

# Report on Corporate Governance

**Corporate Governance is more than set of processes and compliances at Bharti Airtel Limited. It underlines the role that we see for ourselves for today, tomorrow and beyond.**

In accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and some of the best practices followed internationally on Corporate Governance, the following report on governance lays down the ethos of Bharti Airtel Limited (Bharti Airtel / Airtel / the Company) and its commitment to conduct business in accordance with sound Corporate Governance practices.

## Governance Philosophy

At Bharti Airtel, the philosophy of Corporate Governance focuses on creating and sustaining a deep relationship of trust and transparency with all stakeholders. We follow ethical business standards in all our operations globally. We consider stakeholders as partners in our journey forward and we are committed to ensure their wellbeing, despite business challenges and economic volatilities.

The norms and processes of Corporate Governance reflect our commitment to disclose timely and accurate information regarding our financial and operational performance, as well as the Company's leadership and governance structure. Over the years, our stakeholder commitment has enhanced the respect and recall of our brand nationally and internationally. Our global stature has enabled us to attract best industry talent and financial resources to translate our short-term and long-term strategies into a viable business blueprint.

Our Board of Directors ('Board') shapes the long-term vision and policy approach to steadily elevate the quality of governance in our organisation. We follow a defined guideline and an established framework of corporate governance. The objective is to emerge as a market leader in our industry, nationally and internationally with focus on creating greater value for all those who have a stake in our progress directly or indirectly. At the same time, the Board puts a lot of emphasis on creating a global talent pool and helping protect the environment by following green practices and technologies.

Our enlightened Board represents a confluence of experience and expertise across diverse areas, ranging from global finance, telecommunication, general management, administrative services and consulting. There is a clear demarcation of duties and responsibilities among the Chairman and Managing Directors & CEOs to ensure best corporate performance and socio-economic value creation.

Our governance conforms to global standards through continuous evaluation and benchmarking. It is based on the following broad tenets whereby the Company:

- Adopts transparent procedures and practices and arrives at decisions based on adequate information.
- Ensures compliance with regulatory and fiduciary requirements in letter and spirit.
- Offers high levels of disclosures to disseminate corporate, financial and operational information to all stakeholders.

- Adopts policies on tenure of Directors, rotation of Auditors and a Code of Conduct for Directors and Senior Management.
- Creates various Committees for Audit & Risk Management, HR and Nomination, Corporate Social Responsibility, Employee Stock Option Plans and Stakeholders' Relationship.
- Ensures complete and timely disclosure of relevant financial and operational information to enable the Board to play an effective role in guiding strategies.
- Organises meetings of Independent Directors without the presence of any Non-Independent / Executive Directors and members from the management to identify areas, where they need more clarity or information and putting the same before the Board or management.
- Offers a formal induction schedule and provide familiarisation programme for new Board members that enable them to meet individually with the top management team, customers etc.
- Reviews regularly and establishes effective meeting practices that encourage active participation and contribution from all members.
- Ensures independence of Directors in reviewing and approving corporate strategy, major business plans and activities.
- Keeps in place a well-defined corporate structure that establishes checks, balances and delegates decision making to appropriate levels in the organisation, though the Board always remains in effective control of affairs.

## Corporate Governance Rating

CRISIL assigned its Governance and Value Creation (GVC) rating, viz. CRISIL GVC Level 1 on the Corporate Governance practices adopted by Airtel. The rating indicates that Bharti Airtel's capability, with respect to Corporate Governance and value creation for all its stakeholders, is the highest. The Company acknowledges that standards are a constantly upwardly moving target. It aims to benchmark itself with the best of companies in India and globally and to maintain the highest ratings for its practices.

## Governance Structure

Sustaining a culture of integrity along with high performance orientation in today's complex business environment needs a robust governance structure. The Corporate Governance structure of the Company is multi-tiered, comprising governing / management Boards at various levels, each of which is interlinked in the following manner:

- At the apex level is the Board of Directors and various committees, which collectively direct the highest standards of Corporate Governance and transparency in the Company's functioning. The Board exercises independent judgement in overseeing management performance on behalf of the share owners and other stakeholders, and hence, plays a vital role in the oversight and management of the Company. The

Board is chaired by the Chairman, who is responsible for the overall strategy development, alliances, leadership development, international opportunities, strengthening governance practices and enhancing brand value and Airtel's global image and reputation.

- At one level below the Board, strategic co-ordination and direction is provided by the Airtel Corporate Council (ACC). The ACC is headed by the Chairman and comprises the Managing Directors & CEOs and selected senior management personnel as its members. The key role and responsibilities of the ACC are provided later in this report.
- The Managing Director & CEO (India & South Asia) is responsible for strategy deployment and overall business performance of Indian and South Asia. He is supported by the Airtel Management Board (AMB). The Company's business in India is structured into four business units (BUs) i.e. Mobile Services, Telemedia Services, Airtel Business and Digital TV Services, each headed by a Business President / CEO.
- The Passive Infrastructure business is deployed, owned and managed by Bharti Infratel Limited (Infratel), a listed subsidiary company. Infratel's operations are managed by its Managing Director & CEO under the supervision of an Independent Board. The business transactions between the Company and Infratel are undertaken on an arms' length basis, since it provides services to other telecom operators as well, on a non-discriminatory basis.
- The Company's operations in Africa are guided by the Managing Director & CEO (Africa) of Bharti Airtel International (Netherlands) B.V., a subsidiary company. He is responsible for strategy deployment and overall business performance. He is supported by the Africa Executive (AEX).
- The AMB in India and South Asia, and AEX in Africa provide support relating to the Company's business strategy and also derive operational synergies across business units. They own and drive company-wide processes, systems, policies, and also function as role models for leadership development and as catalysts for imbuing customer centricity and meritocracy in the Company.
- Airtel's governance structure thus helps in clearly determining the responsibilities and entrusted powers of each of the business entities, enabling them to fulfill those responsibilities in the most effective manner. It also allows the Company to retain the organisational DNA, while enabling effective delegation of authority and empowerment at all levels.

## Board of Directors

### Composition of the Board

The Company's Board is an optimum mix of Executive, Non-Executive and Independent Directors, and conforms with the provisions of the Companies Act, 2013, the Listing Regulations, FDI guidelines, terms of the requirements of the shareholders' agreement and other statutory provisions.

The Board comprises of twelve members which includes a Chairman, a Managing Director & CEO (India & South Asia) four Non-Executive Directors and six Independent Directors.

Detailed profile of each of the Directors is available on the Company's website at [www.airtel.com](http://www.airtel.com) in the Investor Relations section.

The Company's Board members are from diverse backgrounds with skills and experience in critical areas like technology, global finance, telecommunication, entrepreneurship, administrative services, consulting and general management. Many of them have worked extensively in senior management positions in global corporations, and others are industrialists of repute with a deep understanding of the global business environment. The Board reviews its strength and composition from time to time to ensure that it remains aligned with the statutory, as well as business requirements.

As per the Company's Policy on Nomination, Remuneration and Board Diversity, selection of a new board member(s) is the responsibility of the HR and Nomination Committee, which is subsequently approved by the Board. All the appointments are made with unanimous approval. The appointment of such Director is subsequently approved by the shareholders at the Annual General Meeting (AGM). While the shareholders' representative Directors are proposed by the respective shareholders, Independent Directors are selected from diverse academic, professional or technical background depending upon business needs.

### Independent Directors

The Company has a policy on Independent Directors, their roles, responsibilities and duties, are consistent with the Listing Regulations and Section 149 of the Companies Act, 2013. It sets out the criteria of independence, age limits, recommended tenure, committee memberships, remuneration and other related terms of appointment. The policy emphasises importance of independence. As per the policy:

- a) The Independent Director must meet the baseline definition and criteria on 'independence' as set out in Listing Regulations (erstwhile Listing Agreement) and Section 149 of the Companies Act, 2013 and other regulations.
- b) The Independent Director must not be disqualified from being appointed as Director in terms of Section 164 and other applicable provisions of the Companies Act, 2013.
- c) The minimum age is 25 years and the maximum is 70 years.
- d) The Independent Directors are not to be on the Board of more than six listed companies. However, pursuant to the Listing Regulations if the Independent Director is serving as a Whole-time Director in any listed company then he shall not serve as an Independent Director in more than three listed companies.
- e) The maximum tenure is two terms of five years each. However, the second term is subject to approval by shareholders by way of special resolution.

The Company has issued letter of appointment to all the Independent Directors. This letter inter-alia sets out the roles, functions, duties and responsibilities, details regarding remuneration, training and development and performance evaluation process. The detailed terms and conditions of the appointment of Independent Directors are available on the Company's website i.e. <http://www.airtel.in/wps/wcm/connect/2ffaf2d2-d542-44e2-a42a-50225c9245f5/Terms-and-Conditions-of-Appointment-of-Independent-Director.pdf?MOD=AJPERES>.

At the time of appointment and thereafter at the beginning of each financial year, the Independent Directors submit a self-declaration, confirming their independence and compliance with various eligibility criteria laid down by the Company, among other disclosures and the Company also ensures that its Directors meet the above eligibility criteria. All such declarations are placed before the Board for information.

### **Lead Independent Director**

The Company has for a long time followed the practice of appointing a Lead Independent Director. Mr. Craig Ehrlich is currently designated as the Lead Independent Director and his role and responsibilities, inter alia, are to:

- Preside over all deliberation sessions of the Independent Directors.
- Provide objective feedback of the Independent Directors as a group to the Board on various matters, including agenda and other matters relating to the Company.
- Undertake such other assignments, as may be requested by the Board from time to time.

