



Bharti Airtel Limited

CIN: L74899HR1995PLC095967

Registered Office: Airtel Center, Plot no. 16, Udyog Vihar, Phase - IV, Gurugram - 122 015

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

T.: +91 124 4222222, **F.:** +91 124 4248063

E-mail Id: compliance.officer@bharti.in **Website:** www.airtel.com

Notice of Annual General Meeting

Notice is hereby given that the Twenty Sixth (26th) Annual General Meeting ("AGM") of the members of Bharti Airtel Limited ("the Company"), will be held on Tuesday, August 31, 2021 at 03:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

Ordinary Business(s)

To consider and, if thought fit, to pass the following resolution(s) as Ordinary Resolution(s):

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and of the Auditors thereon

"Resolved that the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2021, together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted."

2. To re-appoint Mr. Rakesh Bharti Mittal as a Director, liable to retire by rotation

"Resolved that Mr. Rakesh Bharti Mittal (DIN 00042494), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Special Business(es)

3. Appointment of Mr. Tao Yih Arthur Lang as a Director, liable to retire by rotation

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with provisions of the Articles of Association of the Company, Mr. Tao Yih Arthur Lang (DIN: 07798156), who was appointed as an Additional Director in the category of Non-Executive Director of the Company by the Board of Directors w.e.f. October 27, 2020, and who holds office till the date of this

AGM in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

4. Appointment of Ms. Nisaba Godrej as an Independent Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Nisaba Godrej (DIN 00591503), who was appointed as an Additional Director in the category of an Independent Director of the Company by the Board of Directors w.e.f. August 4, 2021, be and is hereby appointed as an Independent Director of the Company, and to hold office for a period of five consecutive years from the original date of appointment i.e. August 4, 2021 upto August 3, 2026."

5. Re-appointment of Mr. Sunil Bharti Mittal as the Chairman of the Company

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

"Resolved that pursuant to the provisions of Section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), subject to Regulation 17(1B), 17(6)(e) and all other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law for the time being in force and in accordance with provisions of Article 108, 133 of the Articles of Association of the Company, pursuant to the recommendations of HR and Nomination Committee and the Board of Directors of the Company and subject to such other approvals as may be required in this regard, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Sunil Bharti Mittal (DIN 00042491) as Chairman (in executive capacity) of the Company for a further period of five years with effect from October 1, 2021

or such other shorter period as may be permitted under Regulation 17(1B) or other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, at such remuneration as detailed in the explanatory statement attached hereto.

Resolved further that the Board of Directors of the Company, be and is hereby authorised to vary, alter and modify the terms and conditions of re-appointment including designation, remuneration / remuneration structure of Mr. Sunil Bharti Mittal within the limits prescribed above.

Resolved further that the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any Director(s) or Committee of Directors to give effect to the aforesaid resolution.”

6. Payment of commission to Non-Executive Directors (including Independent Directors) of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“Resolved that in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Section 149, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6)(a) and all other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law for the time being in force, and in accordance with provisions of the Articles of Association of the Company, pursuant to the recommendations of HR and Nomination Committee and the Board of Directors of the Company and subject to such other approvals as may be required in this regard, the approval of the members of the Company be and is hereby accorded to pay remuneration by way of commission to Non-Executive Directors (including Independent Directors) notwithstanding the profits / absence of profits / inadequacy of profits in the Company upto one percent (1%) of EBITDA of the Company during the relevant financial year in a manner that the aggregate commission payable to all the Non-

Executive Directors (including Independent Directors) shall not exceed ₹25 Crores in any financial year in accordance with the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (the 'Act') and such commission be paid to the said Non-Executive Directors (including Independent Directors) of the Company in such amounts or proportions and in such manner as may be determined by the Board of Directors of the Company for a period of three Financial Years i.e. 2020-21, 2021-22, 2022-23 or such other time period as may be permitted under the Act.

Resolved further that the above remuneration shall be in addition to fees payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

Resolved further that the Board of Directors or any duly constituted committee of the Board, be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

7. Ratification of remuneration to be paid to Sanjay Gupta & Associates, Cost Accountants, Cost Auditors of the Company for the FY 2021-22

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹12,50,000/- (Rupees Twelve Lacs Fifty Thousand Only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses, as approved by the Board on the recommendation of the Audit Committee, to be paid to Sanjay Gupta & Associates, Cost Accountants, (Registration no. 00212), Cost Auditors of the Company for the cost audit w.r.t. the FY 2021-22, be and is hereby ratified, confirmed and approved.”

Registered Office:

Airtel Center
Plot no. 16,
Udyog Vihar, Phase IV,
Gurugram – 122 015
CIN: L74899HR1995PLC095967
E-mail id: compliance.officer@bharti.in

Date: August 3, 2021
Place: New Delhi

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 Circular No. 14/ 2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') and Securities Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (collectively referred to as "SEBI Circulars") 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 Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM. The deemed venue for the 26th AGM 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, read with the relevant Rules made thereunder (the 'Act'), setting out the material facts and reasons, in respect of Item Nos. 3 to 7 of the Notice of 26th AGM ('Notice'), is annexed herewith. The Board of Directors of the Company considered that the special businesses under Item no. 3 to 7, being unavoidable, shall be transacted at this AGM of the Company.
3. The Company has appointed KFin Technologies Private Limited (KFIN), to provide the VC/ OAVM facility for conducting the AGM and for voting through remote e-voting or through e-voting at the AGM. 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 AGM is being held through VC/ OAVM, 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. The attachment of the route map for the AGM venue is also dispensed with.
5. 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 AGM through e-voting facility.

Body corporates are entitled to appoint authorized representative(s) to attend the AGM through VC/ OAVM and to cast their votes through remote e-voting/ e-voting at the AGM. 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).

