

## Notice

Notice is hereby given that the eighteenth Annual General Meeting of the shareholders of Bharti Airtel Limited, will be held on Thursday, September 5, 2013 at 03.30 P.M. at Air Force Auditorium, Subroto Park, New Delhi 110 010 to transact the following businesses:-

### Ordinary Businesses

1. To receive, consider and adopt the audited balance sheet of the Company as at March 31, 2013, the statement of profit & loss and the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Ajay Lal, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Ms. Tan Yong Choo, who retires by rotation and being eligible offers herself for re-appointment.
5. To resolve not to fill the vacancy for the time being in the Board, caused by the retirement of Mr. Pulak Prasad, who retires by rotation and does not seek re-appointment.
6. To appoint M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors or Audit Committee to fix their remuneration.

### Special Businesses

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolution:

7. **Appointment of Mr. Manish Kejriwal as a Director liable to retire by rotation**  
"RESOLVED THAT pursuant to the provisions of Section 257 and other applicable provisions, if any, of the Companies Act, 1956, Mr. Manish Kejriwal be and is hereby appointed as a Director of the Company, liable to retire by rotation."
8. **Appointment of Ms. Obiageli Katryn Ezekwesili as a Director liable to retire by rotation**  
"RESOLVED THAT pursuant to the provisions of Section 257 and other applicable provisions, if any, of the Companies Act, 1956, Ms. Obiageli Katryn Ezekwesili be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

Date: May 2, 2013

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

**Mukesh Bhavnani**  
Group General Counsel  
& Company Secretary

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.**
2. Notice of Annual General Meeting will be sent to those members/beneficial owners whose name will appear in the register of members/list of beneficiaries received from the depositories as on Friday, July 26, 2013.  
  
As a part of green initiatives of Ministry of Corporate Affairs, the Company is allowed to send official communication and documents to its members through e-mail.

## Notice

Accordingly, in cases where the shareholders have registered their e-mail id with their depository participant/Company's Registrar & Transfer Agent (RTA), the Company has decided to send notice of general meetings, annual reports, dividend intimations, etc. through e-mail.

Members are requested to update their preferred email ids with the Company/depository participants/ Company's registrar and transfer agent which will be used for the purpose of sending the official documents through e-mail in future.

Members whose email id is not registered with the Company will be sent a copy of this notice along with the Abridged Annual Report at their registered address. Members whose mail ids are registered with the Company and who wish to receive printed copies of the abridged/full version of the Annual Reports may send their request to the Company at its registered office address or to the Company's Registrar and Transfer Agent (RTA), Karvy Computershare Private Limited, at Plot No. 17-24, Vithal Rao Nagar, Madhapur, Hyderabad 500 081, Andhra Pradesh.

3. Abridged and full version of the Annual Reports will be available on the website of the Company [www.airtel.com](http://www.airtel.com) in the Investor Relations section.
4. Register of members and share transfer books of the Company will remain closed from Saturday, May 25, 2013 to Friday, May 31, 2013 (both days inclusive), in terms of the provisions of the Companies Act, 1956 and the Listing Agreement with the Stock Exchanges where the shares of the Company are listed for the purpose of determining names of the shareholders eligible for dividend on equity shares, if declared at the meeting.
5. The dividend, if declared at the Annual General Meeting, will be paid on or before the 30<sup>th</sup> day from the date of declaration of dividend i.e. September 05, 2013 to:
  - ▶ For shares held in physical form - those shareholders whose names will appear in the Register of Members on the close of the day on May 24, 2013;
  - ▶ For 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 May 24, 2013.

6. Members who hold 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 in the enclosed ECS Mandate Form to the Company's RTA. The ECS mandate, in order to be effective, should be submitted to the RTA on or before Monday, August 26, 2013. 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. The Company/RTA will not act on any direct request from members holding shares in dematerialised form for change/deletion of such bank details.

7. 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 depository participants.
8. Shareholders wishing to claim dividends, which remains unpaid are requested to contact Company's RTA. Shareholders are requested to note that the amount of dividend unclaimed for seven years, from the date of declaration, will be transferred to the Investor Education and Protection Fund as per Section 205A of the Companies Act, 1956.
9. Information regarding particulars of the directors to be appointed and the directors seeking re-appointment in terms of the Listing Agreement and the explanatory statement pursuant to Section 173 of the Companies Act, 1956, are annexed hereto. The directorships held by the directors considered for the purpose of disclosure do not include the directorships held in foreign companies, private limited companies and companies under Section 25 of the Companies Act,

## Notice

1956 but include private limited companies which are considered as public limited companies in terms of Section 3(1)(iv)(c) of the Companies Act, 1956. The committee chairmanships/memberships considered for the purposes of disclosure are those prescribed under Clause 49(l)(C) of the Listing Agreement(s) viz. Audit Committee and Shareholders/Investor Grievance Committee of Indian public limited companies.

