



Bharti Airtel Limited

CIN: L74899DL1995PLC070609

Regd. Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi - 110 070, India

T.: +91 011-46666100, F.: +91 011-41666137

Email id: compliance.officer@bharti.in Website: www.airtel.com

Notice of Annual General Meeting

Notice is hereby given that the Twenty Fourth (24th) Annual General Meeting (AGM) of the members of Bharti Airtel Limited (the Company), will be held on Wednesday, August 14, 2019 at 3.30 P.M. (IST) at Air Force Auditorium, Subroto Park, New Delhi - 110 010 to transact the following businesses:

Ordinary Business(es)

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

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019 and 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, 2019, together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted.”

2. Re-appointment of Ms. Chua Sock Koong as a Director liable to retire by rotation

“Resolved that 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.”

Special Business(es)

3. Re-appointment of Mr. Vegulaparanan Kasi Viswanathan 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, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 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. Vegulaparanan Kasi Viswanathan (DIN: 01782934), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and

the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company for another term of five consecutive years with effect from January 14, 2019 to January 13, 2024.”

4. Re-appointment of Mr. Dinesh Kumar Mittal 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, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 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. Dinesh Kumar Mittal (DIN: 00040000), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company for another term of five consecutive years with effect from March 13, 2019 to March 12, 2024.”

5. Appointment of Ms. Kimsuka Narasimhan 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 Sections 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), Ms. Kimsuka Narasimhan (DIN: 02102783), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. March 30, 2019, 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. March 30, 2019 upto March 29, 2024.”

6. Waiver of recovery of excess managerial remuneration paid to Mr. Sunil Bharti Mittal, Chairman for the financial year ended March 31, 2019

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

“Resolved that pursuant to the provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendations of HR and Nomination Committee and the Board of Directors of the Company and subject to such approval as may be required, the approval of the members of the Company be and is hereby accorded to ratify and confirm the waiver of recovery of the excess remuneration amounting to ₹ 211.90 Mn. paid to Mr. Sunil Bharti Mittal (DIN: 00042491), Chairman for the financial year 2018-19, which is in excess of the limits prescribed under Schedule V of the Act in view of loss for the financial year 2018-19 and within the limits as approved by the Members of the Company at their 21st Annual General Meeting held on August 19, 2016.

Resolved further that the Board of Directors of the Company or a Committee thereof 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 aforesaid Resolution.”

7. Waiver of recovery of excess managerial remuneration paid to Mr. Gopal Vittal, Managing Director & CEO (India and South Asia) for the financial year ended March 31, 2019

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

“Resolved that pursuant to the provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendations of HR and Nomination Committee and the Board of Directors of the Company and subject to such approval as may be required, the approval of the members of the Company be and is hereby accorded to ratify and confirm the waiver of recovery of the excess remuneration amounting to ₹ 88.77 Mn. paid to Mr. Gopal Vittal (DIN: 02291778), Managing Director & CEO (India and South Asia) for the financial year 2018-19, which is in excess of the limits prescribed under Schedule V of the Act in view of loss for the financial year 2018-19 and within the limits as approved by the Members of the Company at their 22nd Annual General Meeting held on July 24, 2017.

Resolved further that the Board of Directors of the Company or a Committee thereof 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 aforesaid Resolution.”

8. Payment of remuneration to Mr. Sunil Bharti Mittal, Chairman for the period April 01, 2019 to September 30, 2021 or for such shorter period as may be prescribed under applicable laws

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 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder 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 in furtherance of the ordinary resolution passed in the 21st Annual General Meeting held on August 19, 2016 (“21st AGM”) and pursuant to the recommendations of HR and Nomination Committee and the Board of Directors of the Company and subject to such approval as may be required, the approval of the members of the Company be and is hereby accorded for payment to Mr. Sunil Bharti Mittal (DIN: 00042491), Chairman, such remuneration, as approved in the said resolution (reproduced in the annexed Explanatory Statement), as minimum remuneration in case the Company has no profits or the profits of the Company are inadequate during period commencing from April 1, 2019 to September 30, 2021 or for such shorter period as may be prescribed under applicable laws, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

Resolved further that all other existing terms and conditions of appointment of Mr. Sunil Bharti Mittal shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

Resolved further that the Board of Directors of the Company or a Committee thereof 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 aforesaid Resolution.”

9. Payment of remuneration to Mr. Gopal Vittal, Managing Director & CEO (India and South Asia) for the period April 01, 2019 to March 31, 2022

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 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder 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 in furtherance of the ordinary resolution passed in the 22nd Annual General Meeting held on July 24, 2017 and pursuant to the recommendations of HR and Nomination Committee and the Board of Directors of the Company and subject to such approval as may be required, the approval of the members of the Company be and is hereby accorded for payment to Mr. Gopal Vittal (DIN: 02291778), Managing Director & CEO (India and South Asia), such remuneration, as approved in the said resolution (reproduced in the annexed Explanatory Statement), as minimum remuneration in case the Company has no profits or the profits of the Company are inadequate during period commencing from April 1, 2019 and ending on March 31, 2022, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

Resolved further that all other existing terms and conditions of appointment of Mr. Gopal Vittal shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

Resolved further that the Board of Directors of the Company or a Committee thereof 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 aforesaid Resolution.”

10. Ratification of remuneration to be paid to Sanjay Gupta & Associates, Cost Accountants, Cost Auditors of the Company for the FY 2018-19 and FY 2019-20

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 ₹ 8,50,000/- (Rupees Eight Lacs Fifty Thousand Only) per financial year plus applicable taxes and reimbursement of 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 2018-19 and FY 2019-20, be and is hereby ratified, confirmed and approved.”

Registered Office:

Bharti Crescent
1, Nelson Mandela Road,
Vasant Kunj, Phase - II,
New Delhi - 110 070, India.
CIN: L74899DL1995PLC070609
Email id: compliance.officer@bharti.in

Place: New Delhi
Date: May 6, 2019

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

Pankaj Tewari
Sr. VP & Company Secretary
Membership No. A15106

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY / PROXIES, IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.

2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. The notice of AGM is being sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on July 12, 2019.

4. Copy of Integrated Report & Annual Financial Statements 2018-19, notice of the twenty fourth AGM, e-voting instructions, attendance slip, and proxy form, etc. are sent to the members through e-mail who have registered their e-mail Ids with the Company / Depository Participant (DPs) / Company's Registrar and Transfer Agent (RTA).

Members are requested to update their preferred e-mail Ids with the Company / DPs / RTA, which will be used for the purpose of future communications. A form for the updation of e-mail ID is annexed with the notice.

Member(s) whose e-mail Id is not registered with the Company are being sent physical copies of the Notice of twenty fourth AGM, abridged version of Annual Report for the FY 2018-19, notice of e-voting etc. at their registered address through permitted mode.

Member(s) whose e-mail Id is registered with the Company and who wish to receive printed copy of the abridged / full version of the Annual Report may send their request to the Company at its registered office address or to the RTA, Karvy Fintech Private Limited, at Karvy Selenium, Tower B, Plot number 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032.

5. Notice of twenty fourth AGM, abridged and full version of the Integrated Report & Annual Financial Statement 2018-19 and e-voting instructions will also be available under the 'Investors' section on the website of the Company www.airtel.com.

6. To facilitate smooth registration / entry at the AGM, the Company is pleased to provide web check-in facility, which would help the members to enter the AGM hall expeditiously without going through the registration formalities at the registration counters at the venue of the AGM.

The Procedure for web check-in for the AGM is as follows:

≡ Log in to <https://karisma.karvy.com> and click on the AGM Web Check-in link.

≡ Select the Company name, 'Bharti Airtel Limited'.

≡ Enter the security credentials as directed by the system and click on 'Submit'.

≡ The system will validate the credentials, click on 'Generate my Attendance Slip'.

