



## Bharti Airtel Limited

CIN: L74899HR1995PLC095967

**Regd. Office:** Airtel Center, Plot No. 16, Udyog Vihar, Phase-IV, Gurugram – 122 015, India

**Corporate Office:** Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi – 110070, India

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

**Email 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 Seventh (27<sup>th</sup>) Annual General Meeting (“AGM”) of the members of Bharti Airtel Limited (“the Company”) will be held on Friday, August 12, 2022 at 11:00 A.M. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following businesses:

## ORDINARY BUSINESSES

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

**1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 together with the reports of Auditors thereon and Board of Directors**

“Resolved that the audited standalone financial statements of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted.”

Resolved further that the audited consolidated financial statements of the Company for the financial year ended March 31, 2022, together with the report of Auditors thereon, be and are hereby received, considered and adopted.”

**2. To declare dividend on equity shares for the financial year ended March 31, 2022**

“Resolved that dividend at the rate of ₹3/- (Rupees Three only) per fully paid-up equity share of face value of ₹5/- each and a pro-rata dividend at the rate of ₹0.75/- (Seventy Five Paise only) per partly paid-up equity shares of face value of ₹5/- each (Paid-up value of ₹1.25/- per share), as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2022.”

**3. To re-appoint Ms. Chua Sock Koong as a Director, liable to retire by rotation**

“Resolved that in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Chua Sock Koong (DIN 00047851), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**4. To re-appoint Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company**

“Resolved that pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Audit Committee and the Board of Directors, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm registration no. 117366W/W-100018) be and is hereby re-appointed as Statutory Auditors of the Company for a further term of 5 (five) consecutive years, who shall hold office from the conclusion of this 27<sup>th</sup> Annual General Meeting till the conclusion of the 32<sup>nd</sup> Annual General Meeting (to be held in calendar year 2027), on such remuneration as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time.

Resolved further that the Board of Directors (which term shall include any committee of the Board authorized in this regard) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

## SPECIAL BUSINESSES

**5. To ratify remuneration to be paid to Sanjay Gupta & Associates, Cost Accountants as Cost Auditors of the Company for the financial year ending 2022-23**

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 Lac Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, as

approved by the Board upon recommendation of the Audit Committee, to be paid to Sanjay Gupta & Associates, Cost Accountants (Firm registration no. 00212) as Cost Auditors of the Company for conducting the cost audit for financial year 2022-23, be and is hereby ratified, confirmed and approved.”

**6. To appoint Mr. Pradeep Kumar Sinha as an Independent Director**

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

“Resolved that pursuant to the provisions of Sections 149, 150 and 152, 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), Mr. Pradeep Kumar Sinha (DIN: 00145126), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors w.e.f. May 18, 2022, be and is hereby appointed as an Independent Director, to hold office for a term of five consecutive years from the original date of appointment i.e. May 18, 2022 upto May 17, 2027.

Resolved further that the Board or any duly constituted committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

**7. To appoint Mr. Shyamal Mukherjee as an Independent Director**

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

“Resolved that pursuant to the provisions of Sections 149, 150 and 152, 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), Mr. Shyamal Mukherjee (DIN: 03024803), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors w.e.f. May 18, 2022, be and is hereby appointed as an Independent Director, to hold office for a term of five consecutive years from the original date of appointment i.e. May 18, 2022 upto May 17, 2027.

Resolved further that the Board or any duly constituted committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

**8. To re-appoint Mr. Gopal Vittal as Managing Director of the Company**

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

“Resolved that pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder and applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law applicable to the Company for time being in force (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with relevant provisions of the Articles of Association of the Company, and upon recommendations of HR & Nomination Committee and Board of Directors of the Company (hereinafter referred to as the ‘Board’) and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members be and is hereby accorded for re-appointment of Mr. Gopal Vittal (DIN: 02291778) as Managing Director (designated as Managing Director & CEO) for a further period of five (5) years with effect from February 1, 2023, liable to retire by rotation, on such terms and conditions and at such remuneration, as detailed in the explanatory statement attached hereto.

