



# Bharti Airtel Limited

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



## NOTICE

Notice is hereby given, pursuant to section 192A and other provisions, if any, of the Companies Act, 1956 ("the Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time, to transact the following special business by the members of Bharti Airtel Limited by passing the resolution through postal ballot / e-voting.

### **1. Slump Sale of Data Center and Managed Services Business to Nextra Data Limited, a Wholly Owned Subsidiary of Bharti Airtel Limited**

To consider and, if thought fit, to give your assent or dissent to the following resolution as an Ordinary Resolution:

"Resolved that pursuant to section 293(1)(a) read with section 192A of the Companies Act, 1956 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof), Memorandum and Articles of Association of the Company, Listing Agreement entered into with the Stock Exchange(s) and any other law for the time being in force and subject to such approvals, consents, permissions and sanctions as may be necessary of the appropriate authorities, departments, offices, institutions, bodies and agencies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be stipulated by any authority while granting such approvals, consents, permissions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof and any person authorized by the Board in this behalf) and subject to fulfillment of the terms and conditions contained in Memorandum of Understanding dated July 30, 2013 and such other terms and conditions as the Board of Directors of the Company may deem fit and appropriate, consent, authority and approval of the members of the Company be and is hereby accorded to the Board to sell, transfer, assign, or cause to be sold, assigned, transferred and delivered Data Center and Managed Services business located at Noida, Chennai, Bangalore, Pune, Bhubaneswar and Mumbai (hereinafter referred to as the "Data Business") together with all its assets (including the assets under construction / acquisition under the ongoing capital expenditure plans of the said Data Business) (but excluding land and building) including current contracts, engagements and purchase orders etc. with customers, rights, liabilities / obligations of whatsoever nature and kind and wheresoever situated in whole or in part and its employees on a going concern basis, by way of slump sale, to Nextra Data Limited, a wholly owned subsidiary of the Company with effect from October 1, 2013 (the "Appointed Date") or such other date as the Board may deem fit, for a consideration not less than Rs. 1,771 Mn (Rupees One thousand seven hundred and seventy one million only), as enterprise value subject to such adjustment for net working capital and on such terms and conditions (including without limitation, mode of receipt of the sale consideration) as may be required in this regard.

Resolved further that the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing and varying the terms and conditions to sell, transfer, assign, convey and deliver or cause to be sold, assigned, transferred and delivered the Data Business and to finalize and execute, deliver and perform Memorandum of Understanding and such agreements (including but not limited to business transfer agreement), contracts, deeds, undertakings, and other documents, file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities, including Governmental authorities, and take all necessary steps in the matter as it may in its absolute discretion deem necessary (including but not limited to change / alter the Appointed Date), desirable or expedient to give effect the above resolution, and to settle any question and difficulty that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their consent, authority and approval thereto expressly by the authority of this resolution.

Resolved further that the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution, to any Director(s) or to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to this resolution."

### **Registered Office:**

Bharti Crescent,  
1, Nelson Mandela Road,  
Vasant Kunj, Phase II,  
New Delhi – 110070, India.

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

**Mukesh Bhavnani**  
**Group General Counsel and Company Secretary**

Date: July 31, 2013

### **Notes:**

1. An explanatory statement pursuant to section 173(2) of the Companies Act, 1956 setting out material facts is annexed hereto.
2. Please read the instructions / notes printed overleaf the Postal Ballot Form before exercising the vote.

## **Explanatory Statement**

### **Pursuant to Section 173(2) of the Companies Act, 1956**

#### **Item No. 1**

Bharti Airtel Limited ("the Company") has Data Center and Managed Services ("DCMS or business") as one of its business divisions / undertaking offering gamut of services including Co-location, Managed Services, Managed Hosting, Managed Back-up & Storage, Managed Security, Virtual Compute and IaaS Cloud. Presently, the Company owns seven operational Tier III/+ & ISO 27001 compliant Data Centers across India at Noida (2 nos.), Chennai, Bangalore, Pune, Bhubaneswar and Mumbai comprising approx. 150,000 sq. ft. of potential revenue generating floor space.

Due to the increasing awareness and acceptance of key products such as co-location, managed hosting and managed security, the demand of DCMS is continually evolving in the Country. The overall market is forecasted to grow rapidly driven by demand for remote compute, storage and security services and products such as Hosted Private Cloud (IaaS).

To enhance focus and develop capacity & capability across geographies in order to build scale, ability to meet customer demand and develop products to meet customer requirements, the Company has decided to undertake the Data Center business through a separate entity. The Board of Directors of the Company in its Meeting held on July 30, 2013 has, subject to the approval of shareholders and other requisite approvals, in-principle approved the sale / transfer of the DCMS undertaking to Nxtra Data Limited (a wholly owned subsidiary company (hereinafter referred to as the "Transferee Company").