≡ The Attendance Slip in PDF format will appear on the screen. Select the 'Print' option for printing or download the Attendance Slip for later printing.

The Shareholders need to furnish the printed attendance slip along with a valid identity proof such as PAN card, Aadhaar card, Passport etc. to enter the auditorium at the venue of the meeting.

7. Your Company is pleased to provide the facility of live webcast of proceedings of the AGM. Members who are entitled to participate in the AGM can view the proceeding of AGM by logging on the e-voting website of Karvy at <https://evoting.karvy.com> using their secure login credentials. Members who are not able to attend the AGM physically are encouraged to use this facility of webcast.

8. Members, who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and / or change in address or updation thereof to the Company's RTA. Members, whose shareholding is in electronic format are requested to direct change of address requests, registration of e-mail address and updation of bank account details to their respective DPs.

9. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, 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 Company's RTA for assistance in this regard.

10. Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:

- a. The change in the residential status on return to India for permanent settlement; and
 - b. The particulars of the NRE Account with a Bank in India, if not furnished earlier.
11. At the 22nd AGM held on July 24, 2017, the members approved the appointment of 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 27th AGM, subject to ratification of their appointment by members at every AGM. The requirement to place the matter relating to ratification of their appointment, by members at every AGM has been removed 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.
 12. Members wishing to claim dividends, which remain unclaimed are requested to contact the Company's RTA.
 13. 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 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 2011-12 till October 11, 2019. 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 54,607 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>.
 14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN to the Company's RTA. In view of SEBI's circular dt. April 20, 2018, the Company will send the letters to the shareholders holding equity shares in physical form for updating of PAN and bank account details with the Company / RTA.
 15. Information regarding particulars of the Directors to be re-appointed in terms of Secretarial Standard 2, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the explanatory statement pursuant to Section 102 of the Companies Act, 2013, are annexed hereto.
 16. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").
 17. The Company has engaged the services of Karvy Fintech Private Limited ("Karvy") as the Agency to provide e-voting facility.
 18. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the members, there will be no voting by show of hands at the AGM. The facility for ballot / polling paper / e-voting (physical voting) will be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting will be able to vote at the Meeting through ballot / polling paper / e-voting.
 19. The members can opt for only one mode of voting i.e. remote e-voting or physical voting at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through physical voting at the meeting will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
 20. The e-voting Event number, User Id and Password along with the detailed instructions for e-voting are provided in the e-voting instructions, being sent along with the notice of AGM.
 21. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting:
From 9:00 a.m. (IST) on Sunday, August 11, 2019

End of remote e-voting:
Upto 5:00 p.m. (IST) on Tuesday, August 13, 2019

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

22. The Board has appointed Mr. Sanjay Grover, Managing Partner, Sanjay Grover & Associates, Company Secretaries, New Delhi (C.P. No. 3850) failing him Mr. Devesh Kumar Vasisht, Partner, Sanjay Grover & Associates, Company Secretaries, New Delhi (C.P. No. 13700) as a Scrutinizer to scrutinize the physical voting at the AGM venue 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 same purpose.
23. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on close of the cut-off date i.e. Wednesday, August 7, 2019 will only be entitled to avail the facility of remote e-voting / physical voting at the AGM venue. The person who is not a member / beneficial owner on the cut-off date should treat this notice for information purpose only.
24. Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Wednesday, August 7, 2019 may obtain the User Id and password in the manner as mentioned below:
- a) If the mobile number of the member is registered against shares held in demat form, the member may send SMS: MYEPWD<space> DP ID Client ID to +91-9212993399.
- Example for NSDL:**
MYEPWD<SPACE>IN12345612345678
- Example for CDSL:**
MYEPWD<SPACE>1402345612345678
- b) If the mobile number of the member is registered against shares held in physical form, the member may send SMS: MYEPWD<space>Event number + Folio No. to +91-9212993399.
- Example for Physical:**
MYEPWD<SPACE>XXXX1234567890
- c) Member may Call Karvy's Toll free number 1-800-34-54-001.
- d) Member may send an e-mail request to evoting@karvy.com.

If the member is already registered with Karvy for e-voting, he can use his existing User ID and Password for casting the vote through remote e-voting.

25. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>. In case of any other queries / grievances connected to remote e-voting, you may contact Mr. Ramesh Desai of Karvy Fintech Private Limited, Karvy Selenium, Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 at telephone number 040-67161528 or at e-mail: evoting@Karvy.com or call Karvy's toll free No. 1-800-34-54-001.
26. The Scrutinizer, after scrutinizing the votes cast at the meeting (physical voting) and through remote e-voting, will make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and will submit the same to the Chairman of the meeting. The Chairman or the authorized person shall announce the results within Forty Eight (48) hours after the conclusion of the meeting at the Corporate and Registered office of the Company i.e. Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070, India. The results declared shall be available on the website of the Company (www.airtel.com) and on the website of the Karvy (<https://evoting.karvy.com>). The results shall simultaneously be communicated to the Stock Exchanges where the securities of the Company are listed. 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.
27. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the notice and explanatory statement, including certificate from the Auditors of the Company under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014 are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.
28. Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their Share Certificate(s) to enable the Company to consolidate their holding into one folio.
29. Members having any question on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries at least ten days prior to the date of AGM of the Company at its registered office address to enable the Company to collect the relevant information and redress the queries. Alternatively, Members may utilise the facility extended by the RTA for redressal of their queries by clicking on 'Investors' section at <http://karisma.karvy.com>. Members may also write at einward.ris@karvy.com, clearly mentioning their folio number.

30. Members / proxies / authorized representatives are requested to bring duly filled admission / attendance slips sent herewith along with the notice of the AGM at the meeting.
31. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a certified copy of the board resolution / authority letter / power of attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
32. For the security and safety of the members, no article / baggage including water bottles and tiffin boxes will be allowed at the venue of the meeting. The shareholders / attendees are strictly requested not to bring any article / baggage etc. at the venue of the AGM.
33. In our constant endeavor to strengthen the shareholder service standards, a Shareholders Satisfaction Survey is conducted through a Shareholders Feedback Form uploaded on Company's website www.airtel.com under 'Investors' section. Accordingly, members may provide their valuable feedback.
34. The route map for the AGM Venue is provided at the end of this notice.

MEMBERS MAY PLEASE NOTE THAT NO GIFTS / GIFT COUPONS WILL BE DISTRIBUTED AT THE VENUE OF THE MEETING.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 3

Pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder, Mr. Vegulaparanan Kasi Viswanathan (Mr. V. K. Viswanathan) was appointed as an independent director of the Company for a period of five years w.e.f. January 14, 2014 up to January 13, 2019. Since, Mr. V. K. Viswanathan has completed his initial term as an independent director of the Company on January 13, 2019, he is eligible for re-appointment for one more term.

Based on the outcome of performance evaluation of the Independent Directors, on the recommendation of the HR and Nomination Committee, the Board of Directors of the Company on January 13, 2019, has approved the re-appointment of Mr. V. K. Viswanathan for the second term as provided in the resolution, and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from Mr. V. K. Viswanathan confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

A copy of the draft letter for re-appointment of Mr. V. K. Viswanathan setting out the terms and conditions is available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

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 Mr. V. K. Viswanathan to be re-appointed as an Independent Director as per the provisions of the Companies Act, 2013.

Brief profile of Mr. V. K. Viswanathan is enclosed and detailed profile is available on www.airtel.com. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, the Board recommends the passing of resolution set out in item no. 3 as a Special Resolution.

Except Mr. V. K. Viswanathan and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in item no. 3 of the Notice.

Item No. 4

Pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with rules

thereunder, Mr. Dinesh Kumar Mittal was appointed as an independent director of the Company for a period of five years w.e.f. March 13, 2014 upto March 12, 2019. Since, Mr. Dinesh Kumar Mittal has completed his initial term as an independent director of the Company on March 12, 2019, he is eligible for re-appointment for one more term.