Resolved further that the Board or any duly constituted committee of the Board be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

**9. To approve payment of remuneration to Mr. Gopal Vittal as Managing Director & CEO 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 Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder as may be applicable and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendations of HR & Nomination Committee and Board of Directors (hereinafter referred to as the ‘Board’) of the Company, and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Gopal Vittal (DIN: 02291778) as Managing Director & CEO of the

Company during period commencing from April 1, 2022 and ending on March 31, 2025, as detailed in the explanatory statement attached hereto, as minimum remuneration in the event of absence of profits and/or inadequacy of profits or otherwise, notwithstanding that such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Act.

Resolved further that the Board or any duly constituted committee of the Board, be and is hereby authorised to vary, alter and modify the terms and conditions of re-appointment including designation, remuneration/ remuneration structure of Mr. Gopal Vittal within the limits approved by the Members.

Resolved further that the Board or any duly constituted committee of the Board, be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

#### **10. To approve increase in total number of options of Employee Stock Option Scheme, 2005**

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

"Resolved that pursuant to the applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act'), rules made thereunder, Regulations 6(1), 7 and other applicable provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, circulars, guidelines or directions, if any, issued by SEBI and/or any other regulatory authorities, from time to time, and any other applicable law (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), relevant provisions of the Articles of Association of the Company, the Employee Stock Option Scheme, 2005 ('Scheme') and subject to such approval(s), consent(s) and permission(s) as may be required and subject to such conditions and modifications as may be prescribed & accepted by the Board of Directors (hereinafter referred to as the 'Board' which term shall include any committee of the Board authorized in this regard), the consent of the Members be and is hereby accorded to increase the total quantum of options to be granted under the Scheme by 27,460,136 options, which represent 0.47% of the paid-up equity capital of the Company as at March 31, 2022, for the reasons as detailed in the Explanatory Statement.

Resolved further that the Board or any duly constituted committee of the Board, be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the aforesaid modification to the Scheme on such terms & conditions as prescribed in the explanatory statement and

to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms of the Scheme (within the contours of the Scheme and member' approval), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/eligibility criteria for grant/vesting or to suspend, withdraw, terminate or revise the Scheme in such manner as the Board may determine.

Resolved further that for the purpose of giving effect to the foregoing resolutions, Board or any duly constituted committee of the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient in this regard."

#### **11. To authorise Bharti Airtel Employee Welfare Trust to acquire equity shares of the Company by way of secondary market acquisition for administration of Employees Stock Option Scheme, 2005**

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

"Resolved that pursuant to applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the rules thereunder, Regulations 3(6), 6(3) and any other applicable provisions, if any, of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "SEBI (SBEB & SE) Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, circulars, guidelines or directions, if any, issued by SEBI and/ or any other regulatory authority from time to time, any other law, (including any statutory modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and subject to such approval(s), permission(s) and sanction(s), as may be necessary, relevant provisions of the Articles of Association of the Company and the Employee Stock Option Scheme, 2005 ("Scheme") and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consent of the Members be and is hereby accorded to authorise 'Bharti Airtel Employees Welfare Trust' (hereinafter referred to as 'Trust') to acquire the equity shares of the Company from secondary market in one or more tranches, at prevailing market price, to be held by the Trust which shall be transferred to the eligible employees of the Company and its subsidiary companies, present and future, on exercise of options and shall be otherwise dealt with by the Trust in any permissible manner, in terms of SEBI (SBEB & SE) Regulations and the Scheme.

Resolved further that the total number of equity shares to be acquired by the Trust by way of secondary market acquisition (taken together with the shares already acquired by the Trust from secondary market pursuant to earlier approval(s) of the Members) shall not exceed, 46,194,688 equity shares of ₹5/- (Rupees Five only) each, which represent 0.79% of the paid-up equity capital of the Company as at March 31, 2022.

Resolved further that the total number of shares acquired from secondary market by the Trust in pursuance to the Scheme or any other share-based employee benefit scheme implemented in the past, shall be within overall limits prescribed under the provisions of the SEBI (SBEB & SE) Regulations, as amended from time to time.

Resolved further that for the purpose of giving effect to the foregoing resolutions, the Board of Directors of the Company or any duly constituted committee of the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient in this regard."

