

# Board's Report

## Dear Members,

Your Directors are pleased to present the 29<sup>th</sup> Board's Report on the business and operations of Bharti Airtel Limited ('Bharti Airtel' or 'Company') along with audited financial statements for the financial year ended March 31, 2024.

## Company Overview

Bharti Airtel is a global telecom solutions provider, serving over 550 million customers in 17 countries across South Asia and Africa. The Company ranks amongst the top three mobile operators globally and its networks cover over two billion people. Bharti Airtel is India's largest telecom solutions provider and the second largest mobile operator in Africa.

Bharti Airtel's retail portfolio includes high speed 4G/5G mobile broadband, Airtel Xstream Fiber that promises speeds up to 1 Gbps, seamlessly converging linear and on-demand entertainment, streaming services spanning music and video, digital payments and Airtel finance. For enterprise customers, the Company offers a comprehensive suite of solutions ranging from secure connectivity, cloud and data center services to cyber security, IoT and cloud-based communication. The Company also has investments in tower infrastructure, supporting telecom operations through its joint venture entity viz. Indus Towers Limited ('Indus'). As on March 31, 2024, the Company hold 47.95% stake in Indus.

## Financial Highlights

In terms of the provisions of the Companies Act, 2013 ('Act'), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has prepared its standalone and consolidated financial statements as per Indian Accounting Standards for FY 2023-24. The financial highlights of the Company for FY 2023-24, are as follows:

Particulars	Standalone				Consolidated			
	FY 2023-24		FY 2022-23		FY 2023-24		FY 2022-23	
	₹ Mn	USD Mn*	₹ Mn	USD Mn**	₹ Mn	USD Mn*	₹ Mn	USD Mn**
Gross revenue	941,198	11,375	847,201	10,541	1,499,824	18,127	1,391,448	17,313
EBITDA before exceptional items	510,867	6,174	441,477	5,493	790,458	9,553	717,330	8,925
Cash profit from operations	378,029	4,569	318,432	3,962	607,739	7,345	553,596	6,888
Profit/ (Loss) before tax	71,161	860	12,693	158	126,790	1,532	165,607	2,061
Net income/ (Loss)	49,882	603	(896)	(11)	74,670	902	83,459	1,038

\* 1 USD = ₹82.74 exchange rate as on March 31, 2024.

\*\* 1 USD = ₹80.37 exchange rate as on March 31, 2023.

The financial results and the results of operations, including major developments, have been further discussed in detail in the Management Discussion and Analysis Report.

## Reserves

During the year, the Company has not transferred any amount to General Reserve. As on March 31, 2024, the Reserves and Surplus comprising General Reserve, Retained Earnings and Securities Premium Account stood at ₹864,688 million.

## Share Capital

The authorised share capital of the Company as on March 31, 2024 stood at ₹148,730,500,000 divided into 29,746,080,000 equity shares of face value of ₹5 each and 1,000 preference shares of face value of ₹100 each.

During the FY 2023-24, the Company has allotted 79,952,427 fully paid-up equity shares of face value of ₹5 each at the applicable conversion price pursuant to conversion of Foreign Currency Convertible Bonds ('FCCBs') of principal value of \$575.73 million in multiple tranches. Consequent to the aforesaid allotment, the paid-up share capital of the Company has increased to ₹28,765,794,962.50 divided into 5,655,087,077 equity shares of face value of ₹5 each fully paid-up and 392,287,662 partly paid-up equity shares of face value of ₹5 each (₹1.25 per share paid-up) as on March 31, 2024.

## Dividend

In terms of Regulation 43A of the Listing Regulations, the Company has in place the Dividend Distribution Policy, which sets out the parameters and circumstances to be considered by the Board of Directors ('Board') in determining the distribution of dividend to its shareholders and/or the utilisation of the retained profits of the Company. As per the policy, the Company aims to distribute to its shareholders, 100% dividend income (net of taxes) received from its subsidiary/ associate companies. The Dividend Distribution Policy is available on the Company's website at <https://assets.airtel.in/static-assets/cms/investor/docs/Dividend-Distribution-Policy-18052022.pdf>.

In line with the above policy, your Directors have recommended a final dividend of ₹8/- (i.e. 160%) per fully paid-up equity share of face value of ₹5/- each and a pro-rata final dividend of ₹2/- per partly paid-up equity share of face value of ₹5/- each (paid-up value of ₹1.25/- each) for FY 2023-24, subject to approval of members at the ensuing Annual General Meeting. The proposed dividend payout based on the outstanding number of shares as on the date of this report, will amount to approx. ₹46,173.53 million.

The record date for the purpose of payment of final dividend for the FY 2023-24, will be Wednesday, August 07, 2024.

In view of the applicable provisions of Income Tax Act, 1961, dividend paid or distributed by the Company shall be taxable in the hands of the shareholders. Your Company shall, accordingly make the payment of the final dividend after deduction of tax at source.

### Subsidiary, Associate and Joint Venture Companies

As on March 31, 2024, your Company has 142 subsidiaries and 16 associate and joint venture entities.

During the year under review, Beetel Teletech Limited, Beetel Teletech Singapore Private Limited, Airtel Gabon Telesonic S.A., Nextra Africa Data (Kenya) Limited and Nextra Africa Data (Nigeria) FZE, became subsidiaries of the Company. Network i2i (Kenya) Limited and Société Malgache de Téléphone Cellulaire S.A. ceased to be subsidiary companies during the year.

Further, Dixon Electro Appliances Private Limited became associate company and Juggernaut Books Private Limited ceased to be associate company, during the year under review.

Bharti Hexacom Limited, subsidiary company has successfully achieved the milestone of listing and trading of its equity shares on National Stock Exchange of India Limited and BSE Limited effective from April 12, 2024.

Pursuant to Section 129(3) of the Act, read with Rule 5 of Companies (Accounts) Rules, 2014, a statement containing salient features of financial statements of subsidiaries, associates and joint ventures in prescribed form AOC-1, is annexed to the consolidated financial statements of the Company which forms part of this Integrated Report. The said statement also provides the details of performance and financial position of each subsidiary, associate and joint venture and their contribution to the overall performance of the Company.

In terms of the requirement of Section 136 of the Act, the financial statements of each of the subsidiary companies are available on the Company's website at <https://www.airtel.in/about-bharti/equity/results/annual-results>.

The audited financial statements of each subsidiary, associate and joint venture companies are available for inspection at the Company's registered office. The physical copies of annual financial statements of the subsidiary, associate and joint venture companies will also be made available to the members of the Company upon request.

The Policy for determining material subsidiaries of the Company is also provided on the Company's website at [https://s3-ap-southeast-1.amazonaws.com/bsy/iportal/images/Policy-for-determining-Material-Subsidiaries-1\\_3C3DACCD6AC67BF355A2231C3D434D64.pdf](https://s3-ap-southeast-1.amazonaws.com/bsy/iportal/images/Policy-for-determining-Material-Subsidiaries-1_3C3DACCD6AC67BF355A2231C3D434D64.pdf). Details of material subsidiaries of the Company as per Regulation 16(1)(c) of Listing Regulations are disclosed in the Report of Corporate Governance forming part of this Integrated Report.

### Directors and Key Managerial Personnel

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

As on March 31, 2024, the Board comprised ten (10) directors, including a Chairman, a Managing Director & CEO, three (3) Non-Executive Non-Independent Directors and five (5) Independent Directors including two (2) Women Independent Directors. The appointment/ re-appointment of all the directors of the Company is subject to periodic approval of the shareholders, hence, the Company does not have any permanent Board seat.

Details of change in directors during FY 2023-24 and till the date of this report, are as under:

### Appointments, Re-appointments, Retirements and Resignations

#### i. Retirement by rotation and subsequent re-appointment

Pursuant to the provisions of the Act, Mr. Tao Yih Arthur Lang (DIN: 07798156), Non-executive Director of the Company, will retire by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment. The Board, on the recommendation of the HR & Nomination Committee, recommended his re-appointment at the ensuing AGM.

#### ii. Appointment and re-appointment of Independent Director

During the FY 2023-24, following appointment(s)/ re-appointment(s) were made by the Board of Directors on the recommendations of HR & Nomination Committee ('HRC'):

- (a) Re-appointment of Ms. Kimsuka Narasimhan (DIN: 02102783) as Independent Director for second term of five consecutive years w.e.f. March 30, 2024 upto March 29, 2029 upon approval of the members in 28<sup>th</sup> Annual General Meeting ('AGM') held on August 24, 2023.
- (b) Appointment of Mr. Douglas Anderson Baillie (DIN: 00121638) as an Independent Director for a term of five consecutive years w.e.f. October 31, 2023 upto October 30, 2028 which was subsequently approved by the members by way of Postal Ballot on January 28, 2024.

Further, the Board of Directors, in its meeting held on May 14, 2024 and on the recommendation of HRC, has appointed Justice (Retd.) Arjan Kumar Sikri (DIN: 08624055) as an Additional Director w.e.f. June 01, 2024 and to hold office as an Independent Director for a term of five consecutive years i.e. upto May 31, 2029, subject to approval of the members at the ensuing AGM.

Justice (Retd.) Arjan Kumar Sikri fulfils the conditions specified under the Act and the Listing Regulations and is independent of the management. Accordingly, the Board recommends his appointment, for the approval of the members.

In the opinion of the Board, all the directors, including the aforesaid directors, possess the requisite qualifications, experience, expertise, proficiency and hold high standards of integrity.

Brief resume, nature of expertise, disclosure of relationship between directors inter-se, details of directorships and committee memberships held in other companies of the directors proposed to be appointed/ re-appointed, along with their shareholding in the Company, as stipulated under Secretarial Standard 2 and Regulation 36 of the Listing Regulations, are appended as an Annexure to the Notice of the 29<sup>th</sup> AGM.

