



## Bharti Airtel Limited

CIN: L74899HR1995PLC095967

**Registered Office:** Airtel Center, Plot no. 16, Udyog Vihar, Phase - IV, Gurugram - 122 015

**Corporate Office:** Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase - II New Delhi - 110 070

**T.:** +91 124 4222222, **F.:** +91 124 4248063

**E-mail Id:** [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in) **Website:** [www.airtel.com](http://www.airtel.com)

## Notice of Annual General Meeting

Notice is hereby given that the Twenty Sixth (26<sup>th</sup>) Annual General Meeting ("AGM") of the members of Bharti Airtel Limited ("the Company"), will be held on Tuesday, August 31, 2021 at 03:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

### Ordinary Business(s)

To consider and, if thought fit, to pass the following resolution(s) as Ordinary Resolution(s):

**1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and of the Auditors thereon**

"Resolved that the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2021, together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted."

**2. To re-appoint Mr. Rakesh Bharti Mittal as a Director, liable to retire by rotation**

"Resolved that Mr. Rakesh Bharti Mittal (DIN 00042494), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### Special Business(es)

**3. Appointment of Mr. Tao Yih Arthur Lang as a Director, liable to retire by rotation**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with provisions of the Articles of Association of the Company, Mr. Tao Yih Arthur Lang (DIN: 07798156), who was appointed as an Additional Director in the category of Non-Executive Director of the Company by the Board of Directors w.e.f. October 27, 2020, and who holds office till the date of this

AGM in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**4. Appointment of Ms. Nisaba Godrej as an Independent Director**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Nisaba Godrej (DIN 00591503), who was appointed as an Additional Director in the category of an Independent Director of the Company by the Board of Directors w.e.f. August 4, 2021, be and is hereby appointed as an Independent Director of the Company, and to hold office for a period of five consecutive years from the original date of appointment i.e. August 4, 2021 upto August 3, 2026."

**5. Re-appointment of Mr. Sunil Bharti Mittal as the Chairman of the Company**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), subject to Regulation 17(1B), 17(6)(e) and all other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law for the time being in force and in accordance with provisions of Article 108, 133 of the Articles of Association of the Company, pursuant to the recommendations of HR and Nomination Committee and the Board of Directors of the Company and subject to such other approvals as may be required in this regard, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Sunil Bharti Mittal (DIN 00042491) as Chairman (in executive capacity) of the Company for a further period of five years with effect from October 1, 2021

or such other shorter period as may be permitted under Regulation 17(1B) or other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, at such remuneration as detailed in the explanatory statement attached hereto.

Resolved further that the Board of Directors of the Company, be and is hereby authorised to vary, alter and modify the terms and conditions of re-appointment including designation, remuneration / remuneration structure of Mr. Sunil Bharti Mittal within the limits prescribed above.

Resolved further that the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any Director(s) or Committee of Directors to give effect to the aforesaid resolution.”

#### **6. Payment of commission to Non-Executive Directors (including Independent Directors) of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“Resolved that in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Section 149, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6)(a) and all other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law for the time being in force, and in accordance with provisions of the Articles of Association of the Company, pursuant to the recommendations of HR and Nomination Committee and the Board of Directors of the Company and subject to such other approvals as may be required in this regard, the approval of the members of the Company be and is hereby accorded to pay remuneration by way of commission to Non-Executive Directors (including Independent Directors) notwithstanding the profits / absence of profits / inadequacy of profits in the Company upto one percent (1%) of EBITDA of the Company during the relevant financial year in a manner that the aggregate commission payable to all the Non-

Executive Directors (including Independent Directors) shall not exceed ₹25 Crores in any financial year in accordance with the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (the 'Act') and such commission be paid to the said Non-Executive Directors (including Independent Directors) of the Company in such amounts or proportions and in such manner as may be determined by the Board of Directors of the Company for a period of three Financial Years i.e. 2020-21, 2021-22, 2022-23 or such other time period as may be permitted under the Act.

