

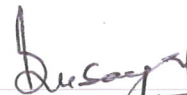
SUSTAINABLE PROCUREMENT POLICY

VERSION – 1.0/2024

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NEERAJ AGGARWAL
HEAD - SCM
DOCUMENT OWNER



S K SAYAL
MANAGING DIRECTOR & CEO
APPROVED BY

Introduction

Bharti Real Estate recognises that the social and environmental performance of our business, our Business Associates, our customers, and our suppliers, play a significant role in our long- term success. We are committed to understanding and minimising the social and environmental consequences of our business operations. This commitment extends to the procurement of products and services. In line with our commitment, we have developed a Sustainable Procurement Policy, which is an extension of our values and is applicable to all our business associates.

Applicability

This policy is applicable to all our new and existing Business Associates which includes all entities and individuals who supply products, equipment’s, material or provide services of various types to Bharti Real Estate under a contract, agreement or arrangement and also includes agents / representatives of such business associates.

Sustainability Principles

Our Sustainability principles are centred on promoting Ethical Business Conduct, Environmental consciousness, and Sustainable Social Impact.

Environmental commitment	Socially Focussed	Ethical Business Conduct
<ul style="list-style-type: none"> • Climate change, energy efficiency & emission reduction • Resource efficiency and waste management • Water efficiency 	<ul style="list-style-type: none"> • Human rights, Labour rights, Anti-modern slavery • Workplace Health & Safety • Social sustainability management 	<ul style="list-style-type: none"> • Corporate Governance & Business Ethics • Information security and customer data privacy • Customer focus

Our sustainable supply chain strategy sets the roadmap for a long-term holistic approach to manage and maintain supplier relationships through a robust set of business procedures which guide supplier screening, selection, and engagement.

Environment: Commitment to a Sustainable Procurement

In its commitment to address the challenges of climate change, Bharti Real Estate shall strive to undertake the following measures:

- 1) To reduce and minimise waste of all types; encourage and promote the recycling and re- use of materials like steel, packaging material, paper, water etc. as per applicability.
- 2) Procure goods that are locally extracted wherever feasible.
- 3) Optimize the utilization of materials with low embodied carbon content.
- 4) Building Certifications: New development projects certification by USGBC LEED/Green Building Rating Agencies.
- 5) Explore technically superior sustainable alternatives to existing goods.
- 6) Procure products that consist of low-emission VOC (volatile organic compounds)

- 7) Encourage in obtaining environmental certifications like Environmental Product Declaration (EPD) and Health Product Declaration (HPD) wherever applicable during the procurement process for finished products.

Policy Implementation

Bharti Real Estate recognizes that implementation of the Policy for the partners will accordingly be dependent on their "Criticality to business".

- Sustainability parameters covered in this policy (detailed in Annexure 1- ESG initiative) shall be considered by Bharti Real Estate for partner selection.
- In addition to new suppliers, all critical Suppliers shall undergo a Self-assessment/ evaluations for ensuring compliance to the principles outlined in this policy. Based on outcome of the assessment, Suppliers shall be encouraged to plan corrective action for identified gaps.

Monitoring & Governance

- This Policy shall be periodically reviewed and updated along with Annexures (ESG initiatives & Bharti COC for Business Associates)
- No part of this policy can be construed against Bharti Real Estate's interests with regards to terms of conditions of Contracts/POs/GBPAs to our partners
- All business associates must comply with Bharti Code of Conduct (Annexure 2 in this document) & minimum requirements set in ESG initiatives (Annexure 1 in this document)
- If Business Associates become aware of any unlawful or unethical situation involving or related to violation of this Code, they must immediately notify BHARTI, and communicate such information regarding the incident or situation. To report violations of this Code, or for any related questions or comments, Business Associate may contact the BHARTI Corporate Ombudsperson
Complaints may be sent in writing to:
The Ombudsperson Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110 070, India and in writing to secure email address: ombudsperson@bharti.in

ANNEXURE 1:

ESG Initiative(s)

1. Introduction

Bharti recognises that the social and environmental performance of our business, our Business Associates, our customers, and our suppliers, play a significant role in our long-term success. We are committed to understanding and minimising the social and environmental consequences of our business operations. This commitment extends to the procurement of products and services.

