



Bharti Airtel Limited

CIN: L74899HR1995PLC095967

Regd. Office: Airtel Center, Plot No. 16, Udyog Vihar, Phase-IV, Gurugram – 122 015, India

Corporate Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi – 110070, India

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

Notice of Annual General Meeting

Notice is hereby given that the Twenty Seventh (27th) Annual General Meeting (“AGM”) of the members of Bharti Airtel Limited (“the Company”) will be held on Friday, August 12, 2022 at 11:00 A.M. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESSES

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 together with the reports of Auditors thereon and Board of Directors

“Resolved that the audited standalone financial statements of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted.

Resolved further that the audited consolidated financial statements of the Company for the financial year ended March 31, 2022, together with the report of Auditors thereon, be and are hereby received, considered and adopted.”

2. To declare dividend on equity shares for the financial year ended March 31, 2022

“Resolved that dividend at the rate of ₹3/- (Rupees Three only) per fully paid-up equity share of face value of ₹5/- each and a pro-rata dividend at the rate of ₹0.75/- (Seventy Five Paise only) per partly paid-up equity shares of face value of ₹5/- each (Paid-up value of ₹1.25/- per share), as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2022.”

3. To re-appoint Ms. Chua Sock Koong as a Director, liable to retire by rotation

“Resolved that in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Chua Sock Koong (DIN 00047851), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. To re-appoint Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company

“Resolved that pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Audit Committee and the Board of Directors, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm registration no. 117366W/W-100018) be and is hereby re-appointed as Statutory Auditors of the Company for a further term of 5 (five) consecutive years, who shall hold office from the conclusion of this 27th Annual General Meeting till the conclusion of the 32nd Annual General Meeting (to be held in calendar year 2027), on such remuneration as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time.

Resolved further that the Board of Directors (which term shall include any committee of the Board authorized in this regard) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

SPECIAL BUSINESSES

5. To ratify remuneration to be paid to Sanjay Gupta & Associates, Cost Accountants as Cost Auditors of the Company for the financial year ending 2022-23

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 Lac Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, as

approved by the Board upon recommendation of the Audit Committee, to be paid to Sanjay Gupta & Associates, Cost Accountants (Firm registration no. 00212) as Cost Auditors of the Company for conducting the cost audit for financial year 2022-23, be and is hereby ratified, confirmed and approved.”

6. To appoint Mr. Pradeep Kumar Sinha as an Independent Director

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

“Resolved that pursuant to the provisions of Sections 149, 150 and 152, 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), Mr. Pradeep Kumar Sinha (DIN: 00145126), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors w.e.f. May 18, 2022, be and is hereby appointed as an Independent Director, to hold office for a term of five consecutive years from the original date of appointment i.e. May 18, 2022 upto May 17, 2027.

Resolved further that the Board or any duly constituted committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

7. To appoint Mr. Shyamal Mukherjee as an Independent Director

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

“Resolved that pursuant to the provisions of Sections 149, 150 and 152, 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), Mr. Shyamal Mukherjee (DIN: 03024803), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors w.e.f. May 18, 2022, be and is hereby appointed as an Independent Director, to hold office for a term of five consecutive years from the original date of appointment i.e. May 18, 2022 upto May 17, 2027.

Resolved further that the Board or any duly constituted committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

8. To re-appoint Mr. Gopal Vittal as Managing Director of the Company

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

“Resolved that pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder and applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law applicable to the Company for time being in force (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with relevant provisions of the Articles of Association of the Company, and upon recommendations of HR & Nomination Committee and Board of Directors of the Company (hereinafter referred to as the ‘Board’) and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members be and is hereby accorded for re-appointment of Mr. Gopal Vittal (DIN: 02291778) as Managing Director (designated as Managing Director & CEO) for a further period of five (5) years with effect from February 1, 2023, liable to retire by rotation, on such terms and conditions and at such remuneration, as detailed in the explanatory statement attached hereto.

Resolved further that the Board or any duly constituted committee of the Board be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

9. To approve payment of remuneration to Mr. Gopal Vittal as Managing Director & CEO 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 Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder as may be applicable and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendations of HR & Nomination Committee and Board of Directors (hereinafter referred to as the ‘Board’) of the Company, and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Gopal Vittal (DIN: 02291778) as Managing Director & CEO of the

Company during period commencing from April 1, 2022 and ending on March 31, 2025, as detailed in the explanatory statement attached hereto, as minimum remuneration in the event of absence of profits and/or inadequacy of profits or otherwise, notwithstanding that such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Act.

Resolved further that the Board or any duly constituted committee of the Board, be and is hereby authorised to vary, alter and modify the terms and conditions of re-appointment including designation, remuneration/ remuneration structure of Mr. Gopal Vittal within the limits approved by the Members.

Resolved further that the Board or any duly constituted committee of the Board, be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

10. To approve increase in total number of options of Employee Stock Option Scheme, 2005

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

“Resolved that pursuant to the applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the ‘Act’), rules made thereunder, Regulations 6(1), 7 and other applicable provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, circulars, guidelines or directions, if any, issued by SEBI and/or any other regulatory authorities, from time to time, and any other applicable law (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), relevant provisions of the Articles of Association of the Company, the Employee Stock Option Scheme, 2005 (‘Scheme’) and subject to such approval(s), consent(s) and permission(s) as may be required and subject to such conditions and modifications as may be prescribed & accepted by the Board of Directors (hereinafter referred to as the ‘Board’ which term shall include any committee of the Board authorized in this regard), the consent of the Members be and is hereby accorded to increase the total quantum of options to be granted under the Scheme by 27,460,136 options, which represent 0.47% of the paid-up equity capital of the Company as at March 31, 2022, for the reasons as detailed in the Explanatory Statement.

Resolved further that the Board or any duly constituted committee of the Board, be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the aforesaid modification to the Scheme on such terms & conditions as prescribed in the explanatory statement and

to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms of the Scheme (within the contours of the Scheme and member’ approval), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/eligibility criteria for grant/vesting or to suspend, withdraw, terminate or revise the Scheme in such manner as the Board may determine.

Resolved further that for the purpose of giving effect to the foregoing resolutions, Board or any duly constituted committee of the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient in this regard.”

11. To authorise Bharti Airtel Employee Welfare Trust to acquire equity shares of the Company by way of secondary market acquisition for administration of Employees Stock Option Scheme, 2005

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

“Resolved that pursuant to applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the rules thereunder, Regulations 3(6), 6(3) and any other applicable provisions, if any, of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as “SEBI (SBEB & SE) Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, circulars, guidelines or directions, if any, issued by SEBI and/ or any other regulatory authority from time to time, any other law, (including any statutory modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and subject to such approval(s), permission(s) and sanction(s), as may be necessary, relevant provisions of the Articles of Association of the Company and the Employee Stock Option Scheme, 2005 (‘Scheme’) and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consent of the Members be and is hereby accorded to authorise ‘Bharti Airtel Employees Welfare Trust’ (hereinafter referred to as ‘Trust’) to acquire the equity shares of the Company from secondary market in one or more tranches, at prevailing market price, to be held by the Trust which shall be transferred to the eligible employees of the Company and its subsidiary companies, present and future, on exercise of options and shall be otherwise dealt with by the Trust in any permissible manner, in terms of SEBI (SBEB & SE) Regulations and the Scheme.

Resolved further that the total number of equity shares to be acquired by the Trust by way of secondary market acquisition (taken together with the shares already acquired by the Trust from secondary market pursuant to earlier approval(s) of the Members) shall not exceed, 46,194,688 equity shares of ₹5/- (Rupees Five only) each, which represent 0.79% of the paid-up equity capital of the Company as at March 31, 2022.

Resolved further that the total number of shares acquired from secondary market by the Trust in pursuance to the Scheme or any other share-based employee benefit scheme implemented in the past, shall be within overall limits prescribed under the provisions of the SEBI (SBEB & SE) Regulations, as amended from time to time.

Resolved further that for the purpose of giving effect to the foregoing resolutions, the Board of Directors of the Company or any duly constituted committee of the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient in this regard."

12. To approve provisioning of money by the Company for purchase of its shares by the Bharti Airtel Employee Welfare Trust for the benefit of employees under Employees Stock Option Scheme - 2005

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

"Resolved that pursuant to the provisions of Section 67(3) of the Companies Act, 2013 (hereinafter referred to as "Act"), Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, applicable provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other law applicable to the Company for time being in force (including any statutory modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), relevant provisions of the Articles of Association of the Company and the Employee Stock Option Scheme, 2005 ("Scheme") and subject to such approval(s), permission(s) and sanction(s) as may be necessary in this regard and

such conditions and modifications as may be prescribed/ imposed by any regulatory authority while granting such approval(s), consent(s), permission(s) and/ or sanction(s), consent of the Members of the Company be and is hereby accorded to authorise the Board of Directors (hereinafter referred to as the "Board" which term shall include any Committee of the Board authorized in this regard) to make provision of money by way of loan, guarantee, security or any other financial assistance to Bharti Airtel Employees Welfare Trust (hereinafter referred to as the "Trust") in one or more tranches, in connection with the acquisition of shares from secondary market upto 46,194,688 equity shares (taken together with the shares already acquired by the Trust from secondary market pursuant to earlier approval(s) of the Members) of the Company of face value of ₹5/- each, for the purpose of implementation of the ESOP Scheme provided that such provision of money shall at all times be within the overall limits prescribed under the Act or any other applicable law.

Resolved further that in case the number of equity shares to be transferred under the Scheme to the eligible employees are increased on account of any corporate actions (such as Right issue, Bonus issue, split/consolidation of shares, change in capital structure and merger/ demerger etc.), the approval of the members of the Company be and is hereby accorded to authorized the Board to make additional provision by way of loan, guarantee, security or any other financial assistance as may be required by Trust to acquire such additional equity shares.

Resolved further that for the purpose of giving effect to the foregoing resolutions, the Board or any duly constituted committee of the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient in this regard."

Registered Office:

Airtel Center,
Plot No. 16,
Udyog Vihar, Phase-IV,
Gurugram, Haryana 122015, India
CIN: L74899HR1995PLC095967
E-mail id: compliance.officer@bharti.in

Place: New Delhi
Date: May 17, 2022

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, India

NOTES

1. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the 'Act'), read with the relevant Rules made thereunder, setting out the material facts and reasons, in respect of Item Nos. 4 to 12 of this Notice of AGM ('Notice'), is annexed herewith.
2. **In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its general circular no. 02/2022 dated May 05, 2022 circular no. 20/2020 dated May 5, 2020 read with general circular No. 14/ 2020 dated April 8, 2020 and general circular no. 17/ 2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') read with SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 has permitted the holding of the AGM through Video Conferencing ('VC')/Other Audio Visual means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') SEBI Circular and MCA Circulars, the AGM of the Company is being held through Video Conferencing ('VC'). The deemed venue for this AGM shall be the Registered Office of the Company.**
3. The Company has engaged National Securities Depository Limited ('NSDL'), to provide the VC facility for conducting the AGM and for voting through remote e-voting and e-voting at the AGM. The procedure for participating in the meeting through VC/OAVM, forms part of this Notice.
4. Since the AGM is being held through VC, physical attendance of the Members is not required in terms of MCA Circulars. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the AGM venue is also not required.

DISPATCH OF INTEGRATED ANNUAL REPORT & NOTICE AND REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF INTEGRATED ANNUAL REPORT & NOTICE

5. In accordance with the MCA Circulars read with the SEBI Circular:
 - a. Notice of the AGM along with the Integrated Annual Report for the financial year 2021-22 is being sent in electronic mode only to the Members whose email addresses are registered with the Company/ Depository Participants ('DPs')/ Depository/ Registrar. 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 Technologies Limited ('Kfin'), Registrar and Share Transfer Agent of the Company, 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 Annual 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 DP ID & 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 nos. in respect of the shares held by you.
- vi) Enter the email address and Mobile no.
- vii) System will check the authenticity of DPID & Client ID/ 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 NSDL will send the Notice, Integrated Annual Report and the e-voting instructions 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/mobilereg/mobileemailreg.aspx> or by following the procedure specified in Clause (xi) below.
- xi) Alternatively, Members may send an e-mail request addressed to inward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, Mobile no., 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, Integrated Annual Report and the e-voting instructions along with the User ID and Password.

Notice

- xii) 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 Annual Report and the e-voting instructions.
 - xiii) In order 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 Reports, Notice of General Meetings and other shareholders' communications.
 - xiv) In case of queries with respect to the aforesaid process, Members are requested to write to einward.ris@kfintech.com or call at the toll free number 1800 309 4001.
6. The notice of AGM along with Integrated 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, July 15, 2022.
 7. The Notice of the AGM and the Integrated Annual Report for the financial year 2021-22 will be available on the website of the Company (www.airtel.com), on the website of NSDL (www.evoting.nsdl.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.

E-VOTING AND PARTICIPATION IN THE AGM THROUGH VC/ OAVM

8. The Company is providing VC/OAVM facility to its members for joining/participating at the AGM. Members may join the AGM through Desktop/ Laptop/ Smartphone/ Tablet. 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.
9. Members who do not have the User ID and Password for joining the meeting or have forgotten the User ID and Password, may retrieve the same by following the remote e-voting instructions, forms part of this Notice.
10. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM. All the shareholders including large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are encouraged to attend the AGM.
11. 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 sending request mentioning their name, demat account / folio number, email id, mobile number through their registered email to the Company at compliance.officer@bharti.in during the period from Wednesday, August 03, 2022 to Friday, August 05, 2022 or click on the link <https://ccwebcast.com/airtel-agm/> during the said period. Only those members who are registered as Speaker will be allowed to express their views or ask questions at the AGM.
12. Members can submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM by sending an e-mail to the Company at compliance.officer@bharti.in mentioning their name, DP ID Client ID/ Folio number on or before Monday, August 08, 2022. At the AGM, such questions will be replied by the Company suitably. The Company reserves the right to restrict the number of questions and speakers, depending upon the availability of time, for smooth conduct of the AGM.
13. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company viz. www.airtel.com.
15. 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.
16. The Company has engaged the services of NSDL 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:
 - a. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, 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.
 - b. 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.
17. 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.
18. The members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM. The members who have cast their vote by remote e-voting may also attend the AGM but will not be able to vote again at the AGM.

19. 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.

20. 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, August 8, 2022
End of remote e-voting	Upto 5.00 p.m. (IST) on Thursday, August 11, 2022

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.

21. The voting rights of Members for e-voting 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, August 5, 2022 ('cut-off date').

22. 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.

23. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is dispatched and holding shares as of the cut-off date, i.e. August 5, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting, then he/she can use his/her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. August 5, 2022, may follow steps mentioned in Note no. 24 of this Notice.

24. Members are requested to carefully read the below instructions in connection with remote e-voting and procedure for joining the AGM.

Step 1: Access to the NSDL e-voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding shares in demat mode

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with NSDL.	<p>I. NSDL IDeAS Facility</p> <p>If you are already registered for the NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Please visit the e-Services website of NSDL. Open the web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or mobile phone. 2. Once the homepage of e-Services is launched, click on the "Beneficial Owner" icon under "Login", available under the "IDeAS" section. 3. A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services. 4. Click on "Access to e-voting" under e-voting services and you will be able to see the e-voting page. 5. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>If you are not registered for the NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. The option to register is available at https://eservices.nsdl.com. 2. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Upon successful registration, please follow steps given in points 1-5 of Step 1(A)(I) above. <p>II. E-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsdl.com/ either on a personal computer or mobile phone. 2. Once the homepage of e-voting system is launched, click on the "Login" icon, available under the "Shareholder/Member" section. 3. A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen. 4. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/members can also download NSDL Mobile App 'NSDL Speede' (facility by scanning the QR code mentioned below), for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi/ Easiest, they can login through their User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/ Easiest the user will also be able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat account number and PAN on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat account. After successful authentication, user will be provided link for respective ESP i.e. NSDL where the e-Voting is in process.
Individual Shareholders (holding shares in demat mode- Login through the respective Depository Participants ("DPs"))	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL/ CDSL for e-Voting facility. Once logged in to your DP portal, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to the website of NSDL/CDSL (as applicable) after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID/ Password option available at abovementioned websites.

Helpdesk for Shareholders for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding shares in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020990 and 1800224430.
Individual Shareholders holding shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-2305854243.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding shares in demat mode and shareholders holding securities in physical mode.

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a verification code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12*****, then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) Process to retrieve your 'initial password' are as under:
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and then open the pdf attachment. The password to open the pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password" (if you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password/ OTP, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, home page of e-Voting will open.

Step 2: Cast your vote electronically

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is currently active.
2. Select E-Voting Event Numbers ('EVENTS') for Bharti Airtel Limited. Shareholders are requested to select the respective EVENTS and vote depending upon their shareholding i.e. either fully paid-up or partly paid-up or both during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Step 3: Join the General Meeting through VC/ OAVM on NSDL system

All the members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVENTS of Company will be displayed. 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 in advance by following the remote e-Voting instructions mentioned in the notice, to avoid last minute rush.

Please note that on successful login in Step 1 to 3, the system will prompt you to select the E-Voting Event Number ('EVEN') for Bharti Airtel Limited. Shareholders are requested to select the respective EVENTS and vote depending upon their shareholding i.e. either fully paid-up or partly paid-up or both.

Process for procuring user ID and password for e-voting for those shareholders whose email IDs are not registered with the depositories/Company

- A. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance.officer@bharti.in.
- B. In case shares are held in demat mode, please provide DPID Client ID (16 digit DPID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance.officer@bharti.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at Step 1(A) i.e. 'Login method for e-Voting and joining virtual meeting for Individual shareholders holding shares in demat mode'.
- C. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- D. If you are an individual shareholder holding shares in demat mode, you are requested to refer to the login method explained at Step 1(A) above.

General guidelines for e-voting & joining the AGM

- A. 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.

In view of the above, Body corporates/ Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorized representative(s) to attend the AGM through VC and to cast their votes through remote e-voting/ e-voting at the AGM. In this regard, such shareholders 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 through registered e-mail ID to the Scrutinizer at sanjaygrover7@gmail.com or contact@cssanjaygrover.in with a copy marked to evoting@nsdl.co.in.

Alternatively, they can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-voting" tab in their login.

- B. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com to reset the password.

- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send an email to Ms. Sarita Mote, Assistant Manager, NSDL at evoting@nsdl.co.in.
- 25. The Board of Directors has appointed Mr. Devesh Kumar Vasisht (FCS-8488; C.P. no. 13700), Partner, M/s. Sanjay Grover & Associates, Company Secretaries ('SGA'), and failing him, Mr. Vijay K. Singhal (ACS-21089 C.P.no.: 10385), Partner, SGA, 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.
- 26. The Scrutinizer, after scrutinizing the voting through remote e-voting and e-voting at the AGM, shall 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 any other person authorised by the Chairman. The Chairman or the authorized person shall declare the voting results, along with the consolidated scrutinizer's report within the timeframe prescribed under the Act and Listing Regulations. The voting results declared shall be available on the website of the Company (www.airtel.com) and on the website of NSDL (evoting@nsdl.co.in) and shall also be displayed on the notice board at the registered office and corporate office of the Company. The results shall simultaneously be communicated to the Stock Exchanges. The resolutions set out in this Notice, shall be deemed to be passed on the date of AGM, subject to receipt of the requisite number of votes in favour of the resolutions.

INSPECTION OF DOCUMENTS

- 27. 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. Friday, August 12, 2022. Members seeking to inspect such document(s) can send an email to compliance.officer@bharti.in.
- 28. The Register of Directors & 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 Secretarial Auditors of the Company under Regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2021, will be available for electronic inspection by the members during the AGM.

IEPF RELATED INFORMATION

- 29. Members wishing to claim dividends due to them which has remained unclaimed or unpaid are requested to contact Kfin.
- 30. 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.

31. 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 FY 2014-15 till September 15, 2022. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company.
32. 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 IEPF. Accordingly, during the financial year 2021-22, the Company has transferred 19,146 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>.

PAYMENT OF DIVIDEND RELATED

33. Members may note that the Board, at its meeting held on May 17, 2022, has recommended a final dividend of ₹3 per fully paid-up equity share and a pro-rata final dividend of ₹0.75/- per partly paid up equity share. The record date for the purpose of final dividend for FY 2021-22 is Tuesday, August 2, 2022. The aforesaid dividend, once approved by the members in this AGM, will be paid within 30 days from the date of AGM.
34. In respect of members holding shares in electronic form, the bank details as furnished by the respective depositories to the Company, will be used for the purpose of distribution of dividend through ECS facility. The Company/ RTA will not act on any direct request from members holding shares in dematerialised form for change/ deletion of such bank details.
35. Members who hold equity shares in physical form and desirous of availing Electronic Clearance Scheme (ECS) facility for direct credit of dividend to their bank account, may submit their request to the Company's RTA. The ECS mandate, in order to be effective, should be submitted to the RTA on or before Tuesday, August 02, 2022. Any query related to dividend should be directed to the RTA of the Company. In case, the company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the company shall dispatch the dividend warrant/ cheque to such shareholder by post.
36. Members may note that the Income-tax Act, 1961, (the 'IT Act') as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax

at source ("TDS") at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN): 10%** or as notified by the Government of India

Members not having valid PAN: 20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2022-23 does not exceed ₹5,000/-, and also in cases where members provide Form 15G/ Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%** (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ('DTAA'), read with Multilateral Instrument ('MLI') between India and the country of tax residence of the shareholders, if they are more beneficial to them. For the purpose of availing the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962
- Copy of the Tax Residency Certificate for financial year 2022-23 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders
- Self-declaration in Form 10F
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the shareholders

Notice

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act at the rate of 20%** (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

** As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid section. However, in case a non-resident shareholder or a non-resident Foreign Portfolio Investor (FPI) / Foreign Institutional Investor (FI), higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

37. The aforesaid documents, as applicable, are required to be uploaded online with Kfin at <https://ris.kfintech.com/form15> on or before Tuesday, August 02, 2022 to enable the Company to determine the appropriate TDS rates. No communication on the tax determination/deduction received post Tuesday, August 02, 2022 shall be considered for payment of the Final Dividend. It is advisable to upload the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates.
38. In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. **No claim shall lie against the Company for such taxes deducted.**
39. While on the subject, we request you to submit / update your bank account details with your Depository Participant, in case you are holding shares in the electronic form. In case your shareholding is in the physical form, you will have to submit a scanned copy of a covering letter, duly signed by the first shareholder, along with a cancelled cheque leaf with your name and bank account details and a copy of your PAN card, duly self-attested, with Kfin. This will facilitate receipt of dividend directly into your bank account. In case the cancelled cheque leaf does not bear your name, please attach a copy of the bank passbook statement, duly self-attested. We also request you to register your email IDs and mobile numbers with Kfin at inward.ris@kfintech.com with a copy to the Company at compliance.officer@bharti.in.
40. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>. We seek your co-operation in the matter.
41. Members may please refer the separate email communication being sent by the Company in connection with the aforesaid amendment in the Income Tax Act, 1961 and relevant procedure to be adopted by the Members to avail the applicable tax rate.
42. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial

DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident shareholders.

MISCELLANEOUS INFORMATION

43. Disclosure/ Information regarding particulars of the Directors being appointed/ re-appointed at this AGM, in terms of the applicable provisions of Secretarial Standard 2 and Listing Regulations, are annexed hereto.
44. 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.
45. 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.
46. 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.
47. 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.
48. SEBI 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.
49. 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.

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

Item No. 4

In accordance with the provisions of Section 139 of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration Number 117366W/W-100018) (Deloitte or "Firm") was appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years to hold office from the conclusion of the 22nd AGM till the conclusion of 27th AGM. The same was approved by the members of the Company at their 22nd AGM held on July 24, 2017.

The first term of Deloitte as Statutory Auditors of the Company shall come to an end upon conclusion of the ensuing AGM. The Board of Directors, on recommendation of Audit Committee and subject to approval of members, has appointed Deloitte as Statutory Auditors of the Company for a second term of 5 (five) consecutive years to hold office from the conclusion of this AGM till the conclusion of 32nd AGM (to be held in calendar year 2027) in accordance with the provisions of Section 139 of the Act and rules thereunder.

While considering the re-appointment of Deloitte as Statutory Auditors, the Audit Committee and Board of Directors evaluated the firm on various parameters including but not limited to independence, competence, technical capability, approach on transition, overall audit approach, sector expertise and understanding of the Company & its business. The Audit Committee and Board of Directors consider Deloitte suitable to continue to handle the scale, diversity and complexity associated with the audit of the financial statements/ results of the Company.

Deloitte has given consent to act as Statutory Auditors of the Company for the second term, and have confirmed that their re-appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

The proposed remuneration to be paid to Deloitte for conducting statutory audit of the Company for the financial year ending 2022-23 is ₹84.87 Mn (exclusive of applicable taxes and out of pocket expenses, if any). Further, the Board of Directors, on the recommendation of the Audit Committee, shall decide the remuneration of Deloitte as Statutory Auditors for the remaining part of its tenure.

In addition to the statutory audit, the Company may also obtain certifications from Deloitte under various statutory regulations and other permissible non-audit services as required from time to time, for which their remuneration shall be approved by the Audit Committee, in accordance with the provisions of Sections 142 and 144 of the Act.

