



December 10, 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: Notice of Extraordinary General Meeting of members

Dear Sir/ Madam,

In furtherance to our communication dated December 04, 2019 w.r.t approval of the Board of Directors ('Board') for raising of funds and pursuant to Regulation 29 and 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Notice dated December 4, 2019 together with explanatory statement thereto for the Extraordinary General Meeting ('EGM Notice') of the members of the Company scheduled to be held on Friday, January 03, 2020 at 03:30 p.m. (IST) at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003, India for approval of the following proposals of raising of funds through Special Resolutions:

- (a) One or more Qualified Institutions Placement(s), public issue(s), preferential issue(s), private placement(s) of equity shares, convertible debentures of any kind or type/ other convertible securities/ warrants/ Global Depository Receipts / American Depository Receipts / convertible preference shares of any kind or type/ any other financial instruments/ securities convertible into and/or linked to equity shares (including warrants (detachable or not), or otherwise, in registered or bearer form) or a combination thereof in one or more tranches and/or one or more issuances for an aggregate amount up to and not exceeding USD 2 billion (US Dollars two billion only) or its equivalent in Indian rupees or in any other currency(ies);
- (b) Issuance of unsecured and/or secured, listed and/or unlisted, Foreign Currency Convertible Bonds (FCCBs) or other similar security denominated in foreign currency(ies) or combination thereof in one or more issuances and/or tranches for an aggregate amount up to and not exceeding USD 1 billion (US Dollars one billion only) or its equivalent in Indian rupees or in any other currency(ies) through private placement, public offerings, and/or any combination thereof or any other method as may be permitted under applicable laws; and
- (c) Issuance of unsecured and/or secured, listed and/or unlisted, redeemable Non-Convertible Debentures along with/ without warrants, with a right exercisable by warrant holder to exchange the said warrants with the equity shares of the Company at a later date (which shall not exceed the maximum period permitted under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable law) or other similar security denominated in INR or combination thereof in one or more issuances and/or tranches for an aggregate amount up to and not exceeding USD 1 billion (US Dollars one billion only) or its equivalent in Indian rupees or in any other currency(ies) on private placement basis including by way of Qualified Institutions Placement ("QIP") to Qualified Institutional Buyers ("QIBs") in terms of Chapter VI of the SEBI Regulations or any other mode or manner and on such terms and conditions as may be decided by the Board (such securities referred in paragraphs (a), (b) and (c) above, be hereby referred as the "Securities").

The resolutions proposed in the EGM Notice are enabling approvals and the exact combination of instrument(s), exact price, proportion and timing of the issue of the Securities in one or more tranches and/or issuances and

Bharti Airtel Limited

(a Bharti Enterprise)

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CIN: L74899DL1995PLC070609





the detailed terms and conditions of such tranche(s)/ issuances will be decided by the Board (including the Special Committee of Directors for Fund Raising) in consultation with lead managers, advisors and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors after meeting the specific requirements in a manner that the aggregate amount of proceeds in one or more issuances or tranches shall not exceed overall limit of USD 4 billion (US Dollars four billion only) or its equivalent in Indian rupees or in other currency(ies) out of which, an amount upto USD 3 billion shall be raised by the Company on immediate basis in the manner stated above and the remaining limit may be utilized by the Company in due course or as may be permitted under applicable law.

Further, pursuant to the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company engaged KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited) to provide the facility to vote by electronic means (remote e-voting) on resolutions as set out in the EGM Notice to those members, who are holding shares either in physical or in electronic form as on the cut-off date i.e. Friday, December 27, 2019. The remote e-voting will commence from 9:00 a.m. (IST) on Tuesday, December 31, 2019 and end at 5:00 p.m. (IST) on Thursday, January 02, 2020.

The copy of the said EGM Notice is being uploaded on the website of the Company (www.airtel.in).

Kindly take the same on record.

Thanking you,
Sincerely yours

For Bharti Airtel Limited

Rohit Krishan Puri
Dy. Company Secretary & Compliance Officer



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CIN: L74899DL1995PLC070609

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of Bharti Airtel Limited will be held on Friday, January 03, 2020 at 03:30 p.m. (IST) at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003, to transact the following business:

Special Business

Item No.1

Issuance of securities for amount up to and not exceeding USD 2 billion or its equivalent in Indian rupees or in any other currency(ies)

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

"Resolved that pursuant to the applicable provisions of the Companies Act, 2013 (the "Companies Act") and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), the Depository Receipts Scheme, 2014, Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ("FEMA"), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("FDI Policy") and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall deemed to include any Committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), approval of the Members be and is hereby accorded to the Board and the Board be and is hereby authorized to create, offer, issue and allot such number of fully paid-up equity shares, convertible debentures of any kind or type, Global Depository Receipts ("GDRs") and/or American Depository Receipts ("ADRs") and/or convertible preference shares of any kind or type, and/or any other financial instruments/ securities convertible into and/or linked to equity shares (including warrants (detachable or not), or otherwise, in registered or bearer form) (all of which are hereinafter referred to as "Securities"), combination of any of the aforementioned Securities in one or more tranches and/or one or more issuances simultaneously or otherwise for an aggregate amount of up to and not exceeding USD 2 billion (US Dollars two billion only) or its equivalent in Indian rupees or in any other currency(ies) (inclusive of such premium as may be fixed on such Securities), whether Rupee denominated or denominated in one or more foreign currencies, through one or more public issue(s), preferential issue(s), private placement(s), qualified institutions placement(s) and/or any combination thereof or any other method as may be permitted under applicable laws to eligible investors in the course of domestic or international offerings, through issue of prospectus and/or placement document and/or other permissible/ requisite offer documents to any eligible person, including qualified institutional buyers in accordance with the SEBI Regulations, or otherwise, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors, whether they be holders of the Securities or not (collectively referred to as the "Investors"), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom to offer, issue and allot such Securities.