Bharti looks to collaborate with transparent, ethical, environmentally, and socially responsible Business Associates. Although we recognise our Business Associates are independent entities, their conduct has the potential to reflect on Bharti. Due to the nature of our relationship with our Business Associates, it is Bharti's expectation that our Business Associates will adhere to the minimum standards set out in this Annexure-I. The provisions of this ESG Initiative set forth the expectations of all Business Associates with whom Bharti does business. Bharti expects these principles apply to licensees, retailers, suppliers, parent entities and subsidiary or affiliate entities, as well as all others with whom they do business including employees, subcontractors, and other third-parties. Bharti expects all Business Associates to communicate this ESG Initiative to their employees, subcontractors and other relevant third parties, in the local language, and in a manner that is understood by all.

Bharti expects Business Associates will establish and maintain appropriate management systems, the scope of which are related to the content of this ESG Initiatives. Bharti also expects Business Associates to be proactive, as they review, monitor, and modify their management processes and business operations, to ensure alignment with the principles set forth in this ESG Initiatives.

Subject to the other applicable policies, while making procurement decisions, Bharti may prefer those Business Associates who have adopted these initiatives or can demonstrate they will towards achieving the minimum standards set out in this document.

The ESG Initiatives are designed to:

- improve the environmental and social performance of Bharti procurement activities.
- reduce the environmental and social risks associated with Bharti business activities.
- outline the measures Bharti is taking to prevent the occurrence of vices like modern Slavery, breach of labour laws and other human rights, in Bharti's operations and supply chain.
- ensure Bharti procurement activities are inclusive, allowing opportunity for business development with small to medium enterprises associated with regionally recognised social minority groups and
- work with our Business Associates to enhance their sustainability performance.

Bharti expects its Business Associates to encourage and work with their own suppliers and subcontractors to ensure, they also strive to meet the principles of this ESG Initiatives or equivalent set of principles.

2. Corporate Governance - critical areas

Bharti embraces the core areas outlined in the UN Global Compact of human rights, labour standards, the environment and anti-corruption. We have incorporated in the guideline critical areas of Business Associates operations that are central to our environmental and social performance.

For each of these areas we have a set of minimum requirements for our Business Associates. Compliance with these minimum standards, where these are relevant to the type of goods and/or services provided, is essential to achieve our stated objectives. The critical areas detailed in this ESG Initiatives are:

- Human Rights
- Anti-Modern Slavery
- Workplace Health and Safety
- Environmental Management
- Materiality
- Supplier Management

Bharti expects that a Business Associate's environmental and social risks and opportunities are integrated into its organisation's governance policies and risk management frameworks.

3. Human Rights and Protection of other legal rights

3.1 GENERAL

Bharti expects its Business Associates to comply with all applicable local and national laws and international standards in connection with environmental practices and labour and human rights, including Modern Slavery.

Bharti prohibits the violation of applicable labour laws in our business operations and supply chains. Bharti is committed to operating in a manner consistent with applicable national and international labour laws and good practices.

Bharti recognises that its Business Associates should uphold equal opportunities and welfare for its employees.

Where work is done internationally, Business Associates must have systems to demonstrate compliance with all applicable labour welfare and employment laws and conventions.

3.2 LABOUR RIGHTS

Bharti expects its Business Associates to prohibit any use of forced, bonded, indentured or involuntary labour, and embrace employment practices consistent with applicable labour laws, ILO conventions pertaining to forced labour and Modern Slavery laws. All work, including overtime work, must be strictly in accordance with applicable laws. As per applicable laws, Business Associates must provide their employees adequate housing or living conditions and should also not mandate that workers hand over government-issued identification, passports or work permits as a condition of employment.