Resolved further that the above remuneration shall be in addition to fees payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

Resolved further that the Board of Directors or any duly constituted committee of the Board, be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

#### **7. Ratification of remuneration to be paid to Sanjay Gupta & Associates, Cost Accountants, Cost Auditors of the Company for the FY 2021-22**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹12,50,000/- (Rupees Twelve Lacs Fifty Thousand Only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses, as approved by the Board on the recommendation of the Audit Committee, to be paid to Sanjay Gupta & Associates, Cost Accountants, (Registration no. 00212), Cost Auditors of the Company for the cost audit w.r.t. the FY 2021-22, be and is hereby ratified, confirmed and approved.”

#### **Registered Office:**

Airtel Center  
Plot no. 16,  
Udyog Vihar, Phase IV,  
Gurugram – 122 015  
CIN: L74899HR1995PLC095967  
E-mail id: [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in)

Date: August 3, 2021  
Place: New Delhi

By order of the Board  
For **Bharti Airtel Limited**

**Pankaj Tewari**  
Company Secretary  
Membership no. A15106  
Address: Bharti Airtel Limited  
Bharti Crescent, 1, Nelson Mandela Road,  
Vasant Kunj, Phase II, New Delhi-110 070

**Notes:**

1. **In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its Circular No. 14/ 2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') and Securities Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (collectively referred to as "SEBI Circulars") has permitted the holding of the AGM through Video Conferencing ('VC') / Other Audio Visual means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM. The deemed venue for the 26th AGM shall be the Registered Office of the Company.**
2. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, read with the relevant Rules made thereunder (the 'Act'), setting out the material facts and reasons, in respect of Item Nos. 3 to 7 of the Notice of 26th AGM ('Notice'), is annexed herewith. The Board of Directors of the Company considered that the special businesses under Item no. 3 to 7, being unavoidable, shall be transacted at this AGM of the Company.
3. The Company has appointed KFin Technologies Private Limited (KFIN), to provide the VC/ OAVM facility for conducting the AGM and for voting through remote e-voting or through e-voting at the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in this notes and is also available on the website of the Company at [www.airtel.com](http://www.airtel.com).
4. Since the AGM is being held through VC/ OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars and hence the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the AGM venue is also dispensed with.
5. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility.

Body corporates are entitled to appoint authorized representative(s) to attend the AGM through VC/ OAVM and to cast their votes through remote e-voting/ e-voting at the AGM. In this regard, the body corporates are required to send a latest certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorising their representative(s)

to attend the meeting and vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by the body corporate through its registered e-mail ID to the Scrutinizer by email through its registered email address to [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in) with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) (KFIN's ID).

#### **ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT**

6. In accordance with the MCA Circulars and SEBI Circulars:
  - a) Notice of the AGM along with the Integrated Report and Annual Financial Statements ('Integrated Report') for the financial year 2020-21 is being sent to the Members and to all other persons so entitled in electronic mode only, whose email addresses has been registered with the Company/ Depository Participants ('DPs')/ Depositories/ KFIN. Members are requested to verify/ update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form and with KFIN, in case the shares are held in physical form.
  - b) Those Members who have not yet registered their email addresses and consequently, have not received the Notice and the Integrated Report, are requested to get their email addresses and mobile numbers registered with KFIN, by following the guidelines mentioned below.

#### **Guidelines to register email address:**

- i) Visit the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- ii) Select the company name i.e. Bharti Airtel Limited.
- iii) Enter DPID-CLIENT ID (in case shares are held in electronic form)/ Physical Folio no. (in case shares are held in physical form) and PAN.
- iv) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating the records.
- v) In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate no. in respect of the shares held by you.
- vi) Enter the email address and Mobile no.
- vii) System will check the authenticity of DPID-CLID/ Physical Folio no. and PAN/Certificate no., as the case may be, and will send the OTPs at the registered Mobile no. as well as email address for validation.
- viii) Enter the OTPs received by SMS and email to complete the validation process. Please note that the OTPs will be valid for 5 minutes only.
- ix) The Company through KFIN will send the Notice, Integrated Report and the e-voting instructions along with the User ID and Password to the email address given by you.