Based on the outcome of performance evaluation of the Independent Directors, on the recommendation of the HR and Nomination Committee, the Board of Directors of the Company at their meeting held on January 31, 2019, has approved the re-appointment of Mr. Dinesh Kumar Mittal for the second term as provided in the resolution, and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from Mr. Dinesh Kumar Mittal confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

A copy of the draft letter for re-appointment of Mr. Dinesh Kumar Mittal setting out the terms and conditions is available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

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 Mr. Dinesh Kumar Mittal to be re-appointed as an Independent Director as per the provisions of the Companies Act, 2013.

Brief profile of Mr. Dinesh Kumar Mittal is enclosed and detailed profile is available on www.airtel.com. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, the Board recommends the passing of resolution set out in item no. 4 as a Special Resolution.

Except Mr. Dinesh Kumar Mittal and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in item no. 4 of the Notice.

Item No. 5

The Board of Directors of the Company had appointed Ms. Kimsuka Narasimhan as an Additional Director of the Company with effect from March 30, 2019. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Kimsuka Narasimhan 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. 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. Kimsuka Narasimhan to be appointed as an Independent Director as per the provisions of the Companies Act, 2013.

In terms of Sections 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. Kimsuka Narasimhan be appointed as an Independent Director for a term of five consecutive years from the original date of appointment i.e., March 30, 2019 upto March 29, 2024. Brief profile of Ms. Kimsuka Narasimhan is enclosed and detailed profile is available on www.airtel.com.

The Company has received a declaration of independence from Ms. Kimsuka Narasimhan. In the opinion of the Board, Ms. Kimsuka Narasimhan fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Director 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 will also be available for inspection at the venue of the AGM. The same is also available on the website of the Company www.airtel.com.

The Board considers that her association would be of immense benefit to the Company and it is desirable to continue to avail her services. Accordingly, the Board recommends the passing of resolution set out in item no. 5 as an Ordinary Resolution.

Except Ms. Kimsuka Narasimhan and her relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in item no. 5 of the Notice.

Item No. 6 and 7

Mr. Sunil Bharti Mittal, Chairman was re-appointed as a Chairman of the Company for a period of five years with effect from October 1, 2016 till September 30, 2021, by means of Ordinary Resolution passed by the Members at the 21st Annual General Meeting (21st AGM) of the Company held on August 19, 2016 on the terms and conditions including payment of remuneration as mentioned therein.

Mr. Gopal Vittal, Managing Director & CEO (India and South Asia) was re-appointed for a period of five years with effect from February 1, 2018 till January 31, 2023, by means of Ordinary Resolution passed by the Members at the 22nd Annual General Meeting (22nd AGM) of the Company held on July 24, 2017 on the terms and conditions including payment of remuneration as mentioned therein.

At the time of their re-appointment, the Company had adequate profits and the remuneration paid / payable to Mr. Sunil Bharti Mittal and Mr. Gopal Vittal was well within the limits prescribed

under the Companies Act, 2013. However, during the last couple of years, the Indian Telecom industry has been going through a set of unprecedented circumstances and as a result of this industry upheaval, the standalone revenue of the Company dropped to an unforeseen level of ₹ 496,080 Mn and the EBITDA (before exceptional items) fell to ₹ 128,321 Mn registering a decline of 29.31% over the previous year. The Net Loss of the Company for the financial year March 31, 2019 stood at ₹ 18,290 Mn, as compared to Net Profit of ₹ 792 Mn, for the previous year. Owing to the above factors, the financial performance of the Company in the financial year ended March 31, 2019 did not meet expectations and it is possible that the Company may also have inadequate profits in coming years.

As a result of the above, the remuneration paid to Mr. Sunil Bharti Mittal and Mr. Gopal Vittal for the financial year 2018-19 exceeded the limits specified under Section 197 of the Companies Act, 2013 (the Act) read with Schedule V thereto. Pursuant to Section 197(10) of the Act, the members of the Company can waive the recovery of excess remuneration by passing a special resolution.

The management of the Company believes that the remuneration as previously approved by the members of the Company and paid to Mr. Sunil Bharti Mittal and Mr. Gopal Vittal is justified in terms of their key role within the Company.

The HR and Nomination Committee and the Board have at their respective meeting(s) held on May 06, 2019, subject to the approval of the members of the Company, accorded their approvals for waiver of the recovery of excess managerial remuneration paid by the Company to Mr. Sunil Bharti Mittal and Mr. Gopal Vittal and, in the interest of the Company have also recommended the aforesaid resolution as set out in this Notice for approval of the Members.

Accordingly, it is proposed that approval of the members of the Company by way of a special resolutions be obtained for the waiver of recovery of excess remuneration paid to Mr. Sunil Bharti Mittal and Mr. Gopal Vittal.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

Save and except Mr. Sunil Bharti Mittal and Mr. Rakesh Bharti Mittal and their relatives to the extent of their shareholding interest, if any, in the Company for item no. 6 and Mr. Gopal Vittal and his relatives to the extent of their shareholding interest, if any, in the Company for item no. 7, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in item no. 6 and 7 respectively.

The Articles of Association of the Company, relevant resolutions passed at the Board and Committee Meetings and other allied documents being referred in the resolution, are available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

Brief profile of Mr. Sunil Bharti Mittal and Mr. Gopal Vittal is enclosed and detailed profile is available on www.airtel.com.

Item No. 8 and 9

As stated earlier, Mr. Sunil Bharti Mittal, Chairman was re-appointed as a Chairman of the Company for a period of five years with effect from October 1, 2016 till September 30, 2021, by means of Ordinary Resolution passed by the Members at the 21st Annual General Meeting (21st AGM) of the Company held on August 19, 2016 on the terms and conditions including payment of remuneration as mentioned therein.

Also, Mr. Gopal Vittal, Managing Director & CEO (India and South Asia) was re-appointed for a period of five years with effect from February 1, 2018 till January 31, 2023, by means of Ordinary Resolution passed by the Members at the 22nd Annual General Meeting (22nd AGM) of the Company held on July 24, 2017 on the terms and conditions including payment of remuneration as mentioned therein.

As explained under item nos. 6 and 7 above, during the last couple of years, the Indian Telecom industry has been going through unprecedented disruption due to ongoing price war by new entrant and as a result of this industry upheaval the Company has incurred a Loss Before Tax of ₹ 52,037 Million and Loss After Tax of ₹ 18,290 Million for the financial year ended March 31, 2019.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate / nil profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation on HR and Nomination Committee.

The details of proposed remuneration paid / to be paid to Mr. Sunil Bharti Mittal, Chairman w.e.f. April 01, 2019 to September 30, 2021 or such shorter period as may be prescribed under applicable laws is as under:

Fixed Pay (inclusive of salary, allowances and retirement benefits) payable on monthly basis: ₹ 210 Mn per annum or such other amount as may be determined by the Board of Directors of the Company, provided that increment if any during the subsequent years, shall not exceed 10% per annum of the fixed pay of preceding financial year.

Variable Pay (Performance Linked Incentive) to be paid annually after the end of financial year: ₹ 90 Mn (at 100% performance) or such sum as may be determined by the Board from time to time, provided however that the total Variable Pay shall not exceed 50% of the annual fixed pay in any financial year.

Perquisites: As per Company's policy(s) or as approved by the Board from time to time, provided however that the aggregate value of the perquisites shall not exceed 50% of the fixed pay in any financial year.

Other Benefits: Other benefits including leave encashment as per Company's Policy(s).

Mr. Sunil Bharti Mittal shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not form part of his remuneration.

It may be noted that the remuneration proposed to be paid to Mr. Sunil Bharti Mittal is same as was approved by the members of the Company at their 21st AGM.

