



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 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 businesses by the members of Bharti Airtel Limited by passing the resolutions through postal ballot / e-voting.

1. Appointment of Sunil Bharti Mittal as Executive Chairman

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

"Resolved that in partial modification of the ordinary resolution no. 12 passed by the shareholders of the Company in their 16th Annual General Meeting held on September 01, 2011, approval of the shareholders of the Company be and is hereby accorded for appointment of Sunil Bharti Mittal as the Executive Chairman of the Company w.e.f. February 01, 2013 on his demitting the position of Managing Director.

Resolved further that all other terms and conditions including as to remuneration, as set out in the above referred ordinary resolution no. 12 passed by the shareholders of the Company in their 16th Annual General Meeting held on September 01, 2011, remain unchanged."

2. Appointment of Manoj Kohli as Managing Director

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

"Resolved that pursuant to the provisions of sections 198, 269, 309, schedule XIII read with article 133 of the Articles of Association of the Company and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification or re-enactment thereof, or any other law for the time being in force and subject to such consent(s), approval(s) and permission(s) as may be required in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the board of directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), approval of the shareholders be and is hereby accorded for appointment of Manoj Kohli as the Managing Director of the Company for a period of 5 years, with effect from February 01, 2013 on the remuneration and terms and conditions as set out in the explanatory statement to this resolution.

Resolved further that the Board be and is hereby authorised to vary, alter and modify the terms and condition of appointment including as to designation and remuneration / remuneration structure of Manoj Kohli within the limits prescribed in the explanatory statement to this resolution and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

3. Appointment of Gopal Vittal as Director not liable to retire by rotation

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

"Resolved that pursuant to the provision of section 257 and other applicable provisions, if any, of the Companies Act, 1956, Gopal Vittal be and is hereby appointed as a director of the Company not liable to retire by rotation."

4. Appointment of Gopal Vittal as Joint Managing Director

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

"Resolved that pursuant to the provisions of sections 198, 269, 309, schedule XIII read with article 133 of the Articles of Association of the Company and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification or re-enactment thereof, or any other law for the time being in force and subject to such consent(s), approval(s) and permission(s) as may be required in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the board of directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), approval of the shareholders be and is hereby accorded for appointment of Gopal Vittal as the Joint Managing Director of the Company for a period of 5 years, with effect from February 01, 2013 on the remuneration and terms and conditions as set out in the explanatory statement to this resolution.

Resolved further that the Board be and is hereby authorised to vary, alter and modify the terms and condition of appointment including as to designation and remuneration / remuneration structure of Gopal Vittal within the limits prescribed in the explanatory statement to this resolution and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

Registered Office:

Bharti Crescent,
1, Nelson Mandela Road,
Vasant Kunj, Phase II,
New Delhi - 110070, India.
Date: February 01, 2013

By order of the Board

For Bharti Airtel Limited

Sd/-

Mukesh Bhavnani

Group General Counsel and Company Secretary

Notes:

1. The corresponding 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

Sunil Bharti Mittal was re-appointed as the Managing Director of the Company by the shareholders in the 16th Annual General Meeting (AGM) held on September 01, 2011 for a period of five years commencing from October 01, 2011 by passing an ordinary resolution.

On the recommendation of the Nomination Committee and the HR Committee, the board of directors in its meeting held on February 01, 2013 has appointed Sunil Bharti Mittal as the Executive Chairman of the Company while relieving him from the position of Managing Director w.e.f. February 01, 2013.

In his capacity as Executive Chairman, Sunil Bharti Mittal will be responsible for strategic initiatives, international opportunities and seeking alliances, strengthening governance practices, brand value enhancement or such other roles and responsibilities as may be assigned to him by the Board from time to time.

Sunil Bharti Mittal is the Founder, Chairman of Bharti Enterprises, a diversified conglomerate with interests in telecom, retail, realty, financial services and agri-products. Bharti Airtel is the Group's flagship company.

Sunil Bharti Mittal is on the Prime Minister of India's Council on Trade and Industry, the World Economic Forum's International Business Council, Singapore's Research, Innovation and Enterprise Council, the Telecom Board of the UN's International Telecommunication Union (ITU) and a Commissioner of the Broadband Commission. He was President of the Confederation of Indian Industry in 2007-08. He is the Co-Chair of the India-Africa Business Council and the India-Sri Lanka CEO Forums and is also a member of the India-US, India-UK and India-Japan CEO Forums.

An alumnus of Harvard Business School, Sunil Bharti Mittal is on Harvard University's Global Advisory Council, Harvard Business School Dean's Board of Advisors, Governing Body of London Business School, Trustee of the Carnegie Endowment for International Peace and on the board of directors of SoftBank, Unilever PLC and NV. He is a recipient of the Padma Bhushan, one of India's highest civilian awards.

