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Bharti Hexacom Limited
Code of Conduct

Letter from the Chairman

Dear Colleagues,

Ethics and integrity have always been an integral part of our core values. They are fundamental and will not change.

All our stakeholders including customers, shareholders,employees, vendors, partners, and suppliers expect the highest standards of business conduct and governance from the Board and the Company. Each one of us, as employees, associates and business partners, are in turn committed to upholding these standards uncompromisingly in our actions, every time, all the time.

Our Code of Conduct was adopted long before it was mandated by regulations, it is now part of our DNA, and we live by it in form and substance. However, with changing times, the emergence of new technology, and the impact of social media, we have revised our Code of Conduct to make it more relevant, contemporary, and practical.

It is applicable without exception to all our Board members and employees and sets the collective expectations from the Company and all of us.It explains very clearly what can be done, and what should not be done. It encourages people to speak up fearlessly when they notice a potential or actual breach of the Code.

The COC advocacy and awareness programs are an important part of this endeavour and I request your support and cooperation in attending these sessions. We have a shared responsibility to ensure that Bharti Hexacom is a great, safe place to work and upholds the highest standards of ethics.

JS Deepak

Letter from the CEO

Dear Friends,

Our values are the bedrock of who we are as a company – they inform our decisions, actions, and behaviours.

Values are the glue which bring us together. It is these values, which have enabled us as an organization, to be where we are and become a trusted, respected brand.

For each of us, the values manifest themselves in the code of conduct. Sometimes we find however, that the code of conduct has been violated for personal gains – this is completely unacceptable and not reflective of who we are as a company.

For me, simply put, the code of conduct is this. Treat Hexacom like it is your own business. Treat the money you spend on behalf of Hexacom as though it were your own. Treat people in the same manner you would like to be treated yourself. The revised code of conduct policy incorporates these principles and highlights our role in adhering to it.

I urge you all to read it, absorb it, and most importantly, live it, as citizens of the company. It is also our responsibility to ensure the conduct is adopted across our organization.

So if you see any violation around you – be it your subordinate, your peer, or your reporting manager – do bring it to the attention of the Ombudsperson, to me or even to the Chairman directly.

We take the code of conduct very seriously and will ensure that your escalation is addressed.

Thank you for living the code of conduct. I look forward to your continued support.

Marut Dilawari

Contents

Principles 6

Policy and Procedure 7-11

Expectations 12-13
- From Employees
- From Management

Applicability 14

At the Work-place 15-19
- Conduct and Behaviour
- Harassment free and Congenial Workplace
- Fair Practices and Avoiding Conflicts of Interest
- Relationships with Former Employees
- Gifts and Entertainment

Dealing with Others 20-23
- Government Agencies
- Political Interactions and Religious Affiliations
- Customers and Business Associates
- Media and Communications

Law and Regulations 24-28

- Competition and Compliance with Law
- Insider Trading
- Anti-Bribery and Corruption
- Political Contributions and Charitable Donations
- Finance and Accounting Practices

Protecting Company Assets and Property 29-32

- Fraud
- Intellectual Property and Confidential Information

Community Responsibility 33-34

- Safety, Health and Environment
- Corporate Social Responsibility
- Corporate Sustainability

Principles

- Ethical Conduct of Business
- Safe and Harassment Free Work Place for all
- Fairness and Mutual Respect in Dealing with Employees and Partners
- Avoiding Conflict of Interest
- Compliance with Laws and Regulations
- Upholding and Protecting Company's Reputation

Policy and Procedure

1. Objective

The Code of Conduct ('COC') read with the Company's policies provides the framework and guidelines on expected work place conduct in line with its vision and values. The Office of the Ombudsperson provides an independent forum and vigil mechanism under the law for all employees and other stakeholders of the Company to raise concerns and report any breach or threatened violation of the Code. It reports to the Audit Committee of the Board and investigates complaints suo motto on the basis of information received or on complaints that are reported to it.

The COC emphasizes the Company's overall governance and philosophy of (a) ethical business practices and standards (b) trust, transparency and integrity (c) fair relationship with all stakeholders. This policy should be read in conjunction with Bharti's Code of Conduct and the Consequence Management Policy.

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

2. Raising a concern

Any internal or external stakeholder (e.g. employees, associates, strategic partners, vendors, suppliers, contractors but excluding customers) may report a COC related concern to the Ombudsperson. The complainant may be a victim or even an observer who is directly or indirectly impacted by such practices.