3.2.1 Working hours

We expect our Business Associates to ensure that their employees work in compliance with all applicable laws and mandatory industry standards pertaining to working hours, and overtime hours, including breaks, holidays, maternity and paternity leaves and other applicable leaves.

3.2.2 Wages and Benefits

We expect our Business Associates to pay remuneration to their employees in compliance with the applicable laws and regulations which may include minimum wages, deduction from wages, overtime hours and associated applicable benefits. Wages and benefits must be in accordance with the principle of equal opportunity.

3.2.3 Freedom of Association

We expect our Business Associates to respect the legal right of all its employees to form association, participation or collective bargaining.

3.3 CHILD LABOUR

Child labour is strictly prohibited. Business Associates shall not employ children. The minimum age for employment or work shall be the minimum age for employment applicable by law in their respective country, or the age for completing compulsory education in that country, whichever is higher. Bharti expects its Business Associates not to engage in any practice inconsistent with the rights set forth in the Modern Slavery laws, other applicable laws and conventions.

3.4 ANTI-HARASSMENT & ABUSE

Bharti expects its Business Associates to support and respect the protection of internationally proclaimed human rights and to ensure that they are not complicit in human rights abuses. Bharti expects its Business Associates to create and maintain an environment that treats all employees with dignity and respect, and will not use any threats of violence, sexual exploitation or abuse, verbal or psychological harassment or abuse. No harsh or inhumane treatment, coercion or corporal punishment of any kind is tolerated, nor is there to be the threat of any such treatment.

3.5 ANTI-CORRUPTION

Business Associates must have an internal system to remunerate employees fairly and responsibly, and a complaints management process for employees, suppliers and customers.

3.6 ANTI-DISCRIMINATION

It is expected that Business Associates do not discriminate their employees with respect to any employment related matters on the basis of race, caste, colour, sex, religion, political opinion, age, sexual orientation or disability. Employment should negate these discrimination characteristics and be awarded on merit or the inherent requirements of the job.

3.7 DUE DILIGENCE AND RISK MANAGEMENT

Bharti has measures throughout its procurement procedures, including in supplier contracts and invitations to tender, to ensure respect for human rights. Business Associates will not be contracted if they are alleged to have committed, or have committed, offences in relation to Modern Slavery and human trafficking, or if they are alleged to have breached or have breached, any anti-Modern Slavery and anti-human trafficking laws.

To the extent that a Business Associates has any concerns with the requirements of this ESG initiatives or believes that they could potentially be in breach of any aspect, it is the Business Associate's obligation and responsibility to proactively inform Bharti of these risks or issues.

Bharti is taking steps to conduct due diligence of our Business Associates, to assess human rights and Modern Slavery risks. This includes auditing new and existing Business Associates to ensure that they comply with our anti-Modern Slavery requirements. These audits are focused on the areas of highest risk to human rights and Modern Slavery.

As part of risk management, employees, temporary employees, contractors and consultants engaged by any entity in Bharti must identify any Modern Slavery risks that may arise through the Bharti's business activities (including in the supplier engagement process) and to mitigate, or wherever possible eliminate, such risks.

4. Workplace Health and Safety

4.1. WORKFORCE POLICIES AND LABOUR PRACTICES

Bharti's approach to Health, Safety and Security proactively supports the physical, emotional and financial wellbeing of our staff. We expect our Business Associates to ensure the same. Our commitment to creating a safe and healthy work environment for all staff is described in our human rights policy, which is also applicable to our Business Associates.

We expect our Business Associates to provide its employees with healthy and safe working conditions. They shall endeavour to maintain a workplace free from recognized hazards that cause or are likely to cause physical injury or death. Further, efforts shall be made to implement effective measures to prevent any workplace injuries and ill health and strive to implement management systems to meet these requirements. Whenever practicable, health and safety related trainings should be provided to all employees to prevent any accidents.

4.2. WELLBEING

Bharti has principles, policies and practices that create a positive environment for our staff, customers and the communities in which we operate. We value open communication and seek to establish relationships that are based on integrity and trust.

