



## Bharti Airtel Limited

CIN: L74899DL1995PLC070609

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

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# Notice of Annual General Meeting

Notice is hereby given that the Twenty Third (23rd) Annual General Meeting (AGM) of the members of Bharti Airtel Limited (the Company), will be held on Wednesday, August 08, 2018 at 03:30 P.M. (IST) at Air Force Auditorium, Subroto Park, New Delhi - 110 010 to transact the following businesses:

### Ordinary Business(es)

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

- 1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and of the Auditors thereon**

“Resolved that the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted.”

- 2. Declaration of dividend on equity shares**

“Resolved that a final dividend of ₹ 2.50 per equity share of ₹ 5/- each fully paid-up for the financial year 2017-18, as recommended by the Board, be and is hereby approved and declared.”

- 3. Re-appointment of Mr. Rakesh Bharti Mittal as a Director liable to retire by rotation**

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

- 4. Re-appointment of Ms. Tan Yong Choo as a Director liable to retire by rotation**

“Resolved that Ms. Tan Yong Choo (DIN 02910529), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

- 5. Ratification of the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company and to fix their remuneration**

“Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and resolution

passed by the members in their 22nd Annual General Meeting (AGM) held on July 24, 2017, the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, (Registration no. 117366W-W100018), Statutory Auditors of the Company be and is hereby ratified to hold office till the conclusion of AGM to be held in the calendar year 2022.

Resolved further that on the recommendation of the Audit Committee, the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to Statutory Auditors.”

### Special Business(es)

- 6. Re-appointment of Mr. Craig Edward Ehrlich as an Independent Director**

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

“Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Craig Edward Ehrlich (DIN 02612082), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for another term with effect from April 29, 2018 to April 28, 2023.”

- 7. Alteration of the Articles of Association of the Company**

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

“Resolved that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the existing Article 133 of the Articles of Association of the Company, be and is hereby amended and substituted with the following Article:

*“Subject to provisions of Section 196 and 197 of the Act, the Board of Directors may from time to time appoint one*

*or more of their body to the office of Managing Director/s or Whole Time Director/s for a period not exceeding 5 years at a time and on such terms and conditions as the Board may think fit and subject to the terms of any agreement entered into with him, may revoke such appointment. In making such appointments, to ensure the compliance with the Act, the Board shall decide whether their office shall be liable to retire by rotation and the Board shall also ensure compliance with the requirements of the Act and shall seek and obtain such approvals as are prescribed by the Act."*

Resolved further that the Board of Directors (which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the aforesaid resolution."

**8. Change in nature of directorship of Mr. Gopal Vittal, Managing Director & CEO (India and South Asia) of the Company**

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

"Resolved that in partial modification of the earlier resolution passed by the members at the 22nd Annual General Meeting of the Company held on July 24, 2017 and pursuant to the applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company, consent of the members be and is hereby accorded for change in nature of directorship of Mr. Gopal Vittal (DIN: 02291778), Managing Director & CEO (India & South Asia) from director not liable to retire by rotation to a director liable to retire by rotation.

Resolved further that all other terms of the re-appointment of Mr. Gopal Vittal, Managing Director & CEO as approved by the members in their meeting held on July 24, 2017 shall remain unchanged.

Resolved further that the Board of Directors (which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the aforesaid resolution."

**Registered Office:**

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

Place: New Delhi  
Date: April 24, 2018

**9. Revision in payment of commission to Non-Executive Directors of the Company**

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

"Resolved that pursuant to the provisions of Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other law for the time being in force, and in accordance with provisions of the Articles of Association of the Company, approval of the Company be and is hereby accorded for payment of commission to Non-Executive Directors (including Independent Directors) not exceeding 1.0% of the net profits of the Company calculated in accordance with the provisions of Section 198 and other applicable provisions, if any, of the Companies Act, 2013, for each financial year, effective from April 01, 2017, in such manner as the Board in its absolute discretion may decide from time to time."

