

## Bharti Airtel Limited

CIN: L74899DL1995PLC070609

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

**Phone:** +91-11-4666 6100 **Fax:** +91-11-4166 6137

**Email id:** [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in) **Website:** [www.airtel.com](http://www.airtel.com)

### Notice of Postal Ballot / Electronic Voting (e-voting)

Dear member(s),

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable laws, rules and regulations, if any, Bharti Airtel Limited ('the Company') hereby seeks your approval by way of special resolution through postal ballot / e-voting in respect to the special business mentioned in this Notice.

Detailed explanatory statement setting out the material facts concerning the resolution and instructions for e-voting is annexed to the postal ballot notice.

#### Item No. 1:

#### **Issue of unsecured / secured redeemable Non-Convertible Debentures / Bonds by way of Private Placement**

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

"Resolved that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force), the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the provisions of the Memorandum and Articles of Association of the Company and subject to other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and subject to such other approvals, permissions and sanctions as may be required from any appropriate authority, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution) to create, offer, invite for subscription, issue and allot, from time to time, in one or more tranches and/or series, unsecured and/or secured, listed and/or unlisted, redeemable Non-Convertible Debentures including but not limited to bonds and/or other debt securities ('NCDs'), denominated in Indian rupees, aggregating an amount not exceeding Rs. 10,000 Crores (Rupees Ten Thousand Crores only) on private placement basis, during the period of one year from the date of approval by members or such other period as may be permitted under the Act and other applicable laws and on such terms and conditions as may be decided by the Board provided that the outstanding amounts under these NCDs shall at all times be within the overall borrowing limits under Section 180(1)(c) of the Act and be subject to a cap of Rs. 10,000 Crores.

Resolved further that for the purpose of giving effect to any offer, invitation, issue or allotment through private placement of NCDs, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalizing the form / placement documents / offer letter, timing of the issue(s), and the class of investors to whom the NCDs are to be offered, number of NCDs to be offered in each tranche, issue price, rate of interest, premium / discount, redemption period, allotment of NCDs, appointment of lead managers, arrangers, debenture trustees and other agencies, entering into arrangements for managing the issue, private placement documents and to sign all deeds, documents and writings and to pay any fees, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

Resolved further that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or executive(s) / officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to this Resolution."

#### **Registered Office:**

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**Email id:** [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in)

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

**Pankaj Tewari  
Sr. Vice President and Company Secretary  
Membership No.: A15106**

Date: March 12, 2018

Address: Bharti Airtel Limited  
Bharti Crescent, 1, Nelson Mandela Road,  
Vasant Kunj, Phase II, New Delhi - 110070

#### **Notes:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and the reasons for the proposal is annexed hereto.
2. Please read the instructions / notes printed overleaf the Postal Ballot Form before exercising the vote.

**Explanatory Statement**  
**Pursuant to Section 102 of the Companies Act, 2013**

**Item No. 1**

In terms of provisions of Section 42 and 71 of the Companies Act, 2013 read with Rule 14(2)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, (the "Act") a company can issue its securities including debentures on private placement basis after obtaining prior approval of the members of the Company by a special resolution. Such approval would be valid for a period of one year for all the offers or invitations for non-convertible debentures/board to be made during the said one year through a private placement basis in one or more tranches.

The Board and shareholders of the Company had earlier approved the issuance of unsecured and/or secured, listed and/or unlisted, redeemable Non-Convertible Debentures ("NCDs") of an amount not exceeding Rs. 10,000 crores which was valid upto March 13, 2018. The Board in its meeting held on March 12, 2018 had, subject to approval of members, decided to revalidate the approval for issuance of NCDs upto Rs. 10,000 crores. The funds raised through private placement of NCDs shall be utilized towards routine treasury activities including refinancing of existing debt and spectrum liabilities and for capital expenditure and working capital requirements of the Company and such other general corporate purposes as may be permitted under applicable laws.

The overall borrowing limits of these NCDs shall at all times be within the overall borrowing limits under Section 180(1)(c) of the Act and be subject to a cap of Rs. 10,000 crores.

The relevant documents, resolutions passed at the Board and Committee Meetings and other allied documents, if any, being referred in the resolution, would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot / e-voting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 1 for approval of the shareholders as a special resolution.

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Encl.:

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