CODE OF CONDUCT
For Directors and Senior Management

Background:
Issues of Corporate Governance and challenges posed by the increasing awareness and importance for greater transparency, accountability and disclosure in companies have created a need to evolve a Code of Conduct (Code) for all members of the Board and senior management of Bharti Infratel Ltd. In its constant endeavor to improve and maintain the highest standards of corporate governance, the Board of Directors has adopted this Code of Conduct for Directors and Senior Management.

Applicability:
The Code is applicable to all the following persons:

- Non-executive Directors of the Company (Directors) including independent directors.
- Executive Directors of the Company (Executive Directors).
- Senior Principal Officers comprising members of the Infratel Management Board and Financial Controller.
- Company Secretary

Directors and Executive Directors are referred to as “Board”.

Executive Directors, and Senior Management including Financial Officers are collectively referred to as “Senior Principal Officers”.

Chief Financial Officer, Financial Controller and Group Director-Finance shall be referred to as “Financial Officers”

The objective of the Code is to promote honest and ethical conduct and disclose in a transparent manner the values in accordance to which the business of the Company will be conducted.

The Code:

Collective responsibility:
- All Directors and Executive Directors acting collectively as a Board, function under the principle of collective responsibility and will always act in the interest of the Company.
- In making its decisions, the Board shall take into account, and balance the various and sometimes conflicting interests of all the stakeholders.
• The members of the Board, in discharge of their fiduciary duties, will exercise due care, competence and diligence as a reasonable and prudent person, and exercise the highest standards of integrity and ethics.

• The Board will rely in good faith on Senior Management for information and disclosures for its evaluation and decision-making.

• All the Board members must always act in the best interests of the company and decisions will be taken in good faith.

• All independent Directors must met the criteria for independence as set out in clause 49 of the listing agreement with the Stock Exchange or other regulations as amended from time to time.

• Directors must not be disqualified from being appointed as directors under Section 164 and other applicable provisions of the Companies Act, 2013.

**Honest and ethical conduct:**

• Executive Directors and Senior Management will pro-actively promote and set an example of ethical behavior and integrity to the employees of the Company.

• In the discharge of their official duties and obligations the Board and Senior Management will exhibit and promote the highest standards of honest and ethical conduct.

• Confidential information acquired in the course of one’s position, work and responsibility will not be used for personal gain or advantage, nor be disclosed to a third party unless required by law to do so.

• Applicable laws, rules and regulations will be complied with in letter and in spirit in all the jurisdictions in which the Company operates, and the Board will rely for such compliance on the information and disclosures made by Senior Management.

**Disclosure and transparency:**

• The President & CEOs and Financial officers will provide the Board, shareholders and other stakeholders with accurate, complete, objective, relevant and timely information in an easily understandable form, by means of periodic reports and other public communication subject to relevant laws and guidelines on the same.

• While making such disclosures, all material facts will be stated and there will be no concealment or misrepresentation of information or data.

**Record Keeping:**

Financial Officers will record and report business expenses and income accurately and books, records, accounts and financial statements will be maintained in
reasonable detail, appropriately reflect transactions and conform to both applicable legal requirements and systems of internal control.

**Duties of Independent Directors**

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;

- seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;

- strive to attend all meetings of the Board of Directors and of the Board committees of which they are a member/chairperson;

- participate constructively and actively in the committees of the Board in which they are chairperson/member;

- strive to attend the general meetings of the company;

- where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;

- keep themselves well informed about the company and the external environment in which it operates;

- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

- pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;

- ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

- report concerns about unethical behaviour, actual or suspected fraud or violation of the company’s code of conduct or ethics policy;

- acting within their authority, assist in protecting the legitimate interests of the company, shareholders and the employees;

- not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
**Conflict of interest:**

- A conflict of interest exists, where the interests or benefits of one person or entity conflict with the interests or benefits of the Company. Transactions, commitments and other activities which are not in the best interests of the Company or which have the potential to develop into a conflict of interest, should be avoided. Conflicts of interest between personal and professional relationships will be avoided, and if legally permitted and unavoidable due to extraordinary circumstances, shall be fully disclosed to the Board by the person engaging in such transaction. As a general rule, Executive Directors and Senior Management should avoid conducting business of the Company with a close relative or with a business in which a relative is associated in any significant role. The employment of such relatives in the same department or in positions that have a financial dependence or influence is discouraged and an exemption has to be obtained from the Chairman in special circumstances.

- Any activity that interferes adversely with performance, duties and obligations or is otherwise in conflict with, or prejudicial to the Company is prohibited.

- Executive Directors and Senior Management will devote their full attention and time to the business interests of the Company. Executive Directors and Senior Management will not render any professional service to or accept remuneration or compensation in cash or kind from suppliers, customers, consultants or competitors to the Company.

- The Board and Senior Management will not take part in any activity that enhances or supports a competitor’s position, unless there is a definite benefit for the Company.

- It is a conflict of interest to serve as a Director of a company that competes with or has a potential conflict of interest with the Company. Senior Management must obtain the approval of the Board before accepting any position with another company, even a non-competitor and even if honorary.

- Any Executive Director or Senior Management, in considering investing in any customer, supplier, developer or competitor of the Company (except purchase of equity or debt instruments of listed companies), must take care to ensure that these investments do not compromise their responsibilities to the Company. Prior approval of the Audit Committee of the Board is necessary for making any such investment. While making such investment, the factors for determining conflict of interest include the size and nature of such investment, the ability of the proposed investor to influence the Company’s decisions, access to confidential information of the Company or the other company, and the nature of the relationship between the Company and the other company.

- Solicitation or acceptance by a member of the Board or Senior Management and their immediate family members, of a personal loan or guarantee from a customer in any capacity or supplier of products or services is not allowed.
• Executive Directors and Senior Management shall not accept any offer, payment, promise to pay or authorize payment of any money or gift of value, from customers, suppliers, vendors or authorities, that is perceived as intended directly or indirectly to influence any business decision. Inexpensive gifts, business meals, celebratory events and official entertainment, provided they are not excessive or create an appearance of impropriety, do not breach the Code and are permitted. Gifts given or received should be appropriate to the circumstances and never excessive.

• None of the members of the Board or Senior Management may exploit for their personal gain, opportunities that are discovered through the use of corporate property, information or position, unless the opportunity is disclosed in writing to the Audit Committee of the Board and the Board declines to pursue the opportunity.

Any deviation/breach of the Code will be treated with due seriousness and prompt action taken to redress the same.

**Amendments and waivers to the Code**

From time to time, the Board may amend or waive certain provisions of the Code depending on the legal and other requirements or for a bona fide purpose. Every member of the Board and Senior Management, including new recruits (at the time of joining) will be given a copy of the Code and are required to confirm their compliance of the same in writing. A copy of the Code will also be published on the website of the Company. This code may, from time to time be extended to other senior officers of the company, as the Board may think fit.