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

6. In accordance with the MCA Circulars and SEBI Circulars:
 - a) Notice of the AGM along with the Integrated Report and Annual Financial Statements ('Integrated Report') for the financial year 2020-21 is being sent to the Members and to all other persons so entitled in electronic mode only, whose email addresses has been registered with the Company/ Depository Participants ('DPs')/ Depositories/ 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 and consequently, have not received the Notice and the Integrated Report, 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/clientservices/mobilereg/mobileemailreg.aspx>
- 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, Integrated Report and the e-voting instructions along with the User ID and Password to the email address given by you.

- x) Members holding shares in physical form who have not 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/clientservices/mobileereg/mobileemailreg.aspx> or by writing to KFIN at einward.ris@kfintech.com along with the 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.
- 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, Integrated Report 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 future 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 309 4001.
- 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 Friday, August 6, 2021.
- 8. The Notice of the AGM and the Integrated Report for the financial year 2020-21 will be available on the website of the Company (www.airtel.com), on the website of KFIN (<https://evoting.kfintech.com/public/downloads.aspx>) 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.
- iv) Then click on camera icon appearing against AGM event of Bharti Airtel Limited to attend the AGM. Please do the echo test once you enter into the AGM room.
- 11. 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.
- 12. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and will continue till the expiry of 15 minutes after conclusion of the AGM. Large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are encouraged to attend the AGM.
- 13. 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 AGM 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 at 9:00 A.M. (IST) on Saturday, August 28, 2021 and will end at 6:00 P.M. (IST) on Sunday, August 29, 2021. Only those members who are registered as Speaker will be allowed to express their views or ask questions at the AGM.
- 14. Members can submit their questions in advance with regard to the accounts or any other matter to be placed at the AGM 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 Sunday, August 29, 2021 or they can post their questions from 9:00 A.M. (IST) on Saturday, August 28, 2021 to 6:00 P.M. (IST) on Sunday, August 29, 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 duration of the video should be three minutes. At the AGM, 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 AGM.
- 15. In case of any query relating to the procedure for attending AGM through VC/ OAVM or for any technical assistance, Members may call on toll free no.: 1800 309 4001 or send an e-mail at einward.ris@kfintech.com.
- 16. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 17. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company at www.airtel.com.
- 18. Institutional shareholders are encouraged to attend and vote at the AGM.

PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM

- 9. The Company is providing VC/OAVM facility to its members for joining/participating at the AGM. Members may join the Meeting through Desktops, Laptops, Smartphones, Tablets. Further, Members are requested to use Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective cellular network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- 10. Members are requested to follow the procedure given below to attend the AGM 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.

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

19. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by listed entities, the Company is pleased to provide the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.
20. The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of KFin as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting). The instructions for e-voting are given below:
 - I. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Entities" e-Voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants (DPs) in order to increase the efficiency of the voting process.
 - II. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
21. The Members attending the AGM who have not cast their vote by remote e-voting shall be entitled to vote at AGM through e-voting system. Facility to cast vote at the AGM will be made available on the Video Conferencing screen and will remain active throughout the Meeting.
22. The members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting at AGM will not be considered. The members who have cast their vote by remote e-voting may also attend the AGM but can't vote at the AGM.
23. 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.
24. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting:

From 9.00 a.m. (IST) on Friday, August 27, 2021

End of remote e-voting:

Upto 5.00 p.m. (IST) on Monday, August 30, 2021

25. 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.
26. The voting rights of Members for remote e-voting and for e-voting at AGM 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 Tuesday, August 24, 2021 ('cut-off date').
27. 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 AGM. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only.
28. Any person who becomes member of the Company after dispatch of the Notice of AGM and is holding shares as on the cut-off date i.e. Tuesday, August 24, 2021 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 at KFin's Toll free number 1800 3094 001.
 - d) Member may send an e-mail request to evoting@kfintech.com.
29. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
30. The members who will be attending the AGM 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 AGM.

INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING

31. The details of the process and manner for remote e-Voting and AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFIN e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings AGM of the Company on KFIN system to participate and vote at the AGM.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> i) Visit URL: https://eservices.nsdl.com ii) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. iii) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” iv) Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> i) To register click on link: https://eservices.nsdl.com ii) Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii) Proceed with completing the required fields. iv) Follow steps given in points 1. <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ul style="list-style-type: none"> i) Open URL: https://www.evoting.nsdl.com/ ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section. iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv) Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFIN. v) On successful selection, you will be redirected to KFIN e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi/Easiest</p> <ul style="list-style-type: none"> i) Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com ii) Click on New System Myeasi iii) Login with your registered user id and password. iv) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFIN e-Voting portal. v) Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii) Proceed with completing the required fields. iii) Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ul style="list-style-type: none"> i) Visit URL: www.cdslindia.com ii) Provide your demat Account Number and PAN no. iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv) After successful authentication, user will be provided links for the respective ESP, i.e KFIN where the e- Voting is in progress.
Individual Shareholders login through their demat accounts / Website of Depository Participant	<ul style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 2. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against company name ore-Voting service provider KFIN and you will be redirected to e-Voting website of KFIN for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

- A. Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.
- a) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFIN which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL:<https://emeetings.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFIN for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID 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.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'BHARTI AIRTEL LIMITED' and click on "Submit".
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. 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.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID contact@cssanjaygrover.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even no."
- b) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFIN, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - ii. Members holding shares in physical form who have not 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/clientservices/mobilereg/mobileemailreg.aspx> or by writing to KFIN at einward.ris@kfintech.com along with the 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.
- In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) permanently for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

- III) Instructions for attending the AGM of the Company through VC/ OAVM and e-Voting during the meeting for all the shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.
- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFIN. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFIN. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the 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 mentioned above.
 - ii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox22 via Wi-Fi or LAN connection.
 - iii. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.
 - iv. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
 - v. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
32. 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.
33. 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 1800-309-4001 or at email: evoting@kfintech.com.
34. 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-10898 C.P. no.: 16187), Partner, of M/s. Sanjay Grover & Associates, Company Secretaries, as the Scrutinizer to scrutinize the e-voting during the AGM 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.

