



February 25, 2021

National Stock Exchange of India Limited

Exchange Plaza, C-1 Block G
Bandra Kurla Complex, Bandra (E),
Mumbai-400051, India

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001, India

Ref: Bharti Airtel Limited (BHARTIARTL /532454)

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') – Notice of Extraordinary General Meeting of members

Dear Sir/ Ma'am,

In furtherance to our communication dt. February 17, 2021 and pursuant to Regulation 29, 30 and 44 of the Listing Regulations, we wish to inform you that the **Extraordinary General Meeting** ('EGM') of the Company will be held **on Friday, March 19, 2021 at 03:30 p.m. (IST)** through Video Conferencing / Other Audio Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India ('MCA and SEBI Circulars'), to seek the approval of the members on the proposal of '**Issuance of equity shares of the Company on preferential basis**' through Special Resolution.

In accordance with the relevant provisions of the Companies Act, 2013, MCA and SEBI Circulars and the Listing Regulations, the Notice of EGM dated February 17, 2021 together with explanatory statement thereto ('Notice') have been sent **only by email** to all the members who have registered their email addresses with the Company or depository(ies) / depository participants and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on Friday, February 19, 2021.

The members, whose email addresses are not registered, are requested to register the same by following the detailed procedure prescribed in the Notice. The advertisement published by the Company in this regard on February 23, 2021 for the benefit of members and as a good corporate governance measure, is also enclosed.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The e-voting shall commence on **Monday, March 15, 2021 at 9:00 A.M. (IST) and end on Thursday, March 18, 2021 at 5.00 P.M. (IST)**. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on **Friday, March 12, 2021**.

The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.

The copy of the said Notice is being uploaded on the website of the Company i.e. www.airtel.com.

Please take the above information on record.

Thanking you,
Sincerely Yours,

For Bharti Airtel Limited

Rohit Krishan Puri

Dy. Company Secretary & Compliance Officer



Encl: as above

Bharti Airtel Limited

(a Bharti Enterprise)

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

T.: +91-11-4666 6100, F.: +91-11-4166 6137, Email id: compliance.officer@bharti.in, Website: www.airtel.com

CIN: L74899DL1995PLC070609



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 46666100, **Fax:** +91 11 41666137

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

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of Bharti Airtel Limited ('the Company') will be held on Friday, March 19, 2021 at 03:30 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business as Special Business:

Special Business

Issuance of equity shares of the Company on preferential basis:

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

"Resolved that pursuant to the provisions of Section 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and others rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (hereinafter referred to as the 'Act'), in accordance with the provisions of the Memorandum and Articles of Association of Bharti Airtel Limited ('the Company'), the regulations issued by the Securities and Exchange Board of India ('SEBI'), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the 'Listing Regulations'), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations'), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ("FEMA"), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("FDI Policy") and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the BSE Limited, the National Stock Exchange of India Limited (collectively the 'Stock Exchanges'), any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India and subject to such other

approvals, permissions, sanctions and consents, as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and in terms of the investment agreement executed amongst the Company, Lion Meadow Investment Ltd ('LMIL') and Bharti Telemedia Limited ('Telemedia') on 17 February, 2021 (the 'Definitive Agreement'), the approval of the members be and is hereby accorded to the Company to create, offer, issue and allot up to 36,469,913 (Thirty Six Million Four Hundred Sixty Nine Thousand Nine Hundred and Thirteen) equity shares of the face value of Rs. 5 (Rupees Five) each fully paid up, on a preferential basis to LMIL, (a company, established under the laws of Mauritius having its principal office at C/o Warburg Pincus Asia Limited, 8th Floor, Newton Tower, Sir William Newton Street, Port Louis, Mauritius and having PAN AADCL4373M), as partial consideration other than in cash (against the total consideration, of which balance to be paid in cash), for the sale of 102,040,000 (One Hundred Two Million Forty Thousand) equity shares of Rs. 10 (Rupees Ten) each fully paid up of Telemedia (the 'Sale Shares') held by LMIL to the Company (i.e. a sale of shares of Telemedia against issuance of equity shares of the Company) at a price of Rs. 600 (Rupees Six Hundred) per equity share of the face value of Rs. 5 (Rupees Five) each fully paid up of the Company (i.e. including a premium of Rs. 595 per equity share), being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI (ICDR) Regulations.