The other existing terms and conditions of appointment of Mr. Sunil Bharti Mittal shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

The details of remuneration of Gopal Vittal, Managing Director & CEO (India and South Asia) as originally approved by the members at their 22nd AGM is as under:

Fixed Pay (inclusive of salary, allowances and retirement benefits) payable on monthly basis: ₹ 85 Mn per annum or such other amount as may be determined by the Board of Directors of the Company, provided that increment, if any, during the subsequent years, shall not exceed 15% per annum of the fixed pay of preceding financial year.

Variable Pay (Performance Linked Incentive) to be paid annually after the end of the financial year: ₹ 51 Mn (at 100% performance) per annum or such sum as may be determined by the Board from time to time, provided however that the total Variable Pay shall not exceed 90% of the annual fixed pay for any financial year.

Employee Stock Options: In addition to the above, Mr. Gopal Vittal shall be entitled for such number of stock options as may be granted to him under any ESOP scheme of the Company.

Perquisites: As per Company's policy(s) or as approved by the Board from time to time, provided however that the aggregate value of the perquisites shall not exceed 15% of the fixed pay in any financial year.

Other Benefits: Other benefits including leave encashment as per Company's Policy(s).

Mr. Gopal Vittal shall also be entitled to reimbursement of all legitimate expenses incurred by him while performing his duties and such reimbursement will not form part of his remuneration.

On the recommendation of HR and Nomination Committee and within the aforesaid limits approved by members, the Board of Directors of the Company, in its meeting held on July 26, 2018, had revised the Variable Pay of Mr. Gopal Vittal to ₹ 55 Mn (at 100% performance) per annum.

It may be noted that the remuneration proposed to be paid to Mr. Gopal Vittal is within the overall limits as approved by the members of the Company at their 22nd AGM.

The other existing terms and conditions of appointment of Mr. Gopal Vittal shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

While approving the remuneration of both Mr. Sunil Bharti Mittal and Mr. Gopal Vittal, the members had also inter alia approved the payment of "Minimum Remuneration" in the event of inadequacy or absence of profits, in any financial year or years during the remaining tenure, comprising by way of fixed pay, variable pay (Performance Linked Incentives), perquisites, allowances and other benefits as minimum remuneration, subject to requisite approvals. Since the said remuneration of Mr. Sunil Bharti Mittal and Mr. Gopal Vittal was earlier approved as Ordinary Resolutions, the approval of members is now being sought to regularize such minimum remuneration by passing Special Resolutions.

Further, pursuant to Section 197 of the Companies Act, 2013 read with Schedule V thereto, where a Company has no profits or its profits are inadequate, it may pay any remuneration to the managerial personnel provided that, amongst others, a statement along with a notice calling the general meeting contains certain information. Since the notice calling the 21st AGM and 22nd AGM, at which the earlier resolutions w.r.t. approval of remuneration of Mr. Sunil Bharti Mittal and Mr. Gopal Vittal respectively were passed, did not include a statement as specified in paragraph (iv) of the second proviso after paragraph B of Section II of Part II of the aforesaid Schedule V, the same is also being regularized herewith.

The HR and Nomination Committee and the Board have at their respective meeting(s) held on May 06, 2019, subject to the approval of the members of the Company, accorded their approvals for payment of aforesaid remuneration to Mr. Sunil Bharti Mittal and Mr. Gopal Vittal in case of absence of profits / inadequacy of profits. The Board also, in the interest of the Company, recommends the aforesaid resolutions as set out in this Notice for approval of the Members at item no. 8 and 9.

Save and except Mr. Sunil Bharti Mittal and Mr. Rakesh Bharti Mittal and their relatives to the extent of their shareholding interest, if any, in the Company for item no. 8 and Mr. Gopal Vittal and his relatives to the extent of their shareholding interest, if any, in the Company for item no. 9, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in item no. 8 and 9.

The Articles of Association of the Company, relevant resolutions passed at the Board and Committee Meetings and other allied documents being referred in the resolution, are available for

inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

Brief profile of Mr. Sunil Bharti Mittal and Mr. Gopal Vittal is enclosed and detailed profile is available on www.airtel.com.

The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure to the Notice in regard of both Mr. Sunil Bharti Mittal and Mr. Gopal Vittal.

Item No. 10

As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company at the General Meeting.

In compliance with the above requirement, the Shareholders at the 21st Annual General Meeting held on August 8, 2018, had approved the remuneration of ₹ 880,000/- (Rupees Eight Lacs Eighty Thousand Only) plus applicable taxes and reimbursement of travel and out of pocket expenses to be paid to R.J. Goel & Co., Cost Accountants, (Registration no. 00026) as Cost Auditors to conduct the audit of the cost records for the financial year ending March 31, 2019.

R.J. Goel & Co., has resigned as a Cost Auditor of the Company w.e.f. April 8, 2019 and on the recommendation of the Audit Committee, Sanjay Gupta & Associates, Cost Accountants (Registration no. 000212) has been appointed in his place to conduct the audit of the cost records for the financial years ended/ending March 31, 2019 and March 31, 2020.

Ratification of the members is being sought for the payment of remuneration of ₹ 850,000/- (Rupees Eight Lacs Fifty Thousand Only) per financial year (i.e. for financial years 2018-19 and 2019-20) plus applicable taxes and reimbursement of travel and out of pocket expenses as contained in the resolution set out at item no. 10 of the notice.

The Board recommends and proposes to pass the resolution set out at item no. 10 of the notice as an Ordinary Resolution.

None of the Directors, Key Managerial Personnels and their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding interest, if any in the Company.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE ACT

I. GENERAL INFORMATION**1. Nature of Industry**

Bharti Airtel Limited is a leading global telecommunications company with operations in 18 countries across Asia and Africa. Headquartered in New Delhi, India, the Company ranks amongst the top 3 mobile service providers globally in terms of subscribers. In India, the company's product offerings include 2G, 3G and 4G wireless services, mobile commerce, fixed line services, high speed home broadband, DTH, enterprise services including national & international long-distance services to carriers. In the rest of the geographies, it offers 2G, 3G and 4G wireless services and mobile commerce.

2. Date or expected date of commencement of commercial production:

The Company was incorporated on July 7, 1995 and the Certificate of Commencement of Business was granted on January 18, 1996. Since then, the Company had commenced its business.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable

4. Financial performance based on given indicators:

Financial year	2018-19	2017-18	2016-17
Gross Revenue	498,587	538,986	624,606
Profit before Interest, Depreciation and Tax	127,413	181,001	241,096
Profit after Tax	(18,290)	792	(99,256)
Rate of dividend	50%	106.8%	20%
Earnings per share	(4.58)	0.20	(24.84)

5. Foreign investments or collaborations, if any:

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company during the previous three financial years. The foreign investors, mainly comprising Promoter Group entities, FIs and NRIs are investors in the Company on account of past issuances of securities and/or secondary market purchases. As on March 31, 2019, the aggregate foreign shareholding in the Company was approx 34.74%.

II. INFORMATION ABOUT THE APPOINTEE(S):**1. Mr. Sunil Bharti Mittal, Chairman****(a) Background details:**

Mr. Sunil Bharti Mittal is the Founder and Chairman of Bharti Enterprises, one of India's leading conglomerates with diversified interests in telecom, insurance, real estate, agri and food, in addition to other ventures. Bharti has joint ventures with several global leaders viz. SingTel, SoftBank, AXA, and Del Monte, amongst others.

Bharti Airtel, the flagship company of Bharti Enterprises, is amongst the world's largest telecommunications companies offering mobile, fixed broadband, digital TV solutions and mobile commerce to over 400 million customers across India, South Asia and Africa.

He has been the pioneer of the mobile revolution in India. At a time when mobile telecom was considered inaccessible for the masses, Bharti Airtel revolutionized the business model to offer affordable voice and data services. Starting from operations in one Indian city in 1994, to a presence across 18 countries today, Bharti Airtel has transformed the quality of lives of millions of people globally, providing connectivity and digital empowerment. The Company continues to focus on driving data as the ensuing growth frontier, and is leading the rollout of next generation data networks across India and Africa.