Resolved further that, if the Company proposes to allot any Securities by way of Qualified Institutions Placement ("QIP") to Qualified Institutional Buyers ("QIBs") in terms of Chapter VI of the SEBI Regulations (hereinafter referred to as "Eligible Securities" within the meaning of SEBI Regulations):

- (a) the allotment of Eligible Securities shall be completed within 365 days from the date of passing of this Special Resolution or such other time as may be allowed under the Companies Act and/or the SEBI Regulations, from time to time;
- (b) the relevant date for determination of the floor price of the equity shares to be issued shall be:
 - (i) in case of allotment of equity shares, the date of meeting in which the Board decides to open the issue, and/or,

- (ii) in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board;
- (c) the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the SEBI Regulations ("QIP Floor Price"), and the price determined for a QIP shall be subject to appropriate adjustments in accordance with the provisions of the SEBI Regulations, as may be applicable and the Board, at its absolute discretion, may offer a discount of upto 5% (five per cent) or such other percentage as may be permitted under applicable law on the QIP Floor Price for any of the Eligible Securities;
- (d) the allotment of fully paid-up Eligible Securities except as may be permitted under the SEBI Regulations and other applicable laws (or any combination of the Eligible Securities as decided by the Board) shall only be to QIBs within the meaning of Chapter VI of the SEBI Regulations and no allotment shall be made, either directly or indirectly, to any QIBs who is a promoter or any person related to promoters in terms of the SEBI Regulations.

Resolved further that in pursuance of the aforesaid resolution the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Securities of the Company, if any.

Resolved further that in case of offering of any Securities, including without limitation any GDRs/ ADRs or other securities convertible into equity shares, consent of the shareholders be and is hereby accorded to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/ offering in respect of such Securities and such equity shares shall rank *pari passu* with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/ offering and in the offer document and/or placement document and/or offer letter and/or offering circular and/or listing particulars.

Resolved further that in the event the Securities are proposed to be issued as GDRs or ADRs, the pricing of the Securities and the relevant date, if any, for the purpose of pricing of the Securities to be issued pursuant to such issue shall be determined in accordance with the provisions of applicable law including the provisions of the Depository Receipts Scheme, 2014, as amended (the "2014 Scheme"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Framework for issue of Depository Receipts dated October 10, 2019 issued by the SEBI, as amended and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (including any statutory modifications, amendments or re-enactment thereof).

Resolved further that pursuant and subject to the applicable provisions of the 2014 Scheme, the Foreign Exchange Management Act, 1999, and the rules and regulations framed thereunder, each as amended (the "FEMA") (including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended), Framework for issue of Depository Receipts dated October 10, 2019 issued by the SEBI, as amended, other applicable provisions, and any other laws, rules, regulations, guidelines, notifications, clarifications and circulars issued from time to time by the Government of India (and any ministry, department or agency thereof), the RBI, SEBI, the tax authorities in India, applicable government and regulatory authorities in the United States of America and its territories and jurisdictions, and any other government and regulatory authority, whether in India or outside India, and in accordance with the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies), the Board be and is hereby authorized to decide upon, at its discretion, the facilitation of an exit by any current or future holder of equity shares ("Permissible Securities") through the issue of Depository Receipts ("DRs"), and a transfer of Permissible Securities by any current or future holder of a Permissible Security to a foreign depository for the purpose of issue of DRs, pursuant to a sponsored depository receipt program to the extent permitted under applicable laws, through transactions permitted under applicable law (including without limitation on a recognized stock exchange, in bilateral transactions or by tendering through a public platform), where such DRs may be issued by the foreign depository and offered and sold in one or more transactions by way of a private placement, public offering or in any other manner prevalent and permitted in a permissible jurisdiction under applicable law, at such price or prices, at a discount or premium to market price or prices permitted under applicable law.

Resolved further that for the purpose of giving effect to any creation, offer, issue and allotment of Securities, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities on the Stock Exchanges in India and in case of GDRs or ADRs internationally.

Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms and conditions of the issue including timing of the issue(s), the class of investors to whom the Securities are to be issued, number of Securities, number of issues, tranches, issue price, interest rate, listing, premium/ discount, redemption, allotment of Securities and to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time.

Resolved further that for the purpose of giving effect to any offer, issue or allotment of equity shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as a depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all

deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved further that the Board be and is hereby authorised to offer, issue and allot the Securities (any or all of them), subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion, including terms for issue of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks/ financial institutions/ mutual funds or otherwise.

Resolved further that the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment and listing of the Securities, from any statutory or regulatory authority or the stock exchanges. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the members.

Resolved further that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be necessary to give effect to this resolution."