Full details of the alleged breach including location, date and time, persons involved, any witnesses, documents if available and the identity of the complainant should be provided. Anonymous complaints may also be investigated if there is a prima facie basis for the same, However, complainants are encouraged to provide their identity for follow up discussions and for verification of the veracity of the complaint.

3. What to Report

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

4. How to Report

- In person with the Office of the Ombudsperson
- Through telephone (dedicated secure line)
- Through email at ombudsperson@bharti.in
- In writing (hard copy) to: The Ombudsperson
  Bharti Hexacom Limited, Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi -110070, India

Stakeholders may, if they wish escalate any complaint directly to the chairman of the audit committee of the Board, write in to auditcommittee.chair@bhartihexacom.in.

5. Investigation Process

a) Complaints pertaining to alleged COC violations received through email other than those that are irrelevant or frivolous will be acknowledged. The Ombudsperson Officewill conduct a preliminary evaluation on information provided to determine whether it merits further scrutiny.

b) Detailed investigation may include inspection of documents and discussions with relevant persons, witnesses and others as required for evidence or corroboration either in person or through video/audio calls.

c) Cases involving allegations of sexual harassment will be dealt with as prescribed under the laws applicable for prevention of sexual harassment at the workplace.

d) All matters relating to financial misdemeanors/ impropriety or fraud will be forwarded to the fraud investigation team of the Corporate Audit Group (CAG) for further action. At times, the two teams may work jointly on a case. An external investigative entity may also be involved in certain matters that merit such support.

e) The identity of the complainant will be kept confidential and only disclosed on a strict 'need to know' basis to others. The individual against whom the complaint has been made will, and others including the complainant, colleagues and witnesses may be called upon to corroborate or provide evidence/additional information.

While investigating a complaint, the Ombudsperson will consider the following:

- The basis of the complaint and the seriousness of the allegations
- The reporting hierarchy and relationship of the persons involved
- Evidence available including information of witnesses or sources
- Repeat offences by the same person
- Impact on the Company: monetary, reputation or legal

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

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

6. Roles and Responsibilities

6.1 Whistleblower

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

6.2 Investigation Participant

All witnesses and persons who are interviewed, asked to provide information, or otherwise required to participate in an investigation are expected to fully cooperate with the investigation.

Participants shall refrain from discussing or disclosing the investigation or their testimony to anyone (including in particular the complainant and defendant).

Requests for confidentiality or anonymity by participants will be honored to the extent possible.

Participants are entitled to protection from retaliation for having participated or co-operated in an investigation.

6.3 Investigation Subject

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

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

7. Disciplinary Action

Matters covered in this COC are core to the Company's values, and non-negotiable in their adherence and enforcement. All employees are expected to comply with these rules while carrying out their duties for the Company.

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

Corrective action may be taken for:

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

Refer consequence management policy for more details.

8. Reporting

A detailed investigation report including recommendations for corrective action will be sent to the CEO and the Director-HR. Reports from CAG on allegations of financial impropriety will also be sent to respective functional heads and/or AMB members. They will initiate the necessary action within 15 days and inform the Ombudsperson on closure post the implementation of the recommendation.

If the CEO does not agree with the conclusion and/or recommendations, the matter will be discussed between the CEO and the Ombudsperson to arrive at a mutually agreed position within a further 15 days.

If there is still no agreement, the matter will be escalated to the Chairman for resolution. The decision of the Chairman is final and binding and will be implemented.

Expectations

The COC defines the expectations of the Company from its employees and all those with whom they deal with at the workplace. It outlines the ethical standards of conduct and behaviour and acts as a reference for every employee on what to do, how to do and importantly what not to do.

The COC acts as a general guide but cannot envisage every situation or action; neither can it cover every regulation and law that is applicable at a given time. It is important to read specific policy documents wherever applicable. Moreover, in the modern connected and digital world, new issues emerge and it is up to every individual to exercise their judgment before taking action on a matter. When in doubt, please seek advice from your reporting manager/ HR/ Ombudsperson to protect your individual reputation and integrity, and that of the Company.