He serves on many international bodies and think tanks; after serving as Chairman for two years, he is now Honorary Chairman of the International Chamber of Commerce (ICC). He was the Chairman of GSM Association (GSMA) from Jan 2017 to Dec 2018. He is a member of International Business Council-WEF, a member of the Telecom Board of International Telecommunication Union (ITU), and Commissioner of the Broadband Commission, a member of the Global Board of Advisors at the Council on Foreign Relations (CFR), a Trustee at the Carnegie Endowment for International Peace and on the Board of Qatar Foundation Endowment. From 2007 to 2008, he also served as President of the Confederation of Indian Industry (CII), the premier industry body in India. Sunil has served on the board of several multinational companies including Unilever PLC, Standard Chartered Bank PLC and SoftBank Corp.

He is closely associated with spearheading the Indian industry's global trade, collaboration and policy - he has served on the Prime Minister of India's Council on Trade and Industry. He is also a member of the India-US,

India-UK and India-Japan, India-Sweden CEO Forums. He is Co-Chair of the India-Africa Business Council and India-Sri Lanka CEO Forum.

Deeply associated with the cause of education, He is on Harvard University's Global Advisory Council and the Governing Board of the Indian School of Business. He has also served on the Board of Dean's Advisors at Harvard Business School.

He believes that a responsible corporate has a duty to give back to the community in which it operates. This belief has resulted in Bharti Foundation, which operates nearly 200 Satya Bharti Schools as well as supports over 750 government schools under Quality Support Program to ensure holistic education for nearly 270,000 under-privileged children in rural India. Sunil was ranked among the Top 25 Philanthropists in the World in 2009 by the Barron's Magazine. He is also a Member of the Board of Trustees of Qatar's Education Above All Foundation.

(b) Past remuneration and remuneration proposed:

Details on proposed remuneration have been stated in the item no. 8 to the Explanatory Statement of the Notice. In monetary terms, the remuneration for the last 3 financial years is given hereunder:

Financial year	In ₹ Mn.		
	2018-19	2017-18	2016-17
Mr. Sunil Bharti Mittal	310.05	301.97	301.44

There has been no change in the remuneration of Mr. Sunil Bharti Mittal in the last 3 financial years.

(c) Recognition or awards:

Sunil is a recipient of the Padma Bhushan, one of India's highest civilian honors, awarded to individuals for demonstrating distinguished services of high order. He has also been awarded Harvard Business School's Alumni Achievement Honor – the utmost honor accorded by the institute to its alumni. He is the recipient of GSMA's prestigious Chairman award, besides being decorated with numerous industry honors. Sunil has been conferred Honorary Doctorates by several leading universities in India and Europe.

(d) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):

Taking into consideration the size of the Company, the profile of the Chairman, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior levels in other companies.

(e) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Sunil Bharti Mittal has no pecuniary relationship with the Company or its Key Managerial Personnel other than his remuneration in the capacity of the Chairman. He is brother of Mr. Rakesh Bharti Mittal, Non-executive Director of the Company. He does not hold any share in the Company in his personal capacity.

2. Mr. Gopal Vittal, Managing Director & CEO (India and South Asia)

(a) Background details:

Gopal Vittal is currently the Managing Director & Chief Executive Officer (India & South Asia) of Bharti Airtel Limited. In his role as CEO, he is responsible for defining and delivering the business strategy and providing overall leadership for Airtel's India & South Asia operations.

Under the leadership of Mr. Vittal, Airtel had achieved a life-time high revenue market share. Airtel was recognized as the second most valuable brand in the country. In 2018, Airtel was also ranked 10th 'Best Company to Work for' and the 'Best Employer in Telecom' in India. In the last six years, he has strengthened the operation while driving transformation of the telco to be a strong digital services player.

Mr. Vittal was previously with Bharti Enterprises where he was the Group Director, Special Projects (April 2012 - Feb 2013). In this capacity, he worked towards formulating and supporting Airtel's International strategy and data expansion. He also held the post of Director, Marketing at Bharti Airtel (2006-08).

In addition, Mr. Vittal has also been with Hindustan Unilever for over a 20 years. He led several national and global assignments across sales, marketing and general management. In his last four years he was the Head of the US\$ 3.5 Home and Personal Care Business driving accelerated growth from 5% to 15%.

Mr. Vittal is an alumnus of Madras Christian College and has completed his MBA from IIM, Kolkata.

(b) Past remuneration and remuneration proposed:

Details on proposed remuneration have been stated in the item no. 9 of the Explanatory Statement of the Notice. In monetary terms, the remuneration for the last 3 financial years is given hereunder:

Financial year	In ₹ Mn.		
	2018-19	2017-18	2016-17
Mr. Gopal Vittal	209.05	169.73	124.02

(c) Recognition or awards:

Gopal Vittal was recognized by Voice & Data as Telecom Person of the Year 2016 for his leadership under which Airtel made rapid strides in the 4G LTE segment in India. Airtel was the first to launch 4G in India, and under his leadership, Airtel expanded its 4G services across the country.

Gopal Vittal has been elected to the Board of GSMA for the 2019-2020 term. He has joined 25 other distinguished leaders from across the world to provide strategic guidance and roadmap to the premier global telecoms body, which represents more than 750 of the world's mobile operators.

(d) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):

Taking into consideration the size of the Company, the profile of the Managing Director & CEO (India & South Asia), the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior levels in other companies.

(e) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Gopal Vittal has no pecuniary relationship with the Company or its Key Managerial Personnel other than his remuneration in the capacity of the Managing Director & CEO (India and South Asia). As on date of this notice, he holds 522,664 shares in the Company in his personal capacity.

III. OTHER INFORMATION:

1. Reason of loss or inadequate profits:

The last few years have seen disruption in the Indian telecom industry with the emergence of the new player offering services below cost, which has eroded the size of the industry by about 20%. In order to hold on to its market share, as also to cater to the exploding demand, especially for data the reduced industry price points, despite shrinking revenues, airtel continued to invest in its network to remain competitive. Equally, the high cost of spectrum meant that finance costs for the Company continued to remain elevated. However, it is noteworthy that despite the turmoil in the industry, the Company has held well to its market share and continues to gain an increasing share of 4G customers in the Country. Equally, the disruption has

provided an opportunity for the industry to consolidate and therefore the Company is well poised to be a beneficiary from the growth potential of the Indian telecom industry. With a population of 1.3 billion and data penetration being ~40% and growing, the Company is committed to ushering in a digital transformation of the Country.

2. Steps taken or proposed to be taken for improvement:

During this phase of intense competition coupled with changing customer needs and consumption, the Company is focusing on digital innovations to win the customers. The Company was the first to introduce minimum commitment plans which aimed to rapidly simplify its pricing portfolio and help focus on providing differential services to high value consumers. The industry first exclusive reward program #Airtelthanks was launched as one of the biggest digital transformation programs aimed to delight valued customers with exclusive benefits like premium content, device upgrades, network experience and red carpet customer care. The program targets to create long term customer value by increased loyalty and stickiness to the network.

With these efforts and others in pipeline, the Company is making a dynamic shift in its strategy from simply being a pipe providing connectivity to being an ecosystem of digital services with an aim to win quality customers across verticals and offer them brilliant experience across all touch points.

In order to strengthen the Balance Sheet, the Company is on its path of debt reduction through the recent successful Rights Issue and the intended IPO at London Stock Exchange along with a parallel listing on the Nigeria Stock Exchange during the year 2019-20. In addition to this, the Company continues to focus on the War on Waste program to ensure cost savings and delivering incremental profitability.