### 12. To approve provisioning of money by the Company for purchase of its shares by the Bharti Airtel Employee Welfare Trust for the benefit of employees under Employees Stock Option Scheme - 2005

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

"Resolved that pursuant to the provisions of Section 67(3) of the Companies Act, 2013 (hereinafter referred to as "Act"), Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, applicable provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other law applicable to the Company for time being in force (including any statutory modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), relevant provisions of the Articles of Association of the Company and the Employee Stock Option Scheme, 2005 ("Scheme") and subject to such approval(s), permission(s) and sanction(s) as may be necessary in this regard and

such conditions and modifications as may be prescribed/ imposed by any regulatory authority while granting such approval(s), consent(s), permission(s) and/ or sanction(s), consent of the Members of the Company be and is hereby accorded to authorise the Board of Directors (hereinafter referred to as the "Board" which term shall include any Committee of the Board authorized in this regard) to make provision of money by way of loan, guarantee, security or any other financial assistance to Bharti Airtel Employees Welfare Trust (hereinafter referred to as the "Trust") in one or more tranches, in connection with the acquisition of shares from secondary market upto 46,194,688 equity shares (taken together with the shares already acquired by the Trust from secondary market pursuant to earlier approval(s) of the Members) of the Company of face value of ₹5/- each, for the purpose of implementation of the ESOP Scheme provided that such provision of money shall at all times be within the overall limits prescribed under the Act or any other applicable law.

Resolved further that in case the number of equity shares to be transferred under the Scheme to the eligible employees are increased on account of any corporate actions (such as Right issue, Bonus issue, split/consolidation of shares, change in capital structure and merger/ demerger etc.), the approval of the members of the Company be and is hereby accorded to authorized the Board to make additional provision by way of loan, guarantee, security or any other financial assistance as may be required by Trust to acquire such additional equity shares.

Resolved further that for the purpose of giving effect to the foregoing resolutions, the Board or any duly constituted committee of the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient in this regard."

#### Registered Office:

Airtel Center,  
Plot No. 16,  
Udyog Vihar, Phase-IV,  
Gurugram, Haryana 122015, India  
CIN: L74899HR1995PLC095967  
E-mail id: [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in)

Place: New Delhi  
Date: May 17, 2022

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, India



## NOTES

1. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the 'Act'), read with the relevant Rules made thereunder, setting out the material facts and reasons, in respect of Item Nos. 4 to 12 of this Notice of AGM ('Notice'), is annexed herewith.
2. **In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its general circular no. 02/2022 dated May 05, 2022 circular no. 20/2020 dated May 5, 2020 read with general circular No. 14/ 2020 dated April 8, 2020 and general circular no. 17/ 2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') read with SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 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 Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') SEBI Circular and MCA Circulars, the AGM of the Company is being held through Video Conferencing ('VC'). The deemed venue for this AGM shall be the Registered Office of the Company.**
3. The Company has engaged National Securities Depository Limited ('NSDL'), to provide the VC facility for conducting the AGM and for voting through remote e-voting and e-voting at the AGM. The procedure for participating in the meeting through VC/OAVM, forms part of this Notice.
4. Since the AGM is being held through VC, physical attendance of the Members is not required in terms of MCA Circulars. 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 not required.

### DISPATCH OF INTEGRATED ANNUAL REPORT & NOTICE AND REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF INTEGRATED ANNUAL REPORT & NOTICE

5. In accordance with the MCA Circulars read with the SEBI Circular:
  - a. Notice of the AGM along with the Integrated Annual Report for the financial year 2021-22 is being sent in electronic mode only to the Members whose email addresses are registered with the Company/ Depository Participants ('DPs')/ Depository/ Registrar. 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 Technologies Limited ('Kfin'), Registrar and Share Transfer Agent of the Company, 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 Annual 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/mobileereg/mobileemailreg.aspx>.
- ii) Select the company name i.e. Bharti Airtel Limited.
- iii) Enter DP ID & 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 nos. in respect of the shares held by you.
- vi) Enter the email address and Mobile no.
- vii) System will check the authenticity of DPID & Client ID/ 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 NSDL will send the Notice, Integrated Annual Report and the e-voting instructions 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 following the procedure specified in Clause (xi) below.
- xi) Alternatively, Members may send an e-mail request addressed to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, Mobile no., self-attested copy of PAN and Client Master copy (in case shares are held in electronic form) or copy of the share certificate (in case shares are held in physical form) to enable Kfin to register their e-mail address and to provide them the Notice, Integrated Annual Report and the e-voting instructions along with the User ID and Password.