The Company has also entered into a Memorandum of Understanding (MOU) with Transferee Company on July 30, 2013 for slump sale of the DCMS Business. The salient features of the MOU are as follows:

#### ***Scope of Sale / Transfer:***

To sell / transfer the DCMS Business of the Company together with all its properties (except land and building) including current contracts, engagements and purchase orders etc. with customers, rights, other assets, liabilities and obligations of whatsoever nature and kind and wheresoever situated as on the Appointed Date, on a going concern basis by way of slump sale. All the identified employees of the DCMS Business as on the Appointed Date shall be transferred to the Transferee Company on the terms and conditions, which shall not be less favorable than those applicable to them immediately before the transfer.

#### ***Appointed Date:***

The sale / transfer of the DCMS Business shall be effective upon receipt of necessary approvals w.e.f. October 01, 2013 (the "Appointed Date") or such other date as the Board may deem fit and as may be mutually agreed between the parties.

#### ***Consideration:***

The sale / transfer consideration shall not be less than Rs. 1,771 Mn (Rupees one thousand seven hundred and seventy one million only). The transfer consideration has been arrived at on the basis of enterprise value of the DCMS Business after reducing the liabilities in relation to the said Business.

In terms of Section 293(1)(a) and other applicable provisions of the Companies Act, 1956, and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the consent of the Members is being sought through postal ballot for passing the Ordinary Resolution as set out in the notice. This will enable the Board of Directors to take and implement appropriate decision at opportune occasion and in the best interest of the Company.

The copy of MOU dated July 30, 2013 will be available for inspection between 11.00 A.M. and 01.00 P.M. from Monday to Friday at the Registered Office of the Company up to the date of announcement of results of postal ballot / e-voting i.e. **Monday, September 30, 2013.**

None of the Directors are concerned or interested in the Resolution, except to the extent of their respective interest as shareholders of the Company.

#### ***Registered Office:***

Bharti Crescent,  
1, Nelson Mandela Road,  
Vasant Kunj, Phase II,  
New Delhi – 110070, India.

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

**Mukesh Bhavnani**  
**Group General Counsel and Company Secretary**

Date: July 31, 2013

- Encl.: 1. Postal Ballot Form  
2. Self-addressed postage pre-paid envelope



# Bharti Airtel Limited



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

## Postal Ballot Form

Sl. No.

- (1) Name of the shareholder(s)/ beneficiaries including joint-holders / Joint - beneficiaries if any
- (2) Registered address of the sole / first named shareholder/beneficiary
- (3) DP ID & Client ID No. / Registered Folio No.
- (4) No. of shares held
- (5) I / we hereby exercise my / our vote in respect of the following ordinary resolution to be passed through postal ballot/e-voting for the business stated in the notice dated July 31, 2013 of the Company by sending my / our assent or dissent by placing tick (✓) mark at the appropriate box below:

	Description	No. of Shares for which votes cast	I / we assent to the resolution (For)	I / we dissent to the resolution (Against)
(i)	Slump Sale of Data Center and Managed Services Business to Nextra Data Limited, a Wholly Owned Subsidiary of Bharti Airtel Limited.			

Date:

Place:

Signature of the shareholder

**Note: Please read carefully the instructions printed overleaf before exercising the vote.**

## Electronic Voting Particulars

EVSN (Electronic Voting Sequence Number)	User ID	Password

### **Notes / Instructions:**

1. Pursuant to the provisions of section 192A and other applicable provisions, if any, of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules 2011 and Clause 35B of the Listing Agreement assent or dissent of the shareholders in respect of the resolution contained in the Notice dated July 31, 2013 is being taken through postal ballot / e-voting.
2. Under the green initiative of Ministry of Corporate Affairs, Postal Ballot Notice is being sent to the shareholders, who have registered their e-mail ids with the Company / RTA, through e-mail and to all other shareholders by post along with Postal Ballot Form.
3. The Company has, in compliance with Rule 6(b) of the aforesaid Rules, appointed Sanjay Grover of M/s. Sanjay Grover and Associates, Company Secretaries, New Delhi, as the Scrutinizer for conducting the postal ballot / e-voting process.
4. The Company has appointed Gopal Vittal, Joint Managing Director and CEO (India) and Mukesh Bhavnani, Group General Counsel and Company Secretary as the person responsible for the entire postal ballot / e-voting process.
5. The notice of postal ballot / e-voting is being sent to the members / beneficiaries, whose names appear in the register of members as on **Friday, August 23, 2013** and voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on the same date.
6. The Scrutinizer will submit his final report as soon as possible after the last date of receipt for postal ballot / e-voting i.e. **Saturday, September 28, 2013** but not later than closing of business hours on **Monday, September 30, 2013**.
7. The Joint Managing Director and CEO (India) and in his absence, the Group General Counsel & Company Secretary and in his absence any person authorised by Joint Managing Director will announce the result of the postal ballot / e-voting at the Registered Office of the Company at Bharti Airtel Limited, Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070 on **Monday, September 30, 2013** at 4.30 P.M. The date of declaration of the results of postal ballot / e-voting will be taken to be the date of passing of the resolution.
8. The result of the postal ballot / e-voting will also be published in the newspapers within 48 hours of the declaration of the results and will be placed at the website of the Company at [www.airtel.in](http://www.airtel.in).
9. The shareholders can opt for only one mode of voting i.e. through postal ballot or e-voting. If the shareholder decides to vote through postal ballot they are advised not to vote through e-voting and vice versa. In case of voting by both the modes, voting through a valid physical Postal Ballot Form will be considered and counted and e-voting of such shareholder will be treated as invalid.
10. There will be one Postal Ballot Form / e-voting for every folio / client id irrespective of the number of joint holders.
11. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy.
12. The Scrutinizer's decision on the validity of a postal ballot / e-voting will be final.

