

Bharti Telecom Limited

CIN: U32039HR1985PLC032091

Regd. Office: Airtel Centre, Plot No. 16, Udyog Vihar, Phase-IV, Gurgaon, Haryana-122001

T.: +91-124-4222222, **Email ID:** compliance.officer@bharti.in, **Website:** www.bhartitelecom.in

Notice of the 38th Annual General Meeting

Notice is hereby given that the Thirty Eighth (38th) Annual General Meeting (AGM) of the members of Bharti Telecom Limited (hereinafter to be referred as “the **Company**”), will be held on Saturday, the 30th day of September, 2023 at 02:00 P.M. (IST) through video conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business(es):

Ordinary Business(es):

To consider and if thought fit, to pass the following resolutions with or without modification(s) as Ordinary Resolutions:

- 1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023 together with Reports of the Auditors thereon and Board of Directors**

“Resolved that the audited standalone financial statements of the Company for the financial year ended March 31, 2023, together with the reports of Board of Directors and Auditors thereon be and are hereby received, considered and adopted.

Resolved further that the audited consolidated financial statements of the Company for the financial year ended March 31, 2023, together with the report of Auditors thereon, be and are hereby received, considered and adopted.”

- 2. To re-appoint Ms. Chua Sock Kong (DIN: 00047851) as a Director liable to retire by rotation**

“Resolved that in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Chua Sock Kong (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:

- 3. To re-appoint Mr. Ravi Kumar Kaushal (DIN: 02814471) as an Independent Director**

To consider and if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution:

“Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and upon the recommendations of Nomination & Remuneration Committee and the Board of Directors (hereinafter referred to as the “Board”), Mr. Ravi Kumar Kaushal (DIN: 02814471), who was appointed as an Independent Director and who holds office up to January 25, 2024 and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and the rules made thereunder and SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from January 26, 2024 up to January 25, 2029.

Resolved further that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:

Airtel Centre, Plot No. 16,
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**By order of the Board
For Bharti Telecom Limited**

**Sd/-
Rohit Krishan Puri
Company Secretary
Membership No. A19779**

Place: New Delhi

Date: May 30, 2023

NOTES:

1. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 ('the Act'), read with the relevant rules made thereunder, setting out the material facts and reasons, in respect of Item No. 3 of this Notice of AGM ('Notice'), is annexed herewith.
2. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 10/2022 dated December 28, 2022, 20/2020 dated May 05, 2020 read with 14/ 2020 dated April 08, 2020 and 17/ 2020 dated April 13, 2020 (collectively referred to as '**MCA Circulars**') read with SEBI Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 05, 2023 ('SEBI Circular'), has permitted the holding of the AGM through Video Conferencing ('VC') / Other Audio Visual means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), SEBI Circular and MCA Circulars, the AGM of the Company is being held through Video Conferencing ('VC'). The deemed venue for this AGM shall be the Registered Office of the Company.
3. Since the AGM is being held through VC, physical attendance of the Members is not required in terms of MCA Circulars. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the AGM venue is also not required.
4. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through show of hands or by poll, as the case may be, for participation and voting during the AGM.

Body corporates are entitled to appoint authorized representative(s) to attend the AGM through VC and to cast their votes at the AGM. In this regard, the body corporates are required to send a certified copy of the Board Resolution / Authorization Letter / Power of Attorney authorizing their representative(s) to attend the meeting and vote on their behalf. The said resolution / letter / power of attorney shall be sent by the body corporate through its registered e-mail Id to the Company at compliance.officer@bharti.in.

5. The notice of the AGM for the financial year 2022-23 is also available on the website of the Company (www.bhartitelecom.in) in compliance with the MCA Circulars.

ELECTRONIC DISPATCH OF NOTICE OF AGM, ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT AND NOTICE OF AGM

6. In accordance with the MCA Circulars and SEBI Circular:

- a) The notice of AGM along with the Annual Report for the Financial Year 2022-23 is being sent to the Members, trustees of debenture holders and to all other persons so entitled in electronic mode only, whose email addresses has been registered with the Company / Depository Participants ('DPs') / Depository / KFin Technologies Limited ('KFIN'), Company's Registrar and Share Transfer Agent. Members are requested to verify / update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form and with KFIN, in case the shares are held in physical form.
- b) Those Members who have not yet registered their email addresses and consequently, have not received the notice and the Annual Report, are requested to get their email addresses and mobile numbers registered with KFIN at einward.ris@kfintech.com, by following the guidelines mentioned below.
 - i. Members holding shares in physical mode are hereby notified that pursuant to General Circular No.: SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37, dated March 16, 2023, all holders of physical shares can update/ register their contact details including the details of e-mail IDs by submitting the requisite Form ISR-1 along with the supporting documents with KFin.