A detailed profile of Sunil Bharti Mittal is available on www.airtel.in.

In terms of article 133 of the Articles of Association of the Company, Sunil Bharti Mittal will not be liable to retire by rotation during his term of office as the Executive Chairman of the Company.

Other terms of appointment, including remuneration as detailed in the ordinary resolution no. 12 passed by the shareholders at the 16th AGM held on September 01, 2011 read with explanatory statement thereto will remain unchanged.

The Board on the recommendation of the HR Committee has decided to keep the current remuneration payable to Sunil Bharti Mittal, unchanged till March 31, 2014. Accordingly the current remuneration as fixed by the Board in its meeting held on August 07 - 08, 2012 shall continue to apply for the financial year 2013-14.

The Board recommends the resolution as set out in Item No. 1 for approval of the shareholders as an ordinary resolution through postal ballot / e-voting. The terms as set out in the resolution and the explanatory statement may also be treated as an abstract of the terms of appointment pursuant to section 302 of the Companies Act, 1956.

A copy of the appointment letter issued to Sunil Bharti Mittal, Executive Chairman 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. Thursday, March 28, 2013.

No director of the Company except Sunil Bharti Mittal and Rajan Bharti Mittal is concerned or interested in the proposed resolution.

Item No. 2

Manoj Kohli was appointed as Joint Managing Director w.e.f. August 01, 2008 and was subsequently designated as Joint Managing Director and CEO (International) in January 2010. The term of Manoj Kohli as Joint Managing Director completes on July 31, 2013 and is due for renewal. The board of directors in its meeting held on February 01, 2013 while appointing Manoj Kohli as Managing Director and CEO (International) of the Company w.e.f. February 01, 2013, has also extended the term of his appointment as Managing Director for a period of five years i.e. upto January 31, 2018.

In terms of the provision of section 269, approval of shareholders is required for extension of the terms of appointment and remuneration.

Manoj Kohli has over 34 years of work experience, equally divided between the manufacturing and telecom sectors. He worked with the Shriram Group, Allied Signal / Honeywell and Escotel in senior leadership positions before joining Bharti Airtel in October 2002. Prior to his current role as Joint Managing Director and CEO (International), Manoj Kohli led Bharti Airtel's India operations for 8 years and grew the customer base from a few million to 140 million.

Manoj Kohli is also on the Board of Bharti Airtel International (Netherlands) Limited, Netherlands, Airtel Networks Limited, Nigeria and GSM Association, a global board of GSM Industry.

Manoj Kohli is a Commerce and Law Graduate from Delhi University and is an MBA from Faculty of Management Studies, Delhi. Manoj Kohli has also attended the "Executive Business Program" at the Michigan Business School and the "Advanced Management Program" at the Wharton Business School.

A detailed profile of Manoj Kohli is available on www.airtel.in.

As Managing Director & CEO (International), Manoj Kohli will be responsible for managing certain global functions like finance, regulatory etc. and the international operations of the Company presently in Africa, Sri Lanka and Bangladesh or such other functions as may be assigned to him by the Board from time to time. Manoj Kohli will be defining and delivering the business strategy and providing overall leadership for Airtel's International Operations. Key focus areas for Manoj Kohli would be enhancing market share and margins along with growth of alternate revenue streams including 3G, Data, Airtel Money and Value Added Services. Manoj Kohli will lead Airtel's International Operations towards strengthening its position as a benchmark in innovative practices, brand leadership, operational efficiency, customer experience and talent / leadership depth.

In terms of article 133 of the Articles of Association of the Company, Manoj Kohli will not be liable to retire by rotation during his term of office as Managing Director of the Company.

On the recommendation of the Nomination Committee and the HR Committee, the Board recommends appointment of Manoj Kohli as Managing Director for a period of five years effective February 01, 2013 on the following remuneration:

Fixed Pay (inclusive of salary, perquisites, allowance and other benefits) to be paid monthly:

Such sum as may be determined by the Board from time to time provided that the total fixed pay shall not exceed INR 7.50 crore per annum.

Variable Pay (Performance Linked Incentive) to be paid annually after the end of the financial year:

Such sum as may be determined by the Board from time to time provided that the total variable pay shall not exceed 60% of the annual fixed pay in any financial year.

In addition to the above, Manoj Kohli, Managing Director will be entitled to the following:

Employees Stock Options

Such number of options as may be granted to him under any ESOP Scheme of the Company for the time being in force.

Retirement / Other benefits

Gratuity, leave encashment and other benefits as per the applicable Company policy and rules.