From Employees

- Must follow the law, comply with the COC, and all Company policies and guidelines.
- Read and understand the various elements of the COC
- Seek clarifications and assistance when in doubt
- Participate in advocacy and training programs on the COC
- Promptly report known/ suspected violations
- Co-operate in investigations when requested

From Management

- Integrity and fairness with all stakeholders
- Compliance with laws, regulations and policies
- Set an example on good conduct at the work place based on mutual respect and fairness
- Encourage employees to attend training and awareness workshops
- Ensure that Business Associates adhere to the policy for them and this is included in all
- contracts signed with them
- Follow fair employment practices that provide equal opportunity based purely on merit and support diversity in the workplace
- Vigilant in pre-empting violations and reporting actual or threatened breach of the COC
- Encourage reporting of compliance issues, and create an environment in which employees can raise concerns without fear of retaliation
- Co-operate with the Ombudsperson Office on investigations and implementation of recommendations

Cooperation with investigations

Employees must be honest and forthcoming during an investigation, and provide any investigator with full, accurate, timely, and truthful information. Misrepresenting facts or failing to disclose facts during an investigation is self-defeating and can result in wrong outcomes for individuals.

Applicability

All employees of Bharti Hexacom, group companies, and all directors on the board, are required to comply with this COC as may be amended from time to time as a condition of continued employment. They are required annually to certify that they have read and understood the COC and affirm to comply with the same.

All employees who deal with Business Associates should ensure that compliance with the 'COC for Business Associates' (which is on similar lines as the COC) is included in the contracts or arrangements between the Company and Business Associates and that they are made aware of the importance of and need to comply with the COC for Business Associates. Breach of the COC by Business Associates and/or their employees may lead to penal consequences including termination of the agreement with the Company.

In some instances, Family and friends are also included for compliance with the COC to ensure that employees through such relationships, do not do indirectly what is not permitted to be done directly by them.

Family include parents, siblings, spouse, children, relatives and all those who are financially dependent on the employee.

Employees are required to use their objective and honest judgment in all their decisions where close friends or Family is involved in dealings with the Company. In such situations, decisions must be guided only by the Company's best interests and not clouded by personal relationships that may result in a conflict of interest.

At the Work Place

Conduct and Behaviour

Employees must always:

- Be aware of all relevant laws, regulations, policies and processes that are applicable; ignorance of the law is never an excuse for wrong behaviour.
- Notify instances of non-compliance to the reporting manager, or directly to the Ombudsperson. Supervisors who become aware of harassment concerns must report the issue.
- Act in a dignified and ethical manner with high integrity even under pressure.
- Dress appropriately and behave politely with all persons, regardless of seniority or reporting relationship.
- Work efficiently and effectively with defined targets and goals that is conducive to optimal productivity and team work, and decisions are based on merit and business needs.
- Be respectful to all those who work with us, and treat them fairly, by enabling a work environment free of discrimination and harassment.
- Follow fair employment practices that provide equal opportunities to all employees, and support a diverse workplace.

Harassment Free and Congenial Work place

The Company is committed to providing a professional, healthy and safe work environment.

Employees must ensure that they never verbally or physically mistreat others or engage in offensive behavior, and do not tolerate those who do. This includes harassing, bullying, abusive or intimidating treatment, inappropriate language or gestures, disorderly conduct, violence and any other conduct that interferes with a co-worker's ability to do his or her job.

Harassment could include the following:

- Unwanted and unacceptable behavior by an employee or Business Associate towards an employee or any other person connected with the workplace whether such acts take place through any means including social media and includes abuse, threat or harm
- Making inappropriate jokes, using foul language, circulating or displaying offensive materials
- Excluding/ ostracizing a person from office related social activities or team work without just cause
- Any wrong reference or usage related to gender, race, religion, belief or any difference
- Repeated acts or a single instance of wrongful conduct

Sexual Harassment

Sexual harassment is governed by the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Act") and the Company's policy. Please refer to the Company policy on prevention of sexual harassment.

Consequences for harassment are severe and are likely to lead to immediate termination besides other penal actions.

Drugs and Alcohol

Employees shall not report to work under the influence of alcohol, an illegal drug, or any controlled substance for which they do not have a prescription.

You must not use or possess illegal drugs/ allied substances while on Company property, in a company vehicle, or when on company time.

Possession and consumption of alcohol is strictly prohibited on company property, while in company vehicles, and when conducting company business or during outbound programs. There are limited exceptions to this prohibition. In such cases, consumption of alcohol must be voluntary, in moderation, and in a manner that does not embarrass the Company.

Fair Practices and Avoiding Conflicts of Interest

Conflicts of interest

Employees must avoid any relationships or activity that might impair, or even appear to impair, their ability to make objective and fair decisions when performing their duties. When acting on behalf of the Company, employees must always advance the Company's interests.

Personal conflicts of interest

Never use your position at the Company to advance your personal interests or those of a Family or friend at the expense of the Company's interests.