ISR 1 Form can be downloaded at the following:
<https://ris.kfintech.com/clientservices/isc/default.aspx> Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>
 - ii. Members holding shares in dematerialized form are requested to register / update their e-mail addresses with their respective DPs.
7. The notice of AGM along with Annual Report will be sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on September 01, 2023.

PROCEDURE FOR JOINING THE AGM THROUGH VC

8. The Company is providing VC facility to its members for joining / participating at the AGM. Members may join the meeting through Desktops, Laptops, Smartphones, Tablets and iPads. Further, members are requested to use Internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
9. The weblink to attend the AGM through VC shall be sent separately. The VC facility will allow two-way teleconferencing or webex for the ease of participation of the

members and other participants.

10. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and will continue till the conclusion of the AGM. Large shareholders (Shareholders holding 2% or more shareholding), Promoters, Directors, Key Managerial Personnel, Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors are encouraged to attend the AGM.
11. The Chairman shall be appointed in accordance with the Section 104 of the Act read with the General Circular No. 14/2020, dated 08 April, 2020 and Articles of Association of the Company.
12. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company.
14. In case of any query relating to the procedure for attending AGM through VC or for any technical assistance, the members may call Mr. Rohit Krishan Puri, Company Secretary on +91 11 4666 6100 and e-mail at compliance.officer@bharti.in.

PROCEDURE FOR VOTING DURING THE AGM

15. Voting shall be conducted by show of hands, unless a demand for poll is made by any member in accordance with Section 109 of the Act.
16. During the AGM held through VC facility, where a poll is demanded on any item, the members shall cast their vote on the resolutions only by sending email(s) to compliance.officer@bharti.in through their email addresses which are registered with the Company. In case the counting of votes requires time, the said meeting may be adjourned for and resumed after 15 minutes to declare the result. The Chairman shall regulate the process of poll through email.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

17. Members or participants having any question on agenda item proposed in the notice of AGM are requested to send their queries at least one day prior to the date of AGM at compliance.officer@bharti.in, to enable the Company to collect the relevant information and redress the queries.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

18. All documents referred to in the notice will be available electronically for inspection

without any fee by the members from the date of circulation of this notice up to the date of AGM. Members seeking to inspect such documents can send an email to compliance.officer@bharti.in.

19. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and all the documents referred to in the Notice and explanatory statement will be available electronically for inspection by the members during the AGM.

OTHER INFORMATION:

20. Information regarding particulars of the Director to be re-appointed/appointed requiring disclosures in terms of Secretarial Standard 2 on 'General Meetings' issued by the Institute of Company Secretaries of India, is given in this notice. The directorships held by the Director considered for the purpose of disclosure do not include the directorships held in foreign companies.
21. Members, who hold equity shares in physical form are requested to address all correspondence concerning transmissions, sub-division, consolidation of shares, issuance of duplicate share certificate or any other share related matters and / or change in address, furnishing of details of their bank accounts or updation thereof to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Karvy Selenium Tower B, Plot number 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, India and Members, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.
22. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him / them shall vest in the event of his / their unfortunate death. Accordingly, the nomination form may be filed with the concerned Depository Participant in respect of dematerialized shares.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The members of the Company at the Thirty-Sixth (36th) Annual General Meeting of the Company held on Thursday, September 30, 2021, pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 (the Act) read with rules made thereunder, appointed Mr. Ravi Kumar Kaushal (DIN: 02814471) as an Independent Director of the Company, for a term of 3 consecutive years i.e. from January 26, 2021 to January 25, 2024 ("First Term"). Hence, Mr. Ravi Kumar Kaushal would be completing his First Term as an Independent Director of the Company on January 25, 2024.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his professional background, knowledge, acumen, expertise, experience and contributions made by him during his tenure, his continuance as an Independent Director would be beneficial to the Company. Accordingly, the Board of Directors of the Company recommends the re-appointment of Mr. Ravi Kumar Kaushal as an Independent Director, for a second term of 5 (five) consecutive years, not liable to retire by rotation, on the Board of the Company.

In the opinion of the Board, Mr. Ravi Kumar Kaushal fulfils the conditions specified in the Act, rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for appointment as Independent Director of the Company and is independent of management of the Company.