35. The Scrutinizer, after scrutinizing the voting through e-voting / remote e-voting at AGM and through remote e-voting shall, within two working days from conclusion of the AGM, 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 AGM subject to receipt of the requisite number of votes in favour of the resolutions.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

36. 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 i.e. Tuesday, August 31, 2021. Members seeking to inspect such documents can send an email to compliance.officer@bharti.in.
37. 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, including certificate from the Auditors of the Company under Regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2014 will be available electronically for inspection by the members during the AGM.

IEPF RELATED INFORMATION

38. Members wishing to claim dividends due to them which has remained unclaimed or unpaid are requested to contact KFIN.
39. Pursuant to the provisions of Section 124 and 125 of the Companies Act 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 (IEPF Rules), the dividend which remains unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Members may visit the Company's website www.airtel.com for tracking details of any unclaimed amounts, pending transfer to IEPF. Members may note that they can claim their unclaimed dividend declared for the FY 2013-14 (Final Dividend) and FY 2014-15 (Interim Dividend) till October 6, 2021 and September 17, 2021 respectively. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company.

As per Section 124 of the Companies Act, 2013 read with the IEPF Rules, the shares on which dividend remains unclaimed for seven consecutive years or more are required to be transferred to the Investor's Education and Protection Fund (IEPF). Accordingly, during the financial year, the Company has transferred 19,145 equity shares to the IEPF.

The shareholders whose equity shares are transferred to the IEPF can request the Company / RTA as per the prescribed provisions for claiming the shares out of the IEPF. The process for claiming the equity shares out of the IEPF is also available on the Company's website at <http://www.airtel.in/about-bharti/equity/shares>.

OTHER INFORMATION:

40. Information regarding particulars of the Directors to be re-appointed requiring disclosure in terms of the Secretarial Standard 2, Listing Regulations and the explanatory statement pursuant to Section 102 of the Act are annexed hereto. The directorships held by the Directors considered for the purpose of disclosure do not include the directorships held in foreign companies.
41. 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.
42. 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.
43. 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.
44. 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.
45. 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.
46. 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.
47. At the twenty second AGM held on July 24, 2017, the members approved the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration no. 117366W/W - 100018) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of twenty seventh AGM to be held in financial year 2022-23, subject to ratification of their appointment by members at every AGM. The requirement to place the matter relating to appointment of auditors for ratification by members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**Item No. 3**

The Board of Directors of the Company had appointed Mr. Tao Yih Arthur Lang (DIN: 07798156) as an Additional Director in the category of Non-Executive Director of the Company with effect from October 27, 2020. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with Article 110 of the Articles of Association of the Company, Mr. Tao Yih Arthur Lang will hold office upto the date of this AGM. The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Tao Yih Arthur Lang as Director of the Company, liable to retire by rotation.

Mr. Tao Yih Arthur Lang is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmations including his consent to be appointed as a Director. Keeping in view his rich and varied experience, the Board of Directors is of the opinion that it is in the best interest of the Company to appoint Mr. Tao Yih Arthur Lang as Director on the Board. He would be liable to retire by rotation.

Brief profile of Mr. Tao Yih Arthur Lang is enclosed and detailed profile is available on www.airtel.com.

The Board of Directors recommends the Ordinary Resolution set out at Item no. 3 of the Notice for approval by the members.

Save and except Mr. Tao Yih Arthur Lang and his relatives to the extent of their shareholding in the Company, if any, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 3 of the Notice.

Item No. 4

The Board of Directors of the Company had appointed Ms. Nisaba Godrej as an Additional Director in the category of an Independent Director on the Board of the Company with effect from August 4, 2021. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Nisaba Godrej shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. Ms. Nisaba Godrej has confirmed her eligibility and has given her consent to be appointed as Independent Director of the Company. The Company has received declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing obligations and disclosure requirements) Regulations 2015 (the 'SEBI Listing Regulations') and she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director's data bank.

In terms of Regulation 25(8) of SEBI Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director. In terms of Section 160 of the Companies

Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Ms. Nisaba Godrej to be appointed as an Independent Director as per the provisions of the Companies Act, 2013.

In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed that Ms. Nisaba Godrej be appointed as an Independent Director for a term of five consecutive years from the original date of appointment i.e., August 4, 2021 upto August 3, 2026. Brief profile of Ms. Nisaba Godrej is enclosed and detailed profile is available on www.airtel.com.

In the opinion of the Board, Ms. Nisaba Godrej fulfills the conditions specified in the Companies Act, 2013, rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Director of the Company and is independent of the management of the Company.

A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of appointment of Independent Director is available for inspection at the Registered Office of the Company during any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and is also available on the website of the Company www.airtel.com.

In view of her diversified and vast experience, it is proposed that Ms. Nisaba Godrej be appointed as Independent Director of the Company. Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Item no. 4 of the Notice for approval by the members.

Save and except Ms. Nisaba Godrej and her relatives to the extent of their shareholding in the Company, if any, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 4 of the Notice.

Item No. 5

Mr. Sunil Bharti Mittal was re-appointed as the Chairman of the Company w.e.f. October 1, 2016 for a period of 5 years i.e. upto September 30, 2021 pursuant to the resolution passed by the Shareholders at the 21st AGM of the Company held on August 19, 2016 and is due for re-appointment.

At the time of re-appointment of Mr. Sunil Bharti Mittal at 21st AGM, the Company had adequate profits and the remuneration paid / payable to him was well within the limits prescribed under the Companies Act, 2013. However, the Company had incurred losses during FY ended on March 31, 2019 and accordingly, in compliance with the provisions of the Companies Act, 2013 and other applicable laws, the shareholders vide their special resolution passed at the 24th AGM held on August 14, 2019 had approved (i) the waiver of recovery of excess managerial remuneration paid to Mr. Sunil Bharti Mittal for the financial year ended March 31, 2019; and (ii) payment of remuneration to Mr. Sunil Bharti Mittal for the period from April 1, 2019 to September 30, 2021, in the event of absence of profits and/ or inadequacy of profits.

