



BHARTI HEXACOM LIMITED

Charter Document of Corporate Social Responsibility Committee

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1. Purpose and Objective

As per Section 135 of the Companies Act, 2013 ('Act'), the Company is required to constitute Corporate Social Responsibility Committee ('CSR Committee') to carry out functions relating to evaluation, monitoring and recommending the CSR proposals and policy to the Board of Directors for approval amongst the others.

The objective of this Charter is to clearly document the composition, quorum, powers and roles & responsibilities of the CSR Committee of the Company by adhering to the highest corporate governance standards.

2. Composition

- 2.1. The CSR Committee shall consist of atleast 3 Directors as members out of which atleast one member shall be an Independent Director.
- 2.2. The Board shall designate a member as Chairperson of the CSR Committee.
- 2.3. Company Secretary/ Deputy Company Secretary of the Company shall act as secretary to the CSR Committee.

3. Meetings and Quorum

- 3.1. The CSR Committee shall meet at such frequency as it may deem necessary from time to time.
- 3.2. The quorum for the meeting of CSR Committee shall be two members.

4. Roles and Responsibilities

The key roles & responsibilities of the CSR Committee shall, *inter-alia*, include the following:

- 4.1. Formulate, monitor and recommend to the Board CSR Policy and the activities to be undertaken by the Company.
- 4.2. Recommend the amount of expenditure to be incurred on the activities undertaken along with Annual Action Plan in pursuance of CSR Policy.
- 4.3. Review the performance of the Company in the area of CSR.
- 4.4. Evaluate social impact of the Company's CSR Activities.
- 4.5. Review the Company's disclosure on CSR matters including the annual report on corporate social responsibility.
- 4.6. Establish a monitoring mechanism to ensure that the funds contributed by the Company under CSR are spent by the implementation agency or any other charitable organization, for the intended purpose only.
- 4.7. Nominate at least one member of the CSR Committee as a trustee of Bharti Foundation.



The CSR Committee shall carry out such other functions as may be delegated by the Board of Directors from time to time, or as may be stipulated under the Act or any other law applicable to the Company, for time being in force.

5. Authority & Powers

- 5.1 Investigate any activity in the Company within its terms of reference.
- 5.2 Seek any information that is required from any employee of the Company, and all employees have been directed to cooperate with any request made by the CSR Committee.
- 5.3 Use the services of external agencies and obtain outside legal or independent professional advice, if required.
- 5.4 Access sufficient resources to carry out its duties.
- 5.5 Invite other Directors, Officers of the Company/ subsidiary company(ies) or any other person to attend the meetings of the CSR Committee as 'Invitee' from time to time, as and when required.
- 5.6 Delegate any function as mentioned in Clause 4 above to one or more sub-Committee(s), employee(s), officer(s), representative(s), consultant(s), professional(s), agent(s) etc., whenever required.

6. General

- 6.1 This Charter shall be reviewed by the CSR Committee on periodic basis and appropriate changes, if any, shall be recommended to the Board of Directors for updation of this Charter.
- 6.2 The Company Secretary of the Company shall have authority to make appropriate changes in this Charter based on the regulatory amendments and present it to the CSR Committee and Board of Directors for their review, noting and ratification at the subsequent meetings.
- 6.3 In case any provision of this Charter is contrary to or inconsistent with the provisions of the Act and/ or any other applicable law for time being in force, the latter shall prevail.
- 6.4 Words and expressions used in this Charter, shall have the same meaning as ascribed to them in SEBI Listing Regulations, SEBI Act, Companies Act, 2013, rules & regulations made thereunder and/ or any other law applicable to the Company for time being in force.