Employees should not participate in the selection process in any Company related matter/ business that employs someone from the Family or with whom they have or until recently had a close personal or business relationship.

Employees shall not, during office hours or beyond, or even during approved leave, whether for remuneration, honorarium or otherwise:

- be self-employed or employed by, consult with, own, perform services for, or aid a company or organization (including a charitable organization) that is a vendor, supplier, partner, contractor, subcontractor, or competitor of the Company or
- engaged with an organization that provides services to the Company
- undertake public speaking, and publications without prior approval
- seek public office or perform public service

Refer policy document for more details.

Relationships with Former Employees

The obligation to follow the Company's standards continues even after cessation of employment with the Company.

When leaving or retiring, employees must return all Company property, including all records and equipment. Persons cannot use or disclose the Company's non-public information in any subsequent employment.

Rehiring of former employees or engaging a former employee/spouse as an independent contractor or a contract worker, whether engaged through a staffing company or other third-party vendor, is not allowed unless the former employee has been separated from the Company for six months. Exceptions can be made in special circumstances but requires prior permission of the Head-HR.

Do not purchase products or services for the Company from a former employee unless the former employee has been separated from the Company for six months.

Outside Directorships

Its employees are not permitted to serve as a director, partner, sole proprietor or any other equivalent position of any company, firm or business entity, without the prior written approval of the Head HR or the Managing Director or CEO.

For the Employer

The Company aims to provide equal access to opportunity and fairness in dealings with all employees by enabling an inclusive culture that encourages diversity.

Decisions relating to recruitment, training, promotions and opportunities for career growth will be based only on merit: a person's qualifications, experience and accomplishments and no other criteria.

Remuneration and roles will be based only on experience and talent. Performance will be judged on objective criteria and defined goals.

There will be no discrimination on the basis of religion, nationality, color, caste, ethnicity, family status or any other characteristic that has no bearing on work. Hiring would be purely on merit basis.

Employees are expected to disclose (in writing/email) any significant financial or strategic interest that they or a family member of theirs hold with any significant Company customer, partner or competitor. All potential conflicts of interest need to be disclosed promptly in advance to pre-empt any conflict of interest arising at a future date.

Gifts and Entertainment

A gift is anything of value, including promotional item, food, beverages, and event tickets, whether given or received. When offering a gift to a customer, a government official or any third party, the following need to be kept in mind:

- It is not done to obtain or retain business, influence business decision or gain an improper advantage in business.
- It constitutes a bonafide promotion or good will expenditure.
- It is not in the form of cash.
- The gift is of nominal value (on an individual and aggregate basis).
- The gift is accurately recorded in the Company's books and records.

In general, it is not acceptable to accept gifts since this may imply influence or the potential to influence a decision in favour of the giver and compromise objectivity in decision making.

However, the Company recognise that it is customary to receive nominal gifts on special occasions as long as such gift is within the norms of the Company's gift policy and is not meant to influence decisions in any manner.

Gifts or honorariums received in recognition of a professional contribution (by an employee) like a training program, workshop, competition or a lecture is permitted and are nominal gifts on cessation of employment or transfer. It is also important to read and comply with the gift policy of the Company before giving or receiving a gift.

Dealing with Others

Government Agencies

Employees engaged in working with government agencies like regulators, taxation officials, local authorities and such are required to build relationship of trust based on transparency and fairness at all levels.

Key points while dealing with Government:

- Ensure that the highest standards of business conduct are followed
- Contact or engage with the relevant government agency only if authorized to do so on behalf of the Company
- If in doubt, employees must escalate the matter to their seniors, and not attempt to resolve ontheir own
- When seeking resolution or clarification of various legal issues, ensure all engagements are in line with normal business conduct and based on merit
- Be careful to provide accurate and complete data when information or documents relating to the Company are sought
- Co-operate fully with authorized officials for any investigation or inquiry

- Retain and preserve all relevant information and data for reporting, compliance or investigation

Do not:

- Attempt to exert undue influence to obtain a favorable decision
- Knowingly destroy, alter, conceal any records or data in physical/ electronic form
- Obstruct directly or otherwise access to information or records that are sought
- Provide false or misleading information or create false data or records

Political Interactions and Religious Affiliations

The Company respects the right of every employee to have political and religious beliefs and affiliations that are legal and permitted by law. However, all political and religious issues are personal in nature and cannot be done in office time, on office premises or involve office colleagues.