- xii) 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 Annual Report and the e-voting instructions.
  - xiii) In order 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 Reports, Notice of General Meetings and other shareholders' communications.
  - xiv) In case of queries with respect to the aforesaid process, Members are requested to write to [enward\\_ris@kfintech.com](mailto:enward_ris@kfintech.com) or call at the toll free number 1800 309 4001.
6. The notice of AGM along with Integrated 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, July 15, 2022.
  7. The Notice of the AGM and the Integrated Annual Report for the financial year 2021-22 will be available on the website of the Company ([www.airtel.com](http://www.airtel.com)), on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) 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.

### E-VOTING AND PARTICIPATION IN THE AGM THROUGH VC/ OAVM

8. The Company is providing VC/OAVM facility to its members for joining/participating at the AGM. Members may join the AGM through Desktop/ Laptop/ Smartphone/ Tablet. 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.
9. Members who do not have the User ID and Password for joining the meeting or have forgotten the User ID and Password, may retrieve the same by following the remote e-voting instructions, forms part of this Notice.
10. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM. All the shareholders including large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are encouraged to attend the AGM.
11. 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 sending request mentioning their name, demat account / folio number, email id, mobile number through their registered email to the Company at [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in) during the period from Wednesday, August 03, 2022 to Friday, August 05, 2022 or click on the link <https://ccwebcast.com/airtel-agm/> during the said period. Only those members who are registered as Speaker will be allowed to express their views or ask questions at the AGM.
12. Members can submit their questions in advance with regard to the financial statements 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) mentioning their name, DP ID Client ID/ Folio number on or before Monday, August 08, 2022. At the AGM, such questions will be replied by the Company suitably. The Company reserves the right to restrict the number of questions and speakers, depending upon the availability of time, for smooth conduct of the AGM.
13. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company viz. [www.airtel.com](http://www.airtel.com).
15. 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.
16. The Company has engaged the services of NSDL 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:
  - a. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, 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.
  - b. 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.
17. 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.
18. The members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM. The members who have cast their vote by remote e-voting may also attend the AGM but will not be able to vote again at the AGM.

19. 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.
20. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9.00 a.m. (IST) on Monday, August 8, 2022
End of remote e-voting	Upto 5.00 p.m. (IST) on Thursday, August 11, 2022

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.

21. The voting rights of Members for e-voting 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 Friday, August 5, 2022 ('cut-off date').
22. 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.

23. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is dispatched and holding shares as of the cut-off date, i.e. August 5, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting, then he/she can use his/her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. August 5, 2022, may follow steps mentioned in Note no. 24 of this Notice.
24. Members are requested to carefully read the below instructions in connection with remote e-voting and procedure for joining the AGM.

### Step 1: Access to the NSDL e-voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding shares in demat mode

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with NSDL.	<p><b>I. NSDL IDeAS Facility</b></p> <p>If you are already registered for the NSDL IDeAS facility:</p> <ol style="list-style-type: none"> <li>Please visit the e-Services website of NSDL. Open the web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or mobile phone.</li> <li>Once the homepage of e-Services is launched, click on the "Beneficial Owner" icon under "Login", available under the "IDeAS" section.</li> <li>A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services.</li> <li>Click on "Access to e-voting" under e-voting services and you will be able to see the e-voting page.</li> <li>Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> <p>If you are not registered for the NSDL IDeAS facility:</p> <ol style="list-style-type: none"> <li>The option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Upon successful registration, please follow steps given in points 1-5 of Step 1(A)(I) above.</li> </ol> <p><b>II. E-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Visit the e-voting website of NSDL. Open web browser by typing the URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or mobile phone.</li> <li>Once the homepage of e-voting system is launched, click on the "Login" icon, available under the "Shareholder/Member" section.</li> <li>A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen.</li> <li>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/members can also download NSDL Mobile App 'NSDL Speede' (facility by scanning the QR code mentioned below), for seamless voting experience.</li> </ol>

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi/ Easiest, they can login through their User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/ Easiest the user will also be able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, 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>Alternatively, the user can directly access e-Voting page by providing demat account number and PAN on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat account. After successful authentication, user will be provided link for respective ESP i.e. NSDL where the e-Voting is in process.</li> </ol>
Individual Shareholders (holding shares in demat mode- Login through the respective Depository Participants ('DPs'))	<ol style="list-style-type: none"> <li>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>Once logged in to your DP portal, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to the website of NSDL/CDSL (as applicable) after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID/ Password option available at abovementioned websites.