Item No. 2

Issue of Foreign Currency Convertible Bonds and unsecured/ secured redeemable Non-Convertible Debentures along with or without warrants

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

"Resolved that pursuant to the applicable provisions of the Companies Act, 2013 (the "Companies Act") and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modifications or re-enactments thereof, for the time being in force), the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI Regulations"), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ("FEMA"), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("FDI Policy") and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the terms, conditions, modifications, consents, sanctions and approvals of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall deemed to include any Committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), approval of the Members be and is hereby accorded to the Board and the Board be and is hereby authorized:

- a) to create, offer, invite for subscription, issue and allot unsecured and/or secured, listed and/or unlisted, Foreign Currency Convertible Bonds or other similar security(ies), denominated in foreign currency(ies) or any combination thereof (hereinafter referred to as "**FCCBs**") through one or more issuances and/or in one or more tranches or otherwise, from time to time, for an aggregate **amount of up to and not exceeding USD 1 billion (US Dollars one billion only)** or its equivalent in Indian rupees or in any other currency(ies) (inclusive of such premium as may be fixed on such securities), through one or more private placement, public offerings, and/or any combination thereof or any other method as may be permitted under applicable laws; and/or
- b) to create, offer, invite for subscription, issue and allot from time to time, through one or more issuances and/or in one or more tranches and/or series, the unsecured and/or secured, listed and/or unlisted, redeemable Non-Convertible Debentures along with or without warrants, with a right exercisable by warrant holder to exchange the said warrants with the equity shares of the Company at a later date (which shall not exceed the maximum period permitted under the SEBI Regulations and other applicable law) and/or other similar securities or any combination thereof (hereinafter referred to as "**NCDs**"), denominated in Indian rupees, for an aggregate **amount up to and not exceeding USD 1 billion (US Dollars one billion only)** or its equivalent in Indian rupees on a private placement basis including by way of Qualified Institutions Placement ("QIP") to Qualified Institutional Buyers ("QIBs") in terms of Chapter VI of the SEBI Regulations or any other mode or manner and on such terms and conditions as may be decided by the Board; (hereinafter NCDs and FCCBs together referred to as "**Securities**")

through issue of prospectus and/or placement document and/or offering circular and/or other permissible/ requisite offer documents to any eligible investors whether they be holders of the securities or not (collectively referred to as the "Investors"), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom to offer, issue and allot such Securities.

Resolved further that any offer, issuance and allotment of Non-Convertible Debentures and warrants referred to above may be made pursuant to a single qualified institutions placement or multiple qualified institutions placement that has been referred to, in Item no. 1 above, in a simultaneous or subsequent offering of one or more type of Securities to eligible investors separately or as a combination of such Securities, in compliance with Regulation 172(3) of the SEBI Regulations, and other applicable laws, each as amended.

Resolved further that the Board be and is hereby authorized to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate and also to enter into and execute all such arrangements, contracts/ agreements, memorandum, documents, etc., with such agencies, to seek the listing of the Securities on one or more stock exchange(s) as may be required.

Resolved further that in case of any offering of Securities convertible into equity shares, consent of the shareholders be and is hereby given to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/ offering in respect of such Securities and such equity shares shall rank *pari passu* with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or placement document and/or offer letter and/or offering circular and/or listing particulars.

Resolved further that, if the Company proposes to allot Non-Convertible Debentures along with warrants by way of Qualified Institutions Placement ("QIP") to Qualified Institutional Buyers ("QIBs") in terms of Chapter VI of the SEBI Regulations (hereinafter referred to as "Eligible Securities" within the meaning of SEBI Regulations):

- (a) the allotment of Eligible Securities shall be completed within 365 days from the date of passing of this Special Resolution or such other time as may be allowed under the Companies Act and/or the SEBI Regulations from time to time;
- (b) for determining the price of the equity shares, to be issued upon exchange of warrants which are issued along with Non-Convertible Debentures, the relevant date shall either be the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board;
- (c) the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the SEBI Regulations ("QIP Floor Price"), and the price determined for a QIP shall be subject to appropriate adjustments in accordance with the provisions of the SEBI Regulations, as may be applicable and the Board, at its absolute discretion, may offer a discount of upto 5% (five per cent) or such other percentage as may be permitted under applicable law on the QIP Floor Price for any of the Eligible Securities;
- (d) the allotment of fully paid-up Eligible Securities except as may be permitted under the SEBI Regulations and other applicable laws (or any combination of the Eligible Securities as decided by the Board) shall only be to QIBs within the meaning of Chapter VI of the SEBI Regulations and no allotment shall be made, either directly or indirectly, to any QIBs who is a promoter or any person related to promoters in terms of the SEBI Regulations;
- (e) an investor can subscribe to the combined offering of Non-Convertible Debentures along with warrants or to the individual securities, that is, either Non-Convertible Debentures or warrants.

Resolved further that in the event of issuance of FCCBs, pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board decides to open such issue after the date of this resolution.

Resolved further that the Board be and is hereby authorised to offer, issue and allot the Securities or any/ all of them, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion, including terms for issue of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks/ financial institutions/ mutual funds or otherwise.

Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms and conditions of the issue including timing of the issue(s), the class of investors to whom the Securities are to be issued, number of Securities, number of issues, tranches, issue price, interest rate, listing, premium/ discount, redemption, allotment of Securities and to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time.

Resolved further that for the purpose of giving effect to any offer, issue or allotment of equity shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved further that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

Resolved further that the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment and listing of the Securities, from any statutory or regulatory authority or the stock exchanges. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the members."