### iii. Retirements and resignations of Independent Director(s)

During the financial year ended on March 31, 2024, following directors have retired from the Board upon completion of their respective tenure as Independent Director of the Company:

- (a) Mr. V.K. Viswanathan w.e.f. the close of business hours on January 13, 2024; and
- (b) Mr. Dinesh Kumar Mittal w.e.f. the close of business hours on March 12, 2024.

Mr. Pradeep Kumar Sinha (DIN: 00145126) tendered his resignation as an Independent Director w.e.f. the close of business hours on May 14, 2024, expressing his intention to devote time towards his new professional responsibilities and confirming that there was no other material reason for his resignation.

The Board places on record its sincere appreciation for the valuable contribution made by the aforesaid directors.

Further, in terms of the Section 203 of the Act, the Key Managerial Personnel ('KMP') of the Company are Gopal Vittal, Managing Director & CEO, Soumen Ray, Chief Financial Officer (India & South Asia) and Pankaj Tewari, Company Secretary. During the year under review and till the date of this report, there was no change in the KMPs of the Company.

### Declaration by Independent Directors

Pursuant to Section 149(7) of the Act, the Company has received declarations from all Independent Directors confirming that they meet the criteria of independence as specified in Section 149(6) of the Act, as amended, read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence and that they are independent of the management.

The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct and that they are registered on the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The Directors have further confirmed that they are not debarred from holding the office of director under any SEBI order or any other such authority.

The Board of Directors of the Company have taken on record the aforesaid declaration and confirmation submitted by the Independent Directors.

### Board Diversity and Policy on Director's appointment and remuneration

The Board of Directors values the significance of diversity and firmly believes that diversity of background, gender, age, ethnicity, geography, expertise, knowledge, perspectives etc., leads to sharper and balanced decision-making and overall sustainable development. At Airtel, we recognise the importance of diversity and inclusion in our boardroom, and strive to maintain a diverse composition that reflects the richness of the global community we serve. The Company has an eminent, high-performing and diverse board comprising **30% Woman Directors.**

In terms of the requirement of Section 178 of the Act and Listing Regulations, the Board of Directors has adopted 'Policy on Nomination, Remuneration and Board Diversity' ('Policy') on appointment and remuneration of Directors, KMPs & Senior Management. The Policy includes, inter-alia, criteria for appointment of Directors, KMPs, Senior Management Personnel and other covered employees, their remuneration structure and disclosures in relation thereto. In terms of the Policy, the total rewards package for Managing Director & CEO and relevant members of Senior Management is linked with sustainability targets and long term performance of the Company. The deferred/ variable remuneration (including Long Term incentive) of KMPs and members of Senior Management including the Managing Director & CEO, is subject to malus/ clawback arrangements.

During the year under review, the Company conducted a comprehensive review of the Policy to align the compensation structure of Non-Executive Directors with the global best practices. The amended Policy is available on the Company's website at <https://assets.airtel.in/static-assets/cms/investor/docs/BAL-policy-on-nomination-remuneration-and-board-diversity.pdf>.

### Annual Board Evaluation

The Board works with HR & Nomination Committee and lays down a structured framework - process, format, attributes, criteria and questionnaires for the performance evaluation of the Board, its Committees and individual directors including the Chairman and Managing Director & CEO, keeping in view the Board priorities and best practices. The evaluation process at Bharti Airtel is facilitated online by a leading independent consulting firm.

A detailed disclosure on the framework of Board Evaluation including outcome and action plan has been provided in the Report on Corporate Governance, which forms part of this Integrated Report.

### Familiarisation Programme for Board members

The Company has adopted a well-structured 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, Board, its management, its operations including its products and services, business model, values and Company's culture and the industry in which the Company operates.

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 including Company's digital ecosystem, product offerings, finance, risk management framework, human resources and other related matters. The Board members also visit Airtel outlets and meet customers and other stakeholders for gaining first-hand experience about the products and services of the Company.

A detailed note on the familiarisation programme adopted by the Company for orientation and training of the Directors, is provided in the Report on Corporate Governance which forms part of this Integrated Report.

### **Board Committees and Meetings of the Board and Board Committees**

In compliance with the statutory requirements and best practices, the Company has constituted various committees viz. Audit Committee, HR & Nomination Committee, Risk Management Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Environmental, Social and Governance (ESG) Committee.

Apart from the above Committees, the Company has also formulated operating Committees viz. Committee of Directors and Airtel Corporate Council. Additionally, other special committees have been constituted for special purposes/ transactions.

During the year under review, all the recommendations of the Board Committees, including the Audit Committee, were accepted by the Board.

The Board of Directors met five times during the previous year. A detailed update on the Board, its composition, governance of various Board Committees including their detailed charters and terms of reference, number of Board and Committee meetings held during FY 2023-24 and attendance of the Directors thereat, is provided in the Report on Corporate Governance, which forms part of this Integrated Report.

### **Auditors and Auditors' Report**

#### **Statutory Auditors**

Deloitte Haskins & Sells LLP ('Deloitte') were re-appointed as the Statutory Auditors of the Company at the 27<sup>th</sup> AGM held on August 12, 2022, for a period of five years i.e. till the conclusion of 32<sup>nd</sup> AGM.

Deloitte Haskins & Sells LLP have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company and satisfy the independence criteria in terms of the applicable provisions of the Act and Code of Ethics issued by the Institute of Chartered Accountants of India.

The Board has duly examined the Statutory Auditors' Reports to the financial statements, which are self-explanatory. The clarifications, wherever necessary, have been included in the Notes to financial statements section of this Integrated Report.

As regards the comments under para i(a) of the Annexure B to the Independent Auditor's Report regarding updation of quantitative and situation details relating to certain fixed assets, the Company as per the program of physical verification of fixed assets to cover all the items over a period

of three years, conducted physical verification of fixed assets during the quarter ended March 31, 2024. The Company, in order to keep the network up and running, moves network equipments from one site location to another on urgent basis to ensure that its network is running seamlessly, for each movement situation is later updated in Fixed Assets Register.

As regards the comments under para i(b) of the Annexure B to the Independent Auditors' Report regarding no physical verification of customer premises equipment, bandwidth and optic fiber cable due to their nature or location; the customer premises equipment are located at subscriber's premises and physical check of the equipment is generally not possible. Additionally, bandwidth and optic fiber cable due to their nature and location is not practically feasible to physically verify.

As regards the comments under para i(c) of the Annexure B to the Independent Auditors' Report regarding transfer of title deed in the name of the Company, the ownership and physical possession of these properties are lying with the Company. The mutation of title deeds or transfer of conveyance deed are pending in the name of the Company.

As regards to the comments under para ix(d) of the Annexure B to the Independent Auditors' Report regarding fund raised on short term basis used for long term purpose, the Company has used such funds as bridge financing and is able to generate sufficient funds from long term sources to meet the working capital requirement.

Further, during the year under review, the auditors have not reported any fraud under Section 143(12) of the Act, and therefore, no details are required to be disclosed under Section 134(3)(ca) of the Act.

#### **Internal Auditors and Internal Assurance Partners**

The Company has a robust control environment comprising corporate policies, processes and standard operating procedures and an institutionalised compliance framework, which enables orderly and ethical conduct of business by safeguarding of Company's assets, adequate use of the Company's resources and, timely and accurate recording of all corporate transactions.

These elements of the control environment are periodically tested and reviewed by Company's Internal Assurance Group ('IAG') which is led by the Chief Internal Auditor and ably supported by reputed independent professional firms i.e. Ernst & Young LLP, Chartered Accountants and ANB & Co., Chartered Accountants as the Internal Assurance Partners. The combination of in-house team and independent external experts ensures objectivity of audit process as well as effective value addition and protection.

IAG provides assurance regarding the adequacy and operation of internal controls and processes vide well-established internal audit framework. The audits are based on an internal audit plan, which is derived from a bottoms-up risk assessment and directional inputs from the Audit Committee in consultation with the IAG. The Audit Committee oversees the scope and coverage of the audit plan and evaluates the overall results of these audits during the quarterly Audit Committee meetings. These audits are based on risk based methodology and, inter-alia, involve

the review of internal controls and governance processes, adherence to management policies and review of statutory compliances. The Internal Assurance Partners share their findings on an ongoing basis for corrective action.

The Board, on the recommendation of the Audit Committee, has re-appointed Ernst & Young LLP, Chartered Accountants and ANB & Co. Chartered Accountants as the Internal Assurance Partners for FY 2024-25.

### Cost Records

The Company has maintained the cost records as prescribed by the Central Government under Section 148(1) of the Act.

### Cost Auditors

The Board, on the recommendation of the Audit Committee, had appointed Sanjay Gupta & Associates, Cost Accountants, as Cost Auditors, for the financial year ending March 31, 2024. The Cost Auditors will submit their report for FY 2023-24 within the timeframe prescribed under the Act.

Cost Audit report for the FY 2022-23 did not contain any qualification, reservation, disclaimer or adverse remark.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders. Accordingly, the Board recommends the same for approval by shareholders at the ensuing AGM.

The Board, on the recommendation of Audit Committee, has re-appointed Sanjay Gupta & Associates, Cost Accountants, as Cost Auditors of the Company for FY 2024-25.

### Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act and rules made thereunder, the Board of Directors had appointed Chandrasekaran Associates, Company Secretaries, as Secretarial Auditors for the financial year ended March 31, 2024. The Secretarial Auditors has submitted their report, confirming, inter-alia, compliance of all the provisions of applicable corporate laws by the Company and the report does not contain any qualification, reservation, disclaimer or adverse remark.

The Secretarial Audit Report is annexed as **Annexure A** of this Report.