5. Environmental Management

5.1 GENERAL

Bharti asks our Business Associates to work with us to ensure that the group utilises best practice approaches in environmental management, which consider cost effective solutions, take into account use of raw materials, and reduce waste. Bharti also encourages Business Associates to give consideration to, and adopt, effective environmental management practices. These include but not limited to efficient and judicious use of natural resources, raw materials, energy and water, minimization of waste, reduction of greenhouse gas emissions, and prevention of pollution and adverse impacts on biodiversity.

5.2 PRECAUTIONARY PRINCIPLE

Bharti expects its Business Associates to comply with existing legislation and regulations regarding the protection of the environment in the countries where they operate. Business Associates should adopt a precautionary approach to

environmental matters, undertake initiatives to promote greater environmental responsibility and encourage the diffusion of environmentally friendly technologies implementing sound life-cycle practices.

5.3 CARBON EMISSIONS

All efforts should be made by Business Associates to reduce greenhouse gas outputs through measures to increase the share of renewable energy and adopt energy efficient technologies and processes. Upon request (and where practicable) Business Associates must provide reporting data on third party transportation and distribution of products, including between a company's tier 1 suppliers and its own operations, and between the point-of-sale and the end-consumer (including retail and storage).

5.4 WASTE AND PACKAGING

Business Associates must comply with all applicable local, national and international laws and conventions in relation to hazardous wastes, persistent organic pollutants and hazardous chemicals. In the production, maintenance and disposal of goods, and within the standard business practices of Bharti and its Business Associates, Bharti seeks to reduce and minimise waste of all types, and encourage and promote the recycling and re- use of materials. Bharti expects its Business Associates to use the minimum packaging that is consistent with safe, hygienic and protective transport of goods. Having met those requirements, it is expected that the Business Associate will identify and use packaging that will be recyclable and efficient.

5.5 PRODUCT STEWARDSHIP

Bharti expects its Business Associates to consider the end-of-life treatment of products and provide information on: supplier take-back scheme(s), feasibility and cost of removal/destruction of product; raw materials; smart design; fuel and water consumption; and emissions and energy in products.

Throughout the end-to-end manufacturing, transportation, operation and maintenance of their product, Business Associates are asked to undertake the manufacturing of goods with due consideration to environmental responsibility in the:

- raw material extraction and use;
- smart design of the product(s);
- consumption of fuel and water;
- amount of carbon emissions created; and
- energy required to extract, create, transport, operate and dispose of products.

6. Materiality

6.1 DATA PRIVACY

Bharti takes the privacy and data security of our customers and staff very seriously and we expect our Business Associates to protect data confidentiality and respect our privacy requirements and obligations. Throughout our whole supply chain, Bharti expects that data privacy is of the highest priority and any breaches to be reported immediately and transparently.

7. Supplier Management

7.1 PERFORMANCE REPORTING

Reporting on its environmental and social performance to key internal and external stakeholders in a transparent and honest manner, in keeping with best practice reporting standards and applicable regulatory requirements, is an expectation Bharti has for all its Business Associates. Business Associates standard business operations are encouraged to incorporate management of, and reporting on, the progress of their internal sustainability plans, diversity initiatives and workplace practices and policies. These reports should be provided to Bharti if available, and upon request.

7.2 INFORMATION SHARING

Bharti's expectation of its Business Associates in the context of sustainability is that they use their influence to engage with their own suppliers to achieve the objectives outlined in this ESG Initiatives.

Bharti has a framework in place to assess the social and environmental performance of our suppliers. We ask Business Associates to provide us with information about how they manage the social and environmental issues associated with their business as a standard part of our tender process and conduct regular contract reviews. This includes how Business Associates identify and manage risks to their business, whether they have systems to minimise their environmental impact, details of their employment, health and safety practices and whether they engage with their internal management, customers and community.