Resolved further that the equity shares of the Company being offered, issued and allotted to LMIL by way of a preferential issue / allotment shall, inter-alia, be subject to the following:

- i. The equity shares shall be issued and allotted by the Company to LMIL in de-materialized form within the time agreed in the Definitive Agreement and in any case not exceeding the time prescribed under the applicable laws;
- ii. The equity shares to be offered, issued and allotted shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights, if any;

- iii. The "Relevant Date" for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said equity shares is Wednesday, February 17, 2021 being 30 (Thirty) days prior to the date of this Extraordinary General Meeting;
- iv. The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations;
- v. The equity shares so offered, issued and allotted will be listed on BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be; and
- vi. The equity shares so offered, issued and allotted to LMIL, shall be issued by the Company, for consideration other than cash, in partial discharge of its obligation towards LMIL against the sale of the Sale Shares by LMIL to the Company, in terms of the Definitive Agreement. No cash consideration will be paid by LMIL for the issuance of abovementioned equity shares by the Company and the same shall be issued for consideration other than cash, as aforesaid.

Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things

as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the number of equity shares to be allotted to LMIL, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, making applications to the stock exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company.

Resolved further that the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard."

Registered Office:

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

Place: New Delhi
Date: February 17, 2021

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

Pankaj Tewari
Company Secretary
Membership No. A15106
Address: Bharti Airtel Limited
Bharti Crescent, 1, Nelson Mandela Road,
Vasant Kunj, Phase II, New Delhi - 110 070

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 (collectively referred to as 'MCA Circulars') has permitted the holding of the EGM through Video Conferencing ('VC') / Other Audio Visual means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the EGM of the Company is being held through Video Conferencing ('VC'). The deemed venue for the EGM shall be the Registered Office of the Company.
2. An Explanatory Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 ("Act") read with the relevant rules made thereunder, setting out the material facts and reasons in respect of Item provided in the Notice of EGM ('Notice'), is annexed and forms part of this Notice.
3. The Company has appointed KFin Technologies Private Limited (KFIN), Registrar and Transfer Agent of the Company, to provide the VC facility for conducting the EGM and for voting through remote e-voting or through e-voting at the EGM. The procedure for participating in the meeting through VC/ OAVM is explained in this notes and is also available on the website of the Company at www.airtel.com.
4. Since the EGM is being held through VC, physical attendance of the Members has been dispensed with. 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.

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 remote e-voting or for participation and voting at the EGM through e-voting facility.

Body corporates are entitled to appoint authorized representative(s) to attend the EGM through VC and to cast their votes through remote e-voting/ e-voting at the EGM. In this regard, the body corporates are required to send a latest certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorising their representative(s) to attend the meeting and vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by the body corporate through its registered e-mail id to the Scrutinizer by email through its registered email address to contact@cssanjaygrover.in with a copy marked to einward.ris@kfintech.com (KFIN's id).
5. Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Members attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In accordance with the MCA Circulars read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (the 'SEBI Circulars'):
 - a) Notice of the EGM 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. 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, are requested to get their email addresses and mobile numbers registered with KFIN, by following the guidelines mentioned below.

Guidelines to register email address:

- (i) Visit the link https://ris.kfintech.com/email_registration.
- (ii) Select the company name i.e. Bharti Airtel Limited.
- (iii) Enter DPID-CLIENT ID (in case shares are held in electronic form)/ Physical Folio No. (in case shares are held in physical form) and PAN.
- (iv) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating the records.
- (v) In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- (vi) Enter the email address and Mobile No.
- (vii) System will check the authenticity of DPID-CLID/ Physical Folio No. and PAN/Certificate No., as the case may be, and will send the OTPs at the registered Mobile No. as well as email address for validation.
- (viii) Enter the OTPs received by SMS and email to complete the validation process. Please note that the OTPs will be valid for 5 minutes only.
- (ix) The Company through KFIN will send the Notice and the e-voting instructions along with the User ID and Password to the email address given by you.
- (x) Alternatively, Members may send an e-mail request addressed to einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the

first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy (in case shares are held in electronic form) or copy of the share certificate (in case shares are held in physical form) to enable KFIN to register their e-mail address and to provide them the Notice and the e-voting instructions along with the User ID and Password.

- (xi) Kindly note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of Notice and the e-voting instructions along with the User ID and Password. Such Members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
- (xii) In case of queries, Members are requested to write to einward.ris@kfintech.com or call at the toll free number 1800 345 4001.
8. The notice of EGM is being sent to those members/beneficial owners whose name appeared in the register of members/ list of beneficiaries received from the depositories as on Friday, February 19, 2021.
 9. The Notice of the EGM will be available on the website of the Company (www.airtel.com), on the website of KFIN <https://evoting.kfintech.com> and on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), in compliance with the MCA Circulars
 10. The Facility of joining the EGM through VC/ OAVM will be made available to at least 1,000 members on first come first served basis as per MCA circular. The Members (holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors are encouraged to attend the EGM.
 11. The Board of Directors has appointed Mr. Devesh Kumar Vasisht (FCS-8488; C.P. No. 13700), Partner, of M/s. Sanjay Grover & Associates, Company Secretaries, and failing him, Ms. Priyanka (FCS-F10898, C.P. NO.: 16187), Partner, of M/s. Sanjay Grover & Associates, Company Secretaries, as the Scrutinizer to scrutinize the e-voting during the EGM 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 the said purpose.
 12. The Scrutinizer, after scrutinizing the voting through e-voting / remote e-voting at EGM and through remote e-voting shall, within Forty Eight (48) Hours from conclusion of the EGM, make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person authorised by him. The Chairman or the authorized person shall declare the results. The results declared shall be available on the website of the Company (www.airtel.com) and on the website of KFIN (<https://evoting.kfintech.com>) and shall also be displayed on the notice board at the registered and corporate office

of the Company. The results shall simultaneously be communicated to the Stock Exchanges. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favour of the resolutions.