Registered Office:

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

Date: December 04, 2019
Place: New Delhi

By order of the Board

For Bharti Airtel Limited

Pankaj Tewari
Company Secretary

Membership No. 15106

Address: Bharti Airtel Limited
Bharti Crescent, 1, Nelson Mandela Road,
Vasant Kunj, Phase II, New Delhi - 110 070

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT EXTRAORDINARY GENERAL MEETING ("EGM" or "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE INSTRUMENT APPOINTING PROXY, DULY COMPLETED AND SIGNED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The instrument appointing Proxy submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/ authority, as applicable. A person can act as proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company, then such proxy shall not act as a proxy for any other person or Member.
3. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") is annexed and forms part of this Notice.
4. The notice of EGM is being sent to those members/ beneficial owners whose name appeared in the register of members/ list of beneficiaries received from the depositories as on Friday, November 29, 2019.
5. Notice of EGM, e-voting instructions, attendance slip and proxy form etc. are sent to the members through e-mail who have registered their e-mail Ids with the Company/ Depository Participant (DPs)/ Company's Registrar and Share Transfer Agent ("RTA") viz. Karvy Fintech Private Limited.
Members are requested to update their preferred e-mail Ids with the Company/ DPs/ RTA, which will be used for the purpose of future communications. A form for the updation of e-mail ID is annexed with the notice.
Member(s) whose e-mail id is not registered with the Company are being sent physical copies of the Notice of EGM, notice of e-voting etc. at their registered address through permitted mode.
Member(s) whose e-mail Id is registered with the Company and who wish to receive printed copy of the EGM Notice may send their request to the Company at its registered office address or to Karvy Fintech Private Limited at Karvy Selenium, Tower B, Plot number 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032.
6. Members, who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and/or change in address or updation thereof to the Company's RTA. Members, whose shareholding is in electronic form are requested to direct change of address requests, registration of e-mail address and updation of bank account details to their respective DPs.
7. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, 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 convert their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.
8. Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:
 - a. The change in the residential status on return to India for permanent settlement; and
 - b. The particulars of the NRE Account with a Bank in India, if not furnished earlier.
9. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN to the Company's RTA.
10. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to

vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").

11. The Company has engaged the services of Karvy Fintech Private Limited ("Karvy") as the Agency to provide remote e-voting facility.
12. Since the Company is providing the facility of remote e-voting to the members, there will be no voting by show of hands at the EGM. The facility for ballot/ polling paper/ e-voting (physical voting) will be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting will be able to vote at the Meeting through ballot/ polling paper/ e-voting.
13. The members can opt for only one mode of voting i.e. remote e-voting or physical voting at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through physical voting at the meeting will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
14. The e-voting Event number, User Id and Password along with the detailed instructions for e-voting are provided in the e-voting instructions, being sent along with the notice of EGM.
15. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting:

From 9:00 a.m. (IST) on Tuesday, December 31, 2019

End of remote e-voting:

Upto 5:00 p.m. (IST) on Thursday, January 02, 2020

16. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
17. The Board has appointed Mr. Sanjay Grover, Managing Partner (C.P. No. 3850) failing him Mr. Devesh Kumar Vasisht, Partner (C.P. No. 13700) of Sanjay Grover & Associates, Company Secretaries, New Delhi as a Scrutinizer to scrutinize the physical voting at the EGM venue 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 said purpose.
18. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on close of the cut-off date i.e. Friday, December 27, 2019 will only be entitled to avail the facility of remote e-voting/ physical voting at the EGM venue. The person who is not a member/ beneficial owner on the cut-off date should treat this notice for information purpose only.
19. Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Friday, December 27, 2019 may obtain the User Id and password in the manner as mentioned below:
 - a) If the mobile number of the member is registered against shares held in demat form, the member may send SMS: MYEPWD<space> DP ID Client ID to +91-9212993399.
Example for NSDL:
MYEPWD<SPACE>IN12345612345678
Example for CDSL:
MYEPWD<SPACE>1402345612345678
 - b) If the mobile number of the member is registered against shares held in physical form, the member may send SMS: MYEPWD<space>Event number + Folio No. to +91-9212993399.
Example for Physical:
MYEPWD<SPACE>XXXX1234567890
 - c) Member may Call Karvy's Toll free number 1-800-34- 54-001.
 - d) Member may send an e-mail request to evoting@karvy.com.

If the member is already registered with Karvy for e-voting, he can use his existing User ID and Password for casting the vote through remote e-voting.

20. In case of any query pertaining to remote e-voting, please visit Help & FAQ's section available at Karvy's website i.e. <https://evoting.karvy.com>. In case of any other queries/ grievances connected to remote e-voting, you may contact Mr. Ramesh Desai, Manager, Karvy Fintech Private Limited, Karvy Selenium, Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 at telephone number 040-67161528 or at e-mail: evoting@Karvy.com or call Karvy's toll free No. 1-800-34-54-001.
21. The Scrutinizer, after scrutinizing the votes cast at the meeting (physical voting) and through remote e-voting, will make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and will submit the same to the Chairman of the meeting or a person authorised by him in writing who shall countersign the same. The Chairman or the authorized person shall announce the results within Forty Eight (48) hours after the conclusion of the meeting at the Corporate and Registered office of the Company i.e. Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070, India. The results declared shall be available on the website of the Company (www.airtel.com) and on the website of the Karvy (<https://evoting.karvy.com>). The results shall simultaneously be communicated to the Stock Exchanges where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favour of the resolutions.
22. Members having any question on any agenda item proposed in the notice of EGM are requested to send their queries at least ten days prior to the date of EGM of the Company at its registered office address to enable the Company to collect the relevant

information and redress the queries. Alternatively, Members may utilize the facility extended by the RTA for redressal of their queries by clicking on 'Investors' section at <http://karisma.karvy.com>. Members may also write at einward.ris@karvy.com, clearly mentioning their folio number.