10. Corporate members/Societies are requested to send a duly certified copy of the Board of Directors'/Governing Bodies resolution/power of attorney authorising their representative to attend and vote at the Annual General Meeting.
11. Statutory Registers and documents referred to in the notice and explanatory statement, including certificate from the Auditors of the Company under Clause 14 of the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, 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 Annual General Meeting and will also be available for inspection at the meeting.

12. Members having any question on financial statements or any agenda item proposed in the notice of Annual General Meeting are requested to send their queries at least ten days prior to the date of Annual General Meeting at registered office address to enable the Company to collect the relevant information.
13. Members/proxies are requested to bring duly filled admission/attendance slips sent herewith along with the copies of Annual Reports at the meeting.
14. For the security and safety of the members of the Company, no article/baggage including water bottles and tiffin boxes will be allowed at the venue of the meeting. The members/attendees are strictly requested not to bring any article/baggage etc. at the venue of the meeting.

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

### Explanatory Statement

(Under Section 173(2) of the Companies Act, 1956)

#### Item No. 7 and 8

Mr. Manish Kejriwal and Ms. Obiageli Katryn Ezekwesili were appointed as additional Directors on the Board of the Company w.e.f. September 26, 2012. Pursuant to the provisions of Section 260 of the Companies Act, 1956 read with Article 110(iv) of the Articles of Association of the Company, the above Directors holds office upto the date of this eighteenth Annual General Meeting. The Company has received notices under Section 257 of the Companies Act, 1956 from members proposing candidature of Mr. Manish Kejriwal and Ms. Obiageli Katryn Ezekwesili as Directors of the Company, liable to retire by rotation along with the prescribed deposit of ₹ 500 for each Director.

Mr. Manish Kejriwal and Ms. Obiageli Katryn Ezekwesili are concerned or interested in the resolution of the accompanying Notice relating to their own appointment.

The Board recommends appointment of Mr. Manish Kejriwal and Ms. Obiageli Katryn Ezekwesili as Directors liable to retire by rotation as set out in item no. 7 and 8 respectively.

Brief profile of Mr. Manish Kejriwal and Ms. Obiageli Katryn Ezekwesili is enclosed and detailed profile is available on [www.airtel.com](http://www.airtel.com).

**Registered Office:**  
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1, Nelson Mandela Road,  
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New Delhi - 110 070, India.

Date: May 2, 2013

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

**Mukesh Bhavnani**  
Group General Counsel  
& Company Secretary

# Notice

## Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming Annual General Meeting (pursuant to Clause 49 of the Listing Agreement) as on the date of Notice.

Name of the Director	Mr. Ajay Lal (DIN 00030388)	Ms. Tan Yong Choo (DIN 02910529)	Mr. Manish Kejriwal (DIN 00040055)	Ms. Obiageli Ezekwesili (DIN 06385532)
Date of Birth	8 <sup>th</sup> August, 1961	14 <sup>th</sup> September, 1964	8 <sup>th</sup> November, 1968	28 <sup>th</sup> April, 1963
Qualifications	<ul style="list-style-type: none"> <li>▶ Engineering from IIT, New Delhi</li> <li>▶ MBA from IIM Kolkata</li> <li>▶ Advanced Management Program Graduate from Harvard Business School</li> </ul>	Bachelor of Accountancy (Honours) from the National University of Singapore	<ul style="list-style-type: none"> <li>▶ Masters in Business Administration from the Harvard University (Baker Scholar)</li> <li>▶ B.A. in Economics/ Engineering from Dartmouth College, United States</li> </ul>	<ul style="list-style-type: none"> <li>▶ Masters in International Law &amp; Diplomacy from the University of Lagos</li> <li>▶ Masters in Public Policy &amp; Administration from the Kennedy School of Government, Harvard University</li> <li>▶ Bachelors degree from the University of Nigeria</li> <li>▶ ACA – Certified Accountant</li> </ul>
Experience and expertise in specific functional area	General Management	Financial Management	General Management	Public Policy
Shareholding in Bharti Airtel Limited	20,000 shares	Nil	Nil	Nil
Directorships held in other public limited companies in India	<ul style="list-style-type: none"> <li>▶ The Catholic Syrian Bank Limited</li> <li>▶ Famy Care Limited</li> </ul>	Bharti Telecom Limited	<ul style="list-style-type: none"> <li>▶ Bajaj Auto Limited</li> <li>▶ Bajaj Holdings &amp; Investment Limited</li> </ul>	Nil
Membership/ Chairmanship of committees in public limited companies in India	<ul style="list-style-type: none"> <li>▶ Bharti Airtel Limited – Audit Committee (Chairman)</li> <li>▶ Bharti Airtel Limited – Investor Grievance Committee (Member)</li> </ul>	<ul style="list-style-type: none"> <li>▶ Bharti Airtel Limited – Audit Committee (Member)</li> <li>▶ Bharti Telecom Limited – Audit Committee (Member)</li> </ul>	<ul style="list-style-type: none"> <li>▶ Bharti Airtel Limited – Investor Grievance Committee (Member)</li> <li>▶ Bajaj Holdings &amp; Investment Limited – Audit Committee (Member)</li> <li>▶ Bajaj