#### **Voting in physical form**

13. A shareholder desiring to exercise voting right by postal ballot may complete the Postal Ballot Form and send it in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer at **Bharti Airtel Limited, Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070, India** on or before **Saturday, September 28, 2013**. The Postal Ballot Forms received after this date will be treated as if the reply from the shareholder has not been received. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post or by speed post at the expense of the registered member/beneficiary will also be accepted. The Postal Ballot Form(s) may also be deposited personally.
14. The votes should be casted either in favour or against the resolution by putting the tick [✓] mark in the column provided for assent or dissent. Postal Ballot Form bearing tick [✓] mark in both the column will render the Form invalid.
15. Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
16. The Postal Ballot Form should be completed and signed by the sole / first named shareholder. In the absence of the first named shareholder in a joint holding the Form may be completed and signed by the next named shareholder. (However, where the Form is sent separately by the first named shareholder and the joint holder(s), the vote of the first named shareholder would be valid).
17. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter, with signature's of authorised signatory(ies), duly attested.
18. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.
19. Shareholders / beneficiaries are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
20. Shareholders / beneficiaries are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed business reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
21. A shareholder / beneficiary may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 13 above.

#### **Voting through electronic mode**

22. The instructions for shareholders for e-voting are as under:
  - a. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) and Click 'Shareholders' on the home page.
  - b. Select the "Electronic Voting Sequence Number (EVSN) along with Bharti Airtel Limited" from the drop down menu and click "SUBMIT".
  - c. Enter following details in the appropriate boxes and click "SUBMIT":

User-id	For NSDL - 8 characters DP ID + 8 digits demat account number. For CDSL - 16 digits demat account number. For Physical - Registered Folio No.
Password	Your unique password as contained in the e-mail / Postal Ballot Notice.
PAN	10 digit alphanumeric Permanent Account Number issued to you by Income Tax Department as registered with the Company / CDSL / NSDL. In case the shareholders do not have PAN or have not registered the PAN with the Company, please use dummy PAN: ABCDE1234F.

- d. Shareholders holding shares in physical form will be directed to the voting screen.
  - e. Shareholders holding shares in demat, who log in for first time, will be required to mandatorily change their password in the new password field and will also have option to enter their demographic details i.e. date of birth, mobile number and e-mail id. The shareholders are advised to remember the new password. The new password can be used for voting on future e-voting resolution(s) for Bharti Airtel Limited or any other company in India.
  - f. Click on the Resolution File Link on voting screen to view the Postal Ballot Notice.
  - g. On the voting page, select appropriate option to vote for or against the resolution description. Option 'YES' implies assent to the resolution and 'NO' implies dissent to the resolution.
  - h. Enter number of shares (which represents no. of votes) under the heading of the resolution. The number of shares cannot exceed the numbers of shares registered in your name as per the records of the Company.
  - i. Check the details and click 'SUBMIT'. On completion of e-voting, a confirmation box will appear. If you wish to confirm your vote, click 'OK', else to change your vote, click 'CANCEL' and accordingly modify your vote by following procedure explained in (g) and (h) above.
  - j. Once the e-voting is completed, the shareholders will not be allowed to modify the vote.
  - k. Shareholders can log in for any number of times till the e-voting on the resolution is completed or till the end of voting period i.e. **Saturday, September 28, 2013**, whichever is earlier.
  - l. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant board resolution / authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through e-mail at [bhartiainrtel\\_scrutinizer@gmail.com](mailto:bhartiairtel_scrutinizer@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). File name of the scanned image should be "Corporate Name\_EVSN".
  - m. In case you have any queries or issues regarding e-voting, please contact on [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
23. E-voting period starts from **Friday, August 30, 2013** and ends on **Saturday, September 28, 2013**. The e-voting module will be disabled after 6.30 P.M. on **Saturday, September 28, 2013** for voting by shareholders.