**10. Ratification of remuneration to be paid to R.J. Goel & Co., Cost Accountants, Cost Auditors of the Company for the FY 2018-19**

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

"Resolved that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹ 880,000/- (Rupees Eight Lacs Eighty Thousand Only) plus applicable taxes and reimbursement of travel and out of pocket expenses as approved by the Board on the recommendation of the Audit Committee, to be paid to R.J. Goel & Co., Cost Accountants, (Registration no. 00026), Cost Auditors of the Company for the cost audit w.r.t. the FY 2018-19, be and is hereby ratified, confirmed and approved."

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

**Pankaj Tewari**  
Sr. VP & Company Secretary  
Membership No. A15106

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY / PROXIES, IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.**

2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. The notice of AGM is being sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on Friday, June 29, 2018.

4. Copy of annual report, notice of the twenty third AGM, e-voting instructions and dividend intimation, etc. are sent to the members through e-mail who have registered their email Ids with the Company / depository participant (DPs)/ Company's Registrar and Transfer Agent (RTA).

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.

Member(s) whose e-mail Id is not registered with the Company are being sent physical copies of the Notice of twenty third AGM, abridged version of Annual Report for the FY 2017-18, 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 abridged / full version of the Annual Report may send their request to the Company at its registered office address or to the RTA, Karvy Computershare Private Limited, at Karvy Selenium, Tower B, Plot number 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032.

5. Notice of twenty third AGM, abridged and full version of the Annual Reports and e-voting instructions will also be available under the 'Investor Relations' section on the website of the Company [www.airtel.com](http://www.airtel.com).

6. To facilitate smooth registration / entry at the AGM, the Company is pleased to provide web check-in facility, which would help the members to enter the AGM hall expeditiously without going through the registration formalities at the registration counters at the venue of the AGM.

The Procedure for web check-in for the AGM is as follows:

- > Log in to <https://karisma.karvy.com> and click on the AGM Web Check-in link.
- > Select the Company name, 'Bharti Airtel Limited'.
- > Enter the security credentials as directed by the system and click on 'Submit'.
- > The system will validate the credentials, click on 'Generate my Attendance Slip'.
- > The Attendance Slip in PDF format will appear on the screen. Select the 'Print' option for printing or download the Attendance Slip for later printing.

The Shareholders need to furnish the printed attendance slip along with a valid identity proof such as PAN card, Aadhaar card, Passport etc. to enter the auditorium at the venue of the meeting.

7. Your Company is pleased to provide the facility of live webcast of proceedings of the AGM. Members who are entitled to participate in the AGM can view the proceeding of AGM by logging on the e-voting website of Karvy at <https://evoting.karvy.com> using their secure login credentials. Members who are not able to attend the AGM physically are encouraged to use this facility of webcast.

8. The register of members and share transfer books of the Company will remain closed from Saturday, August 04, 2018 to Wednesday, August 08, 2018 (both days inclusive), in accordance with the provisions of Section 91 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of AGM and determining names of the members eligible for dividend on equity shares, if approved and declared by the members at the ensuing AGM.

9. The dividend, if declared at the AGM, will be paid on or before the 30th day from the date of declaration:

- > **For equity shares held in physical form** - those members whose names will appear in the Register of Members on the close of the day on Friday, August 03, 2018.
- > **For equity shares held in dematerialised form** - those beneficiaries, whose names are furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners on close of the day on Friday, August 03, 2018.

10. Members who hold equity shares in physical form and desirous of availing Electronic Clearance Scheme (ECS) facility for direct credit of dividend to their bank account, may submit their request to the Company's RTA. The ECS mandate, in order to be effective, should be submitted to the RTA on or before Monday, July 30, 2018. Any query related to dividend should be directed to the RTA of the Company.

In respect of members holding shares in electronic form, the bank details as furnished by the respective depositories to the Company will be used for the purpose of distribution of dividend through ECS facility. The Company / RTA will not act on any direct request from members holding shares in dematerialised form for change / deletion of such bank details.

11. 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 format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.
12. Members wishing to claim dividends, which remain unpaid are requested to contact the Company's RTA.
13. Pursuant to the provisions of Section 124 and 125 of the Companies Act 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 (IEPF Rules), the dividend which remains unclaimed / unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Members may visit the Company's website [www.airtel.com](http://www.airtel.com) for tracking details of any unclaimed / unpaid amounts, pending transfer to IEPF. Members may note that they can claim their unpaid / unclaimed dividend declared for the FY 2010-11 till September 01, 2018. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company.