The following remuneration was paid to Mr. Sunil Bharti Mittal during last five (5) years:

₹ in million				
Financial Year	Fixed: Variable ratio	Fixed pay	Variable pay*	Total
2016-17	70:30	210	90	300
2017-18	70:30	210	90	300
2018-19	70:30	210	90	300
2019-20	70:30	210	90	300
2020-21	70:30	105	45	150

*At 100% performance. The actual variable pay paid to Mr. Sunil Bharti Mittal was ₹105 Mn; ₹105 Mn; ₹90 Mn and ₹105 Mn for the financial years 2016-17, 2017-18, 2018-19 and 2019-20 respectively. The Board is yet to decide final variable pay of Sunil Bharti Mittal for 2020-21.

Mr. Sunil Bharti Mittal is the founder Director of the Company and has been involved in the strategic matters since inception. The Board of Directors is of the opinion that the leadership and guidance of Mr. Sunil Bharti Mittal is required by the Company. It will be in the best interests of the Company and its stakeholders that Mr. Sunil Bharti Mittal continues as Chairman of the Company.

The Board of Directors, at its meeting held on May 17, 2021, based on the recommendation of HR and Nomination Committee and subject to approval of members, approved the re-appointment of Mr. Sunil Bharti Mittal as Chairman in executive capacity i.e. as Chairman and whole time director of the Company for a further period of 5 years i.e. from October 1, 2021 to September 30, 2026 including terms of his remuneration.

Pursuant to Regulation 17(1B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (originally proposed to be effective from April 1, 2020), the Chairman of top 500 listed companies shall be a Non-Executive Director. However, SEBI vide its notification dated January 10, 2020 had deferred the implementation of the said provisions by 2 years i.e. upto April 1, 2022. Hence, the aforesaid appointment as Chairman and whole time director of the Company shall be for a period of five years i.e. from October 1, 2021 to September 30, 2026 or such other shorter period as may be allowed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Sunil Bharti Mittal is neither disqualified from being appointed as a Director in terms of Section 164 (2) of the Companies Act, 2013 nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be re-appointed as a Chairman of the Company.

In terms of the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Article 108, 133 of Articles of Association of the Company, re-appointment of the Chairman in executive capacity requires approval of the shareholders.

During the last few years, the Indian Telecom industry has been going through unprecedented disruption due to ongoing price war and as a result of this industry upheaval, the Company has been incurring losses continuously. During the financial year ended on March 31, 2021, the Company incurred a Loss before tax of ₹184,652 million and Loss after tax of ₹251,976 million.

Pursuant to the provisions of Section 197 read with Schedule V to the Act relating to payment of managerial remuneration in case of absence of profits and/ or inadequacy of profits (calculated under Section 198 of the Act), the Company may pay such remuneration over and above the ceiling limit as specified in Schedule V, provided the members' approval by way of a Special Resolution has been obtained for payment of minimum remuneration for a period not exceeding 3 years, compliance of disclosure requirements and other conditions stated therein. In view of the foregoing factors, the approval of the members is being sought for payment of remuneration to the Chairman from October 1, 2021 to September 30, 2024, as may be permitted under applicable laws, in case of absence of profits and / or inadequacy of profits in the Company.

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members by way of special resolution is required where the overall remuneration payable to an Executive Director exceeds rupees 5 crore or 2.50% of the net profit of the company (whichever is higher), where such director is promoter or member of promoter group.

The members may note that there was an adjustment in the existing remuneration of Mr. Sunil Bharti Mittal, Chairman by 50% i.e. from ₹300 million to ₹150 million w.e.f. April 1, 2020. The Board of Directors had approved the above on account of the enhanced role and split duties of Mr. Sunil Bharti Mittal towards overseas operations / subsidiaries of the Company. The total remuneration fixed including from subsidiary (ies) remains unchanged from last year. The details of the remuneration paid to the Chairman during financial year 2020-21 are disclosed in Corporate Governance Report forming part of the Annual Report.

The details of proposed remuneration, as approved by the Board of Directors at its meeting held on May 17, 2021 based on the recommendation of HR and Nomination Committee, to be paid to Mr. Sunil Bharti Mittal, Chairman is as under:

- Fixed Pay (inclusive of salary, allowances and retirement benefits) payable on monthly basis:** ₹105 Mn per annum or such other amount as may be determined by the Board of Directors of the Company, provided that increment if any during the subsequent years, shall not exceed 10% per annum of the fixed pay of preceding financial year.
- Variable Pay (Performance Linked Incentive) to be paid annually after the end of financial year:** ₹45 Mn (at 100% performance) or such sum as may be determined by the Board from time to time, provided however that the total Variable Pay shall not exceed 50% of the annual fixed pay in any financial year.
- Perquisites:** As per Company's policy(s) or as approved by the Board from time to time, provided however that the aggregate value of the perquisites shall not exceed 50% of the fixed pay in any financial year.
- Other Benefits:** Other benefits including leave encashment as per Company's Policy(s).
- Mr. Sunil Bharti Mittal shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of

his duties and such reimbursement will not form part of his remuneration.

f) Minimum Remuneration

In the event of absence of profits and/ or inadequacy of profits, in any financial year during the currency of tenure of Mr. Sunil Bharti Mittal as Chairman, the payment of above remuneration by way of fixed pay, variable pay (Performance Linked Incentives), perquisites, allowances and other benefits shall be made notwithstanding such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 or under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or under any other law for the time being in force, if any.

Brief profile of Mr. Sunil Bharti Mittal is enclosed and detailed profile is available on www.airtel.com. 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 190 of the Companies Act, 2013.

The information as required to be disclosed under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure to the Notice.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The Board of Directors recommends the Special Resolution set out at item no. 5 of the Notice for approval by the members.

Save and except Mr. Sunil Bharti Mittal and Mr. Rakesh Bharti Mittal and their relatives to the extent of their shareholding in the Company, if any, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 5 of the Notice.