The aggregate remuneration inclusive of fixed pay, variable pay, ESOPs and other benefits as stated above, payable to Manoj Kohli, as Managing Director shall not exceed the overall ceilings laid down in sections 198, 309 and other applicable provisions of the Companies Act, 1956 or any other law for the time being in force, if any and may be paid wholly or partially by the Company or any of its subsidiaries.

Manoj Kohli will 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.

Minimum remuneration

During any financial year, should the Company incur losses or its profits are inadequate, the Company shall, subject to the approval of the Central Government, pay to Manoj Kohli, the above remuneration by way of fixed pay and variable pay as minimum remuneration.

The remuneration proposed above is only an enabling one and sets out the maximum amount that can be paid to Manoj Kohli in any year during his tenure i.e. from February 01, 2013 to January 31, 2018 with the approval of the board of directors or a committee thereof.

The Board recommends the resolution as set out in Item No. 2 for approval of the shareholders as an ordinary resolution through postal ballot / e-voting. The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to section 302 of the Companies Act, 1956.

A copy of the appointment letter issued to Manoj Kohli, Managing Director 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. Thursday, March 28, 2013.

No Director of the Company except Manoj Kohli is concerned or interested in the proposed resolution.

Item No. 3 & 4

In terms of section 198, 260, 269, 309 of the Companies Act, 1956 and provisions of Articles of Association of the Company, Gopal Vittal has been appointed as an additional director and Joint Managing Director of the Company w.e.f. February 01, 2013.

Gopal Vittal, an alumnus of Madras Christian College, completed his MBA from IIM, Kolkata. He has a long and illustrious career spanning over 20 years with Hindustan Unilever. Gopal Vittal has been recognized as one of India's Hottest Young Executives by Business Today in 2006.

Gopal Vittal served as Director - Marketing & Communications at Bharti Airtel Limited from September 2006 to June, 2008 and rejoined the Company in April 2012 as Group Director - Special Projects. He spent the past year across Singtel Group in South Asia / Australia, Softbank and Silicon Valley understanding emerging trends in data and internet space.

A detailed profile of Gopal Vittal is available on www.airtel.in.

The board of directors in its meeting held on February 01, 2013 has appointed Gopal Vittal as Joint Managing Director. He has also been appointed as CEO (India) w.e.f. March 01, 2013. Consequently, w.e.f. March 01, 2013, Gopal Vittal will be designated Joint Managing Director and CEO (India) of Bharti Airtel Limited. As Joint Managing Director and CEO (India), Gopal Vittal will be responsible for managing the Indian operations including day to day affairs of Bharti Airtel Limited in India or such other roles and responsibilities as may be assigned to him by the Board from time to time. In his current role, he will be defining and delivering the business strategy and providing overall leadership for Airtel's India operations. Key focus areas for Gopal Vittal would be enhancing market share and margins along with growth of alternate revenue streams including 3G, Data, Airtel Money and Value Added Services. Gopal Vittal will lead Airtel India towards strengthening its position as a benchmark in innovative practices, brand leadership, operational efficiency, customer experience and talent / leadership depth.

In terms of article 133 of the Articles of Association of the Company, Gopal Vittal will not be liable to retire by rotation during his term of office as Joint Managing Director of the Company.

On the recommendation of the Nomination Committee and the HR Committee, the Board recommends the appointment of Gopal Vittal as Joint Managing Director for a period of five years effective February 01, 2013 on the following remuneration:

Fixed Pay (inclusive of salary, perquisites, allowance and other benefits) to be paid monthly:

Such sum as may be determined by the Board from time to time provided that the total fixed pay shall not exceed INR 6 crore per annum.

Variable Pay (Performance Linked Incentive) to be paid annually after the end of the financial year:

Such sum as may be determined by the Board from time to time provided that the total variable pay shall not exceed 60% of the annual fixed pay in any financial year.

In addition to the above, Gopal Vittal, Joint Managing Director will be entitled to the following:

Employees Stock Options

Such number of options as may be granted to him under any ESOP Scheme of the Company for the time being in force.

Retirement / Other benefits

Gratuity, leave encashment and other benefits as per the applicable Company policy and rules.

The aggregate remuneration inclusive of fixed pay, variable pay, ESOPs and other benefits as stated above, payable to Gopal Vittal, as Joint Managing Director shall not exceed the overall ceilings laid down in sections 198, 309 and other applicable provisions of the Companies Act, 1956 or any other law for the time being in force, if any and may be paid wholly or partially by the Company or any of its subsidiaries.

Gopal Vittal will 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.

Minimum remuneration

During any financial year, should the Company incur losses or its profits are inadequate, the Company shall, subject to the approval of the Central Government, pay to Gopal Vittal, the above remuneration by way of fixed pay and variable pay as minimum remuneration.