Bharti expects that Business Associates will embed similar principles to manage their own supplier's environmental and social performance, and to ensure they meet the minimum requirements as detailed in this document. To the extent that a Business Associate has any concerns with the requirements of this code, or believes that they could potentially be in breach of any aspect, it is the Business Associate's obligation and responsibility to proactively inform Bharti of these risks or issues.

7.3 MONITORING AND EVALUATION

In line with our own commitments, Business Associates to Bharti are required to engage and manage their own suppliers regarding their social and environmental impacts and performance. When requested, Business Associates must provide honest and transparent responses to Bharti of their self- assessment. Bharti may, from time to time, conduct onsite evaluations and inspections of its Business Associate's facilities, and those of their subcontractors supporting Bharti's operations, to review progress by the Business Associate against this ESG initiative. Bharti undertakes to conduct on-site evaluations no more than once in any two years period.

ANNEXURE 2: BHARTI CODE OF CONDUCT FOR BUSINESS ASSOCIATES

Management Summary

The Code of Conduct for Business Associates ("BA Code") sets out the fundamental values and integrity levels of business conduct that BHARTI expects its Business Associates to uphold in all business relationships. The Code deals with financial,

professional, market and behavioral aspects of business conduct and practice as well as consequences of breach. All Business Associates must comply fully with the Code.

Introduction

Bharti Business Associates means all entities and individuals who supply products, equipment, material or provide services of various types to BHARTI under a contract, agreement or arrangement and also includes agents / representatives and employees of such business associate ("Business Associate"). Business Associates represent BHARTI in interactions with the customers and at times perform critical operations or functions for Bharti. This requires that Business Associates achieve and maintain high legal and ethical standards while providing services or supply of products at all times. In turn BHARTI strives for long-term relationships built on a spirit of mutual trust and co-operation with its Business Associates.

The Code contains rules and guidelines with which all Business Associates must comply. Business Associates are required to maintain the highest standards of honesty, objectivity, and integrity in their personal and business conduct and refrain from any illegal, dishonest, unauthorized, or unethical conduct at all times, and not merely while providing their services to BHARTI.

If a business associate acts in a manner that undermines or compromises the Code, and such actions have the effect, or potentially may have an adverse impact on the reputation and good will of BHARTI, BHARTI may take appropriate action including termination of business relationship and cancellation of all contracts entered into with such Business Associate.

Business Associates who are members of a regulated profession may also be subject to inquiry/ investigation by the professional body if their actions breach the standards of professional conduct, performance, propriety and ethics; and may not act in any capacity as a business associate until the issue is resolved by such professional body. The Code is applicable to all Business Associates.

1. Perspective & Scope

The Code applies to all activities undertaken by Business Associates. By institutionalizing the Code, BHARTI acknowledges the critical role played by Business Associates in defining & protecting its most valuable asset, namely the trust and confidence that its subscribers, clients, investors, colleagues and communities place in BHARTI.

The industry and the markets served by BHARTI continue to undergo significant changes. As a whole, these changes present new and complex business, regulatory, ethical, legal issues making our operations more complex. Business Associates must observe the highest ethical principles in all activities in business relationship with BHARTI and avoid engaging in any activity that involves even the appearance of impropriety.

Business Associates have a continuing obligation to familiarize themselves and their employees with all applicable laws and in addition, Bharti policies and procedures. They shall comply with all legal requirements applicable to the business operations undertaken by them for and on behalf of BHARTI.

Business Associates shall ensure that the Code and other relevant policies, guidelines, information is provided to their employees who work with and on behalf of BHARTI.

2. Purpose

The purpose of the Code is to define the standards of business conduct and business practices with which BHARTI expects Business Associates to comply with regards to their business relationship with BHARTI. If local laws and regulations are more permissive than the Code, the code will apply. If local laws and regulations are more restrictive, legal regulations need to be complied with fully at all times.