- x) Members holding shares in physical form who have not registered their e-mail addresses with the Company are requested to register the same by following the procedure specified in the Notice, i.e. either by registering through the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> or by writing to KFIN at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the scanned copy of signed request letter mentioning their name and address; scanned copy of the share certificate (front and back); self-attested scanned copy of PAN card; and self-attested scanned copy of any document (viz. Aadhar card, Driving License, Passport) in support of their address.
- xi) Kindly note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of Notice, Integrated Report and the e-voting instructions along with the User ID and Password. Such Members will have to register their email address with their DPs permanently, so that all future communications are received by them in electronic form.
- xii) In case of queries, Members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call at the toll-free number 1800 309 4001.
- 7. The notice of AGM along with Annual Report will be sent to those members/ beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on Friday, August 6, 2021.
- 8. The Notice of the AGM and the Integrated Report for the financial year 2020-21 will be available on the website of the Company ([www.airtel.com](http://www.airtel.com)), on the website of KFIN (<https://evoting.kfintech.com/public/downloads.aspx>) and on the website of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)), in compliance with the MCA Circulars.
- iv) Then click on camera icon appearing against AGM event of Bharti Airtel Limited to attend the AGM. Please do the echo test once you enter into the AGM room.
- 11. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions.
- 12. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and will continue till the expiry of 15 minutes after conclusion of the AGM. Large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are encouraged to attend the AGM.
- 13. To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The facility of 'Speaker Registration' will open at 9:00 A.M. (IST) on Saturday, August 28, 2021 and will end at 6:00 P.M. (IST) on Sunday, August 29, 2021. Only those members who are registered as Speaker will be allowed to express their views or ask questions at the AGM.
- 14. Members can submit their questions in advance with regard to the accounts or any other matter to be placed at the AGM by sending an e-mail to the Company at [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in) and marking a copy to [evoting@KFintech.com](mailto:evoting@KFintech.com) mentioning their name, DP ID-Client ID / Folio number on or before Sunday, August 29, 2021 or they can post their questions from 9:00 A.M. (IST) on Saturday, August 28, 2021 to 6:00 P.M. (IST) on Sunday, August 29, 2021, by logging on to <https://emeetings.kfintech.com>. They can also upload their video by registering themselves as speaker by accessing the facility provided at <https://emeetings.kfintech.com->speaker-registration>. The maximum duration of the video should be three minutes. At the AGM, such questions will be replied by the Company suitably. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time, for smooth conduct of the AGM.
- 15. In case of any query relating to the procedure for attending AGM through VC/ OAVM or for any technical assistance, Members may call on toll free no.: 1800 309 4001 or send an e-mail at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- 16. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 17. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company at [www.airtel.com](http://www.airtel.com).
- 18. Institutional shareholders are encouraged to attend and vote at the AGM.

#### **PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM**

- 9. The Company is providing VC/OAVM facility to its members for joining/participating at the AGM. Members may join the Meeting through Desktops, Laptops, Smartphones, Tablets. Further, Members are requested to use Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective cellular network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- 10. Members are requested to follow the procedure given below to attend the AGM through VC/ OAVM or view the live webcast:
  - i) Launch internet browser (latest version of Chrome/ Firefox/Safari/ Internet Explorer 11 or MS Edge) by typing the URL: <https://emeetings.kfintech.com>.
  - ii) Enter the login credentials (i.e., User ID and password for e-voting).
  - iii) After logging in, click on "Video Conference" option.

## PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

19. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by listed entities, the Company is pleased to provide the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.
20. The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of KFin as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting). The instructions for e-voting are given below:
  - I. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Entities" e-Voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants (DPs) in order to increase the efficiency of the voting process.
  - II. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
21. The Members attending the AGM who have not cast their vote by remote e-voting shall be entitled to vote at AGM through e-voting system. Facility to cast vote at the AGM will be made available on the Video Conferencing screen and will remain active throughout the Meeting.
22. The members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting at AGM will not be considered. The members who have cast their vote by remote e-voting may also attend the AGM but can't vote at the AGM.
23. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
24. The remote e-voting facility will be available during the following period:

### Commencement of remote e-voting:

From 9.00 a.m. (IST) on Friday, August 27, 2021

### End of remote e-voting:

Upto 5.00 p.m. (IST) on Monday, August 30, 2021

25. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFIN upon expiry of aforesaid period.
26. The voting rights of Members for remote e-voting and for e-voting at AGM shall be in proportion to the paid up value of their shares in the equity share capital of the Company as at close of business hours on Tuesday, August 24, 2021 ('cut-off date').
27. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/ e-voting at AGM. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only.
28. Any person who becomes member of the Company after dispatch of the Notice of AGM and is holding shares as on the cut-off date i.e. Tuesday, August 24, 2021 may obtain the User ID and password in the manner as mentioned below:
  - a) If the mobile number of the member is registered against Folio no./ DPID Client ID, the Member may send SMS: MYEPWD E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399 Example for NSDL: MYEPWDIN12345612345678 Example for CDSL: MYEPWD1402345612345678 Example for Physical: MYEPWD XXXX1234567890.
  - b) If e-mail address or mobile number of the member is registered against Folio no./ DPID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio no. or DPID Client ID and PAN to generate a password.
  - c) Member may call at KFin's Toll free number 1800 3094 001.
  - d) Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com).
29. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
30. The members who will be attending the AGM through VC/ OAVM and have not already cast their vote(s) through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

**INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING**

31. The details of the process and manner for remote e-Voting and AGM are explained herein below:

**Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access to KFIN e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Step 3:** Access to join virtual meetings AGM of the Company on KFIN system to participate and vote at the AGM.

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<p><b>1. User already registered for IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>i) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>iii) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>iv) Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ul> <p><b>2. User not registered for IDeAS e-Services</b></p> <ul style="list-style-type: none"> <li>i) To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii) Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii) Proceed with completing the required fields.</li> <li>iv) Follow steps given in points 1.</li> </ul> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ul style="list-style-type: none"> <li>i) Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>iv) Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFIN.</li> <li>v) On successful selection, you will be redirected to KFIN e-Voting page for casting your vote during the remote e-Voting period.</li> </ul>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<p><b>1. Existing user who have opted for Easi/Easiest</b></p> <ul style="list-style-type: none"> <li>i) Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii) Click on New System Myeasi</li> <li>iii) Login with your registered user id and password.</li> <li>iv) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFIN e-Voting portal.</li> <li>v) Click on e-Voting service provider name to cast your vote.</li> </ul> <p><b>2. User not registered for Easi/Easiest</b></p> <ul style="list-style-type: none"> <li>i) Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>ii) Proceed with completing the required fields.</li> <li>iii) Follow the steps given in point 1</li> </ul> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ul style="list-style-type: none"> <li>i) Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii) Provide your demat Account Number and PAN no.</li> <li>iii) System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>iv) After successful authentication, user will be provided links for the respective ESP, i.e KFIN where the e- Voting is in progress.</li> </ul>
<b>Individual Shareholders login through their demat accounts / Website of Depository Participant</b>	<ul style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>2. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. Click on options available against company name ore-Voting service provider KFIN and you will be redirected to e-Voting website of KFIN for casting your vote during the remote e-Voting period without any further authentication.</li> </ul>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990 and 1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738 or 022-23058542-43</b>

**Details on Step 2 are mentioned below:**

- A. Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.
- a) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFIN which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL:<https://emeetings.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFIN for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'BHARTI AIRTEL LIMITED' and click on "Submit".
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even no."
- b) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFIN, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - ii. Members holding shares in physical form who have not registered their e-mail addresses with the Company are requested to register the same by following the procedure specified in the Notice, i.e. either by registering through the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by writing to KFIN at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the scanned copy of signed request letter mentioning their name and address; scanned copy of the share certificate (front and back); self-attested scanned copy of PAN card; and self-attested scanned copy of any document (viz. Aadhar card, Driving License, Passport) in support of their address.
- In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) permanently for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**Details on Step 3 are mentioned below:**