### **Meeting of Independent Directors**

The Independent Directors meet separately at least once in a quarter, prior to the commencement of Board meeting, without the presence of any Non-Independent Directors or representatives of management. They meet to discuss and form an independent opinion on the agenda items, various other Board-related matters, identify areas where they need for clarity or information from management and to annually review the performance of Non-Independent Directors, the Board as a whole and the Chairman. The Lead Independent Director updates the Board about the proceedings of the meeting.

In these meetings, the Independent Directors also meet the Statutory Auditors, as well as Internal Auditors at least once a year by rotation, to discuss internal audit effectiveness, control environment and their general feedback. The Lead Independent Director updates the Audit & Risk Management Committee / the Board about the outcome of the meetings and action, if any, required to be taken by the Company.

During FY 2015-16, the Independent Directors met four times i.e. April 28, 2015, August 04, 2015, October 25, 2015 and January 28, 2016.

### **Familiarisation programme for Board members**

The Company has adopted a well structured two-day induction programme for orientation and training of Directors at the time of their joining so as to provide them with an

opportunity to familiarise themselves with the Company, its management, its operations and the industry in which the Company operates.

The induction programme includes one-to-one interactive sessions with the top management team, business and functional heads, among others, and also includes visit to networks centre to understand the operations and technology. Apart from the induction programme, the Company periodically presents updates at the Board / Committee meetings to familiarise the Directors with the Company's strategy, business performance, operations, product offerings, finance, risk management framework, human resources and other related matters. The Board members are also given an opportunity to visit Airtel outlets and meet customers / other stakeholders periodically for gaining first-hand experience about the products and services of the Company.

The Board also has an active communication channel with the executive management, which enable Directors to raise queries, seek clarifications for enabling a good understanding of the Company and its various operations. Quarterly updates, press releases and mid-quarter updates are regularly circulated to the Directors to keep them abreast on significant developments in the Company.

Detailed familiarisation programme for Directors is available on the Company's website at <http://www.airtel.in/wps/wcm/connect/ea0152dc-a649-40ae-89d9-b3cec142d249/Familiarisation+Programme+for+Board+Members.pdf?MOD=AJPERES&ContentCache=NONE>.

### **Board Evaluation**

In compliance with the provisions of the Companies Act, 2013 and the Listing Regulations, the HR and Nomination Committee has approved the process, format, attributes and criteria for the performance evaluation of the Board, Board Committees and Individual Directors including the Chairman and Managing Director & CEO (India and South Asia). The process provides that the performance evaluation shall be carried out on an annual basis. During the year, the Directors had completed the evaluation process, which included evaluation of the Board as a whole, the Board Committees and individual Directors including the Chairman and the MD & CEO (India and South Asia). The evaluation process was facilitated by an independent consulting firm.

Performance of the Board and Board Committees were evaluated on various parameters such as structure, composition, quality, diversity, experience, competencies, performance of specific duties and obligations, quality of decision-making and overall Board effectiveness.

Performance of individual Directors was evaluated on parameters, such as meeting attendance, participation and contribution, responsibility towards stakeholders and independent judgement.

The Chairman and the MD & CEO were evaluated on certain additional parameters, such as performance of the Company, leadership, relationships, communication, recognition and awards received by the Company.

Some of the performance indicators based on which the Independent Directors were evaluated include:

- Devotion of sufficient time and attention towards professional obligations for independent decision making and for acting in the best interest of the Company.
- Providing strategic guidance to the Company and help determine important policies with a view to ensure long-term viability and strength.
- Bringing external expertise and independent judgement that contributes objectivity in the Board's deliberation, particularly on issues of strategy, performance and conflict management.

All Directors participated in the evaluation survey and review was carried out through peer-evaluation excluding the Director being evaluated. The result of evaluation was discussed in the Independent Director's meeting, respective Committee meetings and in the Board Meeting held on April 27, 2016. The Board members noted the suggestions/inputs of Independent Directors, HR and Nomination Committee and respective committee Chairman and also discussed various initiatives to further strengthen Board effectiveness.

#### Board Meeting Schedules and Agenda

The calendar for the Board and Committee meetings, in which the financial results would be considered in the ensuing year, as well as major items of the agenda are fixed in advance for the whole year. The Board Calendar for the financial year 2016-17 has been disclosed later in the report and has also been uploaded on the Company's website. The Board meetings are held within 45 days from the end of the quarter in the manner that it coincides with the announcement of quarterly results. Time gap between two consecutive meetings does not exceed 120 days. In case of an urgent necessity, additional Board meetings are called.

The Audit & Risk Management Committee and the HR and Nomination Committee meetings are generally held on the same dates as Board meetings. To ensure an immediate update to the Board, the Chairman of the respective committee briefs the Board about the proceedings of the respective committee meetings.

The Company Secretary, in consultation with the Chairman, prepares the Board and the Committee meeting's agenda. The detailed agenda, along with explanatory notes and annexures, as applicable are sent to the Board and Committee members well in advance, at least a week before the meetings. In special and exceptional circumstances, additional or supplementary item(s) are permitted to be taken up as 'any other item'. Sensitive subject matters are discussed at the meeting, without written material being circulated in advance.

As a process prior to each Board meeting, proposals are invited from Independent Directors for discussion / deliberation at the meeting(s) and these are included in the meeting's agenda.

Group CFO and other Senior Management members are invited to the Board meetings to present reports on the items being discussed at the meeting. In addition, the

functional heads of various business segments / functions are also invited at regular intervals to present updates on their core areas.

#### Information available to the Board

The Board has complete access to all the relevant information within the Company and to all the employees of the Company. The information shared on a regular basis with the Board specifically includes:

- Annual operating plans, capital budgets and updates therein.
- Quarterly and annual consolidated and standalone results and financial statements of the Company and its operating divisions or business segments.
- Minutes of meetings of the Board and Board Committees, resolutions passed by circulations, and Board minutes of the unlisted subsidiary companies.
- Information on recruitment / remuneration of senior officers just below Board level.
- Material important show cause, demand, prosecution notices and penalty notices, if any.
- Fatal or serious accidents, dangerous occurrences, material effluent or pollution problems, if any.
- Any material default in financial obligations to and by the Company or substantial non-payment for services provided by the Company.
- Any issue which involves possible public or product liability claims of substantial nature, if any.
- Details of any acquisition, joint venture or collaboration agreement.
- Transactions involving substantial payment towards goodwill, brand equity or intellectual property.
- Human resource updates and strategies.
- Sale of material nature, investments, subsidiaries, assets, which is not in the normal course of business.
- Quarterly treasury reports.
- Quarterly compliance certificates with the 'Exceptions Reports', which includes non-compliance of any regulatory, statutory nature or listing requirements and shareholders' service.
- Disclosures received from Directors.
- Proposals requiring strategic guidance and approval of the Board.
- Related party transactions.
- Regular business updates.
- Update on Corporate Social Responsibility activities.
- Significant transactions and arrangements by subsidiary companies.
- Report on action taken on last Board meeting decisions.

## Number of Board Meetings

During FY 2015-16, the Board met four times i.e. on April 28, 2015, August 04, 2015, October 26-27, 2015 and January 28, 2016. Requisite information, according to the requirements of Regulation 34 of the Listing Regulations is provided below:

Name of Director	Director Identification Number	Category	Number of other directorships <sup>1</sup> and committee <sup>2</sup> memberships and chairmanships			No. of board meetings attended (total held during tenure)	Whether attended last AGM
			Directorships	Committees Chairman	Member		
Mr. Sunil Bharti Mittal	00042491	Chairman	9	Nil	Nil	4 (4)	Yes
Mr. Gopal Vittal	02291778	Executive Director	2	Nil	Nil	4 (4)	Yes
Ms. Chua Sock Koong <sup>3</sup>	00047851	Non-Executive Director	1	Nil	Nil	2 (4)	No
Mr. Rajan Bharti Mittal <sup>4</sup>	00028016	Non-Executive Director	N.A.	N.A.	N.A.	3 (3)	No
Mr. Rakesh Bharti Mittal <sup>5</sup>	00042494	Non-Executive Director	14	Nil	1	1 (1)	N.A.
Sheikh Faisal Thani Al-Thani	06675785	Non-Executive Director	Nil	Nil	Nil	1 (4)	No
Ms. Tan Yong Choo	02910529	Non-Executive Director	1	Nil	Nil	4 (4)	No
Mr. Ben Verwaayen	06735687	Independent Director	Nil	Nil	Nil	4 (4)	No
Mr. Craig Ehrlich	02612082	Independent Director	Nil	Nil	Nil	4 (4)	No
Mr. D. K. Mittal	00040000	Independent Director	11	Nil	4	4 (4)	Yes
Ms. Obiageli Ezekwesili <sup>6</sup>	06385532	Independent Director	N.A.	N.A.	N.A.	0 (2)	No
Mr. Manish Kejriwal	00040055	Independent Director	3	Nil	2	3 (4)	No
Mr. Shishir Priyadarshi <sup>9</sup>	03459204	Independent Director	1	Nil	Nil	4 (4)	No
Mr. V. K. Viswanathan	01782934	Independent Director	7	3	2	4 (4)	Yes

- The directorships, held by Directors, as mentioned above, do not include the directorships held in foreign body corporates and Bharti Airtel Limited.
- Committees considered for the purpose are those prescribed under Regulation 26 of the Listing Regulations viz. the Audit and Risk Management Committee and the Stakeholders' Relationship Committee of Indian Public Limited companies other than Bharti Airtel Limited. Committee memberships details provided do not include chairmanship of committees as it has been provided separately.
- Two meetings were attended by Mr. Mark Chong Chin Kok, alternate Director.
- Mr. Rajan Bharti Mittal ceased to be a Director w.e.f. January 07, 2016.
- Mr. Rakesh Bharti Mittal was appointed as an additional Director w.e.f. January 07, 2016.
- The term of Ms. Obiageli Ezekwesili ended on September 25, 2015.
- Except Mr. Sunil Bharti Mittal and Mr. Rakesh Bharti Mittal, who are brothers, none of the Directors are relatives of any other Director.
- As on March 31, 2016, apart from Mr. Gopal Vittal, Managing Director & CEO (India & South Asia) who holds 2,29,885 equity shares, no other Director of the Company holds shares in the Company.
- Board meeting for the quarter ended September 30, 2015 was held for two days i.e. October 26, 2015 and October 27, 2015. Mr. Shishir Priyadarshi was granted leave of absence for October 27, 2015.

