February 06, 2019

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

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001

Ref: Bharti Airtel Limited (BHARTIARTL/532454)

Sub: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice to Members

Dear Sir/ Madam,

In furtherance to our intimation dated December 20, 2018 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of Notice of Postal Ballot/e-voting ('Notice') dated December 20, 2018 being sent to members. The Notice seeks the approval of members by way of Special Resolution through Postal Ballot (including voting by electronic means), for the special business namely "*Transfer of the Company's investment in Bharti Infratel Limited ('Infratel'), a subsidiary company to Nettle Infrastructure Investments Limited, a wholly-owned subsidiary and subsequent transfer thereof*".

Kindly take the same on record.

Thanking you,

Sincerely Yours

For Bharti Airtel Limited

Rohit Krishan Puri
Dy. Company Secretary & Compliance Officer

BHARTI AIRTEL LIMITED NEW DELHI

BHARTI AIRTEL LIMITED

Regd. Office: Bharti Crescent, 1, Nelson Mandela Road,
Vasant Kunj, Phase II, New Delhi - 110 070, India
CIN: L74899DL1995PLC070609 **Phone:** +91-11-4666 6100 **Fax:** +91-11-4166 6137
Email id: compliance.officer@bharti.in **Website:** www.airtel.com

Notice of Postal Ballot / Electronic Voting (e-voting)

Dear member(s)

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable laws, rules and regulations, if any, Bharti Airtel Limited ('the Company') hereby seeks yours approval by way of special resolution through postal ballot / e-voting in respect of the following special business.

Detailed explanatory statement setting out the material facts concerning the resolution and instructions for e-voting is annexed to this postal ballot notice.

Transfer of the Company's investment in Bharti Infratel Limited ('Infratel'), a subsidiary company to Nettle Infrastructure Investments Limited, a wholly-owned subsidiary and subsequent transfer thereof

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

"Resolved that pursuant to the provisions of the Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('Takeover Regulations'), the provisions of the Memorandum and Articles of Association of the Company and subject to other applicable rules, regulations, guidelines and other statutory provisions for the time being in force including Foreign Exchange Management Act, 1999 and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary to be obtained from appropriate Government Authority(ies), Department(s), Office(s), Institution(s), Body(ies) and Agency(ies) and subject to terms, conditions, alterations and/or modifications, if any, as may be stipulated by any Authority while granting such approvals, consents, permissions and agreed to by the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to the Board to transfer upto 591,874,639 equity shares (constituting 32% Equity Shares of the paid-up Capital) in Bharti Infratel Limited ('Infratel'), a subsidiary of the Company, held by the Company in its own name to Nettle Infrastructure Investments Limited ('Nettle'), a wholly-owned subsidiary of the Company, in one or more tranches at a price and on such other terms and conditions as may be decided by the Board in accordance with the applicable laws/regulations, provided however that the consideration in no situation shall be less than the prevailing market price of the shares of Infratel as on the date of transaction, subject to price and other conditions prescribed under Takeover Regulations and/or other applicable laws/ regulations.

Resolved further that the consent of the members of the Company be and is hereby also accorded to dilution of the shareholding of the Company in Infratel that may result in its shareholding in Infratel (either on its own and/or through Nettle) falling below fifty percent or the Company (either on its own and/or through Nettle) ceasing to exercise control over Infratel, in any manner whatsoever including through a transfer of equity shares held by the Company and/or Nettle in Infratel, further issue of shares by Nettle and/or Infratel to one or more potential investors either pursuant to scheme of arrangement or otherwise, over a period of time, in one or more tranches, at a price and on such other terms and conditions as may be decided by the Board of the Company/ Nettle, subject to and in accordance with the then applicable laws/regulations, provided however that the consideration for the sale, if any, of the shares in Infratel in no situation shall be less than the prevailing market price of the shares of Infratel as on the date of transaction.

Resolved further that the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including but not limited to negotiating and finalizing the terms of transfer, executing the necessary agreements, memoranda, deeds of assignment/ conveyance, undertakings and to settle all questions, difficulties or doubts that may arise at any stage of implementing this resolution and to delegate all or any of the powers or authorities herein conferred to any director(s), executive(s), officer(s), representatives(s) of the Company or to any person and to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution."