PROCEDURE FOR JOINING THE EGM THROUGH VC/ OAVM

13. The Company is providing VC/OAVM facility to its members for joining/participating at the EGM. 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.
14. Members are requested to follow the procedure given below to attend the EGM through VC / OAVM or view the live webcast:
 - (i) Launch internet browser (latest version of Chrome/ Firefox/Safari/ Internet Explorer 11 or MS Edge) by typing the URL: <https://emeetings.kfintech.com>.
 - (ii) Enter the login credentials (i.e., User ID and password for e-voting).
 - (iii) After logging in, click on "Video Conference" option.
 - (iv) Then click on camera icon appearing against EGM event of Bharti Airtel Limited to attend the EGM.
15. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions.
16. The facility for joining the EGM shall open 15 minutes before the time scheduled for EGM and will continue till the conclusion of the EGM. Large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors are encouraged to attend the EGM.
17. To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration. Members who would like to express their views or ask questions during the EGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The facility of 'Speaker Registration' will open from Monday, March 15, 2021 and will end on Tuesday, March 16, 2021. Only those members who are registered will be allowed to express their views or ask questions.
18. Members can submit their questions in advance to be placed at the EGM by sending an e-mail to the Company

at compliance.officer@bharti.in and marking a copy to evoting@kfintech.com mentioning their name, DP ID-Client ID / Folio number on or before Tuesday, March 16, 2021 or they can post their questions from Monday, March 15, 2021 to Tuesday, March 16, 2021 by logging on to <https://emeetings.kfintech.com/>. They can also upload their video by registering themselves as speaker by accessing the facility provided at <https://emeetings.kfintech.com> -> speaker registration. The maximum time limit of the video should be three minutes. At the EGM, such questions will be replied by the Company suitably. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time, for smooth conduct of the EGM.

19. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
20. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company.
21. In case of any query relating to the procedure for attending EGM through VC/ OAVM or for any technical assistance, Members may call on toll free no.: 1800 345 4001 or send an e-mail at einward.ris@kfintech.com.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE EGM

22. 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 remote e-voting to its Members in respect of the business to be transacted at the EGM.
23. The Members attending the EGM who have not cast their vote by remote e-voting shall be entitled to vote at EGM through e-voting system. Facility to cast vote at the EGM will be made available on the Video Conferencing screen and will remain active throughout the Meeting.
24. The members can opt for only one mode of voting i.e. remote e-voting or e-voting at the EGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting at EGM will not be considered. The members who have cast their vote by remote e-voting may also attend the EGM.
25. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
26. 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 EGM.
27. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting:

From 9:00 a.m. (IST) on Monday, March 15, 2021

End of remote e-voting:

Upto 5:00 p.m. (IST) on Thursday, March 18, 2021

28. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFIN upon expiry of aforesaid period.
29. The voting rights of Members for remote e-voting and for e-voting at EGM shall be in proportion to the paid up value of their shares in the equity share capital of the Company as at close of business hours on **Friday, March 12, 2021 ('cut-off date')**.
30. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting / e-voting at EGM. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only.
31. Any person who becomes Member of the Company after dispatch of the Notice of EGM and holds shares as on the cut-off date may obtain the User ID and password in the manner as mentioned below:
 - a) If the mobile number of the Member is registered against Folio No./ DPID Client ID, the Member may send SMS: MYEPWD E-Voting Event Number + Folio no. or DPID Client ID to +91-9212993399 Example for NSDL: MYEPWDIN12345612345678 Example for CDSL: MYEPWD1402345612345678 Example for Physical: MYEPWD XXXX1234567890.
 - b) If e-mail address or mobile number of the Member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
 - c) Member may Call KFIN's Toll free number 1-800-3454-001.
 - d) Member may send an e-mail request to evoting@kfintech.com
 - e) If the Member is already registered with KFIN for e-voting, he can use his existing User ID and Password for casting the vote through remote e-voting.
 - f) The members who will be present in attending the EGM through VC / OAVM and have not already cast their vote(s) through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.
32. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till the resolution proposed in the Notice is considered and voted upon at the Meeting and may be used for voting only by

the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING

33. In case a member receives an e-mail from the Company /KFinTech [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:

- a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- b) Enter the login credentials (User ID and password given in the e-mail). The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use the existing password for logging in. If required, please visit <https://evoting.kfintech.com> or contact toll-free numbers 040-67162222 / 1800-345-4001 (from 9:00 a.m. to 6:00 p.m.) for your existing password.
- 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 upon logging in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, 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 that you 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 as on the cutoff date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
- h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- i) 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".