23. Members/ proxies/ authorized representatives are requested to bring duly filled admission/ attendance slips sent herewith along with the notice of the EGM at the meeting.
24. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a certified copy of the board resolution/ authority letter/ power of attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
25. For the security and safety of the members, no article/ baggage including water bottles and tiffin boxes will be allowed at the venue of the meeting. The shareholders/ attendees are strictly requested not to bring any article/ baggage etc. at the venue of the EGM.
26. In our constant endeavor to strengthen the shareholder service standards, a Shareholders Satisfaction Survey is conducted through a Shareholders Feedback Form uploaded on Company's website www.airtel.com under 'Investors' section. Accordingly, members may provide their valuable feedback.
27. The route map for the EGM Venue is provided at the end of this notice.

MEMBERS MAY PLEASE NOTE THAT NO GIFTS/ GIFT COUPONS WILL BE DISTRIBUTED AT THE VENUE OF THE MEETING.

Explanatory Statement

Pursuant to Section 102 of the Companies Act, 2013

Item No. 1 and 2

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

The Honorable Supreme Court of India has delivered a judgment on October 24, 2019 in relation to a long outstanding industry wide case upholding the view of the Department of Telecommunications, Union of India, in respect of the definition of Adjusted Gross Revenue ("AGR") ("Court Judgment"). In view of the said Court Judgment and without prejudice to the rights available under law, the Company would need to raise funds for any payments that may be required to be made, arising out of the Court Judgment. Further, to augment its long term resources and strengthen its balance sheet, the Company requires additional funding including for servicing and/or repayment of short term and long term debts, capital expenditures, long term working capital requirements of the Company, refinancing of existing borrowings and general corporate purposes. Accordingly, the Company proposes to raise funds by way of issuance of Securities (defined hereafter).

In the event of any favourable order or judgment of the Supreme Court or other decision which provides relief to the Company from making any payments arising out of the Court Judgment (which may include but not be limited to partial payment, moratorium period, waiver etc.), the Company will utilize the entire or part of funds raised by way of issuance of Securities (defined hereinafter) to cater to its other requirements as mentioned above. With respect to FCCBs, the proceeds of the issuance of FCCBs will be utilized for the purposes/ end uses permitted under the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, and other applicable laws and regulations each as amended, and/or for such purposes/ end uses as may be permitted pursuant to approval of the Reserve Bank of India, as and when applied for and accorded.

In line with the above, the Board of Directors (hereinafter called the "Board" which term shall be deemed to include the Special Committee of Directors for Fund Raising authorized and conferred upon the powers to, *inter alia*, do all acts, deeds and/or things as may be required for fund raising referred to hereinafter as "Committee"), at its meeting held on December 04, 2019, has approved raising of funds, *inter alia*, through following manner:

- (a) One or more Qualified Institutions Placement(s), public issue(s), preferential issue(s), private placement(s) of equity shares, convertible debentures of any kind or type/ other convertible securities/ warrants/ Global Depository Receipts ("GDRs")/ American Depository Receipts ("ADRs")/ convertible preference shares of any kind or type/ any other financial instruments/ securities convertible into and/or linked to equity shares (including warrants (detachable or not), or otherwise, in registered or bearer form) or a combination thereof in one or more tranches and/or one or more issuances for an aggregate amount up to and not exceeding USD 2 billion (US Dollars two billion only) or its equivalent in Indian rupees or in any other currency(ies);
- (b) Issuance of unsecured and/or secured, listed and/or unlisted, Foreign Currency Convertible Bonds (FCCBs) or other similar security denominated in foreign currency(ies) or combination thereof in one or more issuances and/or tranches for an aggregate amount up to and not exceeding USD 1 billion (US Dollars one billion only) or its equivalent in Indian rupees or in any other currency(ies) through private placement, public offerings, and/or any combination thereof or any other method as may be permitted under applicable laws; and
- (c) Issuance of unsecured and/or secured, listed and/or unlisted, redeemable Non-Convertible Debentures along with/ without warrants, with a right exercisable by warrant holder to exchange the said warrants with the equity shares of the Company at a later date (which shall not exceed the maximum period permitted under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable law) or other similar security denominated in INR or combination thereof in one or more issuances and/or tranches for an aggregate amount up to and not exceeding USD 1 billion (US Dollars one billion only) or its equivalent in Indian rupees or in any other currency(ies) on private placement basis including by way of Qualified Institutions Placement ("QIP") to Qualified Institutional Buyers ("QIBs") in terms of Chapter VI of the SEBI Regulations or any other mode or manner and on such terms and conditions as may be decided by the Board (such securities referred in paragraphs (a), (b) and (c) above, be hereby referred as the "Securities").