## Nomination, Remuneration & Board Diversity

In terms of the Listing Regulations and Companies Act, 2013, the Board has approved a Policy on Nomination, Remuneration and Board Diversity for Directors, KMPs and other Senior Management Personnel.

The Company's remuneration policy is directed towards

rewarding performance based on a periodic review of the achievements periodically.

The detailed Nomination, Remuneration and Board Diversity Policy is annexed as [Annexure B](#) to the Directors' Report. The Company affirms that the remuneration paid to the Directors is as per terms laid out in the Nomination, Remuneration and Board Diversity Policy.

## Directors' Remuneration

The details of the remuneration of Directors during FY 2015-16 are given below:

(Amount in ₹)

Name of Director	Sitting Fees	Salary and allowances	Performance linked incentive	Perquisites	Commission	Total
<b>Executive Directors</b>						
Mr. Sunil Bharti Mittal	--	191,764,391	75,000,000	11,781,844	--	278,546,235
Mr. Gopal Vittal	--	42,559,119	19,500,000	46,323	--	62,105,442
<b>Non-Executive Directors</b>						
Mr. Rakesh Bharti Mittal	--	--	--	--	696,721	696,721
Mr. Ben Verwaayen	500,000	--	--	--	16,683,179	17,183,179
Ms. Chua Sock Koong	--	--	--	--	3,979,974	3,979,974
Mr. Craig Ehrlich	500,000	--	--	--	9,949,935	10,449,935
Mr. D. K. Mittal	1,000,000	--	--	--	7,000,000	8,000,000
Mr. Manish Kejriwal	400,000	--	--	--	6,500,000	6,900,000
Ms. Obiageli Ezekwesili	-	--	--	--	3,548,611	3,548,611
Mr. Rajan Bharti Mittal	--	--	--	--	2,303,279	2,303,279
Ms. Tan Yong Choo	--	--	--	--	3,979,974	3,979,974
Sheikh Faisal Thani Al-Thani	--	--	--	--	3,979,974	3,979,974
Mr. Shishir Priyadarshi	500,000	--	--	--	9,949,935	10,449,935
Mr. V. K. Viswanathan	500,000	--	--	--	8,000,000	8,500,000
<b>Total</b>	<b>3,400,000</b>	<b>234,323,510</b>	<b>94,500,000</b>	<b>11,828,167</b>	<b>76,571,582</b>	<b>420,623,259</b>

- The salary and allowance includes the Company's contribution to the Provident Fund. Liability for gratuity and leave encashment is provided on actuarial basis for the Company as a whole, the amount pertaining to the Directors is not ascertainable and, therefore, not included.
- The value of the perquisites is calculated as per the provisions of the Income Tax Act, 1961.
- Value of Performance Linked Incentive (PLI) considered above represents incentive which will accrue at 100% performance level for FY 2015-16 and will get paid basis actual performance parameters in the next year. At 100% performance level, the gross remuneration of Mr. Sunil Bharti Mittal was ₹ 278,546,235 for FY 2015-16 and ₹ 271,773,463 for FY 2014-15 and that of Mr. Gopal Vittal was ₹ 62,105,442 for FY 2015-16 and ₹ 53,432,196 for FY 2014-15. During the year, Mr. Sunil Bharti Mittal and Mr. Gopal Vittal were paid ₹ 99,000,000 and ₹ 21,124,110 respectively as PLI for previous year 2014-15, which is not included above.
- During the year, Mr. Gopal Vittal was granted 131,480 stock options on August 08, 2015 under the ESOP Scheme 2005 at an exercise price of ₹ 5 per option, with vesting period spread over 3 years. The above remuneration of Mr. Gopal Vittal does not include perquisite value of ₹ 41,780,450 towards the value of stock options exercised during the year.  
The options can be converted into equity shares either in full or in tranches at any time upto seven years from the grant date. The unexercised vested options can be carried forward throughout the exercise period. The options which are not exercised will lapse after the expiry of the exercise period.  
No other Director has been granted any stock option during the year.
- The Company has entered into contracts with the Executive Directors i.e. Mr. Sunil Bharti Mittal dated October 01, 2011 and with Mr. Gopal Vittal dated February 01, 2013. These are based on the approval of the shareholders. There are no other contracts with any other Director.
- No notice period or severance fee is payable to any Director.
- There were no other pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company.

## Board Committees

In compliance with the statutory requirements, the Board has constituted various committees with specific terms of reference and scope. The objective is to focus effectively on the issues and ensure expedient resolution of the diverse matters. The committees operate as the Board's empowered agents according to their charter / terms of reference. The Constitution and charter of the Board Committees are available on the Company's website, [www.airtel.com](http://www.airtel.com) and are also stated herein.

## Audit & Risk Management Committee

Audit & Risk Management Committee comprises four Directors, three of whom are independent. The Chairman of the Committee, Mr. V.K. Viswanathan, Independent Director is a Chartered Accountant and has sound financial knowledge, as well as many years of experience in general management. All members of the Audit & Risk Management Committee, including the Chairman, have accounting and financial management expertise. The composition of the Audit & Risk Management Committee meets the requirements of Section 177 of the Companies Act, 2013 and the Listing Regulations.

The Company Secretary is the Secretary to the Committee. The Managing Director & CEO (India & South Asia), the Managing Director & CEO (Africa), the Global CFO, the Group Director – Internal Assurance, the Statutory Auditors and the Internal Auditors are permanent invitees.

The Chairman of the Committee was present at the last AGM held on August 21, 2015.

### Key Responsibilities of the Audit & Risk Management Committee

- Oversee the Company's financial reporting process and the disclosure of its financial information, to ensure that the financial statements are correct, sufficient and credible.
- Consider and recommend to the Board, the appointment (including filling of a casual vacancy), resignation or dismissal, remuneration and terms of appointment (including qualification and experience) of the Statutory Auditor, Internal Auditors / Chief Internal Auditor, Cost Auditor and Secretarial Auditor.
- Prior approval of non-audit services that can be provided by the Statutory Auditors and approval of payment of such non-audit services.
- Prior approval of all transactions with related party(ies), subsequent modifications of transactions with related parties and review of the statement of significant related party transactions with specific details of the transactions.
- Discussion with the Statutory Auditor before the commencement of audit about the nature and scope of the audit to be conducted and post-audit discussion to ascertain any areas of concern.
- To call for comments of the Auditors about internal control system, including the observation of the Auditors, review financial statement before their submission to the Board and discussion on any related issues with the Internal and Statutory Auditors and the management of the Company.
- Review, with the Management, the quarterly financial statements before submission to the Board for approval.
- Review, with the Management, the annual financial statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Directors' responsibility statement, included in the Board's Report in terms of Clause (c) of Sub-section 3 of Section 134 of the Companies Act, 2013.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgement by management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statement.
  - Disclosure of all related party transactions.
  - Modified opinion(s) in the draft Audit Report.
- Review the following information:
  - Management Discussion and Analysis of financial condition and results of operations.
  - Management letter / letters of internal control weaknesses issued by the Statutory Auditors.
  - Internal Audit Reports relating to internal control weaknesses.
  - The financial statements, in particular the investments, if any, made by unlisted subsidiary companies.
  - Quarterly compliance certificates confirming compliance with laws and regulations, including any exceptions to these compliances.
- Oversee the functioning of the Vigil Mechanism / Whistle Blower Mechanism.
- Establish the systems for storage, retrieval and display of books of accounts and other financial records in electronic format.
- Review the findings of any internal investigation by the Internal Auditors into matters where there is suspected fraud or irregularity, or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Review the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any.
- Approve the appointment, re-appointment and removal of Company's Chief Financial Officer after assessing

the qualifications, experience and background, among others, of the candidate.

- Review the Company's financial and risk management policies, implementation of treasury policies, strategies and status of investor relation activities.
- Ensure that the internal audit function is effective, adequately resourced, and to review coordination between Internal and Statutory Auditors and (where relevant) the risk management department.
- Review the state and adequacy of internal controls with key members of the Management, Statutory Auditors and Internal Auditors.
- Discuss with the Internal Auditor the coverage, functioning, frequency and methodology of internal audits as per the annual audit plan and discuss significant findings and follow up thereon.
- Review & monitor the Statutory and Internal Auditor's independence, performance & effectiveness of audit process.
- Review and scrutinize the inter-corporate loans and investments.
- Monitor and review with the Management, the statement of uses / application of funds raised through an issue (public issue, right issue and preferential issue, among others), the statement of funds utilised for purposes, other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or right issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Valuation of undertakings or assets of the Company, wherever necessary.
- Appointment of a registered valuer of the Company and fixation of their terms and conditions.
- Evaluation of internal financial controls and risk management systems.

- Formulate and review risk management policy.
- Implement, monitor and review the risk management framework, risk management plan and related matters.
- Delegate above said functions to Sub-Committees, whenever required.
- The Audit & Risk Management Committee shall also undertake such other functions, as may be assigned by the Board of Directors from time to time, or as may be stipulated under any law, rule or regulation including the Listing Agreement and the Companies Act, 2013.