As per Section 124 of the Companies Act, 2013 read with the IEPF Rules, the shares on which dividend remains unpaid / unclaimed for seven consecutive years or more are required to be transferred to the Investor's Education and Protection Fund (IEPF). Accordingly, during the financial year, the Company has transferred 49,273 equity shares to the IEPF. The shareholders whose equity shares are transferred to the IEPF can request the Company / RTA as per the prescribed provisions for claiming the shares out of the IEPF. The process for claiming the equity shares out of the IEPF is also available on the Company's website at <http://www.airtel.in/about-bharti/equity/shares>.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in 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. In view of SEBI's circular dt. April 20, 2018, the Company will send the letters to the shareholders holding equity shares in physical form for updation of PAN and bank account details with the Company / RTA.

15. Information regarding particulars of the Directors to be re-appointed in terms of Secretarial Standard 2, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the explanatory statement pursuant to Section 102 of the Companies Act, 2013, are annexed hereto.
16. 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").
17. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.
18. In terms of provisions of Section 107 of the Companies Act, 2013, 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 AGM. 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.
19. 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.
20. 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 AGM.
21. The remote e-voting facility will be available during the following period:

**Commencement of remote e-voting:**

From 9:00 a.m. (IST) on Sunday, August 05, 2018

**End of remote e-voting:**

Upto 5:00 p.m. (IST) on Tuesday, August 07, 2018

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.

22. The Board has appointed Mr. Sanjay Grover, Managing Partner, Sanjay Grover & Associates, Company Secretaries, New Delhi (C.P. No. 3850) failing him Mr. Devesh Kumar Vasisht, Partner, Sanjay Grover & Associates, Company Secretaries, New Delhi (C.P. No. 13700) as a Scrutinizer to scrutinize the physical voting at the AGM 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 same purpose.
23. The voting rights of Members for remote e-voting and for physical voting at the meeting shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on close of the cut-off date i.e. Wednesday, August 01, 2018.
24. 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. Wednesday, August 01, 2018 will only be entitled to avail the facility of remote e-voting / physical voting at the AGM venue. The person who is not a member / beneficial owner on the cut-off date should treat this notice for information purpose only.
25. 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. Wednesday, August 01, 2018 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](mailto:evoting@karvy.com).
26. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>. In case of any other queries / grievances connected to remote e-voting, you may contact Mr. Ramesh Desai of Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 at telephone number: 040-67161528 or at email: [evoting@Karvy.com](mailto:evoting@Karvy.com) or call Karvy's toll free No. 1-800-34-54-001.
27. 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. The Chairman or the authorized Director 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](http://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 AGM subject to receipt of the requisite number of votes in favour of the resolutions.
28. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the notice and explanatory statement, including certificate from the Auditors of the Company under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014 are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.
29. Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their Share Certificate(s) to enable the Company to consolidate their holding into one folio.
30. Members having any question on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries at least ten days prior to the date of AGM of the Company at its registered office address to enable the Company to collect the relevant information and redress the queries. Alternatively, Members may utilise 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](mailto:einward.ris@karvy.com), clearly mentioning their folio number.
31. Members / proxies / authorized representatives are requested to bring duly filled admission / attendance slips sent herewith along with the notice of the AGM at the meeting.

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.

32. 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.
33. 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 AGM.
34. 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](http://www.airtel.com) under 'Investors' section. Accordingly, members may provide their valuable feedback.
35. The route map for the AGM 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. 6**

Pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder, Mr. Craig Edward Ehrlich was appointed as an independent director of the Company to hold office upto April 28, 2018. Since, Mr. Ehrlich will be completing his initial term as an independent director of the Company on April 28, 2018, he is eligible for re-appointment for one more term.

Based on the outcome of performance evaluation of the Independent Directors, on the recommendation of the HR and Nomination Committee, the Board of Directors of the Company at their meeting held on April 24, 2018, have approved the re-appointment of Mr. Ehrlich for the second term as provided in the resolution, and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Mr. Ehrlich confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the said Act and is independent of the management. A copy of the draft letter for re-appointment of Mr. Ehrlich setting out the terms and conditions is available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Ehrlich to be re-appointed as an Independent Director as per the provisions of the Companies Act, 2013.