3. Principles

Business Associate should at all times:

- Act fairly, honestly and in good faith.
- Act in accordance with BHARTI's objective.
- Act in accordance with the agreement, including making no use of any BHARTI intellectual property rights for their own purpose;
- Take personal responsibility for ensuring adherence to the Code; Treat others equally, fairly, and with respect;
- Follow applicable laws and regulations as are applicable to them from time to time, while rendering their services;
- Respect the intellectual property rights of BHARTI and not to indulge in any activity that may lead to infringement of any Intellectual Property Rights;
- Adopt fair employment practices and provide safe workplace to its employees working for BHARTI;
- Protect the assets of BHARTI; and
- Uphold the highest standard of ethical business conduct.
- Business associate should not:
 - Act in a way that may bring BHARTI into disrepute;
 - Misuse their position as a partner for personal gain or to promote their private or business interests; and
 - Misuse the data

4. Violation

Any breach of this Code will be communicated to concerned managers of Business Associates and dealt with or acted upon by the BHARTI director or manager and manager of Business Associates. However, where there is evidence of a deliberate, serious, or continued breach of the Code, this may be taken up with the business associate's manager and relevant director/department head in accordance with the detailed procedure mentioned in section "Administration of Code".

Business Associate must report instances of violations or suspected violations limited to this Code by another business associate to BHARTI director/manager or the Business associate's Manager. All reports of violations should be made in good faith and must have reasonable basis and shall not be based on personal bias and conjectures.

In view of violations of the Code if BHARTI concludes that a Business Associate is unfit to continue in their role and may not justly fulfil assigned work responsibilities, BHARTI shall review the business relations with that Business Associate. All Investigations or inquiries for violation of the Code shall be conducted in accordance with principles of natural justice. The procedure is discussed in detail in the relevant section of the Code.

5. Code

5.1 Financial, ESG & Accounting Practices

All financial and business records are of vital importance and all Business Associates must maintain accuracy and integrity of such records. None of your actions or engagement should result in conveying false or inaccurate financial information to BHARTI or its clients. All submissions made to BHARTI or its associates, for example, orders, sales reporting, special requests, rebates, customer billings, reimbursement requests, must be timely, fair, understandable, complete, and accurate. They must maintain and retain all financial and accounting records in accordance with legal requirements, accepted guidelines and procedures. Business Associate must comply with all applicable laws and regulations relating to the preservation of documents and records. Business Associate must restrict the release of financial information outside. Business Associate must assist BHARTI auditors and other authorized individuals, providing accurate and complete information as may be sought from time to time. Business Associates is expected to comply with the guidelines on Environment, Social, and Governance (ESG) initiatives as outlined in Annexure 1

5.2 Gifts & Inappropriate Payments

Business Associates must comply with all applicable laws relating to gifts, bribery, corruption, and other improper payments. They must not, directly, or indirectly, make or offer bribes, commissions, or other similar improper payments or anything of value to anyone, including officials of government or its agency, BHARTI, other company, public organization, or to any other third party, for the purpose of wrongfully obtaining or retaining BHARTI business. They shall not influence or attempt to influence Business Associate selection procedure through any kind of gift, payment, remuneration or entertainment to BHARTI employee or their close relatives or friends. The reasonable and limited expenditure made on business courtesies, gifts, and entertainment to any person other than BHARTI employee which are in ordinary course of business, do not violate any law, and does not raise doubts of influence are permissible. Only lawfully incurred expenditure shall be claimed from BHARTI or its Business Associates.

5.3 Competition laws

Business Associates must fully comply with all applicable competition and unfair trade practices laws and regulations. They shall not unreasonably restrict competition and free trade by proposing or entering into any agreements or understandings expressed or implied, formal or informal, or written or oral of forming cartels. Few examples of anti-competition practices are: Fixing or controlling prices; coming together to boycotting BHARTI Associates or clients; dividing or allocating markets or customers; coordinate competing bids. Communications with competitors regarding such competitively sensitive subjects as prices, costs, terms and conditions of sale, and decisions to quote or not to quote may be treated as evidence of an improper understanding or agreement between Business Associate and competitors.