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

Date: December 20, 2018

By order of the Board
For Bharti Airtel Limited

Pankaj Tewari
Sr. Vice President and Company Secretary

Address: Bharti Airtel Limited
Bharti Crescent, 1, Nelson Mandela Road,
Vasant Kunj, Phase II, New Delhi - 110070, India

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and the reasons for the proposal is annexed herein below.

2. Please read the instructions / notes printed overleaf the Postal Ballot Form before exercising the vote.

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

Bharti Airtel Limited ('the Company') is a leading global telecommunications Company with operations in 18 countries across Asia and Africa. The company's product offerings in India include 2G, 3G and 4G wireless services, mobile commerce, fixed line services, high speed home broadband, DTH, enterprise services including national & international long distance services to carriers. In rest of the geographies, it offers 2G, 3G, 4G wireless services and mobile commerce.

Bharti Infratel Limited ('Infratel') is a material subsidiary of the Company and is one of India's leading providers of tower and related infrastructure. It deploys, owns and manages telecom towers and communication structures for various mobile operators. Infratel's consolidated portfolio of over 92,000 telecom towers, which includes over 39,000 of its own towers and the balance from its 42% equity interest in Indus Towers, makes it one of the largest tower infrastructure providers in the Country with presence in all 22 telecom circles.

To monetize its stake in Infratel, the Company has in the past, on its own or through its wholly owned subsidiary Nettle Infrastructure Investments Limited ('Nettle'), has divested over 15% stake in Infratel to a clutch of private equity investors through secondary share sale. The present shareholding of the Company, in its own name and through Nettle, in Infratel is as under:

S. No.	Name of the Shareholder	No. of Shares	Percentage
1.	Bharti Airtel Limited	930,898,728	50.33%
2.	Nettle Infrastructure Investments Limited	58,882,251	3.18%
	Total	**989,780,979**	**53.51%**

Note: The remaining stake i.e. 46.49% in Infratel is held by public/other shareholders.

In view of the existing industry scenario, funds requirement for business purposes, deleveraging and strengthening of balance sheet of the Company, the Board has, in its meeting held on December 20, 2018, decided to monetize its investment in Infratel and accordingly on the recommendation of the Audit Committee, has approved sale / transfer of upto 591,874,639 equity shares (32%) of Infratel ('Infratel stake') owned by the Company to Nettle (the 'Transaction') on such arm's length terms and conditions as are set out in the resolution and including as to consideration as may be mutually agreed, subject to applicable statutory provisions. However, the consideration for the aforesaid Transaction shall not be less than the prevailing market price of shares of Infratel as on the date of the transaction, subject to price and other conditions prescribed under Takeover Regulations and/or other applicable laws/ regulations.

Consequent to the proposed sale / transfer of Infratel stake, the Company shall continue to directly hold 339,024,089 shares (18.33%) in Infratel and 650,756,890 (35.18%) shares will be held by Nettle as an 'Asset held for sale', till Nettle disposes its equity holdings in Infratel, which will give flexibility for evaluating monetization opportunities in future.

The proposed transfer of shares of Infratel from the Company to Nettle would qualify as an "Inter-se transfer of shares amongst qualifying persons" under Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('Takeover Regulations') and therefore, would be exempt from the obligation to make an open offer under Regulation 3 and Regulation 4 of Takeover Regulations.

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013 (the 'Act'), transfer of aforesaid Infratel stake requires approval of the members vide Special Resolution and therefore, the proposal is being circulated herein for the approval of members. Further, since Nettle may, upon the approval of members, engage with the potential investor(s) for divestment of a significant stake resulting in reduction of shareholding of the Company (either on its own or together with Nettle) to less than fifty percent or ceasing to exercise control (either on its own or together with Nettle) over Infratel, the members' approval is also being sought in terms of Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

While the Transaction between the Company and Nettle is covered under the definition of "related party transactions" under the Act and the Listing Regulations, however, Nettle, being the wholly owned subsidiary of the Company, the same is exempt from obtaining shareholders' approval under Section 188 of the Act and Regulation 23(5) of the Listing Regulations.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The relevant documents, resolutions passed at the Board and Committee Meetings and other allied documents, if any, being referred in this resolution, would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 A.M. to 01.00 P.M. on all working days (Monday to Friday), up to and including the last date of voting.