Issuance of Securities may result in the issuance to investors who may not be members of the Company. Therefore, consent of the members is being sought, for passing the Special Resolutions as set out in the Notice, pursuant to applicable provisions, of the Companies Act, 2013, as amended ("Companies Act") and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Section 62(1)(c) of the Companies Act provides that, inter-alia, such further Securities may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting or through a postal ballot. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended also provides that the Company shall, in the first instance, offer all Securities for subscription pro-rata to the shareholders unless the shareholders in a general meeting or through postal ballot decide otherwise. Accordingly, approval of the members is being sought for issuing any such instrument(s) as the Company may deem appropriate to parties including other than the existing shareholders. The equity shares, if any, allotted on issue, conversion of Securities shall rank in all respects *pari passu* with the existing equity shares of the Company. Further, in terms of provisions of Section 42 and 71 of the Companies Act read with of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, a company can issue its securities including debentures on private placement basis after obtaining prior approval of the members of the Company by a Special Resolution.

The funds may be raised through issuance of further equity shares and/or any other securities by way of Qualified Institutions Placement (QIP)/ Private Placement/ Public Offer in any combination thereof. Members' approval is therefore sought for issuing any such instrument as the Company may deem appropriate.

The resolutions proposed are enabling approvals and the exact combination of instrument(s), exact price, proportion and timing of the issue of the Securities in one or more tranches and/or issuances and the detailed terms and conditions of such tranche(s)/ issuances will be decided by the Board in consultation with lead managers, advisors and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors after meeting the specific requirements in a manner that the aggregate amount of proceeds in one or more issuances or tranches shall not exceed overall limit of USD 4 billion (US Dollars four billion only) or its equivalent in Indian rupees or in other currency(ies) out of which, an amount upto USD 3 billion shall be raised by the Company on immediate basis in the manner stated above and the remaining limit may be utilized by the Company in due course or as may be permitted under applicable law. The proposals therefore seek to confer upon the Board the absolute discretion and adequate flexibility to determine the terms of issue(s) and to take all steps which are incidental and ancillary.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state upfront the price of Securities to be issued. However, the same would be in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Companies Act, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 or any other guidelines/ regulations/ consents, each as amended, as may be applicable or required. The "Relevant Date" for the purpose of determination of price of equity shares and/or eligible convertible securities shall be the date as determined in accordance with the ICDR Regulations and as mentioned in the resolution.

In the event of the issue of the equity shares and/or eligible convertible securities as aforesaid by way of a QIP, the Special Resolution also seeks to empower the Board to undertake a QIP as defined by ICDR Regulations.

In connection with the proposed issue of Securities, the Company is required, *inter alia*, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of post preferential offer holding that may be held by them and post offer holding pattern of Securities of the Company and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate times and modes). Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The issue/ allotment/ conversion would be subject to the applicable regulatory approvals, if any. The issuance and allotment of Securities including equity shares to be allotted on conversion of Securities to foreign/ non-resident investors would be subject to the applicable foreign investment cap.

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 resolutions 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 the resolutions, 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 the conclusion of EGM.

The Board recommends passing of the resolutions as set out in the Item No. 1 and 2 of the notice for approval of the Shareholders as Special Resolutions and requests your approval for the same.

Registered Office:

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

Date: December 04, 2019
Place: New Delhi

By order of the Board

For Bharti Airtel Limited

Pankaj Tewari
Company Secretary

Membership No. 15106

Address: Bharti Airtel Limited
Bharti Crescent, 1, Nelson Mandela Road,
Vasant Kunj, Phase II, New Delhi - 110 070



BHARTI AIRTEL LIMITED

CIN: L74899DL1995PLC070609

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

Tel.: +91-11-4666 6100 **Fax:** +91-11-4166 6137

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

Admission Slip

Extraordinary General Meeting

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

DP Id & Client Id / Regd. Folio No.*		No. of Shares	
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Name(s) and address of the member in full _____

I / we hereby record my / our presence at the Extraordinary General Meeting of the Company being held on Friday, January 03, 2020 at 3.30 p.m. (IST) at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110 003.

Please (✓) in the box

☐ Member ☐ Proxy

Signature of Member / Authorized Representative Proxy

Note(s):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

*Applicable for member holding shares in physical form.



BHARTI AIRTEL LIMITED

CIN: L74899DL1995PLC070609

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

Tel.: +91-11-4666 6100 **Fax:** +91-11-4166 6137

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

Proxy Form

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L74899DL1995PLC070609

Name of the Company: **Bharti Airtel Limited**

Registered office: **Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070**

Name of the member (s): _____

Registered address _____

E-mail Id _____

DP ID and Client ID / Folio No: _____

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name _____
Address: _____ E-mail Id: _____
Signature: _____ or failing him/ her.
2. Name _____
Address: _____ E-mail Id: _____
Signature: _____ or failing him/ her.
3. Name _____
Address: _____ E-mail Id: _____
Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company scheduled to be held on Friday, January 03, 2020 at 03.30 p.m. (IST) at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003 or / and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No.	Description of Resolutions	For	Against
Special Business(es):			
1.	Issuance of securities for amount up to and not exceeding USD 2 billion or its equivalent in Indian rupees or in any other currency(ies)		
2.	Issue of Foreign Currency Convertible Bonds and unsecured / secured redeemable Non-Convertible Debentures along with or without warrants		

Signed this _____ day of _____ 2019/ 2020 Signature of Member _____

Signature of Proxy holder(s) _____

Affix
revenue
stamp
of ₹ 1/-

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company situated at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi - 110 070 not later than 48 hours before the commencement of the Meeting.