5.4 Business Dealings

Business Associates shall compete fairly and ethically for all business opportunities. It must be ensured that all statements, communications, and representations made to BHARTI are accurate, complete, and truthful and made by authorized officials. They must not make or attempt to make any misrepresentation, unauthorized commitments to or on behalf of BHARTI. They must show respect towards privacy of BHARTI

customers, clients. BHARTI should not, directly, or indirectly be implicated or involved in disputes between Business Associate and other parties. They shall not defame or disparage BHARTI, its other Business Associates, competitors, or clients

5.5 Government

When dealing with government, Business Associates must familiarize and observe all laws, rules, regulations, including procurement regulations. Business Associates must exercise additional care and comply with specific prohibitions, limitations or requirements while dealing with government on BHARTI's behalf. In case any law, regulations, guidelines, license conditions applicable to BHARTI's business operations run by Business Associate is not abided by relevant Business Associate, the business associate shall indemnify BHARTI such costs, fines, penalty and compensation incurred by BHARTI due to noncompliance.

Business Associate must comply with all government regulations and procedures applicable to BHARTI as either a prime contractor or subcontractor. It should assure that all communications, including reports, certifications, representations, statements, proposals and claims made to government agencies are truthful, complete and accurate, and that there are effective business processes for assuring the accuracy and completeness of the information contained in such submissions.

Business Associate should ensure that any information provided to a government official, whether orally or in writing, be truthful, complete and accurate.

Business Associate must cooperate with appropriate government inquiries and investigations, no information which is proprietary to BHARTI may be disclosed without the prior approval of BHARTI.

5.6 Insider Trading

All securities laws and insider trading regulations shall be complied with by Business Associates while dealing in securities of BHARTI, its clients and other Business Associates. Dealing in securities means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any person either as principal or agent. Insider trading means dealing in the securities of a publicly listed company by a person either directly or indirectly, based on unpublished price sensitive information to which such person had knowledge and/or access.

Insider for BHARTI shall be any person who is or was connected with BHARTI or is deemed to have been connected with BHARTI and is reasonably expected to have access to unpublished price sensitive information in respect of securities of BHARTI, or who has received or has had access to such unpublished price sensitive information. Hence, non-public, price sensitive information of BHARTI, its clients and Business Associates shall only be used for authorized purposes and for the purpose it is provided to business associate. Similarly, it shall be adequately safeguarded so as to avoid its misuse, disclosure, or undue advantage to Business Associates. Such information should not be used to trade in securities or recommend trading until information is made public by BHARTI. Above restrictions also apply to family members and friends of employees of Business Associates.

Business Associates must not disclose inside information to any person (including family members) without the prior written consent of BHARTI.

5.7 Intellectual Property Rights

Business Associates shall ensure protection of BHARTI intellectual property rights. Confidential information and other proprietary information of BHARTI, its customers,

clients and other Business Associates are in possession of Business Associates must be safe guarded by Business Associates. They should not misuse or infringe BHARTI's trademark, copyright, trade secrets and other intellectual property rights in software, products, services, documentation, ideas, concepts, know-how, processes, development tools, techniques, technology, work product or any other proprietary material or information. They shall observe applicable data privacy laws, regulations, guidelines. If BHARTI information or data available with Business Associate is misused, disclosed, or lost to unauthorized people (outsiders or insiders) they shall be liable to civil and criminal penalties under relevant laws. Business Associates shall not use the BHARTI brand to further their interests without specific authorization.

Business Associate shall not claim any right, title or interest in relation to any IPR of BHARTI.

If the Business Associate uses the Intellectual Property Rights or other rights of any third party, the Business Associate shall bear full responsibility for ensuring that such use is approved by the relevant third party and has all legal rights to use it.

5.8 Confidentiality

Business Associates have access to BHARTI confidential information and it should be treated as confidential. In case of doubt about status of any information, Business Associate should contact the relevant BHARTI Manager. Business associate should not use or disclose such confidential information for purposes other than pertaining to the services performed for or on behalf of BHARTI or required by law.