#### **Powers of the Audit & Risk Management Committee**

- Investigate any activity within its terms of reference.
- Seek any information that it requires from any employee of the Company, and all employees are directed to cooperate with any request made by the Committee.
- Obtain outside legal or independent professional advice.
- Secure attendance of outsiders with relevant expertise.
- Access sufficient resources to carry out its duties.

#### **Meetings, Attendance and Composition of the Audit & Risk Management Committee**

During FY 2015-16, the Committee met four times i.e. on April 28, 2015; August 04, 2015; October 25, 2015 and January 28, 2016.

Beside the Committee meetings as above, the Committee also holds a conference call before every regular Committee meeting to discuss routine internal audit issues. This provides an opportunity to the Committee to devote more time on other significant matters in the regular Committee meeting. During FY 2015-16, the Committee had met four times through the conference call i.e. April 24, 2015, July 28, 2015, October 21, 2015 and January 21, 2016.

All recommendations made by the Audit & Risk Management Committee were accepted by the Board.

The composition and the attendance of members at the meetings held during FY 2015-16, are given below:

Name	Category	Number of meetings attended (total held during tenure)	Number of conference calls attended (total conducted during tenure)
Mr. V. K. Viswanathan (Chairman)	Independent Director	4 (4)	4 (4)
Mr. Craig Ehrlich	Independent Director	4 (4)	1 (4)
Mr. Shishir Priyadarshi	Independent Director	4 (4)	4 (4)
Ms. Tan Yong Choo	Non-Executive Director	4 (4)	4 (4)
Ms. Obiageli Ezekwesili <sup>1</sup>	Independent Director	0 (2)	1 (2)

1. Term ended on September 25, 2015.

## Audit and Risk Management Committee Report for the year ended March 31, 2016

To the Shareholders of Bharti Airtel Limited

The Audit & Risk Management Committee (“Audit Committee” or “Committee”) is pleased to present its report for the year ended March 31, 2016:

1. The Committee presently comprises of four members of whom three-fourths, including the Chairman are Independent Directors, as against the requirement of two-thirds prescribed under Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.
2. The responsibility for the Company's internal controls and financial reporting processes lies with the Management. The Statutory Auditors have the responsibility of performing an independent audit of the Company's financial statements in accordance with the India's Generally Accepted Accounting Principles (IGAAP) and International Financial Reporting Standards (IFRS) and issuing a report thereon. The Ombudsperson is responsible for the Company's Whistle Blower Mechanism.
3. The Company has in place an Internal Assurance Group (IAG) headed by Group Director – Internal Assurance. The Company has also appointed M/s. KPMG, New Delhi and M/s. ANB & Co., Chartered Accountants, Mumbai as Internal Auditors in accordance with Section 138 of the Companies Act, 2013. The audit conducted by the Internal Auditors is based on an internal audit plan, which is reviewed each year in consultation with the IAG and the Audit Committee. These audits are based on risk based methodology and interalia involve the review of internal controls and governance processes, adherence to management policies and review of statutory compliances. The Internal Auditors share their findings on an ongoing basis during the year for corrective action.
4. The Audit Committee oversees the work of Statutory Auditors, Internal Auditors, IAG and the Ombudsperson. It is also responsible for overseeing the processes related to the financial reporting and information dissemination.

### 5. In this regard, the Audit Committee Reports as follows:

- I. The Committee has discussed with the Company's Internal Auditors and Statutory Auditors the overall scope and plan for their respective audits. The Committee has also discussed the results and effectiveness of the audit, evaluation of the Company's internal controls and the overall quality of financial reporting.
- II. The Management has presented the Company's financial statements to the Committee and affirmed that the Company's financial statements have been drawn in accordance with the Indian GAAP and IFRS. Based on its review and the discussions conducted with the Management and the Statutory Auditors, the Audit Committee believes that the Company's financial statements are fairly presented in conformity with applicable accounting standards in all material aspects.

The Committee also considers that the financial statements are true and fair, provide sufficient information. The Committee believes the Company has followed adequate processes to prepare these financial statements.

- III. The Committee has reviewed both abridged and unabridged versions of the standalone and consolidated financial statements for the year ended March 31, 2016. It has recommended the same for the Board's approval.
- IV. The Committee has reviewed the internal controls for ensuring that the Company's accounts are properly maintained and that the accounting transactions are in accordance with prevailing laws and regulations. In conducting such reviews, the Committee found no material deficiency or weakness in the Company's internal control systems.
- V. The Committee reviewed the Company's internal financial controls and risk management systems from time to time.
- VI. The Committee reviewed the Ombudsperson's report on the functioning of the Whistle Blower Mechanism for reporting concerns about unethical behaviour, actual or suspected fraud, or violation of the Company's Code of Conduct or ethics policy. The Committee believes that the Company has an effective Whistle Blower Mechanism and nobody has been denied access to this mechanism.
- VII. The Committee reviewed with the Management, the independence and performance of Statutory Auditors. It has recommended to the Board, ratification of re-appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, as the Company's Statutory Auditors for next term, at the ensuing AGM.
- VIII. The Committee, along with the Management, reviewed the performance of the Internal Auditors and recommended to the Board the re-appointment of M/s. KPMG, New Delhi and M/s. ANB & Co., Chartered Accountants, Mumbai, as the Company's Internal Auditors for the succeeding tenure.
- IX. The Committee has been vested with the adequate powers to seek support and other resources from the Company. The Committee has access to the information and records as well. It also has the authority to obtain professional advice from external sources, if required.
- X. The Audit & Risk Management Committee monitored and approved all related party transactions, including any modification / amendment in any such transactions.

In conclusion, the Audit Committee is sufficiently satisfied that it has complied with the responsibilities as outlined in the Audit & Risk Management Committee's Charter.

**V. K. Viswanathan**

Place: Gurgaon  
Date: April 27, 2016

Chairman, Audit & Risk  
Management Committee

## HR and Nomination Committee

The Committee comprises five Non-Executive Directors, of whom three members, including, the Chairman of the Committee are Independent Directors. The composition of the Committee meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. The Company Secretary acts as the Secretary of the Committee. The Global Chief HR Officer is a permanent invitee to the Committee meetings. Other Senior Management members are also invited to the meeting to present reports relating to items being discussed at the meeting.

### Key Responsibilities of the HR and Nomination Committee

#### HR Related

- Formulation and recommendation to the Board, a policy relating to remuneration of Directors, Key Managerial Personnel\* and other employees.
- Determine the compensation (including salaries and salary adjustments, incentives / benefits, bonuses) and performance targets of the Chairman and of the Managing Directors & CEO's.
- In the event of no profit or inadequate profit, to approve the remuneration payable to managerial persons, taking into account the Company's financial position, industry trend, appointee's qualification, experience, past performance, past remuneration while bringing objectivity in determining the remuneration package, while striking a balance between the Company's interest and shareholders.
- Attraction and retention strategies for employees.
- Review employee development strategies.
- Assess the learning and development needs of the Directors and recommend learning opportunities, which can be used by Directors to meet their needs for development.
- Review all human resource related issues, including succession plan of key personnel.
- The Committee shall also consider any other key issues / matters as may be referred by the Board, or as may be necessary in view of Regulation 19 of the Listing Regulations or any other statutory provisions.

#### ESOP Related

- Formulation of ESOP plans and decide on future grants.
- Formulation of terms and conditions on following under the present ESOP Schemes of the Company with respect to:
  - Quantum of options to be granted under ESOP Scheme(s) per employee and in the aggregate under a plan.
  - Performance conditions attached to any ESOP Plan.
  - Conditions under which options vested in employees may lapse in case of termination of employment for misconduct.

- Exercise period within which the employee should exercise the option, and that option would lapse on failure to exercise the option within the exercise period.
- Specified time period within which the employee must exercise the vested options in the event of termination or resignation of an employee.
- Right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period.
- Procedure for making a fair and reasonable adjustment to the number of options and to the exercise price, in case of rights issues, bonus issues and other corporate actions.
- Grant, vest and exercise of option in case of employees, who are on long leave, and the procedure for cashless exercise of options.
- Any other matter which may be relevant for administration of ESOP schemes from time to time.
- To frame suitable policies and processes to ensure that there is no violation of SEBI (Prohibition of Insider Trading) Regulations, 1992 and SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 1995.
- Other key issues as may be referred by the Board.

#### Nomination Related

- Formulate the criteria / policy for appointment of Directors, Senior Management\*\*, which shall, inter-alia, include qualifications, positive attributes, diversity and independence of a Director.
- Review and recommend the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and Board Committees.
- Evaluate the balance of skills, knowledge, experience and diversity on the Board for description of the role and capabilities, required for a particular appointment.
- Identify and recommend to the Board, persons who are qualified to become Directors and who may be appointed in Senior Management, including Key Managerial Personnel, in accordance with the criteria laid down and their removal thereof.
- Recommend the appointment of any Director to executive or other employment / place of profit in the Company.
- Identify and nominate for the approval of the Board, candidates to fill Board vacancies, as and when they arise.
- Review succession planning for Executive and Non-Executive Directors and other Senior Executives, particularly the Chairman, Managing Directors & CEOs.
- Recommend suitable candidate for the role of Lead Independent Director.

- Formulation of criteria for evaluation of Independent Directors and the Board.
- Conduct an annual evaluation of the overall effectiveness of the Board, the Committees of the Board and the performance of each Director.
- Review the Terms of Reference of all committees of the Board, including itself on an annual basis, and recommend any changes to the Board.

\* 'Key Managerial Personnel' means: i) the Chief Executive Officer or the Managing Director or the Manager; ii) the Company Secretary; iii) the Whole-time Director; iv) the Chief Financial Officer.

\*\* 'Senior Management' 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 Executive Directors, including the functional heads.