BHARTI AIRTEL LIMITED

CIN: L74899DL1995PLC070609

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

Tel.: +91-11-4666 6100 **Fax:** +91-11-4166 6137

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

E-Mail Registration Form

[APPLICABLE FOR SHARES HELD IN PHYSICAL FORM ONLY]

To

Karvy Fintech Private Limited

Unit: **Bharti Airtel Limited**

Karvy Selenium Tower B, Plot number 31 & 32, Gachibowli, Financial District,

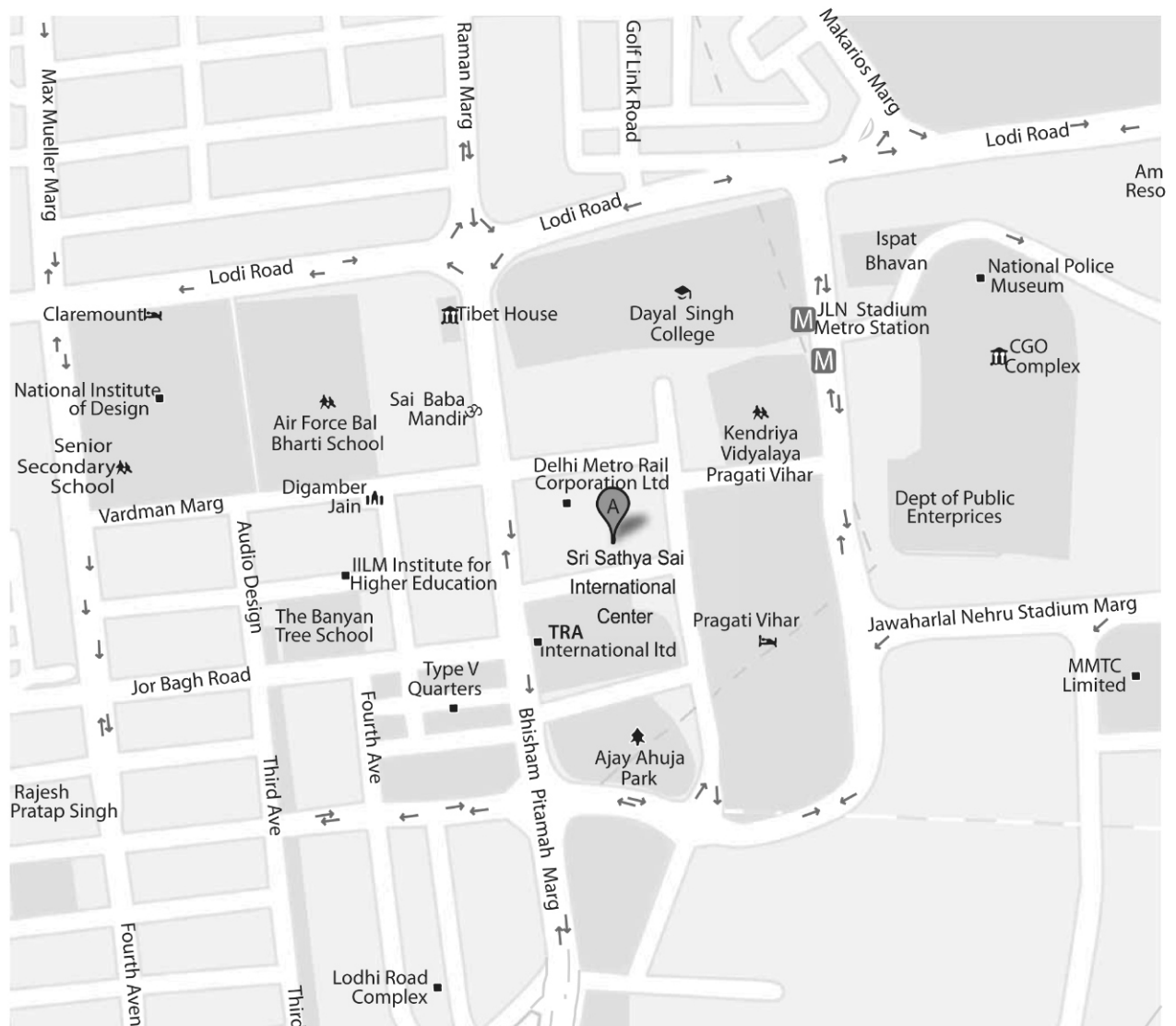
Nanakramguda, Hyderabad - 500032

Name of the First / Sole Member	
Folio No.	
Email ID	
Mobile no.	
Address	

I / We hereby authorize the Company and / or it's Registrar and Share Transfer Agent to send all the documents, communications, notices, reports as required to be sent to me / us as the shareholders of the Company, from time to time, pursuant to applicable laws through electronic mode at my / our above mentioned email ID.