Brief profile of Mr. Ehrlich is enclosed with the notice and detailed profile is available on [www.airtel.com](http://www.airtel.com).

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, the Board recommends the passing of resolution set out in Item No. 6 as a Special Resolution.

Except Mr. Craig Edward Ehrlich and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in item no. 6 of the Notice.

### **Item No. 7 and 8**

As per Article 133 of the Articles of Association of the Company, the office of Managing Director of the Company is not liable to retire by rotation. In compliance with the provisions of Companies Act, 2013, it is proposed to revise the nature of directorship of Mr. Gopal Vittal from director not liable to retire by rotation to a director liable to retire by rotation. On the recommendation of HR and Nomination Committee, the Board of Directors in their meeting held on April 24, 2018, subject to the approval of shareholders and amendment in the Articles of Association of the Company (proposed vide resolution no. 7), approved the change in the nature of directorship of Mr. Gopal Vittal, Managing Director & CEO (India & South Asia).

In terms of the provisions of Section 14 of the Companies Act, 2013, any amendment in the articles of association requires approval of the members by way of a special resolution.

All other terms and conditions w.r.t. re-appointment including remuneration of Mr. Gopal Vittal, Managing Director & CEO (India and South Asia) of the Company as approved by the members in their meeting held on July 24, 2017 shall remain unchanged.

The existing Articles of Association and the proposed revised Articles of Association will be available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

The Board of Directors recommends amendment in the Articles

of Association as set out in item no. 7 and item no. 8 for change in nature of directorship of Mr. Gopal Vittal for the approval of members by way of a special resolution and an ordinary resolution respectively.

Except Mr. Gopal Vittal and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at item no. 7 and 8 of the Notice.

**Item No. 9**

The Members of the Company in their AGM held on August 21, 2015 had approved the payment of commission to Non-Executive Directors (including Independent Directors) of the Company upto 0.5% of the net profit of the Company calculated as per Section 198 of the Companies Act, 2013, effective from FY 2015-16 onwards.

Pursuant to the provisions of Section 197 of the Companies Act, 2013, the Company can pay Commission upto 1% of net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013.

Board of Directors in their meeting held on April 24, 2018, subject to the approval of shareholders of the Company, approved the payment of Commission upto 1% of the net profits of the Company w.e.f. FY 2017-18 and authorized the Board to fix the criteria of payment of such Commission to the directors.

While fixing the manner / criteria, the Board shall inter-alia consider the membership of board, board committees, chairmanships, time devoted by the Directors etc. The payment of commission will be subject to the availability of sufficient profit and compliance with the applicable statutory requirements and shall be over and above the sitting fees payable to them.

**Registered Office:**

Bharti Crescent  
1, Nelson Mandela Road,  
Vasant Kunj, Phase - II,  
New Delhi - 110 070, India.  
CIN: L74899DL1995PLC070609Sr.  
Email id: [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in)

Place: New Delhi  
Date: April 24, 2018

The Board recommends the payment of commission to Non-Executive Directors of the Company and proposes to pass the resolution set out at item no. 9 of the notice as an Ordinary Resolution.

All the Directors of the Company (except the Managing Director & CEO, Whole-time Director and the Key Managerial Personnel and their relatives) are concerned or interested, financially or otherwise, in the said resolution, to the extent of the remuneration that may be received by each of them and their equity holdings, if any, in the Company.

**Item no. 10**

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

The Board, on the recommendation of the Audit Committee has appointed R.J. Goel & Co., Cost Accountants, (Registration no. 00026) as Cost Auditors to conduct the audit of the cost records of the Company at a remuneration of ₹ 880,000/- (Rupees Eight Lacs Eighty Thousand Only) plus applicable taxes and reimbursement of travel and out of pocket expenses for the financial year ending March 31, 2019.

Ratification of the members is being sought for the proposal contained in the resolution set out at item no. 10 of the notice.