Item No. 6

The members of the Company, at their 23rd AGM held on August 8, 2018, had approved the payment of commission to Non-Executive Directors (including Independent Directors) of the Company upto 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 w.e.f. FY 2017-18 onwards and had authorised the Board of Directors to fix the criteria of payment of such commission to the directors.

However, the Company had losses under section 198 of the Companies Act 2013 during the financial year(s) 2018-19 and 2019-20 and could not make payment of remuneration to Non-Executive Directors (including Independent Directors) during the aforesaid period.

The Ministry of Corporate Affairs (MCA) vide notification dated March 18, 2021 amended provisions of Sections 149 and 197 of the Companies Act, 2013 by the Companies (Amendment) Act, 2020 to enable the companies having no profits or inadequate profits to pay remuneration to its Non-Executive Directors (including Independent Directors), in accordance with the provisions of Schedule V of the Act. To give effect to

the amendments made to Sections 149 and 197, a concurrent amendment was made by MCA to Schedule V of the Companies Act, 2013 vide Notification dated March 18, 2021. This notification has prescribed the limits of the remuneration payable to Non-Executive Directors (including Independent Directors), in the event of absence of profits and/ or inadequacy of profits.

Under Section II of Part II of Schedule V of the Companies Act, 2013, in the event of absence of profits and/ or inadequacy of profits, Non-Executive Directors (including Independent Directors) can receive remuneration in accordance with the limits prescribed therein, which are based on the 'effective capital' of the Company.

The remuneration in accordance with the prescribed limits shall be paid upon satisfaction of the following conditions:

- (i) Payment of remuneration is approved by a resolution passed by the Board and, in the case of a Company covered under sub-section (1) of Section 178, also by the Nomination and Remuneration Committee;
- (ii) The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, and in case of default, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, has been obtained by the Company before obtaining the approval of the shareholders in the general meeting; and
- (iii) Payment of remuneration is approved by the shareholders by way of an Ordinary Resolution for a period not exceeding 3 years.

Further, in terms of Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the payment of any fees or compensation to Non-Executive Directors (including Independent Directors) require approval of shareholders in general meeting.

It is pertinent to note here that the Non-Executive Directors (including Independent Directors) of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as strategic leadership and management experience, technology and digital expertise, industry and sector experience / knowledge, financial and risk management, governance, global business / international expertise, public policy, social impact / philanthropy etc.

It may also be emphasised that remuneration to Non-Executive Directors (including Independent Directors) is linked to the factors like chairmanship of committees, membership of committees, performing the role of Lead Independent Director etc. as defined in the Nomination, Remuneration and Board Diversity policy of the Company available on its website at https://s3-ap-southeast-1.amazonaws.com/bsy/iportal/images/Draft-Remuneration-Nomination-and-Board-Diversity-Policy-4-0-Aug-01-2019_B8BCCA328A3ABAEDC2A5FF6E747B0D8D.pdf.

Considering the rich experience and expertise brought into the Board by the Non-Executive and Independent Directors, the time-commitment, guidance and oversight provided by them, the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee and subject to the approval

of Shareholders have recommended and approved payment of remuneration to the Non-Executive Directors (including Independent Directors) notwithstanding the profits / absence of profits / inadequacy of profits in the Company, upto one percent (1%) of EBITDA of the Company during the relevant financial year in a manner that the aggregate commission payable to all the Non-Executive Directors (including Independent Directors) shall not exceed ₹25 Crores in any financial year in accordance with the limits prescribed under Section 197 read with Section II of Part II of Schedule V of the Companies Act, 2013. The said approval shall be valid for a period of three Financial Years 2020-21, 2021-22 and 2022-23.

The payment of such commission shall be in addition to the sitting fees for attending Board / Committee meetings.

The information as required to be disclosed under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure to the Notice.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The Board of Directors recommends the Ordinary Resolution set out at Item no. 6 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholdings in the Company, if any in the resolution as set out in Item no. 6 of the Notice. Non-

Executive Directors (including Independent Directors) of the Company, shall be deemed to be concerned or interested in resolution set out at Item no. 6 of the Notice to the extent of the compensation that may be received by them in future.

Item No. 7

As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the company at the general meeting.

The Board of Directors, on the recommendation of the Audit Committee has appointed Sanjay Gupta & Associates, Cost Accountants, (Registration no.00212) as Cost Auditors to conduct the audit of the cost records of the Company at a remuneration of ₹12,50,000/- (Rupees Twelve Lacs Fifty Thousand Only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses for the financial year ending March 31, 2022.

Ratification of the members is being sought for the proposal contained in the resolution set out at Item no. 7 of the notice.

The Board of Directors recommends the Ordinary Resolution set out at Item no. 7 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution as set out in item no. 7 of the Notice, except to the extent of their shareholdings in the Company.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013 W.R.T. ITEM NO. 5

I. GENERAL INFORMATION

(a) Nature of Industry:

Bharti Airtel Limited is a leading global telecommunications company with operations in 18 countries across Asia and Africa. Headquartered in New Delhi, India, the Company ranks amongst the top 3 mobile service providers globally in terms of subscribers. In India, the company’s product offerings include 2G, 3G and 4G wireless services, mobile commerce, fixed line services, high speed home broadband, DTH, enterprise services including national & international long-distance services to carriers. In the rest of the geographies, it offers 2G, 3G and 4G wireless services and mobile commerce.

(b) Date or expected date of commencement of commercial production:

The Company was incorporated on July 7, 1995 and the Certificate of Commencement of Business was granted on January 18, 1996. Since then, the Company had commenced its business.

(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable

(d) Financial performance based on given indicators:

Financial year	2020-21	2019-20	2018-19
Gross Revenue	643,259	543,171	496,060
Profit before Interest, Depreciation and Tax	303,720	223,761	149,097
Profit after Tax	(251,976)	(360,882)	(18,692)
Rate of dividend	Nil	40%	50%
Earnings per share	(46.18)	(71.08)	(4.36)

(e) Foreign investments or collaborations, if any:

The Company has not entered into any material foreign collaboration during the previous three financial years. The foreign investors, mainly comprising Promoter Group entities, FIs and NRIs are on account of issuances of securities and/or secondary market purchases, from time to time. As on March 31, 2021, the aggregate foreign shareholding in the Company was approx 41.06%.

