetary, reputation or legal

Penal action will be taken against any person who attempts to influence/coerce/intimidate the complainant or witnesses or in any manner interferes with the investigation process, tampers with evidence during the investigation or afterwards.

The Ombudsperson’s office/ CAG will endeavor to complete the investigation process (except complex and large scale complaints) within 90 days.

6. Roles and Responsibilities

6.1 Whistleblower

The identity of the complainant will be kept confidential and only disclosed on a strict “need to know” basis to others. The whistleblower (including an anonymous complainant) must provide all factual – corroborative evidence, as is available / possible, to enable a scrutiny of the complaint. An investigation may not be undertaken without verifiable support. No employee shall conduct any prima facie or detailed investigation before informing the alleged violation to the Ombudsperson’s office. Neither can any person speak/discuss the matter in the office or in any informal/ social gatherings or meetings.

6.2 Investigation Participant

All witnesses and persons who are interviewed, asked to provide information, or otherwise required to participate in an investigation are expected to fully cooperate with the investigation. Participants shall refrain from discussing or disclosing the investigation or their testimony to anyone (including in particular the complainant and defendant). Requests for confidentiality or anonymity by participants will be honored to the extent possible. Participants are entitled to protection from retaliation for having participated or cooperated in an investigation.

6.3 Investigation Subject

The decision to conduct an investigation is not an accusation; it should be treated as an objective fact finding process. The outcome of the investigation may or may not support a conclusion that an unethical /illegal act was committed, and, if so, by whom.

All stakeholders will comply with applicable laws and regulations of India and in particular the regulations involving privacy and confidentiality of information/ data.

7. Disciplinary Action

Matters covered in this COC are core to the Company’s values, and non-negotiable in their adherence and enforcement. All employees are expected to comply with these rules while carrying out their duties for the Company. Any breach of the COC, Company policies and applicable laws is serious and the

Company will take prompt corrective action. Investigations will be conducted in a fair and transparent manner. Disciplinary action may include a verbal or written warning; suspension with or without pay; loss or reduction of bonus or stock options; or, for serious offenses or repeated misconduct, separation from the services of the Company or even termination of employment

Corrective action may be taken for:

1. Violating the COC, Company policies and procedures, or applicable laws.
2. Directing others to violate the COC, Company policies and procedures, or applicable laws.
3. Failing to report a breach or potential violation of the COC despite being aware of it.
4. Not co-operating with an investigation.
5. Retaliating against any person who has reported a concern in good faith or participated in an investigation of such a report.
6. Disclosing information or discussing the details of any investigation with a third party.

Refer consequence management policy for more details

8. Reporting

A detailed investigation report including recommendations for corrective actions will be sent to the CEO and the CHRO only. Reports from CAG on allegations of financial impropriety will also be sent to respective functional heads and/or AMB members. They will initiate the necessary action within 15 days and inform the Ombudsperson on closure post the implementation of the recommendation. 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 for resolution. The decision of the Chairman is final and binding and will be implemented.