Business associate should take appropriate steps to ensure that confidential papers and information are stored securely. Business Associates shall abide by customers' information protection related laws and regulations, and BHARTI customer information shall not disclosed or misused.

If Business Associates become aware of a breach in confidentiality, they must immediately notify the director/manager of BHARTI or the business associate manager.

Business Associate shall not use, disclose, commercially exploit, duplicate, copy, transmit or otherwise disseminate or permit to be used, disclosed, commercially exploited, duplicated, copied, transmitted or otherwise disseminated such Confidential Information at any time prior to or after the termination or expiration of relation with BHARTI, except as expressly permitted by BHARTI.

5.9 Conflict of Interest

Each Business Associate should strive to avoid situations where a conflict of interest might occur or appear to occur. In the event a relative or significant other of a Business Associate is an employee, executive or director of BHARTI and is in a position to influence business decisions related to the Business Associate, the Business Associate must disclose this information to BHARTI.

5.10 No Representation on BHARTI's Behalf

A Business Associate shall not make any claims, representations or warranties on behalf of BHARTI to any third party. A Business Associate will not have the right, power or authority to bind or create any obligation, express or implied, on behalf of BHARTI unless specifically authorized to do so in writing by BHARTI.

5.11 Documentation and Monitoring

Business Associates should maintain records and documents to demonstrate their compliance with the Code. In order to ensure that the Code is abided and practiced in letter and essence, BHARTI may carry out inspections and audits of premises or operations carried out by Business Associates. Inspections and Audits can also be made by an independent third party duly authorized by BHARTI. Business Associates shall cooperate fully in facilitating such inspections and audits by providing documents as may be required.

5.12 Reporting Violations

If Business Associates become aware of any unlawful or unethical situation involving or related to violation of this Code, they must immediately notify BHARTI, and communicate such information regarding the incident or situation. To report violations of this Code, or for any related questions or comments, Business Associate may contact the BHARTI Corporate Ombudsperson.

Complaints may be sent

- in writing to:
The Ombudsperson Bharti Crescent,
1, Nelson Mandela Road, Vasant Kunj, Phase II,
New Delhi – 110 070, India
- in writing to secure email address: ombudsperson@bharti.in

5.13 Administration of Code:

The Code is administered by the office of the BHARTI Corporate Ombudsperson, who will provide all the guidance, training, clarifications and ensure compliance. There will be an Annual Compliance Certification process, conducted by Corporate Audit Group. The Ombudsperson Policy outlines the method and process for stakeholders to voice genuine concerns about unprofessional conduct that is in breach with what is laid down in BHARTI's Code of Conduct for Business Associates. The policy is aimed to ensure that genuine complainants can raise their concerns in full confidence, without any fear of retaliation or victimization.

The Corporate Ombudsperson administers a formal process to review and investigate any concerns raised, and undertakes all appropriate actions required to resolve the reported matter. Depending on the gravity of the concern, the Ombudsperson will constitute a meeting of the Code Compliance Committee to undertake a full investigation which may involve both internal and external investigative bodies.

The Ombudsperson and Committee will operate in a confidential manner, and periodically report their findings to the BHARTI Management.

The Ombudsperson and Committee will drive a trustworthy, fair and honest process with the intention of fostering a culture that instills a "confidence of justice" in the minds of the employees of Business Associates.

The Process

- Confidential channels of reporting have been set up to entertain the complaints.
- The identity of the complainant will be kept confidential unless the investigation requires disclosure.
- All complaints will be logged, and an appropriate independent investigation will be undertaken to seek all possible evidence and prepare a report.
- A preliminary review and investigation by the Corporate Ombudsperson. A full investigation by the Code Compliance Committee.
- There will be prompt investigation, reporting and closure of matters.

- The Corporate Ombudsperson will submit a quarterly summary report of all matters and the manner of their disposition to the Chairman and to the Head of Corporate Audit Group.