Helpdesk for Shareholders for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding shares in demat mode with NSDL	Members facing any technical issue in login can 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.: 18001020990 and 1800224430.
Individual Shareholders holding shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-2305854243.

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding shares in demat mode and shareholders holding securities in physical mode.**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a verification code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



6. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) Process to retrieve your 'initial password' are as under:
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and then open the pdf attachment. The password to open the pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password" (if you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password/ OTP, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, home page of e-Voting will open.

## **Step 2: Cast your vote electronically**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is currently active.
2. Select E-Voting Event Numbers ('EVENs') for Bharti Airtel Limited. Shareholders are requested to select the respective EVENs and vote depending upon their shareholding i.e. either fully paid-up or partly paid-up or both during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **Step 3: Join the General Meeting through VC/ OAVM on NSDL system**

All the members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVENs of Company will be displayed. 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 in advance by following the remote e-Voting instructions mentioned in the notice, to avoid last minute rush.

*Please note that on successful login in Step 1 to 3, the system will prompt you to select the E-Voting Event Number ('EVEN') for Bharti Airtel Limited. Shareholders are requested to select the respective EVENs and vote depending upon their shareholding i.e. either fully paid-up or partly paid-up or both.*

## Process for procuring user ID and password for e-voting for those shareholders whose email IDs are not registered with the depositories/Company

- A. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in).
- B. In case shares are held in demat mode, please provide DPID Client ID (16 digit DPID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at Step 1(A) i.e. 'Login method for e-Voting and joining virtual meeting for Individual shareholders holding shares in demat mode'.
- C. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- D. If you are an individual shareholder holding shares in demat mode, you are requested to refer to the login method explained at Step 1(A) above.

## General guidelines for e-voting & joining the AGM

- A. 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.

In view of the above, Body corporates/ Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorized representative(s) to attend the AGM through VC and to cast their votes through remote e-voting/ e-voting at the AGM. In this regard, such shareholders 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 through registered e-mail ID to the Scrutinizer at [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com) or [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Alternatively, they can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-voting" tab in their login.

- B. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send an email to Ms. Sarita Mote, Assistant Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
25. The Board of Directors has appointed Mr. Devesh Kumar Vasisht (FCS-8488; C.P. no. 13700), Partner, M/s. Sanjay Grover & Associates, Company Secretaries ('SGA'), and failing him, Mr. Vijay K. Singhal (ACS-21089 C.P.no.: 10385), Partner, SGA, 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.
26. The Scrutinizer, after scrutinizing the voting through remote e-voting and e-voting at the AGM, shall 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 any other person authorised by the Chairman. The Chairman or the authorized person shall declare the voting results, along with the consolidated scrutinizer's report within the timeframe prescribed under the Act and Listing Regulations. The voting results declared shall be available on the website of the Company ([www.airtel.com](http://www.airtel.com)) and on the website of NSDL ([evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)) and shall also be displayed on the notice board at the registered office and corporate office of the Company. The results shall simultaneously be communicated to the Stock Exchanges. The resolutions set out in this Notice, shall be deemed to be passed on the date of AGM, subject to receipt of the requisite number of votes in favour of the resolutions.

## INSPECTION OF DOCUMENTS

27. 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. Friday, August 12, 2022. Members seeking to inspect such document(s) can send an email to [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in).
28. The Register of Directors & 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 Secretarial Auditors of the Company under Regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2021, will be available for electronic inspection by the members during the AGM.

## IEPF RELATED INFORMATION

29. Members wishing to claim dividends due to them which has remained unclaimed or unpaid are requested to contact Kfin.
30. 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