II. INFORMATION ABOUT THE APPOINTEE(S):

(a) Mr. Sunil Bharti Mittal, Chairman

Mr. Sunil Bharti Mittal is the Founder and Chairman of Bharti Enterprises, one of India’s leading conglomerates with diversified interests in telecom, insurance, real estate, agri and food, in addition to other ventures. Bharti has joint ventures with several global leaders viz. SingTel, SoftBank, AXA, and Del Monte, amongst others.

Bharti Airtel, the flagship company of Bharti Enterprises, is amongst the world’s largest telecommunications companies offering mobile, fixed broadband, digital TV solutions and mobile commerce to over 400 million customers across India, South Asia and Africa.

He has been the pioneer of the mobile revolution in India. At a time when mobile telecom was considered inaccessible for the masses, Bharti Airtel revolutionised the business model to offer affordable voice and data services. Starting from operations in one Indian city in 1994, to a presence across 18 countries today, Bharti Airtel has transformed the quality of lives of millions of people globally, providing connectivity and digital empowerment. The Company continues to focus on driving data as the ensuing growth frontier, and is leading the rollout of next generation data networks across India and Africa.

He serves on many international bodies and think tanks; after serving as Chairman for two years, he is now Honorary Chairman of the International Chamber of Commerce (ICC). He was the Chairman of GSM Association (GSMA) from Jan 2017 to Dec 2018. He is a member of International Business Council-WEF, a member of the Telecom Board of International Telecommunication Union (ITU), and Commissioner of the Broadband Commission, a member of the Global Board of Advisors at the Council on Foreign Relations (CFR), a Trustee at the Carnegie Endowment for International Peace and on the Board of Qatar Foundation Endowment. From 2007 to 2008, he also served as President of the Confederation of Indian Industry (CII), the premier industry body in India. He has served on the board of several multinational companies including Unilever PLC, Standard Chartered Bank PLC and SoftBank Corp.

He is closely associated with spearheading the Indian industry’s global trade, collaboration and policy – he has served on the Prime Minister of India’s Council on Trade and Industry. He is also a member of the India-US, India-UK and India-Japan, India-Sweden CEO Forums. He is Co-Chair of the India-Africa Business Council and India-Sri Lanka CEO Forum.

Deeply associated with the cause of education, He is on Harvard University’s Global Advisory Council and the Governing Board of the Indian School of Business. He has also served on the Board of Dean’s Advisors at Harvard Business School.

He believes that a responsible corporate has a duty to give back to the community in which it operates. This belief has resulted in Bharti Foundation, which operates nearly 200 Satya Bharti Schools as well as supports over 750 government schools under Quality Support Program to ensure holistic education for nearly 270,000 under-privileged children in rural India. Sunil was ranked among the Top 25 Philanthropists in the World in 2009 by the Barron’s Magazine. He is also a Member of the Board of Trustees of Qatar’s Education Above All Foundation.

(b) Past remuneration and remuneration proposed:

Details on proposed remuneration have been stated in the Item no. 5 to the Explanatory Statement of the Notice. In monetary terms, the remuneration for the last 3 financial years is given hereunder:

₹ In Mn.			
Financial Year	2020-21	2019-20	2018-19
Mr. Sunil Bharti Mittal	161.97	301.33	310.05

(c) Recognition or awards:

Mr. Sunil Bharti Mittal is a recipient of the Padma Bhushan, one of India's highest civilian honors, awarded to individuals for demonstrating distinguished services of high order. He has also been awarded Harvard Business School's Alumni Achievement Honor – the utmost honor accorded by the institute to its alumni. He is the recipient of GSMA's prestigious Chairman award, besides being decorated with numerous industry honors. Sunil has been conferred Honorary Doctorates by several leading universities in India and Europe.

(d) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):

Considering the size of the Company, the profile of the Chairman, his responsibilities and the industry benchmarks, the remuneration proposed is in line with remuneration drawn for similar positions in companies of similar scale and size.

(e) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:

Mr. Sunil Bharti Mittal has no pecuniary relationship with the Company or its Key Managerial Personnel other than his remuneration in the capacity of the Chairman. He is brother of Mr. Rakesh Bharti Mittal, Non-Executive Director of the Company. He does not hold any share in the Company in his personal capacity.

III. OTHER INFORMATION:**(a) Reason of loss or inadequate profits:**

Over the last few years, the Indian telecom industry witnessed headwinds with the new entrant offering services below cost. To stay competitive in the market and protect the precious market share, each of the industry player had to reduce tariffs to unsustainably low levels. Currently, in India, while the data usage per customer is among the highest globally, the mobile wireless tariffs are among the lowest globally. This led to massive industry consolidation from more than 8 players to the current 3+1 player industry structure. Even when the investments in the 4G network continued to be substantial, the industry ARPUs fell below the pre-4G levels. Continued network and spectrum investments meant pressure on company's bottom line with elevated levels of depreciation & amortization and finance costs.

Despite all these industry headwinds, it is heartening to see that Bharti Airtel has been able to defend its market share and even grow it on the back of brilliant customer experience and a smartly invested network. During FY21, Bharti Airtel clocked the industry's highest 4G customer additions of 43.0 million, demonstrating customer's preference for its strong network and aspirational brand. With wireless telecom subscribers of 1.17 billion in India and wireless broadband penetration being ~63.6% and growing, Airtel is committed to ushering in a digital transformation of the country.

(b) Steps taken or proposed to be taken for improvement:

During the industry turmoil over last few years, Bharti Airtel focused on the implementation of a well laid out strategy with a relentless obsession with the customer experience and a razor-sharp focus on quality customers. Focus

remained on four additional enablers, the First is digitising the core to improve the experience. Second, modularising these capabilities to drive new revenue streams through products and partnerships. Third, bringing together the power of Airtel through a unified customer view and integrated channel approach. And Fourth, doing all of this while waging a war on waste.