- j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- l) Once you confirm, you will not be allowed to modify your vote.

34. In case of a member whose e-mail address is not registered / updated with the Company / KFIN / Depository Participant(s), please follow the following steps to generate your login credentials:

- a) Members holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to register / update the same by clicking on https://ris.kfintech.com/email_registration/ or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at compliance.officer@bharti.in or to KFIN at Einward.ris@kfintech.com.
- b) Members holding shares in dematerialised mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register / update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.
- c) After due verification, the Company / KFIN will forward your login credentials to your registered email address.

In case of any query pertaining to e-voting, please visit Help & FAQs section available at KFIN website (<https://evoting.kfintech.com/public/Faq.aspx>). In case of any other queries/grievances connected to remote e-voting or shares, you may contact Mr. Raj Kumar Kale, an official of KFIN, at telephone number: 040-67162222 or the toll free number 1800-345-4001 or at email: evoting@kfintech.com.

35. PROCEDURE FOR INSPECTION OF DOCUMENTS: All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM i.e. Friday, March 19, 2021. Members seeking to inspect such documents can send an email to compliance.officer@bharti.in.

36. OTHER INFORMATION:

- ≡ As per Regulation 40 of Listing Regulations, 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 KFIN for assistance in this regard.

- ≡ Members who are holding shares in physical form are requested to address all correspondence concerning registration of transmissions, sub-division, consolidation of shares or any other share related matters and/ or change in address or updation thereof to KFIN. 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.
- ≡ Non-resident Indian shareholders are requested to inform about the following to the Company or KFIN or the concerned DP, as the case may be, immediately of:
 - a. The change in the residential status on return to India for permanent settlement;
 - b. The particulars of the NRE Account with a Bank in India, if not furnished earlier.

- ≡ Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in the prescribed Form duly filled in to KFIN. The Nomination Form in the prescribed format is available on the website of the Company at www.airtel.com. Members interested in obtaining a copy of the Nomination Form may write to the Company Secretary at the Company's registered office.
- ≡ Securities and Exchange Board of India has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to KFIN.
- ≡ Members who are holding shares in physical form in identical names in more than one folio are requested to write to KFIN enclosing their share certificates to consolidate their holding into one folio.

Registered Office:

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

Place: New Delhi

Date: February 17, 2021

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

Pankaj Tewari
Company Secretary
Membership No. A15106
Address: Bharti Airtel Limited
Bharti Crescent, 1, Nelson Mandela Road,
Vasant Kunj, Phase II, New Delhi - 110 070

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

The Company presently holds 80% equity shareholding in Bharti Telemedia Limited ("Telemedia") viz. 51% directly and 29% through Nettle Infrastructure Investments Limited, a wholly owned subsidiary of the Company. With a view to consolidating the Company's shareholding in Telemedia, the Board of Directors of the Company in its meeting held on February 17, 2021 approved the proposal to acquire 102,040,000 (One Hundred Two Million Forty Thousand) equity shares of Rs. 10 (Rupees Ten) each fully paid up of Telemedia (the 'Sale Shares') from its existing shareholder viz. Lion Meadow Investment Ltd, Mauritius, an affiliate of Warburg Pincus LLC ('LMIL') representing 20% of the equity share capital of Telemedia for a total consideration of approx. Rs. 31,260 million which shall be discharged through a combination of (i) issuance of equity shares of the Company; and (ii) cash consideration. This will enable the Company to consolidate its shareholding and have full ownership of its subsidiary Telemedia, which is of vital importance in the prevalent market conditions. Further, the proposed acquisition of Telemedia shares is part of Company's strategy to align the shareholding of its customer facing products, services and businesses which will provide structural flexibility and ease of implementation. A full control and ownership over Telemedia will allow the Company to offer differentiated and converged solutions to customers so as to promote "One Home" strategy. Also, the Company has maintained a close and strategic partnership with LMIL across its business verticals and geographies and it will be in the best interest of the Company if LMIL becomes shareholder in Company's exciting journey ahead, including in its digital businesses.