Employees must not:

- Use Company's time, money or resources to support or encourage political activities
- Solicit contributions for any religious or political activity or conduct any such activity in the office premises. However, offices may celebrate a few well known festivals like Christmas, Diwali etc or in which all employees are invited to participate
- Seek public elected office without prior permission
- Undertake or participate in any political or religious propaganda within the office premises
- Join or be a member of any banned or extremist outfit

All personal political contributions and activities must be kept separate from the Company. If employees make a political or religious or charitable contribution, they may not refer to their employment or use the Company's assets, including its name, in connection with their contributions.

Customers and Business Associates

The Company is committed to providing high and consistent levels of service to its customers. It subscribes to the philosophy that the customer is the reason we exist, and treats all its customers with utmost respect and courtesy.

We are all responsible for protecting customers' privacy. Employees must only obtain, use, or share customer information for legitimate business purposes. You must not access customer data of your friends, acquaintances, family, or coworkers or anyone else unless it is required for official purposes and without prior approval from your supervisor.

Employees must not or permit others to access, listen to, monitor, record, tamper with, or disclose any customer communication, except as required by the duties of their position to comply with a valid service, to comply with a valid legal order or law, or for the limited purpose of quality monitoring and training, or as approved by the Legal team.

If an employee is aware of, or suspect unauthorized access to, disclosure of, or loss of customer information, he/she/they must report it immediately to the Ombudsperson Office.

When dealing with Customers, employees must:

- Be responsive and polite in all their dealings and discussions; never raise their voice or abuse a customer even if he/she/they does not have a valid complaint
- Represent fairly and correctly the available information; not exaggerate the quality, features and availability of a product or service
- Endeavour to understand the issue from the customer's perspective and try to provide solutions
- Never provide misleading or false assurances or information at any time
- Never share confidential and personal information of the customer with any person unless legally required

The Company values its relationship with all partners and aims to create an equitable and conducive atmosphere for doing business with the Company.

When dealing with Business Associates, employees must:

- Appoint them only on merit and no other personal or unfair consideration
- Deal with them strictly on a professional basis
- Ensure that all Business Associates are made aware of the need to comply with all relevant aws and regulations and the provisions of this COC
- Disclose any personal relationship with a potential Business Associate and ensure that they are not involved in any manner in the selection process or in negotiating the terms

- Not accept any favours in cash, kind or any facility
- Always act in the interest of the Company in all transactions with Business Associates
- Treat them with respect and courtesy while ensuring that the terms of the agreement are adhered to both by the Company and the Business Associate

Media and Communications

All external communication to media, stock exchanges, investors, financial community, lenders, business partners and others regarding any information relating to the Company may be done only by authorized spokespersons. All requests for information about the Company or interviews in the media should be directed to the corporate communication department, which will then co-ordinate the response after checking the accuracy and correctness. All press releases will also be issued by the communication department.

All dealings with the financial community and investors will be done only by the investor relations department.

Any comment, views or information regarding a business partner may be made only with the prior consent of such partner.

Employees should not disclose or discuss even in a casual manner any information, particularly financial or performance related information about the Company with their friends or relatives or any third party.

Social media, chat rooms or blogs should not be used at any time to discuss matters relating to Company matters or policy. Employees must not post on a social networking site or give to the media (whether on or off record) any casual comments that may be mistaken or imply endorsement of the same by the Company. Matters that are sensitive in nature like comments about religion, caste, gender, professional community or political affiliations are to be strictly avoided.

Invitation to speak at a public forum, needs the prior approval of the employee's manager. No confidential or proprietary information about the Company may be used for such lectures or presentations. It is also necessary to add in any presentation or on a personal blog, a disclaimer that the views expressed are personal and do not represent the Company's viewpoint.

Employees must not make any comments or give their views to the media (whether off record or on record).

Unless an employee receives prior approval from both the supervisor and Corporate Communications, when presenting their personal views in public or at professional, community, and other events, they may never suggest that they are speaking on behalf of the Company.

Refer Company policy for more details.

Law and Regulations

Competition and Compliance with Law

The Company endeavours to uphold the highest standards of fair and ethical business practices and market driven competition.

The Company is a member and leader of some industry and trade associations and may represent these bodies in various platforms to promote the cause of industry in general and protect its interest, however subject to policies and procedures that are mandated by regulation to ensure fair competition in the market place.