The Board, on the recommendation of Audit Committee, has re-appointed Chandrasekaran Associates, Company Secretaries as Secretarial Auditors of the Company for FY 2024-25.

### Capital Market Ratings

During the year ended March 31, 2024, the Company was rated by two domestic rating agencies namely CRISIL and India Ratings & Research Private Limited and three international rating agencies namely Fitch Ratings, Moody's and S&P, which are as under:

- a) CRISIL maintained the long term ratings at CRISIL AA+ (Stable) and short-term ratings maintained at CRISIL A1+.
- b) India Ratings & Research Private Limited maintained Short-term ratings at IND A1+.

- c) Fitch Ratings maintained the rating at BBB- (Stable).
- d) Moody's maintained the rating at Baa3 (Stable).
- e) S&P maintained the rating at BBB- (Stable).

### Transfer of unclaimed dividend and shares to Investor Education and Protection Fund

In compliance of the applicable provisions of the Act and rules made thereunder, the Company had transferred the unclaimed dividend of ₹1.14 million (pertaining to FY 2015-16) and 31,530 fully-paid equity shares to IEPF during FY 2023-24. A detailed note covering the status of unclaimed dividend lying with the Company and process for claiming refund of unclaimed dividend and shares from IEPF, forms part of the Report on Corporate Governance.

### Employee Stock Option Plans

The Company has a well-governed and structured Long Term Incentive ('LTI') framework, which enables the Company to attract and retain best-in class talent in a competitive environment and promotes a culture and mindset of ownership by closely aligning employee performance with Company's long-term business objectives and shareholders' interest.

As part of LTI framework, the Company has two Employee Stock Options ('ESOP') schemes in place namely 'Employee Stock Option Scheme - 2001' and 'Employee Stock Option Scheme - 2005' (collectively referred as 'Schemes') which are administered and monitored by HR & Nomination Committee ('HRC') and implemented through Bharti Airtel Employees Welfare Trust. Based on robust performance management process, the ESOPs to eligible employees are granted with vesting linked to parameters as decided by HRC from time to time.

During FY 2023-24, the Company has engaged with a leading global HR consulting firm to holistically review and benchmark ESOP schemes in line with prevailing market practices. As part of this comprehensive review, effective FY 2024-25, the vesting of ESOPs granted to Managing Director & CEO and the members of Airtel Management Board has been linked to 100% performance-based vesting criteria which primarily include achievement against various pre-determined performance metrics such as 'Revenue Market Share Growth', 'Earnings before interest and taxes / Gross Revenue', 'Operating free cash flow', 'Relative Total Shareholder Return against peer group of companies' etc. or such other parameter as may be decided by the HRC. Any exception to the plan on account of specific talent attraction, engagement or retention shall require approval of HRC.

The Schemes comply with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('ESOP Regulations') and there was no material change in the Schemes during the year under review. The certificate from Chandrasekaran Associates, Company Secretaries, Secretarial Auditors, certifying that the Schemes are implemented in accordance with the ESOP Regulations and resolutions passed by the members from time to time, shall be available for inspection by the members in electronic mode during the AGM.

Pursuant to the provisions of ESOP Regulations, a disclosure with respect to Schemes of the Company as on March 31,

2024, is available on the Company's website at <https://www.airtel.in/about-bharti/equity/results>. The periodic disclosures made by the Company, giving details of grant of ESOPs as approved by HRC along with vesting schedules and exercise period etc., are also available at <https://www.airtel.in/aboutbharti/equity/shares/stock-exchange-submissions>.

### Deposits

The Company did not accept any deposits during the financial year, including from public and, as such, no amount of principal or interest was outstanding as on the balance sheet closure date.

### Material changes and commitments affecting the financial position between the end of financial year and the date of report

There were no material changes and commitments affecting the financial position of the Company between the end of financial year and the date of this report.

### Sustainability Journey

The Board continues to have a sharp focus on Environmental, Social and Governance ('ESG') agenda to ensure long-term value creation for all stakeholders through sustainable business practices.

The overall responsibility for the implementation of ESG priorities and their alignment with the best industry standards lies with the ESG Committee. The Committee reviews and approves material ESG risks and opportunities (including climate change), ESG targets, monitors ratings and performance of the Company aligned to our business strategy.

At Bharti Airtel, we are committed to digitally connect the entire nation and as per our commitment, we rolled out 5G across India, this year. As of now, our network covers 96.1% of the population in 7,918 Census towns as well as 809,051 non-Census towns and villages.

Bharti Airtel supports the agenda to limit global temperature increase to less than 1.5°C, as outlined in the Paris Accords. To achieve this, we have adopted Science Based Targets to reduce emissions by 50.2% from our own operations and 42% in our value chain by 2031.

During the year, the Company continued to prioritise greening the network and building climate resilience. Out of the total electricity consumed in our data centers, 38% comes from renewable sources. We also accelerated the solarisation drive and have covered 15,045 network sites.

This year also, the Company continues to focus on safety, employee well-being and improving diversity. We have been awarded the ISO 14001 and ISO 45001 certifications for over 27,000+ sites across our operations. The share of women in our workforce moved up by over 40 percent this year.

The Company continues to be the part of World Economic Forum (WEF) initiative Alliance of the CEO Climate Leaders of India. This Alliance is working around three key initiatives at India level - decarbonising materials and the supply chain,

catalysing India's Hydrogen Economy and creating a business model to protect old forests and catalyse afforestation.

We remain committed to extending 4G/5G data connectivity to data starved regions to enable digital inclusion.

During the year, our ESG initiatives were recognised by multiple forums, presented in 'Awards and recognitions' section of this Integrated Report.

### Corporate Social Responsibility

Bharti Airtel is committed to long-term sustainable value creation by aligning its social activities with its business objectives. Giving back to the very community that helps our business thrive and sustain, has been our priority since inception. As a good corporate citizen, we have been actively undertaking community development and nation building initiatives towards creation of a prosperous society by collaborating with diverse stakeholders. We believe in pursuing wider socio-economic and cultural objectives and have always endeavoured to not just meet, but try and exceed the expectations of the communities in which we operate.

Bharti Airtel has been an early adopter of CSR initiatives. Bharti Airtel Foundation (formerly, Bharti Foundation), the philanthropic arm of Bharti Enterprises, was established in the year 2000, with the objective of transforming the lives of children and youth to help them achieve their potential by proactively implementing and supporting programs for quality education and skill development. Bharti Airtel Foundation is a key partner for undertaking development programs for Bharti Airtel and its subsidiaries/ joint ventures. It acts as an institutionalised body towards uplifting communities by supporting holistic education programs, with an enhanced focus on digital inclusion and fostering community development.

In terms of applicable provisions of Section 135 of the Act, the Company was not obligated to contribute towards CSR activities during FY 2023-24. However, the Company has made voluntary CSR contribution of ₹113.35 million during the financial year 2023-24. Additionally, the Company has also contributed ₹15.60 million to various other charitable institutions.

In addition to the aforesaid voluntary CSR and other charitable contributions by the Company, Indian subsidiaries of the Company have contributed ₹181.22 million and a joint venture of the Company has contributed ₹1,222.54 million (totaling to ₹1,403.76) towards various CSR activities under Section 135 of the Act.

The above voluntary contribution reflects the Company's commitment to pursue socio-economic and cultural objectives for benefit of the society at large.

A detailed update on the CSR initiatives of the Company is provided in the Annual Report on Corporate Social Responsibility Activities, which forms part of this Integrated Report.

The CSR Committee is in place in terms of Section 135 of the Act. The details of CSR Committee including composition, terms of reference etc. are provided in the Report on Corporate Governance, which forms part of this Integrated Report. The

CSR Committee has formulated and recommended to the Board, a CSR Policy outlining, inter-alia, CSR philosophy of the Company. The said policy is available on the Company's website at [https://assets.airtel.in/teams/simplycms/web/docs/Bharti\\_Airtel-Updated\\_CSR\\_Policy\\_June2021.pdf](https://assets.airtel.in/teams/simplycms/web/docs/Bharti_Airtel-Updated_CSR_Policy_June2021.pdf).

The Annual Report on Corporate Social Responsibility Activities as per section 135 of the Act, is annexed as **Annexure B** of this Report.

### **Integrated Reporting**

The Company continues with its integrated reporting journey in the current fiscal year, aligning with its philosophy of being a highly transparent and responsible corporate citizen. Our 7<sup>th</sup> Integrated Report is guided by the principles of International Integrated Reporting Framework developed by the International Integrated Reporting Council (now consolidated into IFRS Foundation) and reflects the key actions taken by the Company towards long-term sustainability and stakeholder value creation. The Board acknowledges its responsibility for the integrity of the report and the information contained therein.

### **Business Responsibility & Sustainability Report**

Pursuant to Regulation 34(2)(f) of the Listing Regulations, the Business Responsibility & Sustainability Report ('BRSR') on initiatives taken from an environmental, social and governance perspective in the prescribed format, along with the assurance statement on BRSR Core issued by an Independent third party firm namely TÜV SÜD South Asia Pvt. Ltd., is available as a separate section of this Integrated Report and on the Company's website viz. [www.airtel.in](http://www.airtel.in).

### **Corporate Governance Report**

A detailed Report on Corporate Governance, pursuant to the requirements of Regulation 34 of the Listing Regulations, forms part of this Integrated Report. A certificate from Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of the Company, confirming compliance of conditions of Corporate Governance during FY 2023-24, as stipulated under the Listing Regulations, is annexed as **Annexure C** of this Report.

### **Management Discussion and Analysis Report**

Pursuant to Regulation 34 of the Listing Regulations, the Management Discussion and Analysis Report for the year under review, is presented as a separate section of this Integrated Report.