### Meetings, Attendance and Composition of HR and Nomination Committee

During FY 2015-16, the Committee met four times i.e. April 28, 2015, August 04, 2015, October 25, 2015 and January 28, 2016.

The composition and the attendance of members at the meetings held during FY 2015-16, are given below:

Name	Category	Number of meetings attended (total held during tenure)
Mr. Ben Verwaayen, Chairman	Independent Director	4 (4)
Ms. Chua Sock Koong <sup>1</sup>	Non-Executive Director	2 (4)
Mr. D.K. Mittal	Independent Director	4 (4)
Mr. Manish Kejriwal	Independent Director	3 (4)
Mr. Rajan Bharti Mittal <sup>2</sup>	Non-Executive Director	3 (3)
Mr. Rakesh Bharti Mittal <sup>3</sup>	Non-Executive Director	1 (1)

1. Two meetings attended by Mark Chong Chin Kok, alternate Director.

2. Ceased to be member of the Committee w.e.f. January 07, 2016.

3. Appointed as a member of the Committee w.e.f. January 07, 2016.

The details relating to remuneration of Directors, as required under Listing Regulations have been given under a separate section, viz. 'Directors' Remuneration' in this report.

### Stakeholders' Relationship Committee

In compliance with the Regulation 20 of the Listing Regulations, requirements and provisions of Section 178 of the Companies Act, 2013, the Company has a Stakeholders' Relationship Committee. The Committee comprises four members including two Independent Directors. Mr. Rakesh Bharti Mittal, Non-Executive Director is the Chairman of the

Committee. The Company Secretary acts as a Secretary to the Committee.

### Key Responsibilities of the Stakeholders' Relationship Committee

The key responsibilities of the Stakeholders' Relationship Committee include the following:

- Formulation of procedures, in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time.
- Consider and resolve the complaints / grievances of security holders of the Company, including complaints related to transfer of shares, non-receipt of balance sheet and non-receipt of declared dividend.
- Dematerialise or re-materialise the share certificates.
- Approve the transmission of shares or other securities arising as a result of death of the sole / any of joint shareholder.
- Sub-divide, consolidate and / or replace any share or other securities certificate(s) of the Company.
- Issue duplicate share / other security (ies) certificate(s) in lieu of the original share / security (ies) certificate(s) of the Company.
- Approve, register and refuse to register transfer / transmission of shares and other securities.
- To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).
- Oversee & review, all matters connected with the transfer of securities of the Company.
- Oversee the performance of the Company's Registrar and Share Transfer Agent.
- Recommend methods to upgrade the standard of services to the investors.
- To deal with the Company's unclaimed / undelivered shares, as prescribed in the relevant Regulation of the Listing Regulations.
- To do all such acts, deeds and things as may be necessary in this regard.

The meetings of the Committee are generally held as and when deemed necessary, to review and ensure that all investor requests / grievances are redressed within stipulated time period.

### Meetings, Attendance and Composition of Stakeholders' Relationship Committee

During FY 2015-16, the Committee met six times i.e. on April 28, 2015, June 22, 2015, August 04, 2015, October 25, 2015, January 11, 2016 and March 02, 2016. The composition and the attendance of members at the meetings held during FY 2015-16, are given below:

Name	Category	Number of meetings attended (total held during tenure)
Mr. Rakesh Bharti Mittal, Chairman <sup>1</sup>	Non-Executive Director	1 (2)
Mr. D. K. Mittal	Independent Director	6 (6)
Mr. Gopal Vittal	Executive Director	6 (6)
Mr. Manish Kejriwal	Independent Director	2 (6)
Mr. Rajan Bharti Mittal, Chairman <sup>2</sup>	Non-Executive Director	3 (4)

1. Appointed as member and Chairman of the Committee w.e.f. January 07, 2016.

2. Ceased to be member and Chairman of the Committee w.e.f. January 07, 2016.

### Compliance Officer

Mr. Rajendra Chopra, Sr. Vice President & Company Secretary acts as the Compliance Officer of the Company for complying with the requirements of the Listing Regulations and requirements of securities laws, including SEBI (Prohibition of Insider Trading) Regulations, 2015.

### Nature of Complaints and Redressal Status

During FY 2015-16, the complaints and queries received by the Company were general in nature, which include issues relating to non-receipt of dividend warrants, shares, annual reports and others, which were resolved to the satisfaction of the shareholders.

Details of the investors' complaints received during FY 2015-2016 are as follows:

Type of complaint	Number	Redressed	Pending as on March 31, 2016
Non-receipt of securities	0	0	0
Non-receipt of Annual Report	0	0	0
Non-receipt of dividend / dividend warrants	1	1	Nil
Miscellaneous	1	1	Nil
<b>Total</b>	<b>2</b>	<b>2</b>	<b>Nil</b>

### Committee of Directors

To cater to various day-to-day requirements and to facilitate seamless operations, the Company has formed a functional Committee known as the Committee of Directors. The Committee meets as and when deemed necessary to cater to the day to day requirements of the Company.

The Committee comprises four members including two Independent Directors. Mr. Rakesh Bharti Mittal, Non-Executive Director is the Chairman of the Committee. The Company Secretary acts as a Secretary to the Committee.

### Meetings, Attendance and Composition of Committee of Directors

During FY 2015-16, the Committee met five times i.e. on April 28, 2015, August 04, 2015, October 27, 2015, December 11, 2015 and January 28, 2016. The composition and the attendance of members at the meetings held during FY 2015 -16, are given below:

Name	Category	Number of meetings attended (total held during tenure)
Mr. Rakesh Bharti Mittal, Chairman <sup>1</sup>	Non-Executive Director	1 (1)
Mr. D. K. Mittal	Independent Director	5 (5)
Mr. Gopal Vittal	Executive Director	5 (5)
Mr. Manish Kejriwal	Independent Director	3 (5)
Mr. Rajan Bharti Mittal, Chairman <sup>2</sup>	Non-Executive Director	4 (4)

1. Appointed as member and Chairman of the Committee w.e.f. January 07, 2016.

2. Ceased to be member and Chairman of the Committee w.e.f. January 07, 2016.

### Key Responsibilities of the Committee of Directors (within the limit approved by the Board)

#### Investment Related

- To grant loans to any body corporate / entity.
- To give guarantee(s) in connection with loan made to any body corporate / entity.
- To negotiate, finalise, amend, modify, approve and accept the terms and conditions with respect to aforesaid loans and / or guarantee(s) from time to time.
- To purchase, sell, acquire, subscribe, transfer or otherwise deal in the shares / securities of any Company, body corporate or other entities.

#### Treasury Related

- To borrow such sum of money, as may be required by the Company from time to time provided that the money already borrowed, together with the money to be borrowed by the Company does not exceed the limits provided under Section 180 of the Companies Act, 2013 i.e. upto the paid up capital and free reserve of the Company.
- To create security / charge(s) on all or any of the assets of the Company for the purpose of securing credit facility (ies) of the Company.
- To deal in government securities, units of mutual funds, fixed income and money market instruments, fixed deposits and certificate of deposit programme of banks and other instruments / securities / treasury products of banks & financial institutions as per treasury policy of the Company.
- To deal in foreign exchange and financial derivatives linked to foreign exchange and interest rates including but not limited to foreign exchange spot, forwards, options, currency swaps and interest rate swaps.

- To open, operate, close, change in authorisation for any Bank Account, Subsidiary General Ledger (SGL) Account, Dematerialisation / Depository Account.
- To approve, finalise and authorise the execution of any deed, document, letter or writing in connection with the aforesaid activities, including borrowing / credit facilities, creation of charge.

#### Allotment of Shares

- Issue and allot shares of the Company in one or more tranches as per the terms of the ESOP Schemes for the time being in force or upon conversion of Foreign Currency Convertible Bonds issued by the Company.
- To seek listing of shares issued as above on one or more Stock Exchanges in India and all such shares being pari-passu with the existing equity shares of the Company in all respects.
- To do all such acts, deeds and things, as may be necessary and incidental to allotment and listing of shares.

#### General Authorisations

- To open, shift, merge, close any branch office, circle office.
- To approve for participation into any tender, bid, auction by the Company.
- To register the Company with any Central / State Government authorities, Semi-Government authorities, local authorities, tax authorities including sales tax, service tax, value added tax authorities, labour law authorities, administrative authorities, business associations and other bodies.
- To purchase, sell, take on lease / license, transfer or otherwise deal with any property.
- To apply for and surrender any electricity, power or water connection.
- To appoint any Merchant Banker, Chartered Accountant, Advocate, Company Secretary, Engineer, Technician, Consultants and / or Professionals for undertaking any assignment for and on behalf of the Company.
- To constitute, reconstitute, modify, dissolve any trust or association with regard to the administrative matters or employee related matters and to appoint, reappoint, remove, replace the trustees or representatives.
- To authorise one or more employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s) jointly or severally to:
  - represent the Company before Central Government, State Governments, Judicial, Quasi-judicial and other statutory / administrative authorities or any other entity.
  - negotiate, finalise, execute, modify, sign, accept, and withdraw all deed, agreements, undertakings, certificates, applications, confirmations, affidavits, indemnity bonds, surety bonds, and all other documents and papers.
  - affix common seal of the Company.

- enter into, sign, execute and deliver all contracts for and on behalf of the Company.
- To do all such acts, deeds and things as may be required for the smooth conduct of the operations of the Company and which does not require the specific approval of the Board of the Company or which has specifically been delegated by the Board to any other Committee of the Board or any officer, employee or agent of the Company.
- To perform such other functions as may be authorised / delegated by the Board or as might have been authorised / delegated to the erstwhile Borrowing Committee, Investment Committee, Committee of Director or the Allotment Committee.
- To authorise / delegate any or all of its power to any person, officer, representative.