The Board recommends passing of the resolution set out at item no. 10 of the notice as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives, except to the extent of their shareholding if any, are in any way, concerned or interested, financially or otherwise, in the said resolution, as set out in item no. 10 of the Notice.

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

**Pankaj Tewari**  
Sr. VP & Company Secretary  
Membership No. A15106

**Information of Directors to be re-appointed at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in accordance with provisions of Companies Act, 2013, read with the Secretarial Standard 2.**

<b>Name of the Director</b>	<b>Mr. Rakesh Bharti Mittal</b>	<b>Ms. Tan Yong Choo</b>	<b>Mr. Craig Edward Ehrlich</b>	<b>Mr. Gopal Vittal</b>
Directors Identification Number (DIN)	00042494	02910529	02612082	02291778
Date of Birth (Age in years)	September 18, 1955 (62)	September 14, 1964 (53)	May 14, 1955 (62)	June 18, 1966 (51)
Original date of appointment	January 07, 2016	January 21, 2010	April 29, 2009	February 01, 2013
Qualifications	Diploma in Electronics and Controls from Y.M.C.A. Institute of Engineering	Bachelor of Accountancy (Honours) from the National University of Singapore	> Graduate from University of California Los Angeles > Masters Degree from Occidental College > Postgraduate Fellowship from Coro Foundation	> Graduation from Madras Christian College > MBA from Indian Institute of Management, Kolkata
Experience and expertise in specific functional area	General Management	Financial Management	Finance & Business Administration	General Management
Remuneration last drawn	As mentioned in Corporate Governance Report#			
Number of meetings of Board attended during the year	As mentioned in Corporate Governance Report#			
Shareholding in Bharti Airtel Limited	Nil	Nil	Nil	2,98,885 Shares (pursuant to ESOP Schemes of the Company)
Relationship with other Directors / KMPs	Mr. Sunil Bharti Mittal (Brother)	Nil	Nil	Nil
Terms and conditions of re-appointment and remuneration	As per the Policy on Nomination, Remuneration and Board diversity (annexed to Board's Report)#			
Directorships held in other companies in India	> Bharti AXA General Insurance Company Limited > Bharti AXA Life Insurance Company Limited > Bharti Enterprises (Holding) Private Limited > Bharti Overseas Private Limited > Bharti (RM) Holdings Private Limited > Bharti (RM) Resources Private Limited > Bharti (RM) Services Private Limited > Bharti (RM) Trustees Private Limited > Bharti (Satya) Trustees Private Limited > Bharti Realty Holdings Limited > DM Buildwell Private Limited > FieldFresh Foods Private Limited > Indian School of Business > Bharti RM Trustees II Private Limited > Bharti RM Trustees S1 Private Limited > Bharti RM Trustees S2 Private Limited > Satya Bharti Foundation	Aspira Digital India Private Limited	Nil	> St. Jude India Childcare Centers > Indus Towers Limited > Airtel Payments Bank Limited > Satya Bharti Foundation