An employee must not:

- Directly deal with, contact or engage with competitors that may create a potential conflict with the provisions of competition law
- Share or part with company specific information in an industry forum or enter into agreements with competitors on any matter unless they have consulted with the legal department in advance
- Enter into agreements that may be construed as abuse of dominance or restrictive trade practices such as price fixation, exclusive tie in arrangements, limiting the supply of goods or services, collusive bid rigging or predatory pricing

You may generally obtain information from public sources, industry gatherings, surveys, and competitive research, but it is never acceptable to obtain or request non-public information from any source, including the internet.

Key points for employees:

- Ensure that you understand the implications of anti-trust and competition laws that are applicable to your area of work and obtain clarifications on what can be done and what cannot in case of any doubt. Notify the legal department of any threatened or actual breach
- Inform your Business Associates of the Company policy on compliance

Employees must report to the legal department any alleged instance or incident of breach and consult them when in doubt about a practice or arrangement being a permitted activity. Compliance with the anti-trust law is a legal requirement and any breach may have serious penal and reputational consequences for the Company.

Insider Trading

Insider trading occurs when a person trades in a Company's securities using unpublished price sensitive information (UPSI) that is, information that is not publicly available and that could reasonably affect a person's decision about whether to buy or sell the securities. If a person discloses UPSI to a third party who then trades on it is also termed as Insider Trading.

An employee may become aware of UPSI about the Company or other companies with which the Company does business. An employee must never use any UPSI (even if acquired as a "tip" from others) to trade in the Company or any other company's securities, including options and other derivative securities. In addition, UPSI may not be disclosed to any to any other person, including members of an employee's family or friends under any circumstances, where is it liable to be misused for dealing in the shares of the Company.

The Company imposes a trading black out period each quarter and for a defined period during a specific event. During such black out period designated persons as per Company Code of Conduct of Prohibition of Insider Trading are prohibited from trading in Company securities. For all employees, trading at any time above a particular threshold, prior approval of the corporate secretarial department is necessary and beyond a specified threshold limit, reporting to the Company and the stock exchange is also required.

No Company officer, employee or third party agent may, directly or indirectly, sell any equity security, including derivatives, of the Company if he or she(1) does not own the security sold, or (2) if he or she owns the security, does not deliver it against such sale(a 'shortsale') with in the applicable settlement cycle.

The rules that relate to insider trading are complex. If in doubt, employees should consult the Corporate Secretarial department before making any decision to trade in a security, or before disclosing any information to another person. As a general rule, non-public information concerning a company's business, financial prospects, major transactions, regulatory or legal matters, significant cybersecurity incidents, or management issues, is often considered 'material' and since not in public domain, becomes UPSI.

Insider trading is a serious violation, and persons indulging in it are liable for prosecution by the Securities Exchange Board of India and termination of services by the Company. Please seek the advice of the corporate secretarial department, if you have any doubt whether you are eligible to trade in the Company's shares at a particular time. All queries in this regard should be directed to compliance.officer@bharti.in .

Refer Company policy on insider trading for more details.

Anti-Bribery and Corruption

Bharti Hexacom does not tolerate bribery or corruption in any form, and enforces strict policies which apply to all employees regardless of the country in which the employee may be located or travel on work.

Bribe/bribery means the giving, offering, promising, requesting, agreeing to receive or, receipt or acceptance either directly or indirectly any advantage. It may be financial and includes any payment, gift, loan, fee, or reward, to or from any person in order to illegally or improperly influence a decision in favor of the giver.

Examples of bribes include:

- money or cash equivalent;
- unreasonable or extravagant gifts, entertainment or hospitality;
- kickbacks;
- unwarranted allowances or expenses;
- uncompensated use of Company services or facilities;
- anything else of value; or
- an advantage (whether financial or otherwise)

Corrupt/corruption means the misuse or abuse of office or power for personal gain. It means giving or accepting any undue benefit in cash, kind or any form of benefit by or to:

1. A government official at national, state or local level including government companies and public sector enterprises.
2. Employees, relatives or friends to gain a benefit that may include approvals, licenses, and permits.

Employees either directly or indirectly are not permitted under any circumstance to offer or receive bribes in the form of gifts, cash, facilities or any other manner to any person/organization.

When selecting firms/entities for doing business, employees should exercise due care and diligence to ensure that only those with the highest reputation and integrity are selected. Payments to consultants and agents that are excessive to the service/product being received by the Company or reimbursement of expenses that seem to be much higher than actual expenditure incurred are to be strictly avoided.

Political contributions and charitable donations

Only the Board of Directors of the Company is authorized to make political and charitable contributions/ donations. No employee is permitted to make any such political or charitable contribution on behalf of the Company. Such contributions to political parties, organizations or individuals engaged in politics should not be made for the purpose of obtaining advantage in business transactions.