#### Corporate Social Responsibility (CSR) Committee

In compliance with the requirements of the Companies Act, 2013, the Company has constituted the Corporate Social Responsibility Committee.

The Committee comprises three members including one Independent Director. Mr. Rakesh Bharti Mittal, Non-Executive Director, is the Chairman of the Committee. The Company Secretary acts as a Secretary to the Committee.

#### Key Responsibilities of the CSR Committee

- Formulate, monitor and recommend to the Board CSR Policy and the activities to be undertaken by the Company.
- Recommend the amount of expenditure to be incurred on the activities undertaken.
- Review the Company's performance in the area of CSR.
- Evaluate social impact of the Company's CSR activities.
- Review the Company's disclosure of CSR matters including any annual Social Responsibility Report.
- Review the following, with the Management, before submission to the Board for approval.
  - The Business Responsibility (BR) Report.
  - CSR Report.
  - Annual Sustainability Report.
- Formulate and implement the BR policies in consultation with the respective stakeholders.
- Establish a monitoring mechanism to ensure that the funds contributed by the Company are spent by Bharti Foundation, or any other charitable organisation to which the Company makes contribution, for the intended purpose only.
- Approve the appointment or re-appointment of Directors responsible for Business Responsibility.
- Consider other functions, as defined by the Board, or as may be stipulated under any law, rule or regulation including the Listing Regulations, Corporate Social Responsibility Voluntary Guidelines, 2009 and the Companies Act, 2013.

On the recommendation of the CSR Committee, the Board had approved the Corporate Social Responsibility (CSR Policy) of the Company. The CSR Policy intends to strive for economic development that positively impacts the society at large with minimal resource footprints. The Policy is available on the Company's website at [www.airtel.com](http://www.airtel.com).

### Meetings, Attendance and Composition of CSR Committee

During FY 2015-16, the Committee met three times i.e. on April 28, 2015, October 26, 2015 and January 25, 2016. The composition and the attendance of members at the meetings held during the FY 2015 - 16, are given below:

Name	Category	Number of meetings attended (total held during tenure)
Mr. Rakesh Bharti Mittal, Chairman <sup>1</sup>	Non-Executive Director	1 (1)
Mr. D. K. Mittal	Independent Director	3 (3)
Mr. Gopal Vittal	Executive Director	2 (3)
Mr. Rajan Bharti Mittal, Chairman <sup>2</sup>	Non-Executive Director	2 (2)

1. Appointed as member and Chairman of the Committee w.e.f. January 07, 2016.

2. Ceased to be member and Chairman of the Committee w.e.f. January 07, 2016.

### Corporate Social Responsibility Report for the year ended March 31, 2016

The CSR Report for the year ended March 31, 2016 is annexed as [Annexure D](#) to the Board's Report.

### Airtel Corporate Council (ACC)

Airtel Corporate Council is a non-statutory committee, constituted by the Board for strategic management and supervision of the Company's operations within the approved framework.

The Committee comprises six members. Mr. Sunil Bharti Mittal, is the Chairman of the Committee. The Company Secretary acts as a Secretary to the Committee.

#### Key Responsibilities of the ACC Committee

- Strategic Management and supervision of Company's business.
- Formulation of Company's business plan including objectives and strategies, capex, and investments.
- Formulation of organisation policies, systems and processes, concerning the Company's operations.
- Review and monitor implementation of plans / strategies.
- Review the business-wise performance against approved plans of revenue, costs, profits, balance sheet, borrowings and investments, including strategy implementation.
- Appointment, remuneration, promotion, termination, career and succession planning and all employment related matters of the AMB and AIMB members (other than Chairman, MD & JMD).
- Approval of the variation in the Approved Annual Operation Plan up to 5% negative deviation.
- Approval of overall rewards strategy for the Company and its funding cost.
- Approval of performance target for the purpose of performance bonus and long term incentive plans in respect of regions, segments and concerned business units.
- Review and approval of all strategic consulting assignment.
- Review and recommend for approval of all items / proposals relating to restructuring, new line of business, investments, financial restructuring, General Reserved Matters (as referred in Article 125 (ii) of Articles of Association of the Company) and other matters, which require the Board's approval.
- Acquisition, disposal, transfer of any immovable property of value exceeding any amount in excess of the duly approved respective DoA's.
- Review with the Auditors the Internal Audit Reports and Special Audit Reports.
- Formation, modification, withdrawal, implementation of systems, policies, control manuals and other policy frameworks for operational efficiency and risk management.
- Approval of major legal initiatives including commencement of legal action against Government / Quasi Government authorities.
- Write off advances, receivables, claims and any other amounts in excess of the duly authorised respective DoA's.
- Entry or exit into new sub line of business / product line / major activity in any manner whatsoever.
- Change of the Company's brand name, logo, trade mark.
- Approval for charitable donations within the overall limit set by the Board.
- Approval for contribution to any political party / political trust within the overall limit set by the Board.
- Nomination of Director / representative on the subsidiaries and joint ventures.
- Reviewing all major pending legal cases and related matters.

**Powers of ACC in respect of the Subsidiaries and their step down Subsidiaries (Other than listed subsidiaries)**

- Formulation of business plan, including any strategic initiative, investments, capex, borrowing including refinancing and extension, among others.
- Nomination of the respective subsidiaries nominee on Board of other companies.

- Entry into / exit from business / major business activities, in any manner whatsoever, including purchase, sale, lease, franchise, among others.

With respect to overseas subsidiaries and their step down subsidiaries, the power of ACC is confined to performing key shareholder functions.

**General Body Meetings**

The details of last three Annual General Meetings (AGMs) are as follows:

Financial Year	Location	Date	Time	Special Resolution passed
2014-2015	Air Force Auditorium,	August 21, 2015	1530 Hrs. (IST)	No special resolution was passed in the last three AGMs
2013-2014	Subroto Park,	September 01, 2014	1530 Hrs. (IST)	
2012-2013	New Delhi - 110 010	September 05, 2013	1530 Hrs. (IST)	

**Postal Ballot**

The Company had passed the following Special Resolutions through postal ballot / e-voting on Tuesday, April 14, 2015:

- Implementation of the ESOP Scheme 2005 through ESOP Trust and related amendment in the ESOP Scheme 2005; and
- Authorisation to the ESOP trust for secondary acquisition of shares and provision of money for acquisition of such shares.

Details of postal ballot w.r.t. above resolutions were provided in the Report on Corporate Governance forming part of Annual Report for the financial year ended March 31, 2015.

There is no immediate proposal for passing any special resolution through Postal Ballot on or before ensuing Annual General Meeting.

**Code of Conduct**

In compliance with Regulation 17 of the Listing Regulations and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct for all Directors and Senior Management Personnel. The Code is available on the Company's website [www.airtel.com](http://www.airtel.com). The Code is applicable to all Board members and Senior Management Personnel who directly report to the Chairman, the Managing Director & CEO (India & South Asia). The Code is circulated to all Board members and Senior Management Personnel and its compliance is affirmed by them annually.

Besides, the Company also procures a quarterly confirmation of material financial and commercial transactions entered into by Senior Management personnel with the Company that may have a potential conflict of interest.

A declaration signed by the Managing Director & CEO (India & South Asia), regarding affirmation of compliance with the Code of Conduct by Board Members and Senior Management for the financial year ended March 31, 2016, is annexed as [Annexure A](#) to this report.

Along with the Code of Conduct for the Board members and Senior Management, the Company has also laid down a

Code of Conduct for its employees. As a process, an annual confirmation is also sought from all the employees. All employees are expected to confirm compliance to the Code annually. Regular training programme / self certifications are conducted across locations to explain and reiterate the importance of adherence to the code.

**Disclosures and Policies**
**Disclosure on Materially Significant Related Party Transactions that may have potential conflict with the interest of Company at large**

All transactions entered into with related parties as defined under the Companies Act, 2013 and the Listing Regulations during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013.

None of the transactions with any of the related parties were in conflict with the interest of the Company rather, they synchronise and synergise with the Company's operations. Attention of members is drawn to the disclosure of transactions with the related parties set out in Note no. 47 of the Standalone Financial Statements, forming part of the Annual Report.

The required statements / disclosures, with respect to the related party transactions, are placed before the Audit & Risk Management Committee as well as to the Board of Directors, on quarterly basis in terms of Regulation 23(3) of the Listing Regulations and other applicable laws for approval / information. Prior omnibus approval is obtained for Related Party Transactions which are of repetitive in nature.

The Company's major related party transactions are generally with its subsidiaries and associates. These transactions are entered into based on consideration of various business exigencies, such as synergy in operations, sectoral specialisation, liquidity and capital resource of subsidiary and associates and all such transactions are on arm's length basis.

The Board of Directors has formulated a Policy on dealing with Related Party Transactions pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations. The

Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and related parties. The Policy is posted on the website of the Company at <http://www.airtel.in/wps/wcm/connect/36a5305d-f0ba-490c-9eff-152ef6811917/BAL-Policy-on-Related-Party-Transactions.pdf?MOD=AJPERES>.

### Disclosure on Risk Management

The Company has established an enterprise-wide risk management (ERM) framework to optimally identify and manage risks, as well as to address operational, strategic and regulatory risks. In line with the Company's commitment to deliver sustainable value, this framework aims to provide an integrated and organised approach to evaluate and manage risks. Risk assessment monitoring is included in the Company's annual Internal Audit programme and reviewed by the Audit & Risk Management Committee at regular intervals. In compliance with Regulation 17 and 21 of the Listing Regulations, the Board of Directors has formulated a Risk Management Policy for framing, implementing and monitoring the risk management plan for the Company.