- III) Instructions for attending the AGM of the Company through VC/ OAVM and e-Voting during the meeting for all the shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.
- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFIN. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFIN. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
  - ii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox22 via Wi-Fi or LAN connection.
  - iii. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - iv. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
  - v. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
32. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
33. In case of any query pertaining to e-voting, please visit Help & FAQs section available at KFIN website (<https://evoting.kfintech.com/public/Faq.aspx>). In case of any other queries/ grievances connected to remote e-voting or shares, you may contact Mr. Raj Kumar Kale, an official of KFIN, at telephone number: 040-67162222 or the toll-free number 1800-309-4001 or at email: [evoting@kfintech.com](mailto:evoting@kfintech.com).
34. The Board of Directors has appointed Mr. Devesh Kumar Vasisht (FCS-8488; C.P. no. 13700), Partner, of M/s. Sanjay Grover & Associates, Company Secretaries, and failing him, Ms. Priyanka (FCS-10898 C.P. no.: 16187), Partner, of M/s. Sanjay Grover & Associates, Company Secretaries, as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

35. The Scrutinizer, after scrutinizing the voting through e-voting / remote e-voting at AGM and through remote e-voting shall, within two working days from conclusion of the AGM, make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person authorised by him. The Chairman or the authorized person shall declare the results. The results declared shall be available on the website of the Company ([www.airtel.com](http://www.airtel.com)) and on the website of KFIN (<https://evoting.kfintech.com>) and shall also be displayed on the notice board at the registered and corporate office of the Company. The results shall simultaneously be communicated to the Stock Exchanges. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

**PROCEDURE FOR INSPECTION OF DOCUMENTS:**

36. All documents referred to in the Notice will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. Tuesday, August 31, 2021. Members seeking to inspect such documents can send an email to [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in).
37. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and all the documents referred to in the Notice and explanatory statement, including certificate from the Auditors of the Company under Regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2014 will be available electronically for inspection by the members during the AGM.

**IEPF RELATED INFORMATION**

38. Members wishing to claim dividends due to them which has remained unclaimed or unpaid are requested to contact KFIN.
39. Pursuant to the provisions of Section 124 and 125 of the Companies Act 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 (IEPF Rules), the dividend which remains unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Members may visit the Company's website [www.airtel.com](http://www.airtel.com) for tracking details of any unclaimed amounts, pending transfer to IEPF. Members may note that they can claim their unclaimed dividend declared for the FY 2013-14 (Final Dividend) and FY 2014-15 (Interim Dividend) till October 6, 2021 and September 17, 2021 respectively. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company.

As per Section 124 of the Companies Act, 2013 read with the IEPF Rules, the shares on which dividend remains unclaimed for seven consecutive years or more are required to be transferred to the Investor's Education and Protection Fund (IEPF). Accordingly, during the financial year, the Company has transferred 19,145 equity shares to the IEPF.



The shareholders whose equity shares are transferred to the IEPF can request the Company / RTA as per the prescribed provisions for claiming the shares out of the IEPF. The process for claiming the equity shares out of the IEPF is also available on the Company's website at <http://www.airtel.in/about-bharti/equity/shares>.

#### OTHER INFORMATION:

40. Information regarding particulars of the Directors to be re-appointed requiring disclosure in terms of the Secretarial Standard 2, Listing Regulations and the explanatory statement pursuant to Section 102 of the Act are annexed hereto. The directorships held by the Directors considered for the purpose of disclosure do not include the directorships held in foreign companies.
41. As per Regulation 40 of Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or KFIN for assistance in this regard.
42. Members who are holding shares in physical form are requested to address all correspondence concerning registration of transmissions, sub-division, consolidation of shares or any other share related matters and/ or change in address or updation thereof to KFIN. Members, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.
43. Non-resident Indian shareholders are requested to inform about the following to the Company or KFIN or the concerned DP, as the case may be, immediately of:
  - a) The change in the residential status on return to India for permanent settlement;
  - b) The particulars of the NRE Account with a Bank in India, if not furnished earlier.
44. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in the prescribed Form duly filled in to KFIN. The Nomination Form in the prescribed format is available on the website of the Company at [www.airtel.com](http://www.airtel.com). Members interested in obtaining a copy of the Nomination Form may write to the Company Secretary at the Company's registered office.
45. Securities and Exchange Board of India has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to KFIN.
46. Members who are holding shares in physical form in identical names in more than one folio are requested to write to KFIN enclosing their share certificates to consolidate their holding into one folio.
47. At the twenty second AGM held on July 24, 2017, the members approved the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration no. 117366W/W - 100018) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of twenty seventh AGM to be held in financial year 2022-23, subject to ratification of their appointment by members at every AGM. The requirement to place the matter relating to appointment of auditors for ratification by members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013****Item No. 3**