### **Risk Management**

Risk management is integral to our strategy and embedded in our operating framework. The Company believes that risk resilience is the key to achieve long-term sustainable growth and value creation. The Company has adopted a robust enterprise-wide Risk Management Framework to enable well-defined and institutionalised approach towards the risk management and lay down broad guidelines for timely identification, assessment, mitigation, monitoring and governance of key strategic risks across the group (including sectoral risk, privacy & data security risk, cybersecurity

risk etc.). The framework suggests developing a response action for each key risk identified, so as to ensure that the risk is adequately addressed or mitigated through robust management action plan. The Company periodically reviews and improves the adequacy and effectiveness of its Risk Management Framework considering rapidly changing business environment and evolving complexities.

The Company has in place a separate Risk Management Committee, chaired by an Independent Director, to, inter-alia, formulate, review and oversee the implementation of Risk Management Framework, determination of Company's risk appetite and regularly monitor the risk assessments and risk mitigation strategies (risk identification, risk quantification and risk evaluation) etc. The composition, formal Charter of the Committee and attendance at its meetings held during the year, are provided in the Report on Corporate Governance.

The Chief Risk Officer is responsible for assisting the Risk Management Committee on an independent basis with a complete review of the risk assessments and associated management action plans.

Detailed update on Risk Management Framework (including Risk Governance; Risk Identification and prioritisation process; key strategic risks and impact thereof; and mitigation actions etc.) has been given under 'Risk and mitigation framework' section of this Integrated Report. At present, in the opinion of the Board of Directors, there are no risks which may threaten the existence of the Company.

### **Internal Financial Controls and their adequacy**

The Company has established a robust framework for internal financial controls. It has put in place adequate policies and procedures to ensure that the systems of internal financial control commensurate with the size, scale and complexity of its operations. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes and policies, safeguarding of Company's assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records etc.

Your Board periodically reviews the internal policies and processes including internal financial control systems and accordingly, the Directors' Responsibility Statement contains a confirmation as regards adequacy of the internal financial controls. Effectiveness of the internal financial controls is also assessed through management reviews, self-assessment, continuous monitoring by functional heads as well as testing of the internal financial control systems during the course of internal and statutory audits.

In addition to the above, Deloitte Haskins & Sells LLP, Statutory Auditors, have done an independent evaluation of Internal Controls over Financial Reporting ('ICoFR') and expressed an unqualified opinion stating that the Company has, in all material respects, adequate ICoFR and such ICoFR were operating effectively as on March 31, 2024.

### **Compliance Management**

The Company has in place a well-defined and institutionalised compliance framework to ensure effective monitoring of the compliance of applicable laws. As a part of this structured

framework, the Company has instituted an online compliance management system based on a comprehensive inventory of applicable laws, which is reviewed and updated on a periodic basis with ever-evolving requirements of law.

The online compliance management system is driven by a robust standard operating procedure providing guidance on broad categories of applicable laws and detailed process for monitoring compliances. The system enables proactive automated alerts to compliance owners and compliance approvers, for each compliance requirement at defined frequencies. The compliance owners certify the compliance status which is reviewed by compliance approvers and a consolidated compliance dashboard is presented to the senior management and Managing Director & CEO.

A certificate of compliance with applicable laws alongwith the corrective measures/ mitigation plan, if any, is placed before the Audit Committee and Board of Directors on a quarterly basis. Additionally, the Company has centralised automated tool in place viz. Notice Management System for regular management, tracking and closure of the statutory/ regulatory notices received by the Company at all locations.

## Other Statutory Disclosures

### Vigil Mechanism

The Company has adopted a Vigil Mechanism/ Whistle Blower Policy which forms part of Code of Conduct of the Company. It outlines the method and process for stakeholders to voice their genuine concerns about unethical conduct that may be actual or threatened breach with the Company's Code of Conduct. The Code of Conduct covering Vigil Mechanism/ Whistle Blower Policy, is available on the Company's website at <https://assets.airtel.in/teams/simplycms/web/docs/Code-of-Conduct-2022.pdf>.

A brief note on the highlights of the Whistle Blower Policy and compliance with the Code of Conduct, is provided in the Report on Corporate Governance, which forms part of this Integrated Report.

### Prevention of Sexual Harassment at Workplace

In compliance with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ('POSH Act'), the Company has adopted a detailed policy and constituted Internal Complaint Committees for providing redressal mechanism pertaining to any reported event of sexual harassment of employees at workplace. Key details of the policy form part of the Code of Conduct of the Company which is available on the Company's website at <https://assets.airtel.in/teams/simplycms/web/docs/Code-of-Conduct-2022.pdf>.

Further, details regarding the policy, including the details of the complaints received and disposed-off during the year, are provided in the Report on Corporate Governance and Business Responsibility & Sustainability Report, which form part of this Integrated Report.

### Annual Return

In terms of Section 92(3) read with Section 134(3a) of the Act and rules thereto, the Annual Return of the Company in Form MGT-7 for the financial year ended on March 31, 2024

is available on the Company's website at <https://www.airtel.in/about-bharti/equity/results>. The Annual Return will be electronically submitted to the Registrar of Companies within the timelines prescribed under the Act.

## Particulars of Loans, Guarantees and Investments

In compliance with the provisions of the Act and Listing Regulations, the Company extends financial assistance in the form of investment, loan, guarantee etc. to its subsidiaries, from time to time in order to meet their business requirements.

Particulars of investments, loans and guarantees form part of Note nos. 7, 9 and 22, respectively to the standalone financial statements provided in this Integrated Report.

The Company is in the business of providing telecom services (wireless telecommunications activities) which is covered under the definition of 'infrastructure facilities' in terms of Section 186 read with Schedule VI of the Act.

## Related Party Transactions

The Company has a well-defined and structured governance process for related party transactions undertaken by the Company. The related party transactions are undertaken after review and pre-certification by leading Independent global valuation/ accounting firms confirming that the proposed terms of a particular transaction meet the arm's length criteria. The Audit Committee, based on the certification(s)/ report(s) of said valuation/ accounting firm(s) and in-depth review of the proposed terms, grants its approval to the related party transactions. The representatives of valuation/ accounting firm(s) are available to address the queries of Audit Committee members, if required. The Audit Committee reviews the actual related party transactions on a quarterly basis.

A detailed note on the procedure adopted by the Company in dealing with contracts and arrangements with related parties, is provided in the Report on Corporate Governance, which forms part of this Integrated Report.

During the FY 2023-24, the Company had entered into material related party transaction with Indus Towers Limited (Joint Venture Company) as per Section 188 of the Act and rules made thereunder. Necessary disclosure in form AOC-2 in this regard is given in **Annexure D** of this Report. Further, all arrangements/ transactions entered into by the Company with its related parties during the year under review, were in the ordinary course of business and on an arm's length compliant terms and were not in any way prejudicial to the interest of its minority shareholders. The Company or any of its subsidiary has not extended any financial assistance to promoter or promoter group entities which has been written off during last three years.

In compliance with the requirement of Listing Regulations, names of related parties and details of transactions with them have been included in Note nos. 34 and 35 to the standalone and consolidated financial statements, respectively, forming part of this Integrated Report. The Policy on the Related Party Transactions is available on the Company's website at [https://assets.airtel.in/static-assets/cms/investor/docs/RPT\\_Policy.pdf](https://assets.airtel.in/static-assets/cms/investor/docs/RPT_Policy.pdf).



## Energy Conservation, Technology Absorption and Foreign Exchange Earnings & Outgo

A detailed note on energy conservation, technology absorption and foreign exchange earnings & outgo as required under Section 134(3) of the Act read with the Rule 8 of the Companies (Accounts) Rules, 2014 is annexed as **Annexure E** of this Report.

## Particulars of Employees

Disclosures relating to remuneration of Directors under section 197(12) of the Act read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure F** of this Report.

Particulars of employee remuneration, as per Section 197(12) of the Act and read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 form part of this Integrated Report. In terms of the provisions of the first proviso to Section 136(1) of the Act, the Integrated Report is being sent to the shareholders, excluding the aforementioned information. The information will be available on the Company's website at <https://www.airtel.in/about-bharti/equity/results> and will also be available for inspection at the registered office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of ensuing AGM and a copy of the same will also be available electronically for inspection by the members during the AGM. Any member interested in obtaining such information may write to the Company Secretary of the Company.

## Change in the Nature of Business

There was no change in nature of the business of the Company during the financial year ended on March 31, 2024.

## Significant and Material Orders

During the FY 2023-24, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in the future.

## Proceeding under Insolvency and Bankruptcy Code, 2016

There were no proceedings, either filed by the Company or against the Company, pending under the Insolvency and Bankruptcy Code, 2016 as amended, before the National Company Law Tribunal or other Courts as on March 31, 2024.

## Directors' Responsibility Statement

Pursuant to Section 134 of the Act, the Directors, to the best of their knowledge and belief, confirm that:

- in preparation of the annual accounts, the applicable accounting standards had been followed, along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the annual accounts on a going concern basis;
- the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## Key initiatives with respect to stakeholder relationship, customer relationship, environment, sustainability, health, safety and welfare of employees

The key initiatives taken by the Company with respect to stakeholder relationship, customer relationship, environment, sustainability, health and safety etc. are provided under various Capitals and Business Responsibility & Sustainability Report, form part of this Integrated Report. The Environment, Health and Safety Policy and Human Rights Policy, are available on the website of the Company at <https://www.airtel.in/sustainability-file/embedding-sustainability>.

## Compliance of Secretarial Standards

During FY 2023-24, the Company has complied with the applicable provisions of the Secretarial Standards (SS-1 and SS-2) relating to 'Meetings of the Board of Directors' and 'General Meetings' issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs in terms of the provisions of Section 118 of the Act.