Solicitation and fundraising

Employees cannot engage in solicitation or fundraising or in the distribution of nonbusiness literature during work time or in Company work areas. Further, they may not use Company resources to solicit or distribute such literature at any time.

Finance and Accounting Practices

If employees have responsibility for or any involvement in financial reporting or accounting, they should have an appropriate understanding of, and they should seek good faith to adhere to, relevant accounting and financial reporting principles, standards, laws, rules and regulations and the Company's financial and accounting policies, controls and procedures.

Employees should never direct anyone to create or approve a false or misleading record, or intentionally take any action that helps to create a false or misleading record, such as withholding information from someone preparing a record.

Company records must be prescribed according to applicable laws and Company's records management policy. Employees may never destroy, alter, or conceal any record if they have been directed to retain it or if they know – or reasonably believe there is a possibility – of any litigation or any internal or external investigation concerning that record.

If an employee believes a record was intentionally falsified or created to mislead, or if anyone directed them to violate any section of this policy, they must immediately contact Ombudsperson Office.

Employees may not selectively disclose (even in one-on-one or small meetings) any material information regarding the Company. They should be particularly careful not to disclose such information during any presentations to customers, business providers, investors, or other third parties.

Protecting Company Assets and Property

Protecting Company Assets and Property

Company Assets includes all Company property and equipment like laptops, external storage devices, phones, facilities, equipment and materials that are physical and tangible as well as intangible assets like intellectual property, electronic communication, data as well as brand equity and reputation. They are valuable and have to be safeguarded and protected. Assets are provided to employees primarily for the business of the Company.

The following rules need to be observed while dealing with company assets:

- Take proper care of all the assets that are provided for the use of the employee and protect against theft, misuse, loss or damage.
- Use Company assets only for legitimate business purpose in general. Certain specified assets like laptop, data cards and phones are permitted for judicious and proper personal use.

On cessation of employment for any reason, all Company assets must be returned promptly and in good condition except for normal wear and tear.

Only legally authorized/ licensed software may be loaded and used on machines. Passwords may not be shared nor confidential Company data sent to any outside party without authorization.

The Company reserves the right to monitor, track and peruse all data and mails on all Company assets. Please read the detailed IT policy regarding data protection, privacy and other matters.

The use of Company premises including guest houses that are owned/ managed by it for personal or wrongful purposes is strictly prohibited.

Decorum and etiquette needs to be maintained while using Company premises at all times.

The use of Company assets for individual profit or any unlawful, unauthorized personal or unethical purpose is prohibited. The Company's information technology, intellectual property (e.g., copyrights, patents, and trademarks), facilities, equipment, machines, software, and cash maybe used for business purposes only, including responsible and accurate expense reimbursement, and in accordance with applicable policies.

Copyrighted materials (e.g. books, music, software, magazines) should not be reproduced, distributed, or altered without permission of the copyright owner or an authorized person. Software used in connection with company business should be properly licensed and used only in accordance with that license. Using unlicensed software could constitute copyright infringement and may be grounds for disciplinary action.

Monitoring and Recording at Work

In cases involving safety or suspected misconduct (for example, investigating claims of sexual harassment, workplace violence, or suspected theft), the Company reserves the right to monitor or inspect, without notice, any Company property or any personal property on Company premises that may contain evidence of misconduct, consistent with applicable law or any local data privacy notice. With respect to Company provided or paid for communications devices or accounts, the Company may, as permitted by law or any local data privacy notice, access any stored information (whether on the device, company servers or with a third-party) that may contain evidence of misconduct, and employees are required to cooperate, including by providing access to the information, when requested by the Legal department.

Employee privacy

Employees must take appropriate steps to protect confidential personal employee information, including identification numbers, passwords, bank account information, and medical information. Another employee's personal information should never be accessed or obtained except in the course of work for a legitimate purpose.

Fraud

Fraud, by act or conduct is deliberate concealment of what ought to have been disclosed or misrepresentation of a fact to deceive or cheat to obtain an advantage or cause loss or damage to the Company.