3. Expected increase in productivity and profits in measurable terms:

Even though the current industry transition is turning out to be stressful entailing massive dislocation in the short run, the new industry structure will ultimately prove beneficial for the sector. The Company has already started seeing some return of stability and green shoots of growth. With the industry consolidating to only 3 private players and Company's scale and efficiencies, backed by digital innovations and content partnerships, the Company expects to improve its mobile business profitability in the medium to long term. In addition, the non-mobile business continues to expand at a healthy rates and Africa remains on its profitable growth journey.

Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance with provisions of Companies Act, 2013 and Secretarial Standards, as on the date of Notice.

Name of the Director	Ms. Chua Sock Koong	Mr. Vegulaparanan Kasi Viswanathan	Mr. Dinesh Kumar Mittal
Directors Identification Number (DIN)	00047851	01782934	00040000
Date of Birth (Age in years)	September 14, 1957 (61 Years)	November 20, 1950 (68 Years)	January 25, 1953 (66 Years)
Original date of appointment	May 07, 2001	January 14, 2014	March 13, 2014
Qualifications	<ul style="list-style-type: none"> ≡ Bachelor of Accountancy (First Class Honours) from the University of Singapore ≡ Certified Public Accountant and Chartered Financial Analyst 	<ul style="list-style-type: none"> ≡ Chartered Accountant 	<ul style="list-style-type: none"> ≡ IAS ≡ Master's degree in physics with specialisation in Electronics from University of Allahabad, India.
Experience and expertise in specific functional area	Finance and Management	Finance and Management	Finance, Public Policy, International Trade, Corporate Governance and Infrastructure
Remuneration Last Drawn	As mentioned in Corporate Governance Report [#]		
Number of Meetings of Board attended during the year	As mentioned in Corporate Governance Report [#]		
Shareholding in Bharti Airtel Limited	Nil	Nil	Nil
Relationship with other Directors / KMPs	Nil	Nil	Nil
Terms and conditions of re-appointment and remuneration	As per the "Policy on Nomination, Remuneration and Board diversity" (annexed to Board's Report) [#]		
Directorships held in other companies in India	<ul style="list-style-type: none"> ≡ Bharti Telecom Limited 	<ul style="list-style-type: none"> ≡ United Spirits Limited ≡ K S B Limited ≡ Magma Fincorp Limited ≡ HDFC Life Insurance Company Limited ≡ Bosch Limited ≡ Magma HDI General Insurance Company Limited ≡ TransUnion CIBIL Limited ≡ Century Metal Recycling Limited 	<ul style="list-style-type: none"> ≡ Balrampur Chini Mills Limited ≡ Max Financial Services Limited ≡ Max India Limited ≡ Max Ventures And Industries Limited ≡ Trident Limited ≡ Max Bupa Health Insurance Company Limited ≡ Atyati Technologies Private Limited ≡ Business Strategy Advisory Services Private Limited ≡ HSBC Asset Management (India) Private Limited ≡ Arohan Financial Services Limited ≡ Max Life Insurance Company Limited

Name of the Director	Ms. Chua Sock Koong	Mr. Vegulaparanan Kasi Viswanathan	Mr. Dinesh Kumar Mittal
Membership / Chairmanship of committees in public limited companies in India (only includes Audit Committee and Stakeholders Relationship Committee)	Nil	<ul style="list-style-type: none"> ≡ Bharti Airtel Limited – Audit Committee (Chairman) ≡ Bosch Limited – Stakeholders Relationship Committee (Member) ≡ Bosch Limited – Audit Committee (Member) ≡ Magma HDI General Insurance Company Limited – Audit Committee (Chairman) ≡ HDFC Life Insurance Company Limited – Audit Committee (Chairman) ≡ Century Metal Recycling Limited – Audit Committee (Member) ≡ K S B Limited (formerly K S B Pumps Limited) – Audit Committee (Member) ≡ TransUnion Cibil Limited – Audit Committee (Chairman) ≡ Magma Fincorp Limited – Audit Committee (Member) ≡ United Spirits Limited – Audit Committee (Chairman) 	<ul style="list-style-type: none"> ≡ Bharti Airtel Limited – Stakeholders Relationship Committee (Member) ≡ Balrampur Chini Mills Limited – Audit Committee (Member) ≡ Max Life Insurance Company Limited – Audit Committee (Member) ≡ Max India Limited – Audit Committee (Member) ≡ Max Ventures and Industries Limited – Audit Committee (Member) ≡ Max Financial Services Limited – Audit Committee (Chairman) ≡ Max Financial Services Limited – Stakeholders Relationship Committee (Member)

In terms of Section 136(1) of the Companies Act, 2013, Rule 10 of the Companies (Accounts) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Abridged Annual Financial Statements, excluding Corporate Governance Report and annexures of Boards' Report is being sent to the members. Members who desire to obtain the full version of the report may download the same from website of the Company or may write to the Secretarial department at the registered office address of the Company and will be provided with a copy of the same.

Name of the Director	Ms. Kimsuka Narasimhan	Mr. Sunil Bharti Mittal	Mr. Gopal Vittal
Directors Identification Number (DIN)	02102783	00042491	02291778
Date of Birth (Age in years)	May 03, 1964 (55 Years)	October 23, 1957 (61 Years)	June 18, 1966 (53 years)
Original date of appointment	March 30, 2019	July 07, 1995	February 01, 2013
Qualifications	<ul style="list-style-type: none"> ≡ Chartered Accountant ≡ Cost Accountant 	<ul style="list-style-type: none"> ≡ Graduated from Panjab University ≡ Alumnus of Harvard Business School 	<ul style="list-style-type: none"> ≡ Graduation from Madras Christian College ≡ MBA from Indian Institute of Management, Kolkata
Experience and expertise in specific functional area	Finance and Management	General Management	Marketing and Management
Remuneration Last Drawn	As mentioned in Corporate Governance Report [#]		
Number of Meetings of Board attended during the year	As mentioned in Corporate Governance Report [#]		
Shareholding in Bharti Airtel Limited	Nil	Nil	601,878 Equity Shares
Relationship with other Directors / KMPs	Nil	Brother of Mr. Rakesh Bharti Mittal	Nil
Terms and conditions of re-appointment and remuneration	As per the "Policy on Nomination, Remuneration and Board diversity" (annexed to Board's Report) [#]		
Directorships held in other companies in India	<ul style="list-style-type: none"> ≡ Astrazeneca Pharma India Limited ≡ Akzo Nobel India Limited ≡ Kimberly-Clark India Private Limited 	<ul style="list-style-type: none"> ≡ Bharti (SBM) Holdings Private Limited ≡ Bharti SBM Trustees II Private Limited (formerly known as Bharti Management Private Limited) ≡ Bharti (Satya) Trustees Private Limited ≡ Bharti Overseas Private Limited ≡ Bharti (SBM) Resources Private Limited ≡ Bharti (SBM) Services Private Limited ≡ Bharti (SBM) Trustees Private Limited ≡ Bharti Enterprises (Holding) Private Limited ≡ Bharti Telecom Limited ≡ Airtel Payments Bank Limited ≡ Bharti SBM Trustees S1 Private Limited ≡ Bharti SBM Trustees S2 Private Limited ≡ Bharti SBM Trustees D1 Private Limited ≡ Satya Bharti Foundation* 	<ul style="list-style-type: none"> ≡ Airtel Payments Bank Limited ≡ Satya Bharti Foundation* ≡ St. Jude India Childcare Centres ≡ Indus Towers Limited ≡ Bharti Telemedia Limited

*A company limited by guarantee

Name of the Director	Ms. Kimsuka Narasimhan	Mr. Sunil Bharti Mittal	Mr. Gopal Vittal
Membership / Chairmanship of committees in public limited companies in India (only includes Audit Committee and Stakeholders Relationship Committee)	≡ Bharti Airtel Limited – Audit Committee (Member) ≡ Akzo Nobel India Limited – Audit Committee (Chairman)	Nil	≡ Bharti Airtel Limited – Stakeholders Relationship Committee (Member) ≡ Airtel Payments Bank Limited – Audit Committee (Member)

In terms of Section 136(1) of the Companies Act, 2013, Rule 10 of the Companies (Accounts) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Abridged Annual Financial Statements, excluding Corporate Governance Report and annexures of Boards' Report is being sent to the members. Members who desire to obtain the full version of the report may download the same from website of the Company or may write to the Secretarial department at the registered office address of the Company and will be provided with a copy of the same.