The remuneration proposed above is enabling one and sets out the maximum amount that can be paid to Gopal Vittal in any year during his tenure i.e. from February 01, 2013 to January 31, 2018 with the approval of the board of directors or a committee thereof.

The Board recommends the resolutions for approval of the shareholders through postal ballot / e-voting. The terms as set out in the resolutions and explanatory statement may be treated as an abstract of the terms of appointment pursuant to section 302 of the Companies Act, 1956.

A copy of the appointment letter issued to Gopal Vittal, Joint Managing Director 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. Thursday, March 28, 2013.

No director of the Company except Gopal Vittal is concerned or interested in the proposed resolution.

Registered Office:

Bharti Crescent,
1, Nelson Mandela Road,
Vasant Kunj, Phase II,
New Delhi - 110070, India.
Date: February 01, 2013

By order of the Board
For Bharti Airtel Limited

Sd/-
Mukesh Bhavnani
Group General Counsel and Company Secretary

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

(Annexure to the Notice dated February 01, 2013)

Information on directors seeking appointment / re-appointment through postal ballot / e-voting (pursuant to clause 49 of the listing agreement) as on the date of notice.

| Name of the Director | Sunil Bharti Mittal | Manoj Kumar Kohli | Gopal Vittal |
|--|--|--|--|
| DIN | 00042491 | 00162071 | 02291778 |
| Date of birth | October 23, 1957 | December 03, 1958 | June 18, 1966 |
| Qualifications | <ul style="list-style-type: none"> Graduate from Panjab University Alumnus of Harvard Business School, USA | <ul style="list-style-type: none"> B. Com from Shriram College of Commerce, University of Delhi, New Delhi MBA from FMS, Delhi University, New Delhi LL.B. from Delhi University, New Delhi "Executive Business Program" from Michigan Business School "Advanced Management Program" from Wharton 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 | General Management | General Management | General Management |
| Shareholding in Bharti Airtel Limited | Nil | 2,75,739 Shares | Nil |
| Directorships held in other public limited companies in India | <ul style="list-style-type: none"> Bharti Telecom Limited Bharti Ventures Limited | Nil | <ul style="list-style-type: none"> The Advertising Standards Council of India |
| Membership / Chairmanship of committees in public limited companies in India* | Nil | <ul style="list-style-type: none"> Bharti Airtel Limited - Audit Committee (Member) | Nil |

* Committees considered for the purpose are those prescribed under clause 49(C)(ii) of the listing agreement(s) viz. audit committee and shareholders / investors grievance committee.

bharti**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) including joint-holders if any
- (2) Registered address of the sole / first named shareholder
- (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 resolutions to be passed through postal ballot / e-voting for the business stated in the notice of the Company by sending my / our assent or dissent by placing tick (✓) mark at the appropriate box below:

| | Description | No. of Shares | I / we assent to the resolution (For) | I / we dissent to the resolution (Against) |
|-------|--|---------------|---------------------------------------|--|
| (i) | Ordinary resolution for appointment of Sunil Bharti Mittal as Executive Chairman of the Company w.e.f. February 01, 2013 | | | |
| (ii) | Ordinary resolution for appointment of Manoj Kohli as Managing Director of the Company for a period of 5 years w.e.f. February 01, 2013 | | | |
| (iii) | Special resolution for appointment of Gopal Vittal as Director of the Company, not liable to retire by rotation | | | |
| (iv) | Ordinary resolution for appointment of Gopal Vittal as Joint Managing Director of the Company for a period of 5 years w.e.f. February 01, 2013 | | | |

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 |
|---|---------|----------|
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Notes / Instructions:

1. Pursuant to the provisions of section 192A 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 resolutions contained in the Notice dated February 01, 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 appointed Sanjay Grover of Sanjay Grover & 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 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, whose names appear in the register of members as on **Friday, February 15, 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. **Monday, March 25, 2013** but not later than closing of business hours on **Tuesday, March 26, 2013**.
7. The Joint Managing Director 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 **Thursday, March 28, 2013** at 1.00 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 resolutions.
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.
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 **Monday, March 25, 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 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 are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
20. Shareholders 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 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 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":

| Details | |
|----------|---|
| 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 each resolution. 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 each of the headings 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. **Monday, March 25, 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 sanjaygrover7@gmail.com with a copy marked to 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.
23. E-voting period starts from **Saturday, February 23, 2013** and ends on **Monday, March 25, 2013**. The e-voting module will be disabled after the business hours i.e. 6.30 P.M. on **Monday, March 25, 2013** for voting by shareholders.