Employees must:

- Be honest in all their dealings with the Company and Business Associates. They are prohibited from willfully providing incorrect information or concealing relevant data
- Report promptly any instance of fraud or threat of fraud to their direct reporting manager or the internal audit department or the Ombudsperson Office
- Not appropriate Company property, funds or any item of value that belongs to the Company nor claim reimbursements that they are not entitled
- Not alter or forge cheques, financial records or Company data

Intellectual Property and Confidential Information

Intellectual Property includes trademarks, patents, copyrights, designs, domain names, know how, technology, brands. Confidential and sensitive information of the Company includes operations, budgets and business plans, major management changes, forthcoming product launches or tie ups, acquisition or divestiture plans, internal memos, financial, strategy, marketing and sales information, business plans, commercial contracts, personnel and customer information, legal opinions and advice, company manuals, technical information, email address lists, directories, agreements and such. This list is not exhaustive and includes any data or information that is not in public domain and is valuable for the Company.

The Company's communication and information systems, including all Company computers and mobile devices, are critical to the Company's operation. Employees must protect Company information from accidental or unauthorized disclosure. This includes ensuring security of user IDs and passwords for all Company systems and devices. Additionally, employees must comply with all Company policies relating to the use of computer hardware and software on Company systems, and the acquisition, use, and disposition of data on Company systems. Only approved software and hardware may be used on Company systems, and such media must have a legitimate business purpose and be malware free.

Company systems, such as email or instant messaging cannot be used to engage in activities that are illegal, violate Company policy, or could result in any liability for the Company or reputational harm. Some examples of improper uses of company systems include:

- pornographic, obscene, offensive, harassing or discriminatory content;
- unauthorized mass distributions;
- communications on behalf of commercial ventures; and
- communications directed to a group of employees on behalf of an outside organization.

Every employee has an obligation to safeguard Company information and this continues even after cessation of employment.

The Company's intellectual property is a valuable asset and must be protected by everyone. Similarly, all employees must respect the proprietary rights of others by complying with all applicable laws.

An employee may not copy, use, or share copyrighted materials unless they obtain the specific, written, prior consent of the owner, or unless such use is permitted under applicable law as determined by the Legal department.

Community Responsibility

Safety, Health and Environment

The responsibility for maintaining a safe and healthy workplace and for doing business in a way that meets employees' responsibilities to each other, to the customers, and the public is a shared one.

The Company is committed to providing a safe workplace and to meeting its environmental responsibilities.

An employee is expected to

- Maintain a clean and organized work space with no obstacles or potential hazards to self or others
- Switch off all lights and other appliances like printers, computers and photo copiers in the work space when leaving office
- Observe safety rules and measures while driving, at home and at all times
- Follow Company policies and procedures for a safe and healthy work place including smoking or prohibition on carrying fire arms / dangerous weapons
- Comply with any travel restrictions that may be notified like temporary unsafe places, women travelling late at night and such
- Familiarize themselves with practice sessions like fire and emergency alarm drills and comply promptly with instructions when faced with an actual situation
- Not undertake any illegal activity like betting or gambling in the office premises
- Be environmentally conscious and comply with laws and regulations on environment that may apply to the specific job profile

- Report any unsafe or illegal activity that may jeopardize the safety of others at the work place

Corporate Social Responsibility (CSR)

The Company has an obligation to the communities in which it operates to help in whatever way it can to improve the quality of life for all. The Company is committed to voluntary and affirmative action to provide sound education to economically weaker sections, particularly the girl child so that the young have access to quality education and become employable. The group has set up the Bharti Foundation to achieve this objective.

The Company supports participation by employees on a voluntary basis in spending time with Bharti Foundation by allowing one day's paid leave for such work. Donations to Bharti Foundation are also welcome and the Company presently has a policy that provides a matching contribution to the Foundation and any other approved voluntary organization.

Employees are not allowed to spend office time or resources nor seek donations from colleagues for such charities.

Corporate Sustainability

Corporate sustainability begins with the Company's value system and a principles-based approach to doing business. Responsible businesses endeavor to ensure the same values and principles wherever they have a presence and ensure consistency in policies to achieve this goal.

The Company is committed towards Environmental, Social and Governance ("ESG") agenda to contribute to the global efforts to combat climate change and ensure inclusive growth.

All employees and business associates are required to read and understand all ESG led policies, processes, initiatives and targets of the Company and contribute towards achievement of the same. While doing so, employees must respect all national and international laws, regulations, and guidelines.

Expectations from employees

- Promote and follow sustainable behavior in all operations
- Understand all sustainability goals and targets adopted by the Company and contribute towards their achievement
- Demonstrate integrity, professionalism, and due diligence in following National Guidelines on Responsible Business Conduct (NGRBC) principles, United Nations Global Compact (UNGC) principles as updated from time to time in all business operations
- Strive to achieve highest global standards and benchmark

Notes

bharti

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