The Board of Directors of the Company had appointed Mr. Tao Yih Arthur Lang (DIN: 07798156) as an Additional Director in the category of Non-Executive Director of the Company with effect from October 27, 2020. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with Article 110 of the Articles of Association of the Company, Mr. Tao Yih Arthur Lang will hold office upto the date of this AGM. The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Tao Yih Arthur Lang as Director of the Company, liable to retire by rotation.

Mr. Tao Yih Arthur Lang is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmations including his consent to be appointed as a Director. Keeping in view his rich and varied experience, the Board of Directors is of the opinion that it is in the best interest of the Company to appoint Mr. Tao Yih Arthur Lang as Director on the Board. He would be liable to retire by rotation.

Brief profile of Mr. Tao Yih Arthur Lang is enclosed and detailed profile is available on [www.airtel.com](http://www.airtel.com).

The Board of Directors recommends the Ordinary Resolution set out at Item no. 3 of the Notice for approval by the members.

Save and except Mr. Tao Yih Arthur Lang and his relatives to the extent of their shareholding in the Company, if any, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 3 of the Notice.

**Item No. 4**

The Board of Directors of the Company had appointed Ms. Nisaba Godrej as an Additional Director in the category of an Independent Director on the Board of the Company with effect from August 4, 2021. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Nisaba Godrej shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. Ms. Nisaba Godrej has confirmed her eligibility and has given her consent to be appointed as Independent Director of the Company. The Company has received declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing obligations and disclosure requirements) Regulations 2015 (the 'SEBI Listing Regulations') and she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director's data bank.

In terms of Regulation 25(8) of SEBI Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director. In terms of Section 160 of the Companies

Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Ms. Nisaba Godrej to be appointed as an Independent Director as per the provisions of the Companies Act, 2013.

In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed that Ms. Nisaba Godrej be appointed as an Independent Director for a term of five consecutive years from the original date of appointment i.e., August 4, 2021 upto August 3, 2026. Brief profile of Ms. Nisaba Godrej is enclosed and detailed profile is available on [www.airtel.com](http://www.airtel.com).

In the opinion of the Board, Ms. Nisaba Godrej fulfills the conditions specified in the Companies Act, 2013, rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Director of the Company and is independent of the management of the Company.

A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of appointment of Independent Director is available for inspection at the Registered Office of the Company during any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and is also available on the website of the Company [www.airtel.com](http://www.airtel.com).

In view of her diversified and vast experience, it is proposed that Ms. Nisaba Godrej be appointed as Independent Director of the Company. Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Item no. 4 of the Notice for approval by the members.

Save and except Ms. Nisaba Godrej and her relatives to the extent of their shareholding in the Company, if any, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 4 of the Notice.

**Item No. 5**

Mr. Sunil Bharti Mittal was re-appointed as the Chairman of the Company w.e.f. October 1, 2016 for a period of 5 years i.e. upto September 30, 2021 pursuant to the resolution passed by the Shareholders at the 21<sup>st</sup> AGM of the Company held on August 19, 2016 and is due for re-appointment.

At the time of re-appointment of Mr. Sunil Bharti Mittal at 21<sup>st</sup> AGM, the Company had adequate profits and the remuneration paid / payable to him was well within the limits prescribed under the Companies Act, 2013. However, the Company had incurred losses during FY ended on March 31, 2019 and accordingly, in compliance with the provisions of the Companies Act, 2013 and other applicable laws, the shareholders vide their special resolution passed at the 24<sup>th</sup> AGM held on August 14, 2019 had approved (i) the waiver of recovery of excess managerial remuneration paid to Mr. Sunil Bharti Mittal for the financial year ended March 31, 2019; and (ii) payment of remuneration to Mr. Sunil Bharti Mittal for the period from April 1, 2019 to September 30, 2021, in the event of absence of profits and/ or inadequacy of profits.