Registered Office:

Bharti Crescent,
1, Nelson Mandela Road,
Vasant Kunj, Phase - II,
New Delhi - 110 070, India.
CIN: L74899DL1995PLC070609
Email id: compliance.officer@bharti.in

Place: New Delhi
Date: May 06, 2019

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

Pankaj Tewari
Sr. VP & Company Secretary
Membership No. A15106



Bharti Airtel Limited

CIN: L74899DL1995PLC070609

Regd. Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi - 110 070, India

T.: +91 011-46666100, **F.:** +91 011-41666137

Email id: compliance.officer@bharti.in **Website:** www.airtel.com

ADMISSION SLIP

Twenty Fourth Annual General Meeting

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

DP Id & Client Id / Regd. Folio No.*		No. of Shares	
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Name(s) and address of the member in full _____

I / we hereby record my / our presence at the Twenty Fourth Annual General Meeting of the Company being held on Wednesday, August 14, 2019 at 3.30 p.m. (IST) at Air Force Auditorium, Subroto Park, New Delhi – 110 010, India.

Please (√) in the box

Member Proxy

Signature of Member / Proxy

*Applicable for member holding shares in physical form.



Bharti Airtel Limited

CIN: L74899DL1995PLC070609

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Email id: compliance.officer@bharti.in **Website:** www.airtel.com

PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **L74899DL1995PLC070609**

Name of the Company: **Bharti Airtel Limited**

Registered office: **Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110070**

Name of the member (s): _____

Registered address: _____

E-mail Id: _____

DP ID and Client ID / Folio No: _____

I/We, being the member (s) of _____ shares of the above named Company, hereby appoint

1. Name: _____

Address: _____ E-mail Id: _____

Signature: _____ or failing him.

2. Name: _____

Address: _____ E-mail Id: _____

Signature: _____ or failing him.

3. Name: _____

Address: _____ E-mail Id: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twenty Fourth Annual General Meeting of the Company scheduled to be held on Wednesday, August 14, 2019 at 03.30 p.m. (IST) at Air Force Auditorium, Subroto Park, New Delhi – 110 010 or / and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
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Ordinary Business(es):

1.	To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019 and the report of the Board of Directors and of the Auditors thereon		
2.	Re-appointment of Ms. Chua Sock Koong as a Director liable to retire by rotation		

Special Business(es):

3.	Re-appointment of Mr. Vegulaparanan Kasi Viswanathan as an Independent Director		
4.	Re-appointment of Mr. Dinesh Kumar Mittal as an Independent Director		
5.	Appointment of Ms. Kimsuka Narasimhan as an Independent Director		
6.	Waiver of recovery of excess managerial remuneration paid to Mr. Sunil Bharti Mittal, Chairman for the financial year ended March 31, 2019		
7.	Waiver of recovery of excess managerial remuneration paid to Mr. Gopal Vittal, Managing Director & CEO (India and South Asia) for the financial year ended March 31, 2019		
8.	Payment of remuneration to Mr. Sunil Bharti Mittal, Chairman for the period April 01, 2019 to September 30, 2021 or for such shorter period as may be prescribed under applicable laws		
9.	Payment of remuneration to Mr. Gopal Vittal, Managing Director & CEO (India and South Asia) for the period April 01, 2019 to March 31, 2022		
10.	Ratification of remuneration to be paid to Sanjay Gupta & Associates, Cost Accountants, Cost Auditors of the Company for the FY 2018-19 and FY 2019-20		

Signed this _____ day of _____ 2019

Signature of Member _____

Signature of Proxy holder(s) _____

Affix revenue stamp of ₹1/-

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company situated at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi-110070 not later than 48 hours before the commencement of the Meeting.



Bharti Airtel Limited

CIN: L74899DL1995PLC070609

Regd. Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi - 110 070, India

T.: +91 011-46666100, **F.:** +91 011-41666137

Email id: compliance.officer@bharti.in **Website:** www.airtel.com

ECS MANDATE FORM

[APPLICABLE FOR SHARES HELD IN PHYSICAL FORM ONLY]

To
Karvy Fintech Private Limited
Unit: **Bharti Airtel Limited**
Karvy Selenium Tower B, Plot number 31 & 32,
Gachibowli, Financial District,
Nanakramguda,
Hyderabad - 500032

Name of the First / Sole Member	
Folio No.	

PAN / E-mail information

Income Tax Permanent Account Number (PAN) (Please attach a photocopy of PAN Card)	
Email ID	

Particulars of Bank Account

Bank Name							
Branch Name & Address							
Bank Account Type (tick)	SB		Current		Others		
Bank Account Number							
9 Digit Code Number of the Bank and Branch appearing on the MICR Cheque issued by the Bank (Please attach a photocopy of the Cheque)							
IFSC Code							

I hereby declare that the particulars given above are correct and complete and also express my concurrence to receive information through email towards dividend paid by the Company under the ECS mode.

Signature of the 1st Registered Holder / Sole Holder



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Email id: compliance.officer@bharti.in **Website:** www.airtel.com

E-Mail Registration Form

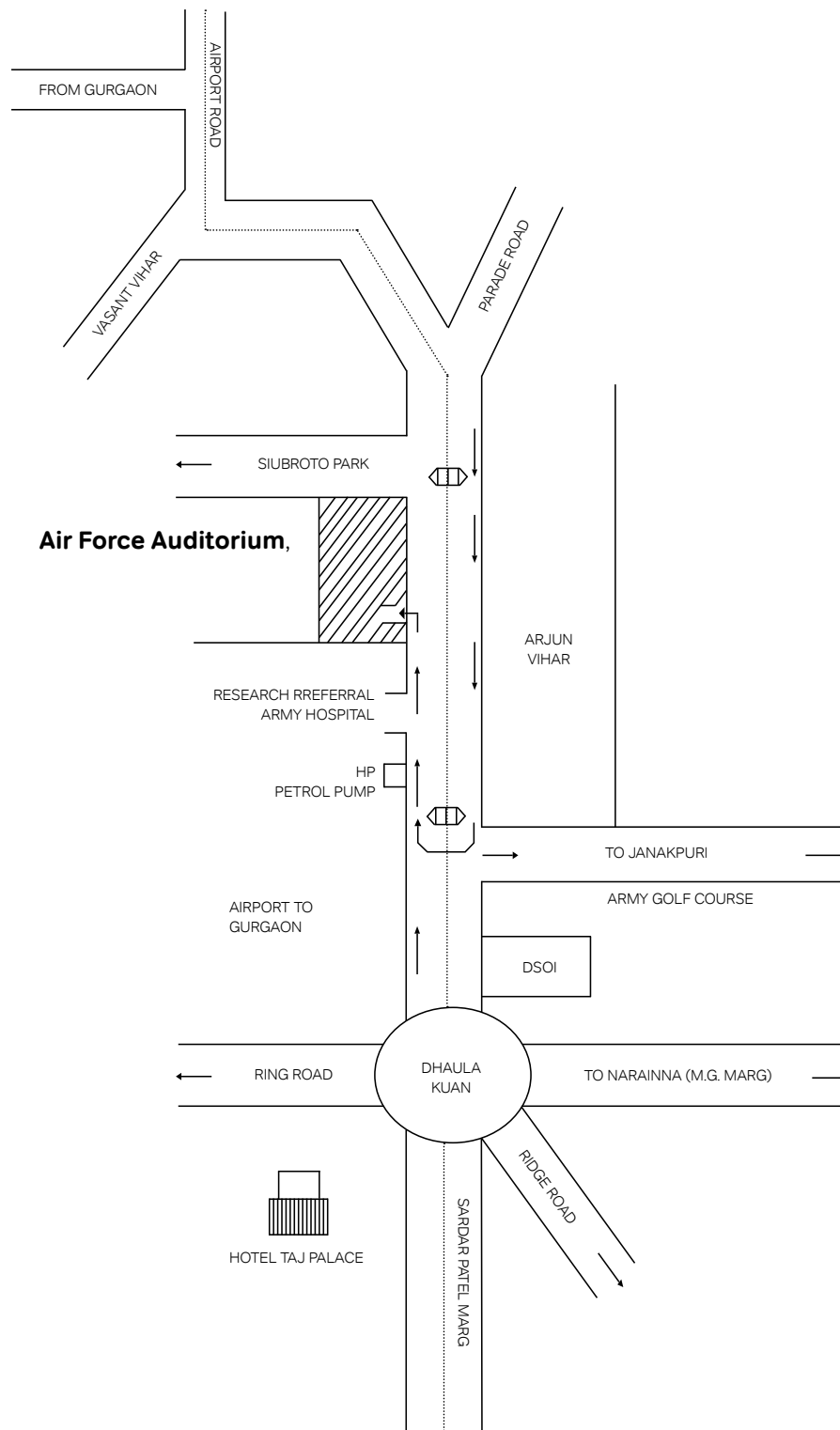
[APPLICABLE FOR SHARES HELD IN PHYSICAL FORM ONLY]