## Acknowledgements

The Board wishes to place on record their appreciation to the Department of Telecommunications ('DoT'), the Central Government and State Governments in India, Governments of Bangladesh and Sri Lanka and 14 countries in Africa, Company's bankers and business associates, for their assistance, co-operation and encouragement extended to the Company.

The Directors also extend their deep appreciation to the employees for their continuing support and unstinting efforts in ensuring an excellent all-round operational performance. The Directors would like to thank Bharti Telecom Limited, Singapore Telecommunications Limited and other shareholders for their support and contribution. We look forward to their continued support in future.

**For and on behalf of the Board**

**Sunil Bharti Mittal**

Chairman

DIN: 00042491

Date: May 14, 2024

Place: London

# Annexure A

## SECRETARIAL AUDIT REPORT

for the financial year ended March 31, 2024

To,  
The Members,  
**Bharti Airtel Limited**  
Airtel Center, Plot No. 16,  
Udyog Vihar, Phase-IV,  
Gurugram - 122015, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bharti Airtel Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 ("**period under review**") according to the provisions of:

- (i) The Companies Act, 2013 ("**the Act**") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**"):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable;

- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable;
- e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 to the extent applicable;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 to the extent of the Companies Act and dealing with client to the extent of securities issued;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not Applicable during the period under review.**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable during the period under review.**
- (vi) The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their Sectors/ Businesses are:
  - a) The Indian Telegraph Act, 1885;
  - b) The Telecom Regulatory Authority of India Act, 1997 and Rules and Regulations made thereunder;
  - c) The Indian Wireless Telegraphy Act, 1933.

We have also examined compliance with the applicable clauses and regulations of the following:

- a) Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.
- b) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent atleast seven days in advance (except in cases where meetings were convened at a shorter notice for which necessary approvals obtained as per applicable provisions), and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period following major events have happened which are deemed to have major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

- (i) During the year, following fully-paid equity shares were allotted by the Company upon conversion of Foreign Currency Convertible Bonds ('FCCBs'):
- 17,513,719 equity shares of face value ₹5/- each at a conversion price of ₹521/- per equity share.
  - 62,438,708 equity shares of face value ₹5/- each at a conversion price of ₹518/- per equity share.

The aforesaid conversion prices were arrived in accordance with the terms of the offering circular issued to such holders of FCCBs.

- (ii) The Company has redeemed all the unsecured Non-Convertible Debentures consequently no outstanding balance of unsecured Non-Convertible Debentures at the end of the period under review.

For **Chandrasekaran Associates**  
**Company Secretaries**

FRN: P1988DE002500  
Peer Review Certificate No: 4186/2023

**Dr. S. Chandrasekaran**

Senior Partner

Membership No: F1644

Certificate of Practice No: 715

UDIN: F001644F000355558

Date: May 14, 2024

Place: Delhi

**Note:**

This report is to be read with our letter of even date which is annexed as Annexure-A to this report and forms an integral part of this report.

## Annexure-A to the Secretarial Audit Report

To,  
The Members  
**Bharti Airtel Limited**  
Airtel Center, Plot No. 16,  
Udyog Vihar, Phase-IV,  
Gurugram - 122015, India

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Chandrasekaran Associates**  
**Company Secretaries**  
FRN: P1988DE002500  
Peer Review Certificate No: 4186/2023

**Dr. S. Chandrasekaran**  
Senior Partner  
Membership No: F1644  
Certificate of Practice No: 715  
UDIN: F001644F000355558

Date: May 14, 2024  
Place: Delhi

# Annexure B

## Annual Report on Corporate Social Responsibility (CSR) Activities

### 1. Brief outline of the Company's CSR policy:

#### (i) Core Objective

Bharti Airtel believes in pursuing wider socio-economic & cultural objectives and is committed to long-term sustainable value creation. Giving back to the very community that helps our business thrive and sustain, has been our priority since inception. Standing true to these values, we have always endeavoured to not just meet, but also exceed the expectations of the communities in which we operate. As a socially governed Company, we have been meaningfully undertaking nation building initiatives and community development to make a difference to the lives of diverse stakeholders.

#### (ii) Key Focus Areas

The Company's CSR efforts are primarily focused towards following areas:

- Promoting school level education programs and long term partnerships in higher education space including special education, employment enhancing vocation skills especially among young adults and livelihood enhancement projects;
- Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically marginalised groups;
- Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water; and
- Extending support to technology incubators located within academic institutions, approved by Central Government.

For a detailed overview, please refer the CSR policy of the Company enclosed at: <https://www.airtel.in/about-bharti/equity/corporate-governance/policies>.

#### (iii) CSR Initiatives



At Bharti Airtel, there has always been an absolute belief that quality education is the hallmark of a great nation and is the most important tool for development and inclusion in the society. Bharti Airtel Foundation ("the Foundation"), Group's philanthropic arm, which was established in the year 2000 with the objective of socio-economic transformation vide quality education,

has been key partner for undertaking development programs for Bharti Airtel and its subsidiaries/ joint ventures. Over the years, the Foundation has amplified its efforts towards digitalisation through collaborations to bring technology and high-quality digital content to students in rural India.

The programs of Bharti Airtel Foundation are aligned with Sustainable Development Goals - Quality Education, Gender Equality, Sanitation (2014-18) and Partnership for the Goals. The programs resonate with national initiatives and government missions, aligning closely with the objectives outlined in the National Education Policy 2020.

Satya Bharti School program, launched in 2006, continues to foster holistic development of children through free quality education, with specific focus on girl child. The program is built on four key pillars viz., Holistic Development of Students, Child-Friendly & Technology enabled Infrastructure, Teacher Development & School Leadership Development, and Parents' Community Involvement & Engagement. Building on the learning from the Satya Bharti school Program, the Quality Support Program (QSP), launched in 2013, aims to enhance the overall schooling of students and teachers' experience in partner Government schools and transform these schools into vibrant institutions of learning through co-scholastic interventions. In addition, Bharti Airtel Foundation along with State Education Departments partner on mutually identified initiatives aligned with National Education Policy 2020 for scaling up in government schools at district and block level.

During the year, the Foundation initiated the development of TheTeacherApp (TAPP), a technology-based platform that provides high-quality learning resources for teachers, ensuring their regular upskilling and empowering them to uplift their schools.

Detailed information on Company's CSR initiatives/ programs, are also covered under 'Corporate Social Responsibility' section of this Integrated Report.

#### IMPACT ON COMMUNITY BY BHARTI AIRTEL FOUNDATION



**3 Mn+**  
Students impacted



**31,000+**  
Schools reached



**~3 Mn**  
Community Members benefited

**2. Composition of CSR Committee:**

S.No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Rakesh Bharti Mittal	Chairperson (Non-Executive Director)	1	1
2.	Mr. Dinesh Kumar Mittal <sup>1</sup>	Member (Non-Executive, Independent Director)	1	1
3.	Mr. Gopal Vittal	Member (Managing Director & CEO)	1	1
4.	Mr. Pradeep Kumar Sinha <sup>2</sup>	Member (Non-Executive, Independent Director)	1	N.A.

**Notes:**

- Mr. Dinesh Kumar Mittal ceased to be a member of the Committee w.e.f. close of business hours on March 12, 2024 upon his retirement from the Board.
- Mr. Pradeep Kumar Sinha was appointed as a member of the Committee w.e.f. March 13, 2024. Subsequent to financial year 2023-24, he ceased to be member of the Committee w.e.f. close of business hours on May 14, 2024, upon his resignation. Further, Justice (Retd.) Arjan Kumar Sikri was appointed as member of the Committee w.e.f. June 01, 2024.

**3. Web-link(s) to access the Composition of CSR committee, CSR Policy and CSR Projects approved by the Board:**

- Composition of CSR Committee is also available at:  
<https://www.airtel.in/about-bharti/equity/corporate-governance/board-committees>
- CSR Policy is available at:  
[https://assets.airtel.in/static-assets/cms/investor/docs/CSR\\_Policy.pdf](https://assets.airtel.in/static-assets/cms/investor/docs/CSR_Policy.pdf)
- CSR Annual Action Plan for financial year 2023-24 is available at:  
[https://assets.airtel.in/static-assets/cms/investor/docs/CSR\\_Annual\\_Action\\_Plan.pdf](https://assets.airtel.in/static-assets/cms/investor/docs/CSR_Annual_Action_Plan.pdf)
- Charter of CSR Committee is available at:  
<https://assets.airtel.in/teams/simplycms/web/docs/Charter-Document-CSR-Committee.pdf>

**4. Executive Summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:**

Provisions of Rule 8(3) of the Companies (CSR Policy) Rules, 2014 w.r.t. Impact Assessment are not applicable on the CSR projects undertaken by the Company during the financial year 2023-24.

S.No.	Particulars	Amount (in ₹ Mn)
(a)	Average net profit of the Company as per sub-section (5) of section 135	(11,550)
(b)	Two percent of average net profit of the Company as per sub-section (5) of section 135	Nil
(c)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	Nil
(d)	Amount required to be set off for the financial year, if any	Nil*
(e)	Total CSR obligation for the financial year (5b+5c-5d)	Nil

\*In terms of applicable provisions of Section 135 of Companies Act, 2013, the Company was not required to make any CSR contribution during the financial year 2023-24. Hence, the Company had not availed any set-off during the financial year 2023-24.

- Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** ₹113.35 million.#
- Amount spent in Administrative Overheads:** Nil
- Amount spent on Impact Assessment, if applicable:** Not applicable for the financial year 2023-24
- Total amount spent for the financial year (6a+6b+6c):** ₹113.35 million.