The Board is periodically updated on the key risks, steps and processes initiated for reducing and, if feasible, eliminating various risks. Business risk evaluation and management is an ongoing process within the Company.

Detailed update on risk management framework has been covered under the risk section, forming a part of the Management Discussion and Analysis.

### Details of Non-compliance with regard to Capital Markets during the last three years

There have been no instances of non-compliances by the Company and no penalties and / or strictures have been imposed by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

### Insider Trading

In compliance with the SEBI regulation on prevention of insider trading, the Company has established systems and procedures to prohibit insider trading activity and has formulated a code on insider trading for designated persons, who may have access to the Company's price sensitive information. The Code lays down procedures to be followed and disclosures to be made, while trading in the Company's shares.

The Company follows highest standards of transparency and fairness in dealing with all stakeholders and ensures that no insider shall use his or her position with or without knowledge of the Company to gain personal benefit or to provide benefit to any third party.

### Ombudsperson Policy / Whistle Blower Policy

Bharti Airtel has adopted an Ombudsperson Policy (includes Whistle Blower Policy). It outlines the method and process for stakeholders to voice genuine concerns about unethical conduct that may be in breach with the employees' Code of Conduct. The policy aims to ensure that genuine complainants are able to raise their concerns in full confidence, without any fear of retaliation or victimisation. The Ombudsperson

administers a formal process to review and investigate any concern raised. It also undertakes all appropriate actions required to resolve the reported matter. Instances of serious misconduct dealt with by the Ombudsperson are reported to the Audit & Risk Management Committee. All employees of the Company as well as vendors / partners and any person that has a grievance (excluding standard customer complaints) has full access to the Ombudsperson through phones, emails or even meetings in person. During the year under review, no employee was denied access to the Audit & Risk Management Committee.

### Auditors' Certificate on Corporate Governance

As required under Regulation 34 of the Listing Regulations, the auditors' certificate on Corporate Governance is annexed as Annexure H to the Board's Report.

### CEO and CFO Certification

The certificate required under Regulation 17(8) of the Listing Regulations, duly signed by the CEO and CFO was placed before the Board. The same is provided as Annexure B to this report.

### Subsidiary Companies

The Company monitors performance of subsidiary Companies, inter-alia, by the following means:

- Financial Statements, in particular investments made by unlisted subsidiary companies, are reviewed quarterly by the Audit & Risk Management Committee.
- Minutes of the Board Meetings of unlisted subsidiary companies are regularly placed before the Board.
- A statement containing significant transactions and arrangements entered into by unlisted subsidiary companies is placed before the Company's Board.

Bharti Infratel Limited, the Company's material Indian subsidiary, is listed on Stock Exchanges and therefore, the Company is not required to nominate a Director on the Board of Bharti Infratel Limited.

The Board of Directors have formulated a Policy for determining material subsidiaries pursuant to the provisions of the Listing Regulations. The same is posted on the Company's website at <http://www.airtel.in/wps/wcm/connect/7e99add6-9401-4ab3-899a-07572390a956/BAL-Policy-for-determining-Material-Subsidiaries.pdf?MOD=AJPERES>.

### Compliance with the Mandatory Requirements of the Listing Regulations

The Board of Directors periodically review the compliance of all applicable laws. The Company has complied with all the mandatory requirements of the Code of Corporate Governance as specified in Regulation 17 to 27 and Clauses (b) to (i) of sub regulation (2) of Regulation 46 of the Listing Regulations. It has obtained a certificate affirming the compliances from M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, the Company's Statutory Auditors and the same is attached to the Board's Report.

**Details of Compliances with the Non-mandatory Requirements of Regulation 27 of the Listing Regulations**

In addition to the mandatory requirements, the Company has also adopted the following non-mandatory requirements Regulation 27(1) of the Listing Regulations:

**(i) Shareholders' Rights**

The Company has a policy of announcement of the audited quarterly results. The results, as approved by the Board of Directors (or Committee thereof) are first submitted to Stock Exchanges within 15 / 30 minutes (under Clause 49 of the Listing Agreement / Clause 30 of the Listing Regulations) of the approval of the results. Once taken on record by the Stock Exchanges, the same were disseminated in the media through press release. The quarterly financial results are published in newspapers and uploaded on Company's website [www.airtel.com](http://www.airtel.com).

On the next day of the announcement of the quarterly results, an earnings call is organised, where the management responds to the queries of the investors / analysts. These calls are webcast live and transcripts posted on the website. In addition, discussion with the management team is webcast and also aired on the electronic media.

**(ii) Audit Qualifications**

Company's financial statements are unqualified.

**(iii) Separate posts of Chairman and CEO**

The positions of the Chairman of the Board and the Managing Director & Chief Executive Officer of the Company are held by separate individuals.

**(iv) Reporting of Internal Auditor**

The Internal Auditors directly reports to the Audit & Risk Management Committee.

**(v) Compliance with the ICSI Secretarial Standards**

The relevant Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) has been complied by the Company.

**(vi) IFRS Financial Statements**

In addition to the Consolidated Financial Statements prepared under IGAAP, the Company has also voluntarily prepared the Consolidated Financial Statements as per IFRS for its investors and other stakeholders.

**Green Initiatives by MCA**

In compliance with the provisions of Section 20 of the Companies Act, 2013 and as a continuing endeavour towards the 'Go Green' initiative, the Company sends all correspondence / communications through email to those shareholders who have registered their email id with their depository participant's / Company's registrar and share transfer agent. In case the shareholders desire to receive a printed copy of such communications, they send a requisition to the Company. The Company forthwith sends a printed copy of the communication to the shareholder.

**Status of Dividend Declared**

The Company declared its maiden dividend in August 2009 for the FY 2008-09. Status of the dividend declared by the Company for the last seven years is as under.

Financial Year	Rate of Dividend per equity share of ₹ 5 each	Total Pay-out	Amount in ₹ Millions	
			Amount Paid to the shareholders	Amount un-paid to the shareholders
2014-15	₹ 2.22	8,874.23	8,873.32 (99.99%)	0.90 (0.01%)
2014-15 (Interim Dividend)	₹ 1.63	6,515.76	6,505.85 (99.85%)	9.91 (0.15%)
2013-14	₹ 1.80	7,195.32	7,184.26 (99.85%)	11.06 (0.15%)
2012-13	₹ 1	3,797.53	3,791.06 (99.83%)	6.47 (0.17%)
2011-12	₹ 1	3,797.53	3,790.79 (99.82%)	6.74 (0.18%)
2010-11	₹ 1	3,797.53	3,791.14 (99.83%)	6.39 (0.17%)
2009-10	₹ 1	3,797.53	3,790.09 (99.80%)	7.44 (0.20%)
2008-09	₹ 1	3,796.84	3,790.75 (99.84%)	6.09 (0.16%)

The Company constantly endeavours to reduce the unpaid dividend amount. The shareholders, who have not claimed their dividend for the above financial years are requested to contact the Company or its Share Transfer Agent.

**Equity Shares in the Suspense Account**

In terms of Regulation 34 of the Listing Regulations, the details of the equity shares lying in the suspense accounts, which were issued in physical form, are as follows:

Particulars	Number of Shareholders	Number of equity shares
Number of shareholders and aggregate number of shares as transferred to the Unclaimed Suspense Account outstanding as on April 01, 2015	8	21
Number of shareholders who approached the Company for transfer of shares and shares transferred from suspense account during the year	Nil	Nil
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2016	8	21

The voting rights on the shares in the suspense accounts as on March 31, 2016 shall remain frozen till the rightful owners of such shares claim the shares.

## Means of Communication

**Quarterly Results:** The Company's Quarterly Audited Results are published in prominent daily newspapers, viz. Mint (English daily) and Hindustan (vernacular newspaper) and are also uploaded on the Company's website [www.airtel.com](http://www.airtel.com).

**News releases, presentations:** Official news releases and official media releases are sent to Stock Exchanges and uploaded on the Company's website [www.airtel.com](http://www.airtel.com).

**Earning Calls & Presentations to Institutional Investors / Analysts:** The Company organises an earnings call with analysts and investors on the next day of announcement of results, which is also broadcast live on the Company's website. The transcript of the earnings call is posted on the website soon after. Any specific presentation made to the analysts / others is also uploaded on the website [www.airtel.com](http://www.airtel.com).

**NSE Electronic Application Processing System (NEAPS) / BSE Corporate Compliance & Listing Centre:** The NEAPS/ BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings, like shareholding pattern, Corporate Governance Report, media releases and other material information is also filed electronically on the designated portals.

**Website:** Up-to-date financial results, annual reports, shareholding patterns, official news releases, financial analysis reports, latest presentation made to the institutional investors and other general information about the Company are available on the website [www.airtel.com](http://www.airtel.com).

Since the time of listing of shares, Bharti Airtel adopted a practise of releasing a quarterly report, which contains financial and operating highlights, key industry and Company developments, results of operations, stock market highlights, non-GAAP information, ratio analysis, summarised financial statements and so on. The quarterly reports are posted on the Company's website and are also submitted to the Stock Exchanges, where the Company's shares are listed.

## Equity Shares Listing, Stock Code and Listing Fee Payment

Name and address of the Stock Exchange	Scrip code	Status of fee paid for FY 2016-17
<b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	BHARTIARTL	Paid
<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	532454	Paid

The Company de-listed its shares from the Delhi Stock Exchange Association Limited (Regional) during the financial year 2003-04.

During the year, the Company had issued USD 1,000 Mn 4.375% Senior Unsecured Notes. These Notes are listed on Singapore Stock Exchange.

## Disclosure of commodity price risks and commodity hedging activities

The Company follows prudent Board approved risk management policies. A detailed note on commodity price risks and commodity hedging activities is given in Management Discussion and Analysis forming part of this Annual Report.