To
Karvy Fintech Private Limited
Unit: **Bharti Airtel Limited**
Karvy Selenium Tower B, Plot number 31 & 32,
Gachibowli, Financial District,
Nanakramguda,
Hyderabad - 500032

Name of the First / Sole Member	
Folio No.	
Email ID	
Mobile no.	
Address	

Signature of the 1st Registered Holder / Sole Holder

Route map to the venue of the 24th AGM of Bharti Airtel Limited



Venue: Air Force Auditorium, Subroto Park, New Delhi - 110 010

Landmark: Adjacent to Research & Referral, Army Hospital



Bharti Airtel Limited

CIN: L74899DL1995PLC070609

Regd. Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi - 110 070

T.: +91 011-46666100, **F.:** +91 011-41666137

Email id: compliance.officer@bharti.in **Website:** www.airtel.com

Name of the member including :
Joint holder(s), if any

Registered address of the sole / :
first named member

DP ID & Client ID No. / Registered :
Folio No.

No. of shares held :

Dear Member(s),

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), the Company is pleased to provide remote e-voting (e-voting) facility to its members to exercise their right to vote on resolutions proposed to be passed in the Twenty Fourth Annual General Meeting (AGM) of the Company scheduled to be held on Wednesday, August 14, 2019 at 03.30 p.m. (IST) at Air Force Auditorium, Subroto Park, New Delhi - 110 010.

The Company has engaged Karvy Fintech Private Limited ("Karvy") as the authorized agency to provide e-voting facility. The particulars of e-voting are as follows:

E-Voting Event Number (EVEN)	User ID	Password / PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	From 9:00 a.m. (IST) on Sunday, August 11, 2019
End of e-voting	Upto 5:00 p.m. (IST) on Tuesday, August 13, 2019

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

The cut-off date for the purpose of e-voting and voting at the Twenty Fourth Annual General Meeting shall be Wednesday, August 07, 2019.

This communication is an integral part of the Notice dated May 6, 2019 for the Twenty Fourth Annual General Meeting scheduled to be held on August 14, 2019. Please read the instructions printed overleaf before exercising the vote.

The Notice of the Twenty Fourth Annual General Meeting and this communication are also available on the website of the Company at www.airtel.com.

Registered Office:

Bharti Crescent
1, Nelson Mandela Road,
Vasant Kunj, Phase - II,
New Delhi - 110 070, India.
CIN: L74899DL1995PLC070609
Email id: compliance.officer@bharti.in

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

Pankaj Tewari
Sr. VP & Company Secretary
Membership No. A15106

Place: New Delhi
Date: May 6, 2019

Instructions and other information relating to remote e-voting (e-voting) are as under:

1. In case a member receives an e-mail from Karvy (for members whose e-mail ids are registered with the Company / Depository Participants(s)):
 - a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - b) Enter the login credentials (i.e. User id and password mentioned overleaf). Your Folio No. / DP ID / Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - c) After entering these details appropriately, click on "LOGIN".
 - d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and one special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail 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 take utmost care to keep your password confidential.
 - e) You need to login again with the new credentials.
 - f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Bharti Airtel Limited.
 - g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off Date under each of the heading of the resolution and cast your vote by choosing the "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to the resolution and "AGAINST" implies dissent to the resolution.
 - h) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - i) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - j) 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.
 - k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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).
 - l) 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., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail contact@cssanjaygrover.in with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
2. In case a member receives physical copy of the Annual General Meeting Notice by post (for members whose e-mail ids are not registered with the Company / Depository Participant(s)):
 - a) User ID and initial password are provided overleaf.
 - b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (1) above, to cast your vote.
3. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
4. The Board has appointed Mr. Sanjay Grover, Managing Partner, Sanjay Grover & Associates, Company Secretaries, New Delhi (C.P. No. 3850) failing him Mr. Devesh Kumar Vasisht, Partner, Sanjay Grover & Associates, Company Secretaries, New Delhi (C.P. No. 13700) as a Scrutinizer to scrutinize the physical voting at the AGM and e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
5. In case of any query and / or grievance, pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact Mr. Ramesh Desai of Karvy Fintech Private Limited, Karvy Selenium, Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 or evoting@karvy.com or phone number 040-67161528 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
6. The facility for ballot / polling paper / e-voting shall be made available at the venue of the Annual General Meeting and the members attending AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM through ballot / polling paper / e-voting.
7. The members who have cast their vote by remote e-voting may also attend AGM, but shall not be entitled to cast their vote again.
8. The voting rights of the 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 on the cut-off date i.e. Wednesday, August 07, 2019.
9. Person(s), whose names are recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Wednesday, August 07, 2019 only shall be entitled to avail the facility of remote e-voting / physical voting at the AGM. The person who is not a member / beneficial owner on the cut-off date should treat this notice for information purpose only.
10. Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Wednesday, August 07, 2019 may obtain the User Id and password by in the manner as mentioned below:
 - a) If the mobile number of the member is registered against shares held in demat form, the member may send SMS:
MYEPWD<space> DPID Client ID to +91-9212993399
Example for NSDL: MYEPWD<SPACE>IN12345612345678
Example for CDSL: MYEPWD<SPACE>1402345612345678
 - b) If the mobile number of the member is registered against shares held in physical form, the members may send SMS: MYEPWD<space>Event number + Folio No to 9212993399.
Example for Physical: MYEPWD<SPACE> XXXX1234567890
 - c) Member may Call Karvy's Toll free number 1-800-3454-001
 - d) Member may send an e-mail request to evoting@karvy.com

If the member is already registered with Karvy for e-voting, he can use his existing User ID and Password for casting the vote through e-voting. However, Karvy shall endeavor to send User ID and Password to those new members whose mail ids are available.
11. The Scrutinizer shall immediately after the conclusion of the voting at the Annual General Meeting, first count the votes cast at the AGM thereafter unblock the votes cast through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the Company. The Scrutinizer thereafter shall submit his Report to the Chairman after completion of his scrutiny. The result of the voting will be announced within Forty Eight (48) hours after the conclusion of the meeting at the Corporate and Registered office of the Company i.e. Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070, India.
12. The Results declared along with the Consolidated Scrutinizer's Report(s) will be available on the website of the Company (www.airtel.com) and on Karvy's website (<https://evoting.karvy.com>). The results shall simultaneously be communicated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.