#Owing to losses in immediate three (3) preceding financial years, the Company is not mandatorily required to spend any amount towards CSR activities in terms of Section 135 (5) of the Companies Act, 2013 for the financial year 2023-24. However, the Company, on voluntary basis, has contributed ₹113.35 million towards CSR activities during the financial year 2023-24.

**(e) CSR amount spent or unspent for the financial year:**

Total Amount Spent for the financial year (in ₹ Mn)	Amount Unspent (in ₹ Mn)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
113.35 <sup>#</sup>	Not applicable		Not applicable		

<sup>#</sup>The direct subsidiaries of the Company have contributed ₹181.22 million and associates/ joint venture entities have contributed ₹1,222.54 million towards various CSR activities, which is in addition to the voluntary CSR contribution of ₹113.35 million by the Company (under Section 135 of the Companies Act, 2013) and a contribution of ₹15.60 million made by the Company to various other charitable institutions during the financial year 2023-24.

**(f) Excess amount for set off, if any:**

S.No.	Particulars	Amount (in ₹ Mn)
(i)	Two percent of average net profit of the Company as per section 135(5)	Nil
(ii)	Total amount spent for the financial year	113.35*
(iii)	Excess amount spent for the financial year [(ii)-(i)]	113.35
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	113.35**

\*Owing to losses in immediate three (3) preceding financial years, the Company is not mandatorily required to spend any amount towards CSR activities in terms of Section 135 (5) of the Companies Act, 2013 for the financial year 2023-24. However, the Company, on voluntary basis, has contributed ₹113.35 million towards CSR activities during the financial year 2023-24.

\*\*In terms of Rule 7(3) of Companies (CSR) Rules, 2014, a Company is entitled to avail set off of excess CSR contribution made in immediate preceding three financial years (commencing from financial year 2020-21) against the CSR obligation of the Company in current financial year. During the financial years 2021-22, 2022-23 and 2023-24, the Company has voluntarily spent ₹16.43 million, ₹6.48 million and ₹113.35 million respectively (aggregating to ₹136.26 million.), which shall be available for set off in succeeding financial years.

**7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S.No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any	Amount remaining to be spent in the succeeding Financial Year (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer	
1	F.Y-1				Not applicable*		
2	F.Y-2				Not applicable*		
3	F.Y-3				Not applicable*		

\*Owing to losses in immediate three (3) preceding financial years, the Company was not obligated to make CSR contribution under Section 135(5) of Companies Act, 2013 for the financial year(s) 2020-21, 2021-22 and 2022-23. However, the Company had voluntarily contributed ₹86.10 million., ₹16.43 million and ₹6.48 million in financial year(s) 2020-21, 2021-22 and 2022-23 respectively.

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Yes**

**If Yes, enter the number of Capital assets created/acquired: One.**

During the financial year 2023-24, the Company has contributed ₹62 million to Bharti Airtel Foundation towards construction of "School of Future Technologies" ("School") at Anant National University, Gujarat. The said amount of ₹62 million has been utilised towards designing the structure (Architecture Fee) of the School. The capital asset is in the construction phase and is expected to be completed by 2025.

**Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:**

Sl.No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
1	School of Future Technologies <b>Address:</b> Anant National University, Sanskardham Campus, Bhopal-Ghuma-Sanand Road, Ahmedabad, Gujarat-382115, India	382115	Not Applicable. The School is in the initial phase of construction.	₹62 million.	CSR00002869	Anant National University*	Sanskardham Campus, Bhopal-Ghuma-Sanand Road, Ahmedabad, Gujarat-382115

\* Sponsoring body of Anant National University is Laxman Gyanpith, a registered Trust under Gujarat Public Trusts Act, 1950.

**9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5):** Not Applicable

In terms of applicable provisions of Section 135 of the Companies Act, 2013, the Company was not obligated to contribute towards CSR activities during FY 2023-24. However, the Company has made a voluntary contribution of ₹128.95 million including ₹113.35 million towards CSR and ₹15.60 million to various other charitable institutions during the year. The Indian subsidiaries of the Company have contributed ₹181.22 million and a joint venture of the Company has contributed ₹1,222.54 million, pegging the overall CSR contribution of the Group at ₹1,403.76 million, which is in addition to the aforesaid voluntary contribution made by the Company.

The Group (Company along with its subsidiaries and associates/ JVs), as a whole, pursues the larger objective of socio-economic valuation creation and strongly believes that quality education for all is fundamental to national progress, where every child gets to learn and contribute to nation's growth. In addition to significant contributions towards key programs of Bharti Airtel Foundation (i.e., Satya Bharti School Program and Quality Support Program), the Group also supports higher education initiatives through collaborations of Bharti Airtel Foundation with various prestigious institutes like IIT Delhi for the Bharti School of Telecommunication Technology and Management; IIT Bombay for Bharti Centre For Communication; ISB Mohali for Bharti Institute of Public Policy; Plaksha University for establishment of a block and for scholarships; J.C. Bose University of Science & Technology for providing scholarship to deserving B.Tech girl students; Anant University for supporting the establishment of School of Future Technologies and Manmohan Singh Bursary Fund at the University of Cambridge.

For detailed socio-economic commitments of the group in India and Africa, please refer the detailed section on 'Corporate Social Responsibility' at Page 64 of this Integrated Report.

Place: Gurugram  
Date: May 14, 2024

**Gopal Vittal**  
(Managing Director & CEO)

**Rakesh Bharti Mittal**  
(Chairperson, CSR Committee)



# Annexure C

## Independent Auditor's Certificate on Corporate Governance

To,  
The Members,  
**Bharti Airtel Limited**

1. This certificate is issued in accordance with the terms of our engagement letter dated September 29, 2023.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of Bharti Airtel Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2024, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

### Managements' Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

### Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued

by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

### Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2024.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Deloitte Haskins & Sells LLP**  
**Chartered Accountants**

FRN:P1988DE002500  
(Firm's Registration No 117366W / W-100018)

**Nilesh H. Lahoti**

Partner

Date: May 14, 2024  
Place: Gurugram

(Membership No: 130054)  
(UDIN: 24130054BKFRKS7803)

# Annexure D

## Form No. AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

### Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

#### 1. Details of contracts or arrangements or transactions not at arm's length basis

Not applicable. All the contracts, arrangements and transactions entered into by the Company with related parties during the financial year ended March 31, 2024, were at arm's length basis, in ordinary course of business and duly approved by the Audit Committee.

#### 2. Details of material contracts or arrangement or transactions at arm's length basis

Sr. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	Indus Towers Limited (Joint Venture)
(b)	Nature of contracts /arrangements / Transactions	<ul style="list-style-type: none"> <li>(i) Availing of service(s) including passive infrastructure services required for active services viz. IBS, WiFi etc. and/ or services, including but not limited to, of project management or of provisioning, establishing, installation, operation and maintenance thereof;</li> <li>(ii) Rendering of service(s) including telecommunication services viz. landline, mobile, leased line broadband facility, SIM charges and USB Dongles etc;</li> <li>(iii) Reimbursement of expenses including towards availing/ providing for sharing/ usage of each other's employees, infrastructure, related owned/ third- party services and payment of taxes;</li> <li>(iv) Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment(s) including passive infrastructure assets to meet its business objectives/ requirements;</li> <li>(v) Selling or otherwise disposing of or leasing, or buying property(ies) to meet its business objectives/ requirements; and</li> <li>(vi) Transfer of resources, services or obligations to meet its business objectives/ requirements.</li> </ul>
(c)	Duration of the contracts/ arrangements/ transactions	All the contracts/ arrangements/ transactions are on ongoing basis unless otherwise specified under the Master Service Agreement.
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	The Company has an agreement with Indus Towers Limited governing the detailed terms and conditions under which the Company avails passive infrastructure and related services from Indus Towers. The agreement prescribes material terms and conditions w.r.t. sharing of passive infrastructure at sites, provision for related operation and maintenance service, corresponding obligations of both the parties and service level schedules applicable with respect to the said obligations. The agreement also prescribes the tower sharing process, site access, acquisition and deployment timelines, the service levels and uptime to be maintained, site electrification requirements, the governance process and applicable charges including standard charges, annual increment, premiums and additional charges determined basis the installed active equipment of the Company etc. For details of transactions, please refer note no. 34 to the financial statements provided in this Integrated Report.
(e)	Date(s) of approval by the Board, if any	The related party transactions are placed before the Audit Committee for its prior approval in compliance with the requirement of the Act and Listing Regulations every year before commencement of the Financial Year and for modifications, if any.
(f)	Amount paid as advances if any	As per the terms of Master Service Agreement.

**For and on behalf of the Board**

**Sunil Bharti Mittal**

Chairman

DIN: 00042491

Date: May 14, 2024

Place: London

# Annexure E

## Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

### A. Conservation of energy

The following initiatives were taken by the company to reduce and conserve energy:

#### i. For Networks:

- **“Project Green City”** - Working with our network infrastructure partners, we are transforming our sites into eco-friendly ones. 58% of our network sites, including both owned by Airtel as well as by partners, have been tagged as green sites, consuming less than 100 litres of diesel per quarter.
- **Hybrid battery bank solutions** - To optimise energy use and lessen our reliance on diesel, we have installed cutting-edge lithium-ion and VRLA (Valve-Regulated Lead-Acid) batteries. We have added additional/ upgraded battery banks resulting in saving of 1,515,150 litres of diesel corresponding to emission reduction of ~3,983 tCO<sub>2</sub>e.
- **Auto-shutdown in non-peak hours** - During non-peak hours, an auto-resource shutdown feature has been implemented at more than 70,000 5G radios, including all 4G sites, thereby reducing energy requirement during non-peak hours.
- **Installation of DC air conditioners** - We have installed DC air conditioners at 54 of our telecom shelters since they can maintain temperature without running of DG as these air conditioners run on DC batteries and hence reducing emissions resulting in a saving of ~62,495 litres of diesel.
- **Optimisation through AI and ML** - AI (Artificial Intelligence) and Machine learning algorithms are implemented to put to sleep radios of less load so that other cells can take the traffic.
- **Site sharing** - Through greater use of passive infrastructure, our site sharing strategy with partners has optimised our resource usage and drastically decreased carbon emissions. 8% of which newly rolled out sites are co-located.