Signature of the 1st Registered Holder / Sole Holder

Route map to the venue of the Extraordinary General Meeting of Bharti Airtel Limited



Sri Sathya Sai International Centre,
Pragati Vihar, Lodhi Road, New Delhi - 110 003
(Landmark: Dayal Singh College / JLN Stadium Metro Station)



BHARTI AIRTEL LIMITED

CIN: L74899DL1995PLC070609

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

Tel.: +91-11-4666 6100 **Fax:** +91-11-4166 6137

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

Name of the member including :
Joint holder(s), if any

Registered address of the sole / :
first named member

DP ID & Client ID No. / Registered :
Folio No.

No. of shares held :

Dear Member(s),

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), the Company is pleased to provide remote e-voting (e-voting) facility to its members to exercise their right to vote on resolutions proposed to be passed in the Extraordinary General Meeting (EGM) of the Company scheduled to be held on Friday, January 03, 2020 at 03.30 p.m. (IST) at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003.

The Company has engaged **Karvy Fintech Private Limited (Karvy)** as the authorized agency to provide e-voting facility. The particulars of e-voting are as follows:

E-Voting Event Number (EVEN)	User ID	Password / PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	From 9:00 a.m. (IST) on Tuesday, December 31, 2019
End of e-voting	Upto 5:00 p.m. (IST) on Thursday, January 02, 2020

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

The cut-off date for the purpose of e-voting and voting at the Extraordinary General Meeting shall be Friday, December 27, 2019.

This communication is an integral part of the Notice dated December 04, 2019 of the Extraordinary General Meeting scheduled to be held on Friday, January 03, 2020. Please read the instructions printed overleaf before exercising the vote.

The Notice of the Extraordinary General Meeting and this communication are also available on the website of the Company at www.airtel.com.

Registered Office:

Bharti Crescent
1, Nelson Mandela Road,
Vasant Kunj, Phase II,
New Delhi - 110 070
CIN: L74899DL1995PLC070609
Email id: compliance.officer@bharti.in

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

Pankaj Tewari
Company Secretary
Membership No. A15106

Place: New Delhi

Instructions and other information relating to remote e-voting (e-voting) are as under:

1. In case a member receives an email from Karvy (for members whose email IDs are registered with the Company / Depository Participants(s)):
 - a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - b) 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.
 - c) After entering these details appropriately, click on "LOGIN".
 - d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and one 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 take utmost care to keep your password confidential.
 - e) You need to login again with the new credentials.
 - f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Bharti Airtel Limited.
 - g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off Date under each of the heading of the resolution and cast your vote by choosing the "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 shall 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 the resolution and "AGAINST" implies dissent to the resolution.
 - h) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - i) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - j) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - k) 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(s).
 - l) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail contact@cssanjaygrover.in with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
2. In case a member receives physical copy of the Extraordinary General Meeting Notice by post (for members whose email IDs are not registered with the Company / Depository Participant(s)):
 - a) User ID and initial password are provided overleaf.
 - b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (1) above, to cast your vote.
3. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
4. The Board has appointed Mr. Sanjay Grover, Managing Partner (C.P. No. 3850) failing him Mr. Devesh Kumar Vasisht, Partner (C.P. No. 13700), Sanjay Grover & Associates, Company Secretaries, New Delhi as a Scrutinizer to scrutinize the physical voting at the EGM and e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
5. In case of any query and / or grievance, pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact Mr. Ramesh Desai, Manager- Corporate Registry of Karvy Fintech Private Limited, Karvy Selenium, Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 or evoting@Karvy.com or phone number 040-67161528 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
6. The facility for ballot / polling paper / e-voting shall be made available at the venue of the Extraordinary General Meeting and the members attending EGM who have not cast their vote by remote e-voting shall be able to vote at the EGM through ballot / polling paper / e-voting.
7. The members who have cast their vote by remote e-voting may also attend EGM, but shall not be entitled to cast their vote again.
8. Person(s), whose names are recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Friday, December 27, 2019 only shall be entitled to avail the facility of remote e-voting / physical voting at the EGM. The person who is not a member / beneficial owner on the cut-off date should treat this notice for information purpose only.
9. Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Friday, December 27, 2019 may obtain the User ID and password by in the manner as mentioned below :
 - a) If the mobile number of the member is registered against shares held in demat form, the member may send SMS:
MYEPWD<space> DPID Client ID to +91-9212993399 Example for NSDL:
MYEPWD<SPACE>IN12345612345678 Example for CDSL: MYEPWD<SPACE>1402345612345678
 - b) If the mobile number of the member is registered against shares held in physical form, the members may send SMS: MYEPWD<space>Event number + Folio No to 9212993399.
Example for Physical: MYEPWD<SPACE> XXXX1234567890
 - c) Member may Call Karvy's Toll free number 1-800-3454-001
 - d) Member may send an e-mail request to evoting@karvy.comIf the member is already registered with Karvy for e-voting, he can use his existing User ID and Password for casting the vote through e-voting. However, Karvy shall endeavor to send User ID and Password to those new members whose mail IDs are available.
10. The Scrutinizer, after scrutinizing the votes cast at the meeting (physical voting) and through remote e-voting, will make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and will submit the same to the Chairman of the meeting or a person authorised by him in writing who shall countersign the same. The Chairman or the authorized person shall announce the results within Forty Eight (48) hours after the conclusion of the meeting at the Corporate and Registered office of the Company i.e. Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070, India. The results declared shall be available on the website of the Company (www.airtel.com) and on the website of the Karvy (<https://evoting.karvy.com>). The results shall simultaneously be communicated to the Stock Exchanges where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favour of the resolutions.