## General Shareholders' Information

### 21<sup>st</sup> Annual General Meeting

Date	August 19, 2016
Day	Friday
Time	3.30 p.m.
Venue	Air Force Auditorium, Subroto Park, New Delhi – 110 010

### Financial Calendar

#### (Tentative Schedule, subject to change)

Financial year	April 01 to March 31
<b>Results for the quarter ending:</b>	
June 30, 2016	July 27, 2016 (Wednesday)
September 30, 2016	October 25, 2016 (Tuesday)
December 31, 2016	January 24, 2017 (Tuesday)
March 31, 2017	April 25, 2017 (Tuesday)

### Book Closure

Saturday, August 13, 2016 to Friday, August 19, 2016 (both days inclusive).

### Dividend

₹ 1.36 per equity share of ₹ 5/- each (i.e. 27.20% on the face value of the shares)

### Dividend Pay-out Date

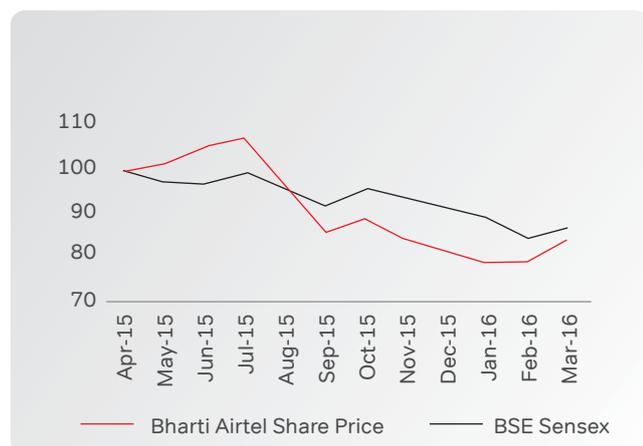
On or after August 19, 2016 (within the statutory time limit of 30 days i.e. up to September 18, 2016), subject to the approval of the shareholders.

**Stock Market Data for the Period April 01, 2015 to March 31, 2016**

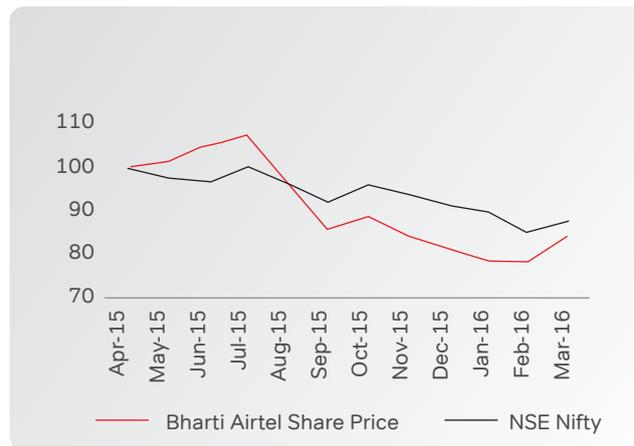
Month	BSE			NSE		
	High	Low	Volume (Nos.)	High	Low	Volume (Nos.)
April 2015	425.70	371.85	6,345,103	427.00	371.80	109,472,835
May 2015	434.70	374.05	7,076,146	435.00	373.60	171,876,253
June 2015	437.20	403.50	6,044,738	437.30	402.85	80,413,818
July 2015	452.45	404.30	4,817,950	452.45	404.10	69,210,577
August 2015	427.60	332.60	4,918,622	427.70	332.50	98,617,633
September 2015	366.00	315.65	5,794,823	365.70	315.60	86,118,960
October 2015	374.35	335.80	4,109,165	374.70	335.60	78,058,324
November 2015	354.10	317.90	3,608,897	353.80	317.10	50,606,564
December 2015	341.20	304.65	4,840,420	341.75	304.15	76,546,265
January 2016	343.90	282.30	5,078,987	344.00	282.30	72,258,491
February 2016	334.80	291.00	9,328,164	334.90	291.20	90,335,726
March 2016	361.20	310.20	6,921,492	361.40	310.25	70,171,917

Source: www.bseindia.com

Source: www.nseindia.com

**Bharti Airtel Share Price Vs. BSE Sensex**


Note: Base 100 = April 01, 2015

**Bharti Airtel Share Price Vs. NSE Nifty**

**Registrar and Transfer Agent**

All the work related to share registry, both in physical and electronic form, is handled by the Company's Registrar and Transfer Agent at the address mentioned in the communication addresses section.

**Share Transfer System**

As much as 99.86% of the Company's equity shares are in electronic format. These shares can be transferred through the depositories without the Company's involvement.

Transfer of shares in physical form is processed within 15 days from the date of receipt, provided the documents are

complete in all respects. All transfers are first processed by the Transfer Agent and are submitted thereafter to the Company, for approval. The Transfer Agent has been authorised to transfer minor shareholding up to 50 shares without the Company's involvement.

Pursuant to Regulation 40(9) of the Listing Regulations, the Company obtains certificates from a practicing Company Secretary on a half-yearly basis to the effect that all the transfers are completed within the statutory stipulated period. A copy of the certificates so received is submitted to both Stock Exchanges, where the shares of the Company are listed.

## Distribution of Shareholding

By number of shares held as on March 31, 2016

Sl. no.	Category ( by no. of shares)	No. of shareholders	% to holders	No. of shares	% of shares
1	1 – 5000	220,735	97.81	18,586,204	0.47%
2	5001 – 10000	2,177	0.96	3,302,274	0.08%
3	10001 – 20000	977	0.43	2,847,428	0.07%
4	20001 – 30000	360	0.16	1,799,949	0.05%
5	30001 – 40000	169	0.08	1,192,924	0.03%
6	40001 – 50000	135	0.06	1,246,131	0.03%
7	50001 – 100000	226	0.10	3,273,971	0.08%
8	100001 – above	906	0.40	3,965,151,221	99.19%
	<b>Total</b>	<b>2,25,685</b>	<b>100 %</b>	<b>3,997,400,102</b>	<b>100 %</b>

By category of holders as on March 31, 2016

S. no.	Category	No. of shares	%age of holding
<b>I</b>	<b>Promoter and Promoter Group</b>		
	(i) Indian promoters	1,802,318,492	45.09
	(ii) Foreign promoters	865,673,286	21.66
	<b>Total Promoters shareholding</b>	<b>2,667,991,778</b>	<b>66.75</b>
<b>II</b>	<b>Public Shareholding</b>		
	<b>(A) Institutional Investors</b>		
	(i) Mutual Funds and Unit Trust of India	99,168,397	2.48
	(ii) Financial institutions and Banks	1,291,949	0.03
	(iii) Insurance companies	297,836,594	7.45
	(iv) Foreign Institutional Investors	417,947,942	10.46
	(v) Others - Foreign Portfolio Investors	253,014,232	6.33
	<b>(B) Others</b>		
	(i) Bodies Corporate (Indian)	9,523,591	0.24
	(ii) Bodies Corporate (Foreign)	204,127,716	5.11
	(iii) Trusts	7,773,082	0.19
	(iv) NRIs / OCBs / Foreign Nationals / QFI	2,174,198	0.05
	(v) Indian Public & Others	36,523,623	0.91
	<b>Total Public Shareholding</b>	<b>1,329,408,324</b>	<b>33.25</b>
	<b>Total Shareholding</b>	<b>3,997,400,102</b>	<b>100.00</b>

## Dematerialisation of Shares and Liquidity

The Company's shares are compulsorily traded in dematerialised form and are available for trading with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The shareholders can hold the Company's shares with any of the depository participants, registered with these depositories. ISIN for the Company's shares is INE397D01024.

The Company's equity shares are frequently traded at the BSE Limited and the National Stock Exchange of India Limited.

## Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity

The Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments as on date.

## Plant Locations

Being a service provider company, Bharti Airtel has no plant locations. The Company's Circle Office addresses are provided at the end of the Annual Report.

**Communication Addresses**

	Contact	Email	Address
For Corporate Governance and other Secretarial related matters	<b>Mr. Rajendra Chopra</b> Company Secretary	compliance.officer@bharti.in	Bharti Airtel Limited Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi – 110 070 Telephone no.: +91 11 46666100 Fax no.: +91 11 46666137 Website: <a href="http://www.airtel.com">www.airtel.com</a>
For queries relating to Financial Statements	<b>Mr. Harjeet Kohli</b> Corporate Head - Treasury & Investor Relations	ir@bharti.in	
For Corporate Communication related matters	<b>Mr. Raza Khan</b> Head – Group Corporate Communications	corporate.communications@bharti.in	
Registrar & Transfer Agent	<b>Karvy Computershare Pvt. Ltd.</b>	einward.ris@karvy.com	
			Karvy Selenium Tower B, Plot number 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 Ph No.: 040-67162222 Fax No.: 040-23001153 Website: <a href="http://www.karvy.com">www.karvy.com</a>

---

**Annexure A****Declaration**

I hereby confirm that the Company has received from all the members of the Board and Senior Management, for the financial year ended March 31, 2016, a confirmation that they are in compliance with the Company's Code of Conduct.

Place: Gurgaon

Date: April 27, 2016

For **Bharti Airtel Limited**

**Gopal Vittal**

Managing Director & CEO (India & South Asia)

---

**Annexure B****Chief Executive Officer (CEO) / Chief Financial Officer (CFO) Certification**

We, Gopal Vittal, Managing Director & CEO (India & South Asia) and Nilanjan Roy, Global Chief Financial Officer of Bharti Airtel Limited, to the best of our knowledge and belief hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2016 and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Gurgaon

Date: April 27, 2016

**Nilanjan Roy**

Global Chief Financial Officer

**Gopal Vittal**

Managing Director & CEO (India & South Asia)