In this regard, an investment agreement has been executed amongst the Company, LMIL and Telemedia on February 17, 2021 ("Definitive Agreement"), the salient features of the transaction are enumerated as under:

Share Issuance Transaction:

- ≡ The Company proposes to issue up to 36,469,913 (Thirty Six Million Four Hundred Sixty Nine Thousand Nine Hundred and Thirteen) equity shares of the face value of Rs. 5 (Rupees Five) each fully paid up constituting approx. 0.668% (Zero Point Six Six Eight Percent) of the existing issued and paid up share capital of the Company, free from all encumbrances, in partial consideration to LMIL against the sale of Sale Shares by LMIL to the Company, constituting 20% (Twenty Percent) of the issued and paid up share capital of Telemedia ("Share Issuance Transaction"). The issuance of shares by the Company and sale of Sale Shares by LMIL to the Company shall be completed on the same date ("Closing Date").
- ≡ The value of the shares of the Company for the purposes of the Share Issuance Transaction has been determined as per applicable laws, including but not limited to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"). The shares of Telemedia have been valued by (i) SEBI registered category I Merchant Banker; and (ii) an independent registered valuer. Accordingly, for the proposed issuance, the Company and LMIL have mutually agreed the value

of the shares of the Company at Rs. 600 (Rupees Six Hundred) per share, (i.e. at a premium of approx. 0.5% over the price determined as per SEBI ICDR Regulations for preferential issue) and Telemedia at Rs. 306.35 (Rupees Three Hundred Six Point Three Five only) per share.

Cash Transaction:

- ≡ The balance consideration amounting to Rs. 9,377,977,500 (Rupees Nine Thousand Three Hundred Seventy Seven Million Nine Hundred Seventy Seven Thousand and Five Hundred) shall be paid in cash by the Company, against the sale of Sale Shares by LMIL to the Company, on the Closing Date. Further, there shall be certain mutually agreed minor pricing adjustments (not exceeding Rs. 1000 Million) which will be paid based on the audited financial statements of Telemedia for the current financial year ending on March 31, 2021. The total consideration including agreed adjusted consideration shall not exceed the price determined by independent valuer.

The transaction, as set out above, shall be subject to deduction of withholding taxes, if any, as per the applicable Income Tax Laws, however, the deduction of Withholding Tax Amount on (i) Share Issuance Transaction; and (ii) Cash Transaction, shall be adjusted against the Cash Transaction.

The disclosures as required in accordance with the provisions of the Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable Regulations/ laws in relation thereto are as under:

1. Objects of the preferential issue:

The Company has signed the Definitive Agreement to purchase 102,040,000 (One Hundred Two Million Forty Thousand) equity shares of Rs. 10 (Rupees Ten) each fully paid up of Telemedia as detailed above. The Purchase consideration to LMIL will be settled through a combination of (i) Share Issuance transaction; and (ii) Cash transaction, as mentioned in the resolution and explanatory statement herein, subject to necessary approvals.

2. Number of shares, kind of securities and pricing of preferential issue:

The Company proposes to issue up to 36,469,913 (Thirty Six Million Four Hundred Sixty Nine Thousand Nine Hundred and Thirteen) equity shares of the face value of Rs. 5 (Rupees Five) each fully paid up of the Company at Rs. 600 (Rupees Six Hundred) each including a premium of Rs. 595 (Rupees Five Hundred Ninety Five) per share to LMIL. Please refer to Para 4 below for the basis for calculating the price for the preferential issue.

3. Relevant Date:

The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price for equity shares to be issued is fixed as Wednesday, February 17, 2021 i.e. 30 (Thirty) days prior to the date of this Extraordinary General Meeting.

4. Basis on which the price has been arrived at:

The equity shares of Company are listed and frequently traded on the BSE Limited and the National Stock Exchange of India Limited in accordance with SEBI (ICDR) Regulations. For the purpose of computation of the issue price per equity share, National Stock Exchange of India Limited is the Stock Exchange that has higher trading volume during the preceding 26 (Twenty six) weeks prior to the Relevant Date has been considered.

In terms of Regulation 164 of the SEBI (ICDR) Regulations the price at which equity shares shall be allotted shall not be less than higher of the following:

- the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; or

- the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

The floor price as computed under Regulation 164 of SEBI (ICDR) Regulations is Rs. 597 (Rupees Five Hundred Ninety Seven). Accordingly, the price per equity share, to be issued, is fixed at Rs. 600 (Rupees Six Hundred), being not less than the price computed under the aforesaid Regulation 164.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 26 (Twenty-Six) weeks prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

5. Shareholding pattern of the Company before and after the issue:

The Shareholding pattern giving the present position considering full allotment of shares issued on the preferential basis, as per the aforesaid resolution, is given below:

Name of the Shareholder	Pre-preferential issue Shareholding		Preferential Issue	Post-Issue Shareholding	
	No. of Shares held	% of Shares	No. of Shares	No. of Shares held	% of Shares
A) Promoters' Shareholding					
Promoter & Promoter Group					
(1) Indian					
(a) Individuals/HUF	-	-	-	-	-
(b) Central Govt./State Govt.	-	-	-	-	-
(c) Bodies Corporate	1,966,236,438	36.04	-	1,966,236,438	35.80
(d) Financial Institutions/ Banks	-	-	-	-	-
(e) Any other (Specify)	-	-	-	-	-
Subtotal (A) (1)	1,966,236,438	36.04	-	1,966,236,438	35.80
(2) Foreign					
(a) Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-
(b) Bodies Corporate	1,101,344,767	20.19	-	1,101,344,767	20.05
(c) Institutions	-	-	-	-	-
(d) Any other (Specify)	-	-	-	-	-
Subtotal (A) (2)	1,101,344,767	20.19	-	1,101,344,767	20.05
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	3,067,581,205	56.23	-	3,067,581,205	55.86
B) Public Shareholding					
(1) Institutions					
(a) Mutual Funds/UTI	761,165,299	13.95	-	761,165,299	13.86
(b) Financial Institutions/Banks	2,085,497	0.04	-	2,085,497	0.04
(c) Central Govt./State Govt.	-	-	-	-	-
(d) Venture Capital Funds	-	-	-	-	-
(e) Insurance Companies	316,023,120	5.79	-	316,023,120	5.75
(f) Foreign Institutional Investors/ Foreign Portfolio Investors	968,364,602	17.75	-	968,364,602	17.63
(g) Foreign Venture Capital Investors	-	-	-	-	-
(h) Alternate Investment Fund	17,962,241	0.33	-	17,962,241	0.33
(i) Any others - Foreign Body Corporate	90,870,014	1.67	-	90,870,014	1.65
Subtotal (B) (1)	2,156,470,773	39.53	-	2,156,470,773	39.27

Name of the Shareholder	Pre-preferential issue Shareholding		Preferential Issue	Post-Issue Shareholding	
	No. of Shares held	% of Shares	No. of Shares	No. of Shares held	% of Shares
2 Non Institutions					
(a) Bodies Corporate	-	-	-	-	-
(b) Individuals	-	-	-	-	-
(i) Individual shareholders holding nominal share capital up to Rs. 2 Lakh	87,179,538	1.60	-	87,179,538	1.59
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	20,627,294	0.38	-	20,627,294	0.38
(c) NBFC Registered with RBI	111,000	0.00	-	111,000	0.00
(d) Others	120,221,632	2.20	36,469,913	156,691,545	2.85
Subtotal (B) (2)	228,139,464	4.18	36,469,913	264,609,377	4.82
Total Public Shareholding (B)= (B)(1)+ (B)(2)	2,384,610,237	43.71	36,469,913	2,421,080,150	44.08
c) Non- Promoter – Non Public Shareholder					
1. Custodian/DR Holder - Name of DR Holders (If Available)	-	-	-	-	-
2. Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	3,365,913	0.06	-	3,365,913	0.06
Total Non-Promoter – Non Public Shareholding (C)= (C)(1)+ (C)(2)	3,365,913	0.06	-	3,365,913	0.06
Total (A+B+C)	5,455,557,355	100.00	36,469,913	5,492,027,268	100.00

Notes:

- The pre-issue shareholding pattern is as on December 31, 2020.
- The post issue paid-up capital of the Company is subject to alterations on account of conversion of US \$ 1,000 Million, 1.50% Foreign Currency Convertible Bonds due 2025, issued by the Company as per the terms and conditions of the issue. The initial conversion ratio and initial conversion price are subject to certain adjustments and accordingly may affect the total diluted share capital.

6. Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:

None of the Promoters, Directors or Key Managerial Personnel of the Company, intend to subscribe to any equity shares pursuant to this preferential issue.

7. Proposed time within which the preferential issue shall be completed:

As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of the equity shares as agreed in the Definitive Agreement and in any case not exceeding the time prescribed under the applicable laws.

8. Principal terms of assets charged as securities:

Not applicable.

9. Undertaking:

None of the Company, its Directors or Promoter have been declared as willful defaulter as defined under the SEBI (ICDR) Regulations. None of its Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

10. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the current financial year 2020-21.

12. Valuation and justification for the allotment proposed to be made for consideration other than cash:

As stated earlier in this explanatory statement, the partial payment of the total purchase consideration for the Share Issuance Transaction shall be discharged by sale of the Sale Shares by LMIL to the Company i.e. for consideration other than cash. The value of the Sale Shares is based on the independent valuation report dated February 16, 2021 received from M/s SPA Capital Advisors Limited, a SEBI registered category I Merchant Banker, in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations.

13. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari passu with the existing equity

shares of the Company in all respects, including dividend and voting rights.

14. Auditors' Certificate:

The Statutory Auditor's certificate from Deloitte Haskins & Sells, Chartered Accountants, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, will be made available for inspection at the meeting as well as the Registered & Corporate Office of the Company between 10:00 a.m. and 1:00 p.m., on all working days (excluding Saturdays and Sundays) up to the date of the meeting.

15. Other Disclosures:

LMIL, the proposed allottee, has not sold any equity shares of the Company during the six months preceding the Relevant Date.

16. Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:

Name of the Proposed Allottee	Category	Ultimate Beneficial Owners (including natural persons)	Percentage of post-preferential capital to be held	Change in control
Lion Meadow Investment Ltd	Foreign Body Corporate	Mr. Charles Kaye*	0.664%	There will be no change in the control of the Company consequent to the said issue.

*There is no natural person who, whether acting alone or together, or through one or more juridical person, has ownership of or entitlement to more than 25% of shares or capital or profits of Lion Meadow Investment Ltd, or exercises control through other means except as given below:

The governance and decision making with respect to the shares held by the shareholders of Lion Meadow Investment Ltd is controlled by an entity, which in turn, is controlled by Mr. Charles Kaye.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI (ICDR) Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential / private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

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 in the Company, if any.

The Board, accordingly, recommends passing of the Special Resolution as set out in this Notice, for the approval of the members.



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 46666100, **Fax:** +91 11 41666137

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

ECS MANDATE FORM

[APPLICABLE FOR SHARES HELD IN PHYSICAL FORM ONLY]

To
KFin Technologies 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



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 46666100, **Fax:** +91 11 41666137

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

E-Mail Registration Form

[APPLICABLE FOR SHARES HELD IN PHYSICAL FORM ONLY]

To
KFin Technologies 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

TOP STORIES

bharti

**BHARTI AIRTEL LIMITED**

CIN: L74899DL1995PLC070809

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

Tel.: +91-11-4886 6100; Fax.: +91-11-4186 6137

Email id: compliance.officer@bharti.in, Website: www.airtel.com**INFORMATION REGARDING EXTRAORDINARY GENERAL MEETING**

In compliance with the applicable provisions of Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 38/2020 dated December 31, 2020 issued by Ministry of Corporate Affairs ("MCA Circulars"), the Extraordinary General Meeting ("EGM") of the Company will be held on Friday, March 19, 2021 at 03:30 P.M. (IST) through Video Conferencing ("VC"/ Other Audio Visual Means ("OAVM") to transact the businesses that will be set forth in the Notice of EGM ("Notice").

In accordance with the MCA Circulars, the Notice will be sent only through electronic mode to those members whose e-mail ids are registered with the Company/ Depository Participants (DPs). The Notice will also be available on the website of the Company at www.airtel.com, on the website of KFin Technologies Private Limited ("KFIN"), Company's RTA, at <https://evoting.karvy.com/> and on the websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. Further, members can join and participate in the EGM through VC/ OAVM facility only. The instructions for joining and manner of participation in the EGM will be provided in the Notice. Members attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

Members holding shares in physical form who have not yet registered their e-mail addresses with the Company are requested to register the same by following the procedure specified in the Notice i.e. either by registering through the link https://ris.kfintech.com/email_registration/ or by writing to KFin Technologies Private Limited, Company's RTA, at einward.ris@kfintech.com along with the following documents:

- scanned copy of signed request letter mentioning their name and address;
- scanned copy of the share certificate (front and back);
- self-attested scanned copy of PAN card; and
- self-attested scanned copy of any document (viz. Aadhar card, Driving License, Passport) in support of their address.

Members holding shares in dematerialized form are requested to register/ update their e-mail addresses with their relevant DPs. For the limited purpose of receiving the Notice, they may also temporarily register their e-mail addresses by following the procedure specified in the Notice i.e. by registering through the link https://ris.kfintech.com/email_registration/

The Company will provide remote e-voting facility to all its members to cast their votes on the resolutions set forth in the Notice. Additionally, the Company will also provide the facility of voting through e-voting system during the EGM. The detailed procedure for casting votes through remote e-voting/ e-voting at the EGM shall be provided in the Notice.

This advertisement is being issued for the information and benefit of all the members of the Company in compliance with the MCA Circulars.

For Bharti Airtel Limited
Sd/-Pankaj Tewari
Company SecretaryPlace : New Delhi
Date : February 23, 2021

bharti

भारती एयरटेल लिमिटेड

CIN: L74899DL1095PLC070609

पंजी, कार्यालय: भारतीय क्रिकेट, 1, नेल्सन मंडेला रोड,
 वसंत कुंज, फेस-11, नई दिल्ली-110 070