#### ii. Energy efficiency across Data Centers (DCs) and Main Switching Centers (MSCs):

- **Optimum lighting** - The adoption of LED lighting and motion sensors in multiple data centers resulted in significant savings of 47,068 kWh of electricity and 1,875 litres of diesel while enhancing lighting efficiency.
- **Optimum cooling** - The implementation of active tiles, precise set point control, and the use of air diverters led to significant electricity and diesel savings of 1,277,230 kWh and 32,125 litres, respectively, at our data centers, optimising the cooling process.

- **Cold aisle/ Hot aisle containment** - To improve cooling efficiency and reduce energy consumption, we adopted the cold aisle containment strategy for our data centers, which has resulted in electricity saving of 426,845 kWh and diesel saving of 2,124 litres.
- **Replacement of EOL equipment to more efficient equipment** - Upgrading to more energy-efficient Precision Air Conditioning (PAC) units, as older equipment reaches the end of their lifespan. This has enhanced energy conservation and resulted in the saving of 1,734,852 kWh of electricity.
- **Other Main Switching Center initiatives** - The installation of cold aisle containment along with replacement of old PAC with high efficiency PAC has led to saving of 4,594,810 kWh of electricity.

#### iii. Energy efficiency at facilities:

- **Condenser Coil replacement** - We have upgraded to a new 330 TR air-cooled chiller condenser coil for improved efficiency resulting in an estimated annual saving of 70,476 kWh of electricity.

### Utilisation of Green Energy

#### a. Renewable energy sourcing at MSCs and Data Centres:

- ‘Nxtra by Airtel’ is continually increasing the Renewable Energy share in the overall energy mix of data centers via sourcing green energy through open access. We have increased use of green open access energy in our own operations from 156,698 MWh in FY 2022-23 to 214,882 MWh in FY 2023-24, sourced through various green power wheeling agreements.
- To further strengthen our green energy footprint, Nxtra has entered into an agreement with Ampln Energy and Amplus Energy to set up captive solar and wind power plants of 48 MWdc and 24.3 MW, respectively for Nxtra’s data centres in Tamil Nadu, Uttar Pradesh, and Odisha.

#### b. Solarisation across operations:

- Rooftop solar plants have been erected at 30 different locations in our data centers and MSCs resulting in renewable energy generation of 5,659 MWh in FY 2023-24.
- 15,045 of our owned and third party network sites have been solarised in FY 2023-24 with installed capacity of ~82+ MWp at telecom tower sites spread across many states and union territories of India.

## B. Technology absorption

### 1. Efforts made towards technology absorption

With an objective to provide best in class mobile broadband experience to our customers, Airtel added **43,911** 4G Base stations and **76,432** 5G Base stations in previous year. We now connect **7,892** towns and **817,978** villages through high-speed broadband; Airtel covers **96.65%** of India's Population on 4G.

In FY 2023-24, in order to strengthen the network infrastructure and to increase network coverage in Urban and Rural:

- **32.9k** Coverage macro sites & **10.9k** Ultra lean solution were deployed in the year across geographies.
- **76.4k** 5G sites deployed across circles.

These initiatives enabled customers to experience better network speeds and HD quality voice.

To enhance rural customer experience, Airtel has initiated a special **"Rural Acceleration Program"** under which **50.2k** sites are planned to be deployed in rural areas.

Till March, 2024 **33.7K** sites deployed under this program including, **23.4K** sites in FY 2023-24.

We have made 5G on-air in **103.8K** sites across **6,127** towns within 18 months of its launch. 5G sites are already catering to **13%** of the total network traffic in the geographies where they are live, thereby offloading the existing 4G sites too. We closely worked with smartphone manufacturers for timely testing and commercial release of the binary for 5G support in Airtel network for 100% of the 5G capable smartphones. There has been quite a few marketing intervention to enhance 5G penetration too, with the recently launched unlimited 5G data being one of those. Airtel has been focused on simplifying the Network operations through investments in the areas of digitisation, automation and innovation.

In order to improve spectrum efficiency, Airtel has taken below initiatives:

- **Traffic Balancing:** For effectively use of spectrum approx., by continuous traffic balancing and layer management strategy we are able to improve <3 Mbps cells despite of increase in Data Volume by 20%. Auto load balancing module also developed for effective load balancing without manual intervention.
- **ASON Module:** We have Ducting Mitigation module developed in ASON module, Ducting ASON is live in all ducting impacted circles. In ASON we are working on IFLB, RET and TDD Lock module. Furthermore we have implemented Anti Ducting for SSF7-SSF5 conversions to mitigate ducting. Auto ASON Aggressor actions has been developed to control Aggressors' impact.

- **5G Uptake:** We have effectively uses 5G spectrum to maximise 5G uptake to offload 4G payload wherever possible, 5G camping strategy implemented for same.

#### Coverage and Capacity Solution:

- 76,432 5G deployed to enhance data experience
- 31K new 2G+4G sites deployed to improve coverage and data penetration in PAN India in FY 2023-24
- 29.7K Sites deployed in L900 to improve indoor coverage penetration
- 19.6K sites deployed in L2100 and TDD to enhance capacity to improve user experience

Total 19,800 MHz new 5G Spectrum acquired & deployment is in process under Spectrum Auction for FY 2022-23 in all 22 LSAs.

Airtel has developed a state-of-art in-house tool "Airtel Self Optimisation Network" (A-SON) to predict degradation and proactively makes changes in the network to enhance customer experience greatly. Airtel was awarded "Innovative Mobile Service and Application Award" at the prestigious GTI Awards 2023 Global TD-LTE Initiative (GTI) for our in-house platform, Vision - a unified customer analytics & self-healing platform.

Airtel has developed innovative in-house technical products in multiple lines of business.

We are first in marketplace to develop AI-ML-driven in-house, closed-loop, self-healing platform called Airtel SON (A-SON) for both mobility and broadband.

The zero-touch solution ensures 24\*7 network/router monitoring, detects anomalies and implements real-time preventive actions in the network to improve customer experience.

With future-ready architecture, the platform is currently live across PAN India and is addressing the following business critical use-cases:

#### Broadband Use-Cases:

- Wi-Fi Signal Interference Detection & Mitigation – An intelligent platform has been designed which studies the KPIs of routers installed at customer location and generates series of actions after detecting anomalies. On an average ~1.8 Lacs soft actions are executed per day which has resulted into ~30% reduction in complaints Y-O-Y (~2 Lacs in 2022 vs. ~1.4 Lacs in 2023).
- Proactive Router Performance Improvement – This module studies the uptime of the customer's router and basis historic trends and analysis, it proactively reboots the system to improve it's efficiency. This proactively handles the issues like router going to hang mode etc. that is helping us to save upcoming complaints.

## Mobility Use-Cases:

- i. **Volte Steering** - Airtel's first inhouse SON module developed specifically to enhance the voice experience of customers. This intelligent, real-time closed loop solution that dynamically shifts customers' voice calls from an interfered band to cleaner band, significantly reducing voice drop and mute events and hence providing best voice experience to the customers. Phenomenal gains have been achieved in two circles Rajasthan & Delhi. Reduction in Voice DCR (~12%), Voice Block (~7%), Complaints(~5%) and traffic on interfered layer (10%) at circle level has been achieved. Similar gains are expected in PAN India.
- ii. **Customer Experience Module (CEI)** - Data Science backed customer experience module that tracks the data, VOLTE and VOWIFI experience Airtel's ~20 million postpaid subscribers at their home and work location on daily basis. The solution crunches TBs of customer data from multiple sources and generate a simplified experience score denoting customers experience. The Model is able to identify customers who are experiencing network problems along with the root cause analysis with an accuracy of ~85%. This solution is helping PAN India network quality and complaints handling team in having intelligent conversation with complaining customers, tracking and measuring customers experience before closing complaints to avoid repeat complaints and ensuring improved customer experience. The module is extended to identify problematic hotspots basis CEI for proactive preventive actions.
- iii. **Airport SMS to Potential IR subscriber** - Realtime SMS to potential international out roamer who are travelling international. Impact: 25% growth in IR pack recharge.
- iv. **ACS MS-Transition Tool** - Many MS tasks are automated and available on ACS tool.  
  
Impact: Thousands of man-hour saved. For example - 1,135 hours per week in WCL; 1,483 hours per week in indexing; 115 hours per week in interference analytics etc.
- v. **Intelligent Load Balancing (ILB)** - This Closed loop automation through ASON distributed cell load evenly among cells or to transfer part of the traffic from congested cells, or to offload users from one cell or carrier to improve the network resource utilisation efficiency and result in better end customer network experience. Load balancing module helped us to reduce the poor throughput cells by 15-16% at network level and dynamically adapted as per network traffic variations throughout the day.
- vi. **RANalyzer** - Introduces an module which provide adhoc basis Realtime CM parsing and OSS OEM supported script generation with minimal

inputs, it helps in saving of 52,000 man hours saving annually and eliminate the local machine compute requirement.

- vii. **FWA Apps** - We have developed and deployed customer & installation agent interfacing app, which provide self-installation guide and help to place the device within network coverage. It helps to deploy green installations from D1.

Impact: 21% complaints reduction for new Broadband installations.