Brief profile of Deloitte

Deloitte Haskins & Sells was constituted in 1997 and was converted to a Limited Liability Partnership namely Deloitte Haskins & Sells LLP, in November 2013. The Firm is registered with the Institute of Chartered Accountants of India (Registration No. 117366W/W-100018). The Firm has around 4000 professionals and staff. DHS LLP has offices in Mumbai, Delhi, Kolkata, Chennai,

Bangalore, Ahmedabad, Hyderabad, Coimbatore, Kochi, Pune, Jamshedpur and Goa. The registered office of the Firm is One International Center, Tower 3, 27th to 32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai - 400013, Maharashtra, India. The firm has been engaged in statutory audits of some of the largest companies in the telecom sector.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution set out in Item no. 4 for this Notice for approval of Members.

Item No. 5

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 Members 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, (Firm registration no. 00212) as Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2023, at a remuneration of ₹12,50,000/- (Rupees Twelve Lac Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses.

Approval of the Members is being sought for the proposal contained in the resolution set out at item no. 5 of this notice.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution set out at item no. 5 of this Notice, for approval of the members.

Item Nos. 6 & 7

The Board of Directors, on the recommendation of HR & Nomination Committee ("HRC") approved appointment of Mr. Pradeep Kumar Sinha (DIN: 00145126) and Mr. Shyamal Mukherjee (DIN: 03024803) as Additional Directors (in the capacity of Independent Directors) of the Company, who shall hold office as such till this Annual General Meeting ("AGM"). Further, Board of Directors has recommended the appointment of Mr. Pradeep Kumar Sinha and Mr. Shyamal Mukherjee as Independent Directors for a term of five consecutive years i.e. upto May 17, 2027, for approval of the Members of the Company.

While considering the appointment of Mr. Pradeep Kumar Sinha and Mr. Shyamal Mukherjee, HRC considered and noted the upcoming retirement/resignation of existing independent directors i.e. Mr. Manish Kejriwal, Independent Director who is due to retire on September 25, 2022 (close of business hours) upon completion of his second term as an Independent Director and Mr. Shishir Priyadarshi, Independent Director who has tendered his resignation with effect from October 31, 2022 (close of business hours).

The Company follows a robust process for Board appointments and succession, which is a hallmark of a forward-thinking, future-ready and progressive board. The Board deliberates on various factors including current tenure of board members, anticipated vacancies in key board positions, skill matrix including skill-gaps, diversity, time-commitment and statutory requirements etc. The appointment of Mr. Pradeep Kumar Sinha and Mr. Shyamal Mukherjee have been made by the Board to address the long term requirement of the Company and to ensure smooth transition in key board positions. In the opinion of the Board, Mr. Pradeep Kumar Sinha and Mr. Shyamal Mukherjee fulfil the conditions specified in the Companies Act, 2013 (the "Act"), rules made thereunder and SEBI (Listing obligations and disclosure requirements) Regulations 2015 ("Listing Regulations") for appointment as Independent Directors of the Company and are independent of management of the Company.

Brief profiles of Mr. Pradeep Kumar Sinha and Mr. Shyamal Mukherjee are as follows:

Mr. Pradeep Kumar Sinha

Mr. Pradeep Kumar Sinha joined the Indian Administrative Service in 1977 after completing his Masters in Economics from the Delhi School of Economics in 1976. He had graduated in Economics (Honours) from St. Stephens College, Delhi. While in service, he completed M. Phil in Social Sciences in 1991 and was a Visiting Fellow in University of Oxford during 1999. He has also attended prestigious programmes such as, on 'Mergers and Acquisitions' in University of Stanford and on 'Leaders in Development' in Harvard University.

Mr. Pradeep Kumar Sinha, IAS (Retd.), served as the Cabinet Secretary for more than 4 years before moving to the Prime Minister's Office. He retired from there in March 2021 after 44 years of continuous service to the nation. He has been a Government nominee Director in numerous major Public Sector Undertakings including Oil and Natural Gas Corporation, Indian Oil Corporation, Hindustan Petroleum, Bharat Petroleum Corporation Limited, Gail (India) Limited etc. He is well versed with complexities involved in large companies and the principles of healthy corporate governance.

By virtue of his vast and varied experience, he has skill set/strong credentials in the areas of Strategic Leadership, Corporate Governance, Finance, Public Policy and Infrastructure.

Mr. Shyamal Mukherjee

Mr. Shyamal Mukherjee is a Bachelor of Commerce and Bachelor of Law from University of Delhi and is a Chartered Accountant and member of Bar Council of Delhi. He is the former Chairman and Senior Partner of PwC India and was at the forefront of making PwC a future-ready firm. He began his professional journey with PwC in 1984 and became a partner in 1993. He held several leadership roles at PwC India, including Brand & Strategy leader and Leader of India Tax practice. Mr. Shyamal Mukherjee also serves as an Independent Director on the board of ITC Limited and a member of its Audit Committee.

During his long professional career, Mr. Shyamal Mukherjee has advised several multinational Telecom companies wanting to invest/operate in India on business issues, and regulatory and tax matters. He has also been involved in advising on transactions and mergers & acquisitions. He has the experience of advising on leading global best practices in governance.

As a leader, Mr. Shyamal Mukherjee has been known for building a culture that is values-driven, encourages innovation and robust governance. The Company will immensely gain from the wealth of global experience and expertise that he brings.

Further, detailed profiles of these Directors are available on the Company's website viz. www.airtel.com. The members may also refer the 'Directors and Key Managerial Personnel' section of the Board's Report 2021-22 for further details with respect to their appointment.

While both, Mr. Sinha and Mr. Mukherjee possess skills, expertise and competencies in multiple domains, their key skills, expertise and competencies are as below:

Sr. No.	Name	Skills, expertise and competencies
1	Mr. Pradeep Kumar Sinha	<ul style="list-style-type: none"> - Strategic Leadership and management experience - Industry and sector experience - Financial and Risk Management - Governance - Global Business/ International expertise - Public Policy - Sustainability and ESG
2	Mr. Shyamal Mukherjee	<ul style="list-style-type: none"> - Strategic Leadership and management experience - Industry and sector experience - Financial and Risk Management - Governance - Global Business/ International expertise - Sustainability and ESG

Mr. Pradeep Kumar Sinha and Mr. Shyamal Mukherjee have confirmed their eligibility for appointment as Independent Director of the Company under section 164 of the Act and have given their consent to act as Independent Director. The Company has also received declaration from them confirming that they meet the criteria of independence as provided in Section 149(6) of the Act, rules made thereunder and Regulation 16(1)(b) of the Listing Regulations.

In terms of Regulation 25(8) of the Listing Regulations, they have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as an Independent Director without any external influence. Further, they are 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 have successfully registered themselves in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member proposing candidatures of Mr. Pradeep Kumar Sinha and Mr. Shyamal Mukherjee to be appointed as Independent Directors as per the provisions of the Act.

In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Act and rules made thereunder and the Listing Regulations, it is proposed that Mr. Pradeep Kumar Sinha and Mr. Shyamal Mukherjee be appointed as Independent Directors for a term of five consecutive years from the original date of their appointment i.e. May 18, 2022 upto May 17, 2027.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are enclosed hereto.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, 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.

The Board of the Directors firmly believes that Mr. Pradeep Kumar Sinha and Mr. Shyamal Mukherjee bring immense value on account of their stature, professional competence and diversified experience, and accordingly, recommends, their appointment, as Independent Directors of the Company for a term of five consecutive years i.e. upto May 17, 2027. The remuneration payable to Mr. Pradeep Kumar Sinha and Mr. Shyamal Mukherjee, Independent Directors, shall be linked to the factors like chairmanship of committees, membership of committees etc. and shall be governed by the Nomination, Remuneration and Board Diversity policy of the Company and shareholders' approval dated August 31, 2021.

Mr. Pradeep Kumar Sinha and Mr. Shyamal Mukherjee are interested in the resolution set out at item no. 6 and 7, respectively. Further, their relatives are also deemed to be interested in the respective resolutions, to the extent of their shareholding in the Company, if any. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolutions.

The Board recommends the Special Resolutions set out at item nos. 6 & 7 of the Notice for approval of the Members.

Item Nos. 8 & 9

Mr. Gopal Vittal was re-appointed as the Managing Director & CEO of the Company w.e.f. February 1, 2018 for a period of 5 years i.e. upto January 31, 2023 pursuant to the resolution passed by the Members at their 22nd AGM of the Company held on July 24, 2017 and his re-appointment is due for another term of five years.

Based on the strong performance of the Company under the leadership of Mr. Vittal and other key factors as elaborated below, the HR & Nomination Committee ("HRC") recommended the re-appointment of Mr. Gopal Vittal as Managing Director designated

as Managing Director & CEO of the Company for a further period of 5 years i.e. from February 1, 2023 to January 31, 2028 on the terms and conditions including remuneration, as contained in this explanatory statement.

Accordingly, the Board of Directors, at its meeting held on May 17, 2022, based on the recommendation of HR and Nomination Committee and subject to approval of members, approved the re-appointment of Mr. Gopal Vittal as Managing Director designated as Managing Director & CEO of the Company for a further period of 5 years i.e. from February 1, 2023 to January 31, 2028, on the terms and conditions, including the remuneration payable to Mr. Vittal, as contained in this explanatory statement.

The key factors that were considered by the Committee while recommending the re-appointment of Mr. Gopal Vittal are given below:

1. Mr. Gopal Vittal, who is considered amongst the top rated CEOs globally, is currently responsible for defining and delivering the business strategy and providing overall leadership for Airtel's India & South Asia operations. He has demonstrated exceptional leadership in turbulent times to create a stronger Airtel you know today and a future proofed Airtel for tomorrow.
2. Under his leadership, Airtel has consistently delivered strong results despite battling industry turbulence and unprecedented challenges posed by the pandemic. It has not only defended its revenue market share but has grown it to achieve lifetime high levels. The resilience and strong performance is not confined to the mobile services business only but is demonstrated by each of the business segments. Over the past few years, the Company has cemented its leadership position to become one of the leading player in home broadband, #2 player in DTH industry, #1 player in B2B data services, #1 in enterprise IoT segment and a player with largest data center network.
3. Under his vision, the Company has transformed itself into a global communications solutions provider backed by a future proofed portfolio. This transformation has been across the board – from defining the culture, metrics and incentives for collaboration as well as overall "re-imagining the business". Key to this performance has been the focus and clarity with which Mr. Vittal has led the execution of strategy. He has shown extreme financial prudence, while waging a war on waste.
4. The Company has achieved highest ever revenues in FY 2021-22. Operationally, under his guidance, the teams have been able to achieve highest customer engagement in the form of industry leading data & voice usage per customer per month as well as industry leading ARPUs. During his tenure, the Company has generated 129% shareholder return (February 01, 2013 to March 31, 2022) in form of stock price appreciation, excluding the benefits in the form of rights issues at discounts. In addition to this, the Company has distributed total ₹7,807 crores of dividend to its Members (excluding the proposed dividend in this AGM notice).

5. He has been the architect of a robust talent and leadership succession framework and has nurtured and groomed talent for leadership roles within the Company. He has encouraged a strong meritocracy driven culture and robust performance management processes with emphasis on accountability for doing what is right for the Company's short term and long term sustained performance. He has driven a culture of ownership, agility, integrity and humility.
6. Because of strong operating performance, the Company has received overwhelming support in multiple successful fund raises over the last years, whether it was QIP, FCCB or two Rights Issues, all witnessing oversubscription from the investors.
7. He has brought a strategic focus and energy to the Environmental, Sustainability and Governance (ESG) initiatives of the Company, Gopal is on the ESG Committee of directors and also leads the Management ESG Council, which is entrusted with ensuring long-term value creation of all the stakeholders.
8. Airtel is recognized as an ethical and well governed company and has been consistently rated in the leadership category by leading rating agencies. During the FY 2021-22, the company featured in the 'Leadership' category on the Indian Corporate Governance Scorecard 2021, developed by BSE Limited, International Finance Corporation and IIAS.
9. In light of the foregoing factors, it is important to secure the continuity and stability of the current leadership to ensure the best interests of the Company and its stakeholders. Therefore, the Committee considered it appropriate to recommend to the Board the re-appointment of Mr. Gopal Vittal as Managing Director (designated as Managing Director & CEO) of the Company for a further period of 5 years i.e. from February 1, 2023 to January 31, 2028.

Mr. Gopal Vittal is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be re-appointed as a Managing Director & CEO 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 (including any statutory modification or re-enactment thereof for time being in force) and relevant provisions of Articles of Association of the Company, re-appointment of the Managing Director requires approval of the Members.

At the time of re-appointment of Mr. Gopal Vittal at 22nd AGM, the Company had adequate profits and the remuneration paid/payable to him was well within the limits prescribed under the Act. However, the Company had incurred losses during financial year ended on March 31, 2019 and accordingly, in compliance with the provisions of the Act and other applicable laws, the members, vide special resolution passed at their 24th AGM held

on August 14, 2019, had approved (i) the waiver of recovery of excess managerial remuneration paid to Mr. Gopal Vittal for the financial year ended March 31, 2019; and (ii) payment of remuneration to Mr. Gopal Vittal for the period from April 1, 2019 to March 31, 2022, in the event of absence of profits and/ or inadequacy of profits.

The following remuneration was paid to Mr. Gopal Vittal during last five (5) years:

Financial year	Annual Remuneration (₹ in Mn)		
	Fixed Pay* (A)	Variable Pay* (B)	Total (A+B)
2017-18	78.91	47.50	126.41
2018-19	81.21	54.33	135.54
2019-20	85.01	57.29	142.30
2020-21	86.41	57.75	144.16
2021-22	91.46	61.12	152.58

* excluding perquisites

Amount of variable pay reflected above represents incentive accrued at 100% performance level during each financial year. However, the actual variable pay is based on performance parameters (including EBITDA margin, Gross Revenue etc.) which is paid in the next financial year. Mr. Gopal Vittal was paid ₹45.12 Mn, ₹54.33 Mn, ₹59.27 Mn and ₹72.19 Mn as actual variable pay for FY 2017-18, FY 2018-19, FY 2019-20 and FY 2020-21, respectively. In addition to the above, Mr. Gopal Vittal was paid one-time special incentive of ₹15.62 Mn for FY-20. Please note that the Board is yet to decide final variable pay of Mr. Gopal Vittal for FY 2021-22.

In addition to the above, 124,972 stock options were granted to Mr. Gopal Vittal during FY 2021-22. The vesting of these options is linked to both, tenure and performance. The performance is measured through pre-determined scorecard with performance metrics such as growth in revenue market share, EBIT margin, Operating free cash flow, Relative total shareholder return etc.

The details of proposed remuneration, as approved by the Board of Directors at its meeting held on May 17, 2022 based on the recommendation of HRC, to be paid to Mr. Gopal Vittal is as under:

Fixed Pay (inclusive of salary, allowances and retirement benefits) payable on monthly basis: ₹96 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 15% per annum of the fixed pay of preceding financial year. However, while determining the annual increments, the Board or the Committee will consider factors like inflation, general increases recommended for other executives and the business context.

Variable Pay (Performance Linked Incentive) to be paid annually after the end of the financial year: ₹62 Mn (at 100% performance) per annum or such sum as may be determined by the Board from time to time, provided however that the total Variable Pay shall not exceed 90% of the annual fixed pay for any financial year.

The variable pay is linked to achievement of predetermined performance criteria approved by the HRC at start of each financial year. The variable pay is paid post the approval of HRC and the Board at the end of financial year after considering the

actual performance against each criteria and is subject to limits approved by the members of the Company. The details of the indicative performance criteria, which includes both financial and non-financial parameters, are as under:

Criteria	Weightage	KRA's
Financial Parameters	65 %	Growth in Revenue Market Share, Gross Revenue, EBITDA margin, Operating Free Cash Flow and such other criteria as may be decided by the Board or HRC from time to time.
Non-financial Parameters	35 %	Create and expand Digital footprint, setting up best-in class talent management practices to attract, engage and motivate high performing talent across the organization, succession planning of key roles, Sustainability, ESG and War on Waste and such other criteria as may be decided by the Board or HRC from time to time.

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 15% of the fixed pay in any financial year.

Employee Stock Options: In addition to the above, Mr. Gopal Vittal shall be entitled for such number of stock options as may be granted to him under any ESOP scheme of the Company with the prior approval of HRC. The maximum options granted to him in any financial year, shall not exceed the limit specified in ESOP Scheme of the Company.

Other Benefits: Other benefits including leave encashment as per Company's Policy(s).

Mr. Gopal Vittal shall also be entitled to reimbursement of all legitimate expenses incurred by him while performing his duties and such reimbursement will not form part of his remuneration.

Minimum Remuneration: In the event of absence of profits and/or inadequacy of profits, in any financial year during the currency of tenure of Mr. Gopal Vittal as Managing Director & CEO of the Company, 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.

Malus/Clawback: The variable remuneration of Mr. Gopal Vittal is subject to malus/clawback provisions in accordance with the Nomination, Remuneration and Board Diversity policy of the Company.

Taking into consideration the size of the Company, his profile, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level employees in other companies.

During the financial year ended on March 31, 2022, the Company incurred a Loss before tax of ₹42,342 Mn and Loss after tax of ₹36,250 Mn.

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, subject to the members' approval by way of a Special Resolution 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 Mr. Gopal Vittal from April 1, 2022 to March 31, 2025, as may be permitted under applicable laws, in case of absence of profits and/or inadequacy of profits or otherwise, in the Company.

Brief particulars of profile of Mr. Gopal Vittal 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 Act.

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 Act 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.

Mr. Gopal Vittal is interested in the resolution set out at item nos. 8 and 9 of this Notice. Further, his relatives are also deemed interested in the respective resolutions, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolutions.

The Articles of Association of the Company, relevant resolutions passed at the Board and Committee Meetings and other allied documents being referred in the resolution, are available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and will also be available on the website of the Company at www.airtel.com.

The Board recommends Ordinary Resolution set out at item no. 8 and Special resolution set out at item no. 9 of this Notice, for approval of the members.

Item Nos. 10 to 12

Bharti Airtel Limited ("Airtel" or "Company") has always followed the philosophy of rewarding its employees for delivering long term sustainable performance, creation of shareholder value and ensuring external competitiveness along with internal equity. Based on the aforementioned philosophy, the reward strategy of the Company is based on the following key principles:

- › Rewards should be commensurate with performance and accountability levels;

- › Rewards should be aligned to long term performance and creation of shareholder value and long term wealth for them;
- › Rewards should be competitive to attract and retain key talent in order to achieve the strategic objectives of the Company;
- › Achieve sustained growth of the Company and create shareholder value by aligning the interests of the employees with the long-term interests of the Company;
- › Attract and retain talent and as well as to motivate the employees to contribute to its growth and profitability;
- › Recognize and reward the efforts of employees and their continued association with the Company and other group companies; and
- › Promote the culture of employee ownership, to enable the employees to have greater involvement in the existing plans of the Company and provide them an opportunity to share in the future growth and profitability of the Company, leading to improved employee engagement, motivation and retention.

In line with its aforesaid philosophy, Airtel had introduced the Employee Stock Option Scheme, 2005 (the "Scheme/ESOP Scheme"). The ESOP Scheme was approved by the members in the 10th AGM held on September 06, 2005 and it extended to the employees and directors of the Company, its holding and subsidiary companies.

The Company maintains a balance between fixed and variable pay of its key employees, delivering long-term sustained business growth and performance. In order to incentivise and suitably reward employees, the Company has linked the reward of its key employees with the Scheme. The HR and Nomination Committee ('HRC'), on the basis of well laid criteria, grants stock options to the key employees, on such terms and condition as it may deem fit, from time to time, to create sense of ownership and high performance culture by enabling value creation.

The members of the Company, at their 10th AGM had, inter-alia, approved 9,367,276 stock options as the maximum quantum of options to be granted under the Scheme ("ESOP Pool"). As a result of split in the face value of equity shares of the Company from ₹10/- to ₹5/- in the year 2009, the ESOP pool was adjusted to 18,734,552 options. As per the terms & conditions of the ESOP Scheme, the HRC has utilised the ESOP pool to grant stock options to the eligible employees from time to time, over a period of 17 years, and the balance in the ESOP pool is nearing exhaustion.

The industry and market in which the Company operates in, is constantly changing and getting frequently disrupted. It requires continuous innovation, agility and execution excellence to remain competitive. Considering the shift in industry dynamics driven by technology trends, changing customer needs and the transformation of the Company from being a pure play Telco to a Digital first, it has become imperative for the Company to attract and retain a world class leadership and digital talent pool which has global expertise in developing best-in class products and

solutions for the customers. The focus of Company's rewards philosophy is to drive ownership mind-set which is aligned to the long-term performance of the Company and shareholder interests. It is important to have a broad based coverage of ESOP grants to attract and retain young talent in digital space and new age technology businesses.

The overall talent market trends also indicate an increasing shift towards equity incentives forming a key component of total rewards package of leadership and digital talent, which is consistent with our total rewards philosophy, where we believe that ESOP grants will allow us to attract and retain world class talent pool, drive ownership mind-set and align with the long-term interests of our company and our shareholders, and enables achieving our strategic goals.

Based on the recommendation of the HRC and subject to the approval of the shareholders, the Board of Directors of the Company, at its meeting held on May 17, 2022, approved the proposed increase in total quantum of stock options to be granted under the ESOP Scheme by 27,460,136 options i.e. from 18,734,552 options to 46,194,688 options. The proposed increase in number of options i.e. 27,460,136 options represent 0.47% of the paid-up equity capital of the Company as at March 31, 2022, which is a reasonable number given the scale and size of the Company, its number of employees and trends of options granted in the past.

It may also be noted that the Company acquires shares from secondary market to implement and administer its ESOP schemes, with no increase in issued capital, thereby ensuring that interests of minority shareholders are not diluted.

Accordingly, in line with the Company's compensation philosophy and foregoing reasons, and in the best interests of the company and shareholders, a fresh infusion into the ESOP pool is being recommended to shareholders for approval, as an enabling provision.

To acquire the above referred equity shares from the secondary market for administration of ESOP Scheme 2005, the Company will be required to make provision of money to the Bharti Airtel Employees Welfare Trust (Trust) of an amount not exceeding the market value of the shares on the date of transaction and other incidental costs as may be applicable, subject to the overall limits prescribed under Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014.

All other provisions and terms and conditions of the Scheme shall remain same as approved earlier by the Members at the 10th AGM of the Company (as amended from time to time) and the options, already granted, if any, under the Scheme would continue to be governed by the existing terms & conditions of the Scheme without any change in the rights and obligations of the option holders. The proposal is not prejudicial to the interests of the employees and option holders in any manner.

The trustees of the Trust shall ensure compliance of the provisions of the SEBI (SBEB & SE) Regulations and all other applicable laws at all times in connection with dealing with the equity shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

Brief Description of the Scheme and Disclosures Under Section 67 of the Act Read with rule 16 of the Companies (share capital and debentures) rules, 2014 and the SEBI (SBEB & SE) regulations

a) Total number of options/shares to be offered and granted under the Scheme:

At present, the ESOP Pool consists of 18,734,552 equity stock options, which is nearing exhaustion. Accordingly, it is proposed to enhance the ESOP pool by 27,460,136 options. Upon exercise of each option, the option holder shall be entitled for 1 (one) equity share of the Company.

The ESOP pool shall be subject to corresponding adjustment(s) for any corporate action as per the SEBI (SBEB & SE) Regulations.

b) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

The class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares are the beneficiaries of the Scheme. The term 'employee' has been defined under the Scheme and shall mean:

- a. An employee as designated by the Company, who is exclusively working in India or outside India; or
- b. a Director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group (if any), but excluding Independent Director; or
- c. an employee as defined in sub-clauses (a) or (b) of a subsidiary or holding company, in India or outside India, but shall not include:
 - i. an employee who is a promoter or a person belonging to the Promoter Group, if applicable, or
 - ii. a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding Equity Shares of the Company.

An employee will not cease to be an employee in case of any leave of absence approved by the Company or transfer.

The options may be granted to the employees as may be determined by HRC at its discretion.

c) Requirements of Vesting, Period of Vesting and Maximum period within which the options shall be vested:

- i. There shall be minimum period of one year between the grant of options and vesting of options;
- ii. The vesting period may extend upto 4 years or such period as may be decided by the HRC; and
- iii. The vesting shall happen in one or more tranches as may be decided by the HRC.

The vesting of options granted to employees is subject to the achievement against predetermined performance measures which, inter-alia, includes 'Revenue Market Share Growth', 'Earnings before interest and taxes / Gross Revenue', 'Operating free cash flow', Relative Total Shareholder Return or such other parameter including tenure as may be decided by the HRC. The final vesting scorecard is approved by the HRC on the basis of audited financial statements.

d) Exercise Price/Pricing Formula:

The exercise price for the purpose of the grant of options will be decided by the HRC, provided that the exercise price per option shall not be less than the face value of the equity shares.

e) Exercise period and the process of exercise:

On the expiry of the Vesting Period, the employee will have option to convert the options into equity shares either in full or in tranches at any time upto 7 years from the Grant Date (hereinafter referred to as Exercise Period) as per the provisions of the Scheme.

The options holder may exercise the options by submitting the exercise form using the online portal implemented by the Company accompanied by the payment, including applicable taxes, of an amount equivalent to the exercise price in respect of issue of equity shares.

HRC may determine the procedure for exercise from time to time. Exercise price will be payable to the Trust and applicable taxes on the same shall be deposited with the Company.

f) Appraisal process for determining the eligibility of employees for the Scheme:

The Company has a well-governed and structured performance appraisal system wherein the performance of the employees is assessed each year on the basis of various functional and managerial parameters. The appraisal process is revised at regular intervals as per emerging global standards.

Eligible employees are granted Stock Options based on performance linked parameters such as work performance, technical knowledge, period of service, designation and such other parameters as may be decided by the HRC Committee from time to time.

The HRC may at its discretion extend the benefits of the Scheme to a new entrant or any existing employee on such other basis as it may deem fit.

g) Maximum number of options to be granted per employee and in aggregate under the Scheme:

The HRC shall decide the maximum number of options that would be issued to each employee which shall be as per the terms and conditions of the Scheme. As per the Scheme, the maximum options that can be granted to any Employee shall not be more than 200,000 options per annum.

h) Maximum quantum of benefits to be granted per employee under the Scheme:

The maximum quantum of benefits to be granted to an employee under the Scheme, will be the difference between the fair value of shares as on the date of exercise and Exercise Price paid by the Employee, subject to applicable taxes.

i) Implementation and administration of the Scheme whether by the Company or through a trust:

At present, the ESOP Scheme is implemented and administered through ESOP Trust namely Bharti Airtel Employees Welfare Trust.

j) Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:

In order to administer the ESOP Scheme, the ESOP Trust acquires the Shares of the Company from secondary market through stock exchange mechanism.

k) The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Subject to the provisions of the applicable laws, the Company provides loan to the ESOP Trust to acquire its own shares by way of secondary market acquisition, on such terms & conditions as specified in the Loan Agreement entered/ to be entered into between the Company and ESOP Trust, for the purpose of implementing and administering the Scheme.

l) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOS Scheme:

The Trust and the Company shall ensure that the shares acquired through Secondary Acquisition are within the limits provided under the SEBI (SBEB & SE) Regulations and shareholders' approval obtained in this regard. The Trust can undertake secondary acquisition of equity shares of the Company at the prevailing market price in a manner that the total number of shares under secondary acquisition held by the Trust shall not exceed, at any time, 5% of the paid-up equity capital of the Company as on March 31, 2022 or such lower number as may be approved by the shareholders of the Company from time to time.

Further, the number of equity shares of the Company that can be acquired by the Trust from the secondary market in any financial year shall not exceed 2% of the paid-up equity capital of the Company as at the end of the previous financial year or such lower number as may be approved by the shareholders of the Company from time to time.

m) Disclosure of accounting policies:

The Company conforms to the applicable accounting policies in accordance with and subject to Regulation 15 of the SEBI (SBEB & SE) Regulations prescribed by SEBI and/ or any other appropriate regulatory authority, from time to time.

n) Method for valuation of options:

The Company shall use the fair value method for valuation of the options.

o) Statement with regard to Disclosure in Director's Report:

As the Company is adopting fair value method, presently there is no requirement for disclosure in Board of Director's Report.

p) Period of lock-in:

The shares acquired by the employees pursuant to the Exercise of Vested Options shall not be subject to any lock-in requirements.

q) Terms & conditions for buyback, if any, of specified securities covered under these regulations:

At present, the Company does not contemplate buy back of any specified securities (options) covered under these regulations.

r) Any interest of key managerial personnel, directors or promoters in the Scheme or Trust and effect thereof:

As per the SEBI (SBEB & SE) Regulations, the promoters and independent directors of the Company are not entitled to any stock options. The key managerial personnel and non-independent directors of the Company may be deemed to be concerned or interested in the Scheme or Trust to the extent of stock options that may be granted to them pursuant to the Scheme.

s) Detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme:

The Employees will be entitled to exercise the options granted to them at the exercise price during the exercise period as provided in the Scheme.

t) Details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the Scheme would be exercised:

The voting rights in respect of the shares acquired from secondary market, will be exercised by the Employees only upon transfer of such shares by the Trust to them in terms of the Scheme.

The Trustee(s) of the Trust shall not vote, in respect of the shares held by the Trust.

u) Particulars of Trust and name, address, occupation and nationality of trustee and its relationship with the promoters, directors or key managerial personnel, if any:

Name of the Trust	Name of the Trustee	Address of the Trustee	Occupation of Trustee	Nationality of Trustee	Relationship with promoters, directors and KMPs of the Company
Bharti Airtel Employees' Welfare Trust	Mr. Manish Agarwal	B-2/102 The Legend Sector 57 Near Boom Plaza Gurgaon – 122003	Professional	Indian	None
	Mr. Pankaj Miglani	11 Chander Lok Enclave PitamPura New Delhi –110034	Professional	Indian	None

v) The particulars of the trustee or employees in whose favour such shares are to be registered:

The Scheme is administered through 'Bharti Airtel Employees Welfare Trust' (ESOP Trust). The ESOP Trust shall acquire equity shares of the Company from the secondary market. The equity shares acquired by the Trust through secondary market shall be transferred to the employees on exercise of stock options. Details of Trustee are provided under clause (u) above.

Pursuant to applicable provisions of the Act, Rules thereunder and SEBI (SBEB & SE) Regulations, the matters proposed in item nos. 10 to 12 of this Notice, are put up for approval of the shareholders, by way of special resolutions.

Save and except the interest stated in clause (r) above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolutions.

The Board recommends the Special Resolutions set out at item nos. 10 to 12 for approval of the Members.

The statement containing additional information as required under Schedule V of the Act

I. General Information

1. Nature of Industry

Bharti Airtel Limited ('the Company') is a global communications solutions provider with over 491Mn customers in 17 countries across South Asia and Africa. The company ranks amongst the top three mobile operators globally and its networks cover over two billion people. The Company is India's largest integrated communications solutions provider and the second largest mobile operator in Africa. The Company's retail portfolio includes high speed 4G/4.5G mobile broadband, Airtel Xstream Fiber that promises speeds up to 1 GBps with convergence across linear and on-demand entertainment, streaming services spanning music and video, digital payments, and financial services. For enterprise customers, The Company offers a gamut of solutions that includes secure connectivity, cloud and data centre services, cyber security, IoT, Ad Tech and cloud-based communication.

2. Date or expected date of commencement of commercial production:

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

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

Not applicable

4. Financial performance based on given indicators:

(Amount ₹ in Mn. except EPS)

Financial year	2021-22	2020-21	2019-20
Gross Revenue	706,419	643,259	543,171
Profit before depreciation, amortization, finance costs, exceptional items and tax	365,136	303,720	341,835
Profit after Tax	(36,250)	(251,976)	(360,882)
Rate of dividend	60%	Nil	40%
Earnings per share	(6.53)	(45.95)^	(71.08)

^ Restated earnings per share.

5. Foreign investments or collaborations, if any:

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company during the previous three financial years. The foreign investors, mainly comprising Promoter Group entities, FII's and NRIs are investors in the Company on account of past issuances of securities and/or secondary market purchases.

As on March 31, 2022, the aggregate foreign shareholding in the Company was approx. 42.03%.

II. Information about Mr. Gopal Vittal, Managing Director & CEO

(a) Background details, Job profile and his suitability:

Gopal Vittal is currently the Managing Director & CEO of Bharti Airtel Limited. In his role as CEO, he is responsible for defining and delivering the business strategy and providing overall leadership for Airtel's India & South Asia operations.

Under the leadership of Mr. Vittal, Airtel had achieved a life-time high revenue market share. Airtel is amongst the most valuable brand in the country. In 2018, Airtel was also ranked 10th 'Best Company to Work for' and the 'Best Employer in Telecom' in India. In the last six years, he has strengthened the operation while driving transformation of the telco to be a strong digital services player.

Mr. Gopal Vittal was previously with Bharti Enterprises where he was the Group Director, Special Projects (April 2012 - Feb 2013). In this capacity, he worked towards formulating and supporting Airtel's International strategy and data expansion. He also held the post of Director, Marketing at Bharti Airtel (2006-08).

In addition, Mr. Vittal has also been with Hindustan Unilever for over a 20 years. He led several national and global assignments across sales, marketing and general management. In his last four years, he was the Head of the US\$ 3.5 Bn Home and Personal Care Business driving accelerated growth from 5% to 15%.

Mr. Vittal is an alumnus of Madras Christian College and has completed his MBA from IIM, Kolkata.

(b) Past remuneration and remuneration proposed:

Details on proposed remuneration have been stated in the item nos. 8 & 9 of the Explanatory Statement of the Notice. In monetary terms the remuneration for the last 3 financial years is given hereunder:

Financial year	2021-22	2020-21	2019-20
Remuneration (in ₹/Mn)	152.58	144.16	142.30

Notes:

- The aforesaid remuneration amounts are excluding perquisites
- The aforesaid amounts includes variable pay accrued at 100% performance level during each financial year. However, the actual variable pay is based on performance parameters (including EBITDA margin, Gross Revenue etc.) which is paid in the next financial year. Please refer remuneration table appearing on page no. 16 of this Notice, for details of actual variable remuneration paid/ payable to Mr. Gopal Vittal during each financial year.
- In addition to the remuneration stated above, 124,972 stock options were granted to Mr. Gopal Vittal during FY 2021-22.

(c) Recognition or awards:

Mr. Gopal Vittal was recognized by Voice & Data as Telecom Person of the Year 2016 for his leadership under which Airtel made rapid strides in the 4G LTE segment in India. Airtel

was the first to launch 4G in India, and under his leadership, Airtel expanded its 4G services across the Country.

Mr. Gopal Vittal has been elected to the Board of GSMA for the 2019-20 term. He has joined 25 other distinguished leaders from across the world to provide strategic guidance and roadmap to the premier global telecoms body, which represents more than 750 of the world's mobile operators.

(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):

Taking into consideration the size of the Company, his profile, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior levels in other companies.

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

Mr. Gopal Vittal has no pecuniary relationship with the Company, its Key Managerial Personnel or any other director other than his remuneration in the capacity of the Managing Director & CEO. As on date of this notice, he holds 14,64,710 shares in the Company in his personal capacity.

III. Other Information:

Reason of loss or inadequate profits:

Over the last few years, industry has witnessed heavy turbulence in form of ARPU contraction and industry consolidation. As a result, the industry ARPUs continue to be unsustainably low and among the lowest globally. Additionally, the consumption metrics per subscriber are among the highest globally and continues to increase even further. This has resulted in sub-par levels of return on capital employed and increasing debt burden of the players. With 5G around the corner and ARPUs even below the pre-4G levels, the industry needs to implement multiple tariff interventions so to earn a respectable rate of return on its investments. Continuous network investments, tower additions and spectrum commitments translated into elevated depreciation, amortization and finance cost levels, negatively impacting the Company's bottom line.

Despite a challenging industry environment and COVID-19 related disruptions over the last few years, Airtel delivered strong improving results year after year, through a competitive growth and revenue market share expansion in each of the business segment. Cornerstone of this performance has been the undivided focus on customer delight through an exceptional experience backed by brilliant network, aspirational brand and omni-channel presence. Equally, Airtel continues to invest and build massive digital highways as a leading pioneer of India's digital revolution.

Steps taken or proposed to be taken for improvement:

Despite repeated waves of COVID-19 over last 2 years, Bharti Airtel is firing on all cylinders with each of the business segment reaching new revenue market share

highs. At Airtel, there is a focus to win quality customers by giving them an exceptional experience.

Over the years, in order to create an agile execution machine, the Company has developed multiple moats including quality customers, 5G readiness, future proofed business, payments and digital services. Overall focus on premiumisation and quality customers has actually led to ARPU expansion, even in the period of no tariff hikes. Equally, to correct the unsustainably low tariffs and expand mobile ARPUs, the Company took lead on multiple tariff hikes. The Company has already taken steps well ahead of the curve in creating a 5G ready network through focused network investments, best-in-class partnerships and multiple use case testing. In addition, the business portfolio has also been future proofed with foray into adjacent emerging businesses, which are expected to grow exponentially over next few years. Given Company's intrinsic telecom strengths, it has an intangible competitive advantage to win in these emerging businesses. Capabilities to facilitate payments in itself a key differentiator for Airtel which is being leveraged to add new revenue streams. Undivided focus on development of a digital layer riding on an already strong underlying platform is now driving meaningful digital services revenue.

While strengthening the moats, the Company sharpened its focus on maintaining a robust balance sheet. Additional effort has been put under capital allocation to achieve an efficient capital structure. During the year, the Company acted well ahead of the curve and raised substantial equity through partly paid rights issue as well as strategic stake monetization to Google. At the same time, the Company pre-paid some of its high cost deferred liabilities pertaining to spectrum, thus reducing the overall interest cost.

Expected increase in productivity and profits in measurable terms:

FY 2021-22 marked as another year witnessing strong sustained revenue growth quarter after quarter. Despite the financial year seeing two COVID waves, all the business segments remained highly resilient. Company demonstrated a strong revenue growth in India driven by multiple pricing interventions and customer base premiumisation in the mobile segment. Alongside, Homes services and Airtel Business added vigour to the overall company's growth. The business demonstrated strong operating leverage with higher incremental margins vs portfolio margins. Airtel consistently maintained industry leading operational indicators and continuously outperformed peers on revenue growth & 4G customer additions.

Looking ahead, with the consolidated industry structure, the Company is well placed competitively to capture opportunities around ARPU increase, postpaid expansion and feature phone to smart phone upgrades. Given the ongoing explosion in the broadband market, Airtel sees this segment as a land grab opportunity to grow multifold. As B2B market evolves through growth in emerging categories, Airtel Business has already established a formidable position in several emerging businesses including data centres, cyber security, clouds and CPaaS. Digital services, being one of the key focus area of the Company, have now started to generate meaningful revenues with limited incremental investment requirements.

Information of Directors being appointed/ re-appointment at this AGM, 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-2, as on the date of Notice

Name of the Director	Ms. Chua Sock Koong	Mr. Pradeep Kumar Sinha	Mr. Shyamal Mukherjee	Mr. Gopal Vittal
Directors Identification Number (DIN)	00047851	00145126	03024803	02291778
Date of Birth (Age in years)	September 14, 1957 (64 years)	July 18, 1955 (66 years)	November 7, 1959 (62 years)	June 18, 1966 (55 years)
Original date of appointment	May 07, 2001	May 18, 2022	May 18, 2022	February 01, 2013
Qualifications	<ul style="list-style-type: none"> › Bachelor of Accountancy (First Class Honours) from the University of Singapore › Certified Public Accountant and Chartered Financial Analyst 	<ul style="list-style-type: none"> › Indian Administrative Service › Masters in Economics from the Delhi School of Economics › Graduated in Economics (Honours) from St. Stephens College › M. Phil in Social Sciences 	<ul style="list-style-type: none"> › Bachelor of Commerce from University of Delhi › Bachelor of Law from University of Delhi › Chartered Accountant 	<ul style="list-style-type: none"> › Graduation from Madras, Christian College › MBA from Indian Institute of Management, Kolkata
Experience and expertise in specific functional area	<ul style="list-style-type: none"> › Strategic Leadership and management experience › Technology › Industry and sector experience › Financial and Risk Management › Governance › Global Business/ International expertise › Sustainability and ESG 	<ul style="list-style-type: none"> › Strategic Leadership and management experience › Industry and sector experience › Financial and Risk Management › Governance › Global Business/ International expertise › Public Policy › Sustainability and ESG 	<ul style="list-style-type: none"> › Strategic Leadership and management experience › Industry and sector experience › Financial and Risk Management › Governance › Global Business/ International expertise › Sustainability and ESG 	<ul style="list-style-type: none"> › Strategic Leadership and management experience › Technology › Industry and sector experience › Financial and Risk Management › Governance › Global Business/ International expertise › Sustainability and ESG
Remuneration drawn during FY 2021-22	As mentioned in Corporate Governance Report which forms part of the Annual Report for FY 2021-22	Not applicable	Not applicable	As mentioned in Corporate Governance Report which forms part of the Annual Report for FY 2021-22
Number of Meetings of Board attended during FY 2021-22	As mentioned in Corporate Governance Report which forms part of the Annual Report for FY 2021-22	Not applicable	Not applicable	As mentioned in Corporate Governance Report which forms part of the Annual Report for FY 2021-22
Shareholding in Bharti Airtel Limited including shareholding as a beneficial owner	Nil	Nil	Nil	14,64,710 fully paid-up Equity Shares
Relationship with other Directors/ KMPs	None	None	None	None
Terms and conditions of re-appointment and remuneration	As per the "Policy on Nomination, Remuneration and Board diversity" (available on the Company's website at www.airtel.com)			
Directorships held in other Indian companies	Bharti Telecom Limited	None	<ul style="list-style-type: none"> › ITC Limited › Urbanclap Technologies India Private Limited 	<ul style="list-style-type: none"> › Indus Towers Limited › Airtel Payments Bank Limited › Satya Bharti Foundation (Section 8 Company)
Membership/ Chairmanship of committees in Indian companies	Bharti Telecom Limited <ul style="list-style-type: none"> › Nomination and Remuneration Committee 	Bharti Airtel Limited <ul style="list-style-type: none"> › HR & Nomination Committee › Environmental, Social and Governance › Committee of Directors 	Bharti Airtel Limited <ul style="list-style-type: none"> › Stakeholders Relationship Committee › Audit Committee ITC Limited: <ul style="list-style-type: none"> › Audit Committee › Independent Directors Committee 	Bharti Airtel Limited <ul style="list-style-type: none"> › Environmental, Social and Governance Committee › Risk Management Committee › Stakeholders Relationship Committee › Corporate Social Responsibility Committee › Committee of Directors Airtel Payments Bank Limited <ul style="list-style-type: none"> › Nomination & Remuneration Committee › IT Strategy Committee › Special Committee on Frauds