As a result, Bharti Airtel maintained and even witnessed growth in market share in mobile wireless. Recent spectrum acquisition will enable the company to reach even more customers and improve the network even further. Equally, all other non-businesses – Home Broadband, Digital TV, Airtel Business and Payments bank are already firing on all cylinders. Company has started reaping fruits of its resilient strategy in form of a positive bottom line in quarter ended 31st December 2020 and 31st March 2021, after negative bottom line for consecutive last 6 quarters.

In order to strengthen the Balance Sheet, the Company is continuously aspiring to achieve a well-balanced and efficient capital structure through timely fund raises. This can be seen from the fact that the company has successfully raised more than \$15 billion over the last few years through a combination of instruments including equity, convertible bonds, perpetual bonds, monetisation to private equity / strategic investor.

(c) Expected increase in productivity and profits in measurable terms:

Even when the world is witnessing the unprecedented impact of the ongoing pandemic, telecom industry continues to provide an essential service which is actually the oxygen for the digital platforms that are enabling customers to work, study, consult doctors, help others and be entertained. In the new normal, company mobile and non-mobile segments are becoming even more important, which will ultimately prove beneficial for the sector as a whole. Industry has already implemented the first round of tariff hikes in December 2019 and witnessed a strong response from the customers with minimal to nil down-trading. Given one of the lowest tariffs globally, the inelasticity of customer demand is likely to continue and benefit the industry in further tariff hikes. Even without the tariff hikes in FY21, the company has already started seeing green shoots of growth with organic customer upgrades and increasing wireless broadband penetration. During FY21, consolidated revenues were up 18.8% YoY which translated into a healthy YoY increase of 32.7% in consolidated EBITDA. The growth was broad-based with each of the business segment contributing to the overall growth. In FY21, Mobile services (India) segment revenues (recasted for IUC) and EBITDA grew 26.1% YoY and 43.1% YoY respectively.

With substantial capital expenditure in the network over the last few years, the company expects to benefit from a strong operating leverage leading to a higher percentage of incremental revenue flowing to the EBITDA and free cash flows. In addition, non-mobile businesses are expected to witness strong growth in the new normal, Africa to maintain its profitable growth journey and digital initiatives to continue providing additional upside for the business with minimal incremental investments.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013 W.R.T. ITEM NO. 6

The members are requested to refer the disclosures made under Item no. 5 above for the information required under Section II(B)(iv) (I) pertaining to General Information and Section II(B)(iv)(III) pertaining to Other Information, of Part II of Schedule V to the Companies Act, 2013.

The requisite disclosures required under Section II(B)(iv)(II) pertaining to information about the appointee(s), of Part II of Schedule V to the Companies Act, 2013 are as under:

Particulars	Chua Sock Koong ¹	Craig Edward Ehrlich ²	Dinesh Kumar Mittal ³	Kimsuka Narasimhan ⁴	Manish Kejriwal ⁵	Rakesh Bharti Mittal ⁶	Shishir Priyadarshi ⁷	Tao Yih Arthur Lang ⁸	V. K. Viswanathan ⁹	Nisaba Godrej ¹⁰
Background Details, Job Profile and Suitability, Recognition and Rewards	The details are available on the website of the company at https://www.airtel.in/about-bharti/equity/corporate-governance									
Past Remuneration excluding sitting fees, if any (₹ In Mn.)										
FY 2019-20	Nil	Nil	Nil	Nil	Nil	Nil	Nil	N.A.	Nil	N.A.
FY 2018-19	Nil	Nil	Nil	Nil	Nil	Nil	Nil	N.A.	Nil	N.A.
FY 2017-18	3.91	8.47	7.08	N.A.	6.34	3.00	9.78	N.A.	8.00	N.A.
Remuneration Proposed	The proposed remuneration to Non-Executive Directors (including Independent Directors) shall be linked to the factors like chairmanship of committees, membership of committees, performing the role of Lead Independent Director etc. as defined in the Nomination, Remuneration and Board Diversity policy The said policy is available on the website of the Company at https://s3-ap-southeast-1.amazonaws.com/bsy/iportal/images/Draft-Remuneration-Nomination-and-Board-Diversity-Policy-4-0-Aug-01-2019_B8BCCA328A3ABAEDC2A5FF6E747B0D8D.pdf									
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the size of the Company, the profile of the Directors, their responsibilities and the industry benchmarks, the remuneration is in line with remuneration drawn for similar positions in companies of similar scale and size.									
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Rakesh Bharti Mittal, Non-Executive Director is brother of Mr. Sunil Bharti Mittal, Chairman of the Company. He has no pecuniary relationship with the Company or its Key Managerial Personnel other than his remuneration in the capacity of the Non-Executive Director. He does not hold any share in the Company in his personal capacity. Save and except mentioned above, other Non-Executive Directors and Independent Directors do not have any pecuniary relationship with the Company except to the extent of Sitting Fees, Commission or Remuneration, as applicable, and reimbursement of out of pocket expenses received by them for attending the meetings.									

¹ Re-appointed w.e.f. August 14, 2019

² Re-appointed w.e.f. April 29, 2018

³ Re-appointed w.e.f. March 13, 2019

⁴ Re-appointed w.e.f. March 30, 2019

⁵ Re-appointed w.e.f. September 26, 2017

⁶ Proposed for re-appointment w.e.f. August 13, 2021

⁷ Re-appointed w.e.f. February 4, 2020

⁸ Appointed w.e.f. October 27, 2020

⁹ Re-appointed w.e.f. January 14, 2019

¹⁰ Appointed w.e.f. August 4, 2021

Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance with provisions of Companies Act, 2013 and Secretarial Standards, as on the date of Notice.