## Other major innovations:

### i. Redcap Technology Testing

Airtel in partnership with Ericsson successfully tests India's first RedCap technology on its 5G network. The successful testing of RedCap technology on our network will enable futuristic IoT broadband adoption for devices including wearables and industrial sensors in a way that is both cost and energy efficient. For Bharti Airtel, RedCap can also improve operational efficiencies with optimised cost structures accelerating the industry 4.0 transformation with 5G private networks. Please click on the below link to access the press release issued by Company in this regard:

<https://www.airtel.in/press-release/10-2023/airtel-in-partnership-with-ericsson-successfully-tests>

### ii. Airtel launches Xstream AirFiber (FWA) India's 1<sup>st</sup> wireless home Wi-Fi service powered by 5G Plus.

This Fixed Wireless Access offering provides internet to customers in areas where access to fiber is a challenge. Service being launched in Mumbai and Delhi, pan-India rollout to be conducted in a phased manner. The need for Wi-Fi at home has grown exponentially in the past 3-4 years. With fiber to home connecting only 34 million homes in India, a very large number of customers struggle for fiber access. Airtel Xstream AirFiber is the country's first 5G wireless Wi-Fi solution that will offer internet to consumers in fiber dark areas. It will address the last mile connectivity issue in both rural and urban India where access to fiber infrastructure is a challenge. Xstream AirFiber is a plug-and-play device with in-built Wi-Fi 6 technology that will offer wide indoor coverage and can simultaneously connect upto 64 devices. Please click on the below link to access the press release issued by Company in this regard:

<https://www.airtel.in/press-release/08-2023/airtel-launches-xstream-airfiber-india-1st-wireless-home-wi-fi-service-powered-by-5g-plus>

### iii. 5G FWA functionality on mmWave

Airtel has successfully demonstrated mmWave 5G functionality on Airtel network with peak speeds of 4.7 GBPS during the testing, mmWave spectrum

is a valuable resource when targeting densely populated urban areas with large number of mobile devices, homes, and business areas. Using FWA customer premises equipment (CPE) supported with 5G mmWave will not only help in delivering greater speeds but will also enable us to cover the large number of users that are not connected so far due to inaccessible fiber connections.

<https://www.airtel.in/press-release/02-2024/ericsson-and-airtel-successfully-demonstrate-5g-fwa-functionality-on-mmWave>

#### iv. **Airtel powers 5G access to the Kochi water metro route**

Airtel is the first service provider to democratise access to blazing fast 5G speeds to customers travelling on India's first water metro service in Kochi. Airtel's 5G service is available to customers along the route of the Kerala Water Metro service between the High Court-Vypin terminals and the Vyttila-Kakkanad terminals. India's first water metro connects 10 islands around Kochi through battery-operated electric hybrid boats for seamless connectivity with the city. Please click on the below link to access the press release issued by Company in this regard:

<https://www.airtel.in/press-release/06-2023/airtel-powers-5g-access-to-the-kochi-water-metro-route#:~:text=Airtel%20is%20the%20first%20service,and%20the%20Vyttila%2DKakkanad%20terminals>

## 2. **Efforts to increase network reliability, security, accessibility etc. to support the Digital India mission**

Mobile network is an essential service and its continuity needs to be ensured during any catastrophe, unforeseen situation of any kind etc.

- Scaling of core capacities to handle data growth and business continuity plan. This will also help in increasing 5G adoption and offloading 4G network.
- Airtel has the biggest cloud footprint for voice and data-core network functions. Introduced Container based Network Functions.

- Introduced Fixed Wireless Access over Fix-line Broadband Stack.
- Improved International roaming experience by Scaling VoLTE IR for Voice and 5G-NSA roaming. Launched Inflight Data and Voice services.
- Dedicated resilient Core for IOT and M2M. Introduced 5G SA private core for Enterprises.
- Open API adoption for enterprise use cases at network.
- As part of our Automation journey, we have automated the onboarding of new network functions via MANO.
- In response to the evolving threat landscape, we adopted a forward-looking strategy to enhance our security. Taking a bold step, we decided to incorporate advanced threat detection technologies, particularly Endpoint Detection and Response (EDR), into our network infrastructure. This strategic move marked a pioneering effort in the global telecommunications landscape, as EDR had never been installed and tested on network workloads before.
- We initiated our implementation in 2021 by conducting thorough tests on a select group of unique nodes with the help of OEMs, and once proven effective, we proceeded to roll out in network. To date, we have successfully installed EDR on all critical network nodes out of EDR supported across all line of business.

## C. **Foreign Exchange Earnings and Outgo**

Activities relating to initiatives taken to increase exports, development of new export markets for products and services, and export plans.

Total foreign exchange used and earned for the year:

- (a) Total Foreign Exchange Earnings - ₹36,478 million.
- (b) Total Foreign Exchange Outgo - ₹131,242 million.

**For and on behalf of the Board**

**Sunil Bharti Mittal**

Chairman

DIN: 00042491

Date: May 14, 2024

Place: London

## Annexure F

### Statement of Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013, read with rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

#### A. Percentage increase in remuneration of each Director and Key Managerial Personnel ('KMP') during FY 2023-24 and ratio of the remuneration of Directors and KMPs to the median remuneration of the employees of the Company for FY 2023-24 are as under:

Sr. No.	Name of Director	Remuneration of Director/ KMP for FY 2023-24 (in ₹)	Percentage increase in remuneration in FY 2023-24	Ratio of remuneration to median remuneration of the employees
<b>Executive Directors</b>				
1.	Mr. Sunil Bharti Mittal, Chairman	322,714,541	Refer note below <sup>&amp;</sup>	372.13
2.	Mr. Gopal Vittal, Managing Director & CEO	185,508,865	10.14	213.91
<b>Non-executive Directors</b>				
3.	Ms. Chua Sock Koong	5,002,434	-0.93	5.77
4.	Mr. Rakesh Bharti Mittal	3,000,000	Nil	3.46
5.	Mr. Tao Yih Arthur Lang	5,002,434	-0.93	5.77
<b>Independent Directors</b>				
6.	Mr. Dinesh Kumar Mittal <sup>#</sup>	11,580,874	Not comparable <sup>^</sup>	13.35
7.	Mr. Douglas Anderson Baillie <sup>*</sup>	5,340,697	Not comparable <sup>^</sup>	6.16
8.	Ms. Kimsuka Narasimhan	13,809,911	16.13	15.92
9.	Ms. Nisaba Godrej	6,500,000	-1.52	7.50
10.	Mr. Pradeep Kumar Sinha <sup>§</sup>	7,100,000	Not comparable <sup>^</sup>	8.19
11.	Mr. Shyamal Mukherjee	7,532,787	Not comparable <sup>^</sup>	8.69
12.	Mr. V. K. Viswanathan <sup>@</sup>	6,995,082	Not comparable <sup>^</sup>	8.07
<b>KMPs other than Executive Directors</b>				
13.	Mr. Pankaj Tewari, Company Secretary	18,302,050	10.33	21.10
14.	Mr. Soumen Ray, Chief Financial Officer (India & South Asia)	57,060,989	13.74	65.80

<sup>&</sup>The remuneration of Mr. Sunil Bharti Mittal is not comparable with the remuneration drawn by him during the previous financial year 2022-23 as his remuneration was restored to ₹30 crores (i.e. remuneration drawn prior to April 01, 2020), with the approval of shareholder at the 28<sup>th</sup> AGM held on August 24, 2023.

<sup>#</sup> Retired as Independent Director w.e.f. March 12, 2024 (close of business hours).

<sup>\*</sup> Appointed as Independent Director w.e.f. October 31, 2023.

<sup>§</sup> Ceased to be Independent Director w.e.f. May 14, 2024 (close of business hours).

<sup>@</sup> Retired as Independent Director w.e.f. January 13, 2024 (close of business hours).

<sup>^</sup> Since the remuneration of these Directors is only for the part of the current year/previous year, the increase in remuneration during the year is not comparable.

#### Notes:

- The value of performance linked incentive ('PLI') in remuneration of Key Managerial Personnel (KMP) represents incentive @ 100% performance level. For effective comparison, the PLI component of their remuneration for FY 2022-23 has also been considered @ 100% performance level.
- Remuneration of employees including KMPs does not include perquisite value of stock options exercised during FY 2023-24.
- The remuneration of Mr. Gopal Vittal, Managing Director & CEO does not include perquisite value of ₹108,402,511 towards exercise of stock options during FY 2023-24. Further, the remuneration of Mr. Soumen Ray, Chief Financial Officer (India & South Asia) excludes one-time payout of ₹4,333,333, deferred bonus of ₹11,500,000 received during FY 2023-24 and perquisite value of ₹12,270,583 towards exercise of stock options during FY 2023-24.
- Change in remuneration of Non-executive Directors vis-à-vis previous year, if any, is on account of change in their committee memberships, meetings attended, sitting fee and change in foreign exchange rates. Further, the remuneration of Independent Directors includes sitting fees of ₹100,000 per Board/ Committee meeting attended by them during FY 2023-24.

- B. There were 14,322 employees on the rolls of the Company as on March 31, 2024. Due to increase in the overall number of employees during FY 2023-24, there has been a decrease of approx. 5.60% in the median remuneration of employees during the financial year.
- C. The average increase in the remuneration of employees other than managerial personnel, during FY 2023-24 was 8.7%. The said revision in the remuneration of the employees is guided by our reward philosophy, external competitiveness and benchmarking and is as per the compensation and appraisal policy of the Company. The increase in managerial remuneration (as reflected in Clause A above), is within the overall limits approved by the shareholders of the Company.
- D. The remuneration of KMPs, Directors and other employees, is as per the 'Policy on Nomination, Remuneration and Board Diversity' and HR policy(ies) of the Company, as applicable.

**For and on behalf of the Board**

**Sunil Bharti Mittal**

Chairman

DIN: 00042491

Date: May 14, 2024

Place: London