Name of the Director	Mr. Rakesh Bharti Mittal	Ms. Tan Yong Choo	Mr. Craig Edward Ehrlich	Mr. Gopal Vittal
Membership/Chairmanship of committees in companies in India	<ul style="list-style-type: none"> <li>&gt; Bharti Airtel Limited – Stakeholders Relationship Committee (Chairman)</li> <li>&gt; Bharti Airtel Limited – CSR Committee (Chairman)</li> <li>&gt; Bharti Airtel Limited – HR &amp; Nomination Committee (Member)</li> <li>&gt; Bharti Airtel Limited – Committee of Directors (Chairman)</li> <li>&gt; Bharti Airtel Limited – Special Committee of Directors for monetization of stake in Bharti Infratel Limited (Chairman)</li> <li>&gt; Bharti Airtel Limited – Special Committee of Directors for Restructuring of Overseas Holding Structure and related items (Chairman)</li> <li>&gt; Bharti Realty Holdings Limited – CSR Committee (Chairman)</li> <li>&gt; Bharti AXA General Insurance Company Limited – Nomination and Remuneration Committee (Member)</li> <li>&gt; Bharti AXA Life Insurance Company Limited – Nomination and Remuneration Committee (Member)</li> <li>&gt; Bharti Enterprises (Holding) Private Limited – CSR Committee (Chairman)</li> <li>&gt; Bharti (RM) Holdings Private Limited – CSR Committee (Chairman)</li> </ul>	<ul style="list-style-type: none"> <li>Bharti Airtel Limited – Audit Committee (Member)</li> </ul>	<ul style="list-style-type: none"> <li>Bharti Airtel Limited – Audit Committee (Member)</li> </ul>	<ul style="list-style-type: none"> <li>&gt; Bharti Airtel Limited – Stakeholders Relationship Committee (Member)</li> <li>&gt; Bharti Airtel Limited – Committee of Directors (Member)</li> <li>&gt; Bharti Airtel Limited – CSR Committee (Member)</li> <li>&gt; Airtel Payments Bank Limited – Audit Committee (Member)</li> <li>&gt; Airtel Payments Bank Limited – Nomination &amp; Remuneration Committee (Member)</li> <li>&gt; Airtel Payments Bank Limited – Special Committee on Frauds (Member)</li> <li>&gt; Airtel Payments Bank Limited – Risk Management Committee (Member)</li> <li>&gt; Airtel Payments Bank Limited – IT Strategy Committee (Member)</li> <li>&gt; Airtel Payments Bank Limited – Committee of Directors (Member)</li> </ul>

# In terms of Section 136(1) of the Companies Act, 2013, Rule 10 of the Companies (Accounts) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Abridged Annual Report, excluding corporate governance report and annexures of Boards' Report is being sent to the members. Members who desire to obtain the full version of the report may download the same from website of the Company or may write to the Secretarial department at the registered office address and will be provided with a copy of the same.

**Registered Office:**

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

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

**Pankaj Tewari**  
Sr. VP & Company Secretary  
Membership No. A15106

Place: New Delhi  
Date: April 24, 2018





**Bharti Airtel Limited**

**CIN:** L74899DL1995PLC070609

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

**T.:** +91 011-46666100, **F.:** +91 011-41666137

**Email id:** [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in) **Website:** [www.airtel.com](http://www.airtel.com)

**ADMISSION SLIP**

**Twenty Third Annual 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	
--------------------------------------	--	---------------	--

Name(s) and address of the member in full \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

I / we hereby record my / our presence at the Twenty Third Annual General Meeting of the Company being held on Wednesday, August 08, 2018 at 03:30 p.m. (IST) at Air Force Auditorium, Subroto Park, New Delhi – 110 010, India.

Please (√) in the box

Member       Proxy

\_\_\_\_\_  
Signature of Member / Proxy

\*Applicable for member holding shares in physical form.





**Bharti Airtel Limited**

**CIN:** L74899DL1995PLC070609

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

**T.:** +91 011-46666100, **F.:** +91 011-41666137

**Email id:** [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in) **Website:** [www.airtel.com](http://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 - 110070**

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.

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him.

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

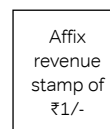
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twenty Third Annual General Meeting of the Company scheduled to be held on Wednesday, August 08, 2018 at 03:30 p.m. (IST) at Air Force Auditorium, Subroto Park, New Delhi – 110 010 or / and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
Ordinary Business(es):			
1.	To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2018 and the report of the Board of Directors and of the Auditors thereon		
2.	Declaration of dividend on equity shares		
3.	Re-appointment of Mr. Rakesh Bharti Mittal as a Director liable to retire by rotation		
4.	Re-appointment of Ms. Tan Yong Choo as a Director liable to retire by rotation		
5.	Ratification of appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company and to fix its remuneration		
Special Business(es):			
6.	Re-appointment of Mr. Craig Edward Ehrlich as an Independent Director		
7.	Alteration of the Articles of Association of the Company		
8.	Change in nature of directorship of Mr. Gopal Vittal, Managing Director & CEO (India and South Asia) of the Company		
9.	Revision in payment of Commission to Non-Executive Directors of the Company		
10.	Ratification of remuneration to be paid to R. J. Goel & Co., Cost Accountants, Cost Auditors of the Company for the FY 2018-19		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Member \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_



**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-110070 not later than 48 hours before the commencement of the Meeting.