दूरभाष: 91-11-4888 8100; फैक्स: 91-11-4168 8137

ईमेल: compliance.officer@bharti.in वेबसाइट: www.airtel.com

अतिविशिष्ट आम बैठक की सूचना के बारे में

कंपनी अधिनियम, 2013 के लागू प्रावधानों, उसको अंतर्गत बने नियमों और भारतीय प्रतिगति एवं निगम बोर्ड (सूचीकरण दायित्व एवं प्रकटीकरण अंगारसककार) निगम, 2015 तथा कॉरपोरेट कार्य मंत्रालय द्वारा जारी साधारण परिपत्रों सं. 14/2020 दिनांक 8 अप्रैल, 2020, सं. 17/2020 दिनांक 13 अप्रैल, 2020, सं. 22/2020 दिनांक 16 जून, 2020, सं. 33/2020 दिनांक 28 सितंबर, 2020 और सं. 39/2020 दिनांक 31 सितंबर, 2020 एनसीए द्वारा जारी किया गया (एनसीए परिपत्रों) कंपनी की अतिविशिष्ट आम बैठक (ईजीएम) (सूचना) में निर्धारित कारोबार को सम्पादित करने के लिए (सूचना) शुक्रवार, 19 मार्च, 2021 को दोपहर 3:30 बजे (भा.मा.स.) गीळिगो कान्फेरेंसिंग (वीसी)/अन्य ऑडियो विद्युत्त माध्यम (ओएवीएम) से आयोजित की जाएगी।

एनसीए परिपत्रों के अनुपालन में, सूचना पत्र सभी सदस्यों को केवल ई-मेल के द्वारा भेजी जाएगी जिनके ई-मेल पते कंपनी/डिजिटल/प्रतिगति (डीपी) के साथ पंजीकृत हैं। सूचना कंपनी की वेबसाइट www.airtel.com, केफिन टेक्नोलॉजिज प्राइवेट लिमिटेड, कंपनी के आरटीए की वेबसाइट <https://voating.karvy.com/> और स्टोक एक्सचेंज की वेबसाइट अर्थात् बीएसई लिमिटेड और नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड की वेबसाइटों क्रमशः www.bseindia.com व www.nseindia.com पर भी उपलब्ध होगी। इसके अतिरिक्त, सदस्य केवल वीसी/ओएवीएम सूचना के माध्यम से ही ईजीएम में भाग ले सकते हैं। ईजीएम से जुड़ने के लिए निर्देश व भाग लेने का तरीका सूचना में दिया जाएगा। वीसी/ओएवीएम के माध्यम से ईजीएम में उपस्थित होने वाले सदस्यों की गणना कंपनी अधिनियम, 2013 की धारा 103 के अंतर्गत कोरा की गणना के निर्धारण के उद्देश्य से की जाएगी।

नौतिक रूप से शीयर रखने वाले सदस्य जिन्होंने कंपनी के साथ अपने ई-मेल पते पंजीकृत नहीं किए हैं, वे सूचना में वर्णित प्रक्रिया को अपनाकर अपने ई-मेल पते या तो https://ris.kinfotech.com/email_registration/ पर पंजीकृत कर सकते हैं या निम्नलिखित दस्तावेजों, को केफिन टेक्नोलॉजिज प्राइवेट लिमिटेड, कंपनी के आरटीए के ई-मेल पते: enward@ris.kinfotech.com पर भेजकर पंजीकृत कर सकते हैं:

- ए) अपने नाम व पते का चत्सेख करते हुए हस्ताक्षरित अनुरोध पत्र की स्कैनड प्रति
- बी) शीयर प्रमाणपत्र (आगे ब पीछे) की स्कैनड प्रति
- सी) पैन कार्ड की स्प-सायाचित स्कैनड प्रति, और
- डी) अपने पते के सम्बन्ध में कोई मरलायेज (अर्थात् अक्षर कार्ड, झाड़बिग लखरेंस, पासपोर्ट) की स्प-सायाचित स्कैनड प्रति।

डीपीड रूप में शीयर रखने वाले सदस्यों से अपने संबंधित डीपी के साथ अपने ई-मेल पते को रजिस्टर करने का अनुरोध है। सूचना प्राप्त करने के तुरंत उपर्युक्त के लिए, वे सूचना में वर्णित प्रक्रिया को अपनाकर अपने ई-मेल पते आधाधी रूप से विप्रे हूप लिंक: https://ris.kinfotech.com/email_registration/ पर पंजीकृत कर सकते हैं।

कंपनी सूचना में वर्णित प्रस्तावों पर अपने वोट डालने के लिए अपने सभी सदस्यों को रिपोर्ट ई-वोटिंग की सुविधा प्रदान करेगी। इसको अतिरिक्त कंपनी ईजीएम को पीएम ई-वोटिंग सिस्टम के माध्यम से भी वोटिंग की सुविधा प्रदान करेगी। रिपोर्ट ई-वोटिंग/ईजीएम में ई-वोटिंग के माध्यम से वोट डालने की विस्तृत प्रक्रिया सूचना में दी गई है। यह विज्ञापन एनसीए परिपत्रों के अनुपालन में कंपनी के सभी सदस्यों को सूचना व लाभ के लिए जारी किया जा रहा है।

भारती एयरटेल लिमिटेड के लिए
 हस्ता /-
 पंकज सिपानी
 कम्पनी अधिकारी

स्थान : नई दिल्ली
 दिनांक : 23 फरवरी, 2021