Brief profile of Mr. Ravi Kumar Kaushal is as follows:

Mr. Ravi Kaushal is a qualified chartered accountant from the Institute of Chartered Accountants of India and has over 34 years of rich varied experience in financial planning, direct taxes and liquidity management. He inspires the ability to innovate with new ideas and energise with a strong passion and entrepreneurial spirit. His keen eye for detail has aided in increasing willingness to learn and adapt to the environment and the stakeholders' evolving needs.

Mr. Ravi Kumar Kaushal has confirmed his eligibility and has given his consent to be appointed as an Independent Director of the Company. The Company has received declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Ravi Kumar Kaushal is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In terms of Regulation 25(8) of the SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director. In terms of Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Mr. Ravi Kumar Kaushal to be appointed as an Independent Director as per the provisions of the Act.

In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Act and rules made thereunder and SEBI Listing Regulations, it is proposed that Mr. Ravi Kumar Kaushal be re-appointed as an Independent Director for a second term of five consecutive years from January 26, 2024 upto January 25, 2029.

A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of his appointment as Independent Director is available for inspection at the Registered Office of the Company during any working day between 11.00 A.M. (IST) to 1.00 P.M. (IST) upto the date of AGM and is also available on the website of the Company viz. www.bhartitelecom.in. He shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof within the limits stipulated under the Act.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the SEBI Listing Regulations, re-appointment of Mr. Ravi Kumar Kaushal as an Independent Director requires approval of members of the Company by passing a special resolution.

The Board of the Directors believes that Mr. Ravi Kumar Kaushal brings value on account of his professional competence and accordingly, recommends the Special Resolution as set out at Item No. 3 of the Notice for approval by the members.

Save and except Mr. Ravi Kumar Kaushal and his relatives to the extent of their shareholding in the Company, if any, none of the Directors, Key Managerial Personnel and relatives thereof are concerned or interested either financially or otherwise in the proposed resolution as set out at Item No. 3 of the notice.

Information of Directors who are being appointed/ re-appointment or whose remuneration is being proposed at this AGM, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Companies Act, 2013 and Secretarial Standards-2, as on the date of Notice:

Name	Ms. Chua Sock Koong	Mr. Ravi Kumar Kaushal
Director Identification Number (DIN)	00047851	02814471
Date of Birth	September 14, 1957	March 26, 1956
Age (in Years)	65 years	67 years
Original date of appointment	February 27, 2003	January 26, 2021
Qualifications	<ul style="list-style-type: none"> ➤ 1st Class Honours Degree in Accountancy from the University of Singapore. ➤ Certified Public Accountant and, ➤ Chartered Financial Analyst 	<ul style="list-style-type: none"> ➤ Chartered Accountant (CA)
Experience and expertise in specific functional area	<ul style="list-style-type: none"> ➤ Strategic Leadership and Management experience ➤ Technology ➤ Industry and sector experience ➤ Financial and Risk Management ➤ Governance ➤ Global Business/ International expertise ➤ Sustainability and ESG 	<ul style="list-style-type: none"> ➤ Rich and vast experience in the field of financial planning, direct taxes and liquidity management.
Terms and conditions of appointment/re-appointment and remuneration	As per the Nomination and Remuneration Policy	As per the Nomination and Remuneration Policy
Remuneration last drawn	Nil	Please refer report on Corporate Governance
No. of Board Meetings attended during the year	9 out of 9 (i.e. 100% attendance)	9 out of 9 (i.e. 100% attendance)
Shareholding in Bharti Telecom Limited	Nil	Nil
Shareholding in Bharti Telecom Limited as beneficial owner	Nil	Nil
Relationship with other Directors, Managers and	None	None

Other Key Managerial Personnel		
Directorships held in other Indian companies as on date	1. Bharti Airtel Limited	1. Bharti Realty Limited 2. Wireless Broadband Business Services (Haryana) Private Limited 3. Vinta Realty Limited 4. Wireless Broadband Business Services (Kerala) Private Limited 5. Populus Realty Limited 6. Pamir Developers Limited 7. Wireless Broadband Business Services (Delhi) Private Limited 8. Bharti Realty Holdings Limited 9. Alborz Developers Limited 10. Indo Teleports Limited 11. Zagros Developers Limited
Membership/Chairmanship of committees in Indian companies	Bharti Telecom Limited ➤ Nomination and Remuneration Committee-Member	Bharti Telecom Limited ➤ Audit Committee-Member ➤ Nomination and Remuneration Committee - Member ➤ Corporate Social Responsibility Committee - Member ➤ Risk Management Committee-Chairman
Equity listed entities from which the person has resigned as Director in past three years	None	None