Name of the Director	Mr. Rakesh Bharti Mittal	Mr. Sunil Bharti Mittal	Mr. Tao Yih Arthur Lang	Ms. Nisaba Godrej
Directors Identification Number (DIN)	00042494	00042491	07798156	00591503
Date of Birth (Age in years)	September 18, 1955 (65)	October 23, 1957 (63)	January 6, 1972 (49)	February 12, 1978 (43)
Original date of appointment	January 7, 2016	July 7, 1995	October 27, 2020	August 4, 2021
Qualifications	Diploma in Electronics and Controls from Y.M.C.A. Institute of Engineering	Graduated from Panjab University Alumnus of Harvard Business School	Master of Business Administration, Harvard University Bachelor of Arts in Economics (Magna cum laude), Harvard University	BSC, Wharton School, Pennsylvania MBA, Harvard Business School
Experience and expertise in specific functional area	General Management	General Management	Technology and General Management	Industrialist
Remuneration Last Drawn	As mentioned in Corporate Governance Report			
Number of Meetings of Board attended during the year	As mentioned in Corporate Governance Report			
Shareholding in Bharti Airtel Limited including shareholding as a beneficial owner	Nil	Nil	Nil	Nil
Relationship with other Directors / KMPs	Mr. Sunil Bharti Mittal (Brother)	Mr. Rakesh Bharti Mittal (Brother)	Nil	Nil
Terms and conditions of re-appointment and remuneration	As per the Policy on Nomination, Remuneration and Board diversity (annexed to Board's Report)			
Directorships held in other companies in India	<ul style="list-style-type: none"> » FieldFresh Foods Private Limited » DM Buildwell Private Limited » Bharti (RM) Holdings Private Limited » Bharti AXA Life Insurance Company Limited » Bharti AXA General Insurance Company Limited » Bharti Realty Limited » Bharti Overseas Private Limited » Bharti (RM) Resources Private Limited » Bharti (RM) Services Private Limited » Bharti Enterprises (Holding) Private Limited » Bharti (RM) Trustees Private Limited » Bharti (Satya) Trustees Private Limited » Indian School of Business* » Satya Bharti Foundation* » Bharti RM Trustees S2 Private Limited » Bharti RM Trustees S1 Private Limited » Bharti RM Trustees II Private Limited 	<ul style="list-style-type: none"> » Bharti Telecom Limited » Airtel Payments Bank Limited » Bharti (SBM) Holdings Private Limited » Bharti Overseas Private Limited » Bharti (SBM) Resources Private Limited » Bharti Enterprises (Holding) Private Limited » Bharti (Satya) Trustees Private Limited » Bharti (SBM) Trustees II Private Limited » Bharti (SBM) Services Private Limited » Bharti (SBM) Trustees Private Limited » Satya Bharti Foundation* » Bharti SBM Trustees S2 Private Limited » Bharti SBM Trustees D1 Private Limited » Bharti SBM Trustees S1 Private Limited 	<ul style="list-style-type: none"> » Bharti Telecom Limited 	<ul style="list-style-type: none"> » Godrej Consumer Products Limited » Godrej Agrovet Limited » VIP Industries Limited » Mahindra & Mahindra Limited » Godrej Seeds & Genetics Limited » Innovia Multiventures Private Limited

Name of the Director	Mr. Rakesh Bharti Mittal	Mr. Sunil Bharti Mittal	Mr. Tao Yih Arthur Lang	Ms. Nisaba Godrej
Membership/ Chairmanship of committees in companies in India	<ul style="list-style-type: none"> » Bharti Airtel Limited – HR & Nomination Committee (Member) » Bharti Airtel Limited – Stakeholder Relationship Committee (Chairman) » Bharti Airtel Limited – Risk Management Committee (Member) » Bharti Airtel Limited – CSR Committee (Chairman) » Bharti Airtel Limited – Committee of Directors (Chairman) » Bharti Realty Limited – Corporate Social Responsibility Committee (Chairman) » Bharti (RM) Holdings Private Limited – Corporate Social Responsibility Committee (Chairman) » Bharti Enterprises (Holding) Private Limited – Corporate Social Responsibility Committee (Chairman) 	<ul style="list-style-type: none"> » Airtel Payments Bank Limited – Special Committee on Frauds (Chairman) 	<ul style="list-style-type: none"> » Bharti Airtel Limited – Audit Committee (Member) » Bharti Telecom Limited – Audit Committee (Member) » Bharti Telecom Limited - Asset Liability Committee (Member) » Bharti Telecom Limited - CSR Committee (Member) » Bharti Telecom Limited - Risk Management Committee (Member) » Bharti Telecom Limited -Stakeholders' Relationship Committee (Member) » Bharti Telecom Limited - BTL Committee of Directors (Member) 	<ul style="list-style-type: none"> » Godrej Consumer Products Limited – Sustainability Committee (Chairperson) » Godrej Consumer Products Limited – Management Committee (Chairperson) » Godrej Consumer Products Limited – Corporate Social Responsibility Committee (Member) » Godrej Consumer Products Limited – Risk Management Committee (Member) » Godrej Agrovet Limited – Nomination & Remuneration Committee (Member) » Godrej Agrovet Limited – Managing Committee (Member) » Godrej Seeds and Genetics Limited – Corporate Social Responsibility Committee (Member) » VIP Industries Limited- Nomination & Remuneration Committee (Member) » Mahindra & Mahindra Limited- Governance, Nomination & Remuneration Committee (Member)

*A company limited by guarantee



Bharti Airtel Limited

CIN: L74899HR1995PLC095967

Registered Office: Airtel Center, Plot no. 16, Udyog Vihar, Phase - IV, Gurugram -122 015

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

T.: +91 124 4222222, **F.:** +91 124 4248063

E-mail 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: L74899HR1995PLC095967

Registered Office: Airtel Center, Plot no. 16, Udyog Vihar, Phase - IV, Gurugram -122 015**Corporate Office:** Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase - II New Delhi - 110 070**T.:** +91 124 4222222, **F.:** +91 124 4248063**E-mail 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