**Bharti Airtel Limited**

**CIN:** L74899DL1995PLC070609

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

**T.:** +91 011-46666100, **F.:** +91 011-41666137

**Email id:** [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in) **Website:** [www.airtel.com](http://www.airtel.com)

**ECS MANDATE FORM**

**[APPLICABLE FOR SHARES HELD IN PHYSICAL FORM ONLY]**

To  
Karvy Computershare Private Limited  
Unit: **Bharti Airtel Limited**  
Karvy Selenium Tower B, Plot number 31 & 32,  
Gachibowli, Financial District,  
Nanakramguda,  
Hyderabad - 500032

Name of the First / Sole Member	
Folio No.	

PAN / Email information

Income Tax Permanent Account Number (PAN) (Please attach a photocopy of PAN Card)	
Email ID	

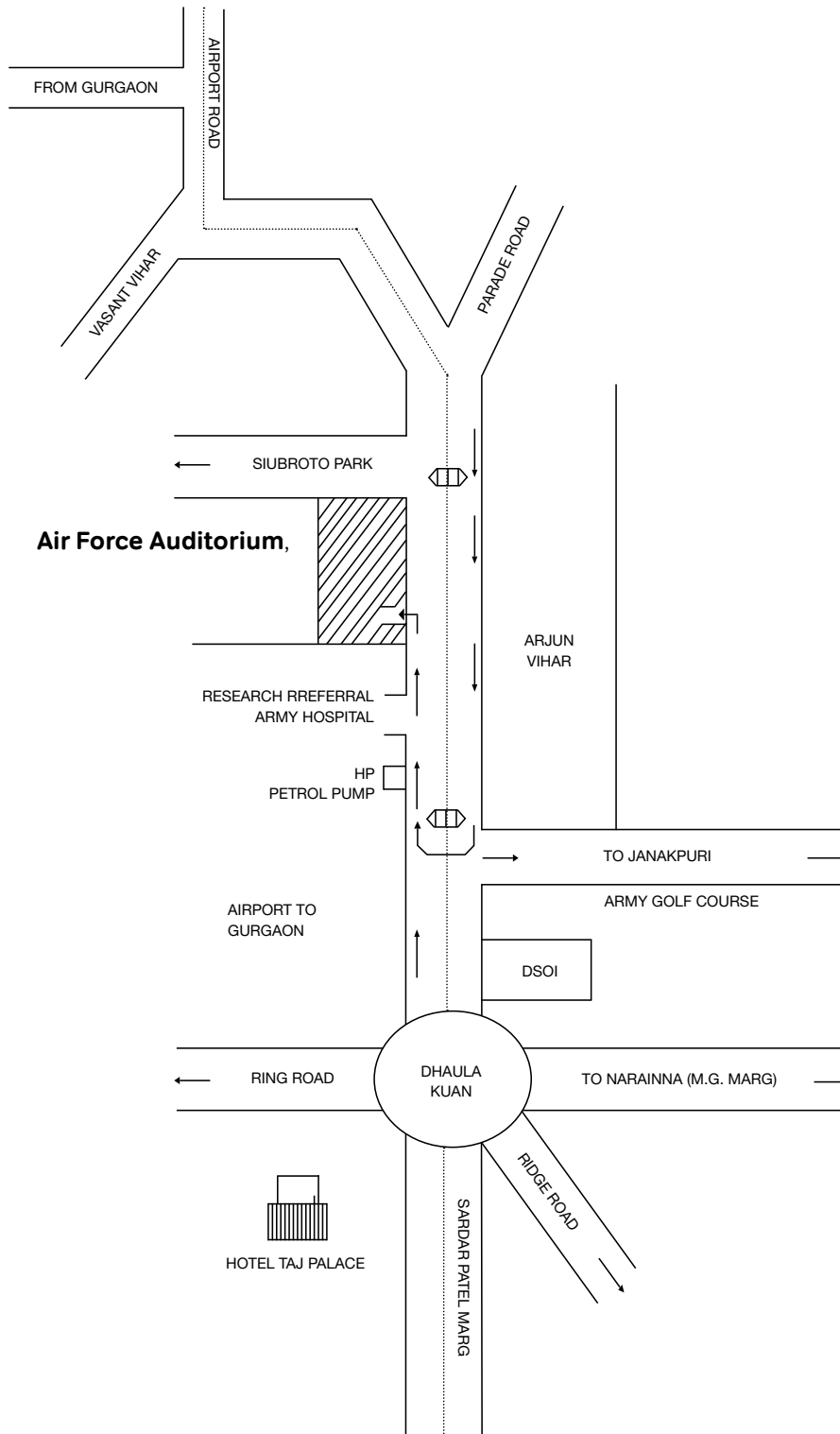
Particulars of Bank Account

Bank Name								
Branch Name & Address								
Bank Account Type (tick)	SB		Current		Others			
Bank Account Number								
9 Digit Code Number of the Bank and Branch appearing on the MICR Cheque issued by the Bank (Please attach a photocopy of the Cheque)								
IFSC Code								

I hereby declare that the particulars given above are correct and complete and also express my concurrence to receive information through email towards dividend paid by the Company under the ECS mode.

\_\_\_\_\_  
Signature of the 1st Registered Holder / Sole Holder

## Route map to the venue of the 23rd AGM of Bharti Airtel Limited



**Venue:** Air Force Auditorium, Subroto Park, New Delhi - 110 010

**Landmark:** Adjacent to Research & Referral, Army Hospital





## 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](mailto:compliance.officer@bharti.in) Website: [www.airtel.com](http://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 Twenty Third Annual General Meeting (AGM) of the Company scheduled to be held on Wednesday, August 08, 2018 at 03:30 p.m. (IST) at Air Force Auditorium, Subroto Park, New Delhi - 110 010.

The Company has engaged **Karvy Computershare 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 Sunday, August 05, 2018
End of e-voting	Upto 5:00 p.m. (IST) on Tuesday, August 07, 2018

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 Twenty Third Annual General Meeting shall be Wednesday, August 01, 2018.

This communication is an integral part of the Notice dated April 24, 2018 for the Twenty Third Annual General Meeting scheduled to be held on August 08, 2018. Please read the instructions printed overleaf before exercising the vote.

The Notice of the Twenty Third Annual General Meeting and this communication are also available on the website of the Company at [www.airtel.com](http://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](mailto:compliance.officer@bharti.in)