The Board recommends the resolution for approval of the members as a Special Resolution.

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

Date: December 20, 2018

By order of the Board
For Bharti Airtel Limited

Pankaj Tewari
Sr. Vice President and Company Secretary

Address: Bharti Airtel Limited
Bharti Crescent, 1, Nelson Mandela Road,
Vasant Kunj, Phase II, New Delhi - 110070, India

Encl.:

1. Postal Ballot Form
2. Postage pre-paid self-addressed business reply envelope

BHARTI AIRTEL LIMITED

CIN: L74899DL1995PLC070609
Regd. Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070
Tel.: +91-11- 4666 6100 **Fax**: +91-11- 4166 6137
Email id: compliance.officer@bharti.in **Website:** www.airtel.com

POSTAL BALLOT FORM

Serial No……………………

1 Name of the member(s) including joint-holders, if any :

2 Registered address of the sole / first named member :

3 Registered Folio No. /DP ID & Client ID No.* :
(*Applicable to members holding shares in dematerialized form)

4 No. of Shares held :

I / we hereby exercise my / our vote in respect of the Special Resolution to be passed through postal ballot / e-voting for the business enumerated below by recording my / our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below:

Sl. No.	Description of Resolution	No. of shares for which votes cast	I/ we assent to the resolution (For)	I/ we dissent to the resolution(Against)
1.	Transfer of the Company's investment in Bharti Infratel Limited ('Infratel'), a subsidiary company to Nettle Infrastructure Investments Limited, a wholly-owned subsidiary and subsequent transfer thereof			

Place: ....

Date: ……………………

(Signature of the member)
(As per specimen signature registered with the Company)

Note: Please carefully read the instructions printed overleaf before exercising the vote.

ELECTRONIC VOTING PARTICULARS

The E-voting facility is available at the link https://evoting.karvy.com. The e-voting particulars are set out as follows:

EVEN (Electronic Voting Event Number)	User ID	Password

Notes / Instructions

1. The Notice of Postal Ballot / E-voting (Notice) is being sent to the members, whose names appear in the register of members / beneficiary position maintained by the depositories as on Friday, February 01, 2019 ("cut-off date") and voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the member(s) / beneficial owner(s) as on the same date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
2. Members who have registered their e-mail addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice by e-mail and others are being sent through the permitted mode along with the Postal Ballot Form and postage pre-paid self-addressed business reply envelope. Members who have received Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link https://evoting.karvy.com or from the 'Investors' section on the Company's website www.airtel.com.
3. There will be one Postal Ballot Form / e-voting for every folio no. / client id no. irrespective of the number of joint holders. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named member and in his absence, by the next named member.
4. Voting rights in the Postal Ballot Form / e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
5. The Board of Directors (Board) has appointed Mr. Sanjay Grover, Managing Partner of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi, (FCS No. 4223, C.P. No. 3850) as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
6. In Compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies act, 2013 read with the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all the members of the Company. The Company has entered into an agreement with Karvy Fintech Private Limited (Formerly known as Karvy Computershare Pvt. Ltd.) ('Karvy') for facilitating e-voting to enable the members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is an optional facility available to members.
7. The members can opt for only one mode of voting either by postal ballot or through e-voting. If the member decides to vote through postal ballot, they are advised not to vote through e-voting and vice versa. In case of voting by both the modes, e-voting of such member will be considered and counted and the votes casted through Postal Ballot Form of such member will be treated as invalid.
8. The period for voting through physical Ballot Form and e-voting starts from Thursday, February 07, 2019 at 09:00 A.M. (IST) and ends on Friday, March 08, 2019 at 05:00 P.M. (IST) and any physical ballot form received after the said date shall not be considered. E-voting shall be disabled by Karvy at 05:00 P.M. (IST) on Friday, March 08, 2019.
9. The Scrutinizer's decision on the validity of a postal ballot / e-voting will be final.
10. Upon completion of scrutiny of the Forms, the Scrutinizer will submit his report on Saturday, March 09, 2019. The results of the Postal Ballot would be announced by the Chairman or any person authorized by him on or before Sunday, March 10, 2019, 05:00 P.M. (IST) at the Registered Office of the Company. The Resolution, if approved by the requisite majority, shall be deemed to have been passed on Friday, March 08, 2019 being the last date specified for receipt of duly completed Postal Ballot Forms and closure of e-voting.
11. The said results along with the Scrutinizer's Report would be displayed at the Registered Office of the Company, hosted at the Company's website i.e. www.airtel.com and on the website of Karvy i.e. https://evoting.karvy.com. The results will be intimated to the Stock Exchanges where the Company's shares are listed within prescribed timelines.
12. Resolution passed by the members through Postal Ballot / e-voting is deemed to have been passed as if the same have been passed at a General Meeting of the members.
13. All the documents referred to in accompanying notice and explanatory statement shall be open for inspection at the Registered Office of the Company without any fee on all working days (Monday to Friday) between 11.00 A.M. (IST) and 1.00 P.M. (IST) from the date of dispatch of notice upto and including the last date of voting.
14. **PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT FORM**