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

**Pankaj Tewari**  
Sr. VP & Company Secretary  
Membership No. A15106

Place: New Delhi  
Date: April 24, 2018

## **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](mailto:contact@cssanjaygrover.in) with a copy marked to [evoting@karvy.com](mailto: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 Annual 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, Sanjay Grover & Associates, Company Secretaries, New Delhi (C.P. No. 3850) failing him Mr. Devesh Kumar Vasisht, Partner, Sanjay Grover & Associates, Company Secretaries, New Delhi (C.P. No. 13700) as a Scrutinizer to scrutinize the physical voting at the AGM 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 of Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 or [evoting@karvy.com](mailto: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 Annual General Meeting and the members attending AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM through ballot / polling paper / e-voting.
7. The members who have cast their vote by remote e-voting may also attend AGM, but shall not be entitled to cast their vote again.
8. The voting rights of the members for e-voting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on the cut-off date i.e. Wednesday, August 01, 2018.
9. 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. Wednesday, August 01, 2018 only shall be entitled to avail the facility of remote e-voting / physical voting at the AGM. The person who is not a member / beneficial owner on the cut-off date should treat this notice for information purpose only.
10. 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. Wednesday, August 01, 2018 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.com](mailto: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 e-voting. However, Karvy shall endeavor to send User ID and Password to those new members whose mail ids are available.
11. The Scrutinizer shall immediately after the conclusion of the voting at the Annual General Meeting, first count the votes cast at the AGM thereafter unblock the votes cast through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the Company. The Scrutinizer thereafter shall submit his Report to the Chairman after completion of his scrutiny. The result of the voting will be announced 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.
12. The Results declared along with the Consolidated Scrutinizer's Report(s) will be available on the website of the Company ([www.airtel.com](http://www.airtel.com)) and on Karvy's website (<https://evoting.karvy.com>). The results shall simultaneously be communicated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.