(i) Members are requested to carefully read the instructions printed on the Postal Ballot Form before casting their vote and return the Form duly completed in all respect and signed, in the attached postage pre-paid self-addressed business reply envelope, so as to reach the Scrutinizer at Bharti Airtel Limited, Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070, India not later than 05.00 P.M. (IST) on Friday, March 08, 2019. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post or by speed post at the expense of the registered member, will also be accepted. The Postal Ballot Form(s) may also be deposited personally.

(ii) The votes should be casted either in favour or against the resolution by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (✓) mark in both the column will render the Form invalid.

(iii) Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other Form shall not be considered valid.

(iv) The Postal Ballot Form should be completed and signed by the sole / first named member or his duly authorised attorney registered with the Company. In the absence of the first named member in a joint holding, the Form may be completed and signed by the next named member. However, where the Form is sent separately by the first named member and the joint holder(s), the vote of the first named member would be treated as valid.

(v) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter, with specimen signatures of authorised signatory(ies), duly attested.

(vi) Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.

(vii) Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.

(viii) Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed business reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.

(ix) A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 14(i) above.

15. **PROCESS FOR MEMBERS OPTING FOR E-VOTING**

A. In case of member receiving the Ballot Form by e-mail:

(i) Launch internet browser by typing the URL: http://evoting.karvy.com.

(ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No. / DP ID / Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

(iii) After entering these details appropriately, click on "LOGIN".

(iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, $, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

(v) You need to login again with the new credentials.

(vi) On successful login, the system will prompt you to select the E-Voting Event Number for Bharti Airtel Limited.

(vii) On the voting page enter the number of shares (which represents number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to resolution and "AGAINST" implies dissent to resolution.

(viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

(ix) In case you do not desire to cast your vote, it will be treated as abstained.

(x) You may then cast your vote by selecting any appropriate option and click on "Submit".

(xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, members can login any number of times till they have voted on the resolution.**

(xii) Corporate / Institutional Members (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF / JPG Format) of the board resolution / authority letter etc. together with attested specimen signature of the duly authorized representative(s), to the Scrutinizer at email: contact@cssanjaygrover.in with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT No."

(xiii) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

B. In case of Member receiving the Postal Ballot Form by Post:

(i) User ID and Initial password is provided at the bottom of the Postal Ballot Form.

(ii) Please follow the steps from Sl. No. 15A(i) to 15A(xiii) above to cast your vote.

C. In case of any query and / or grievance pertaining to e-voting, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.karvy.com (Karvy Website) or contact Mr. Ramesh Desai (Unit: Bharti Airtel Limited) of Karvy Fintech Private Limited at Karvy Selenium, Tower B, Plot No - 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040-67161528 or call Karvy's toll free No. 1-800-34-54-001.

D. The period for e-voting starts on Thursday, February 07, 2019 at 09:00 A.M. (IST) and ends on Friday, March 08, 2019 at 05:00 P.M (IST). E-voting shall be disabled by Karvy at 05:00 P.M. on Friday, March 08, 2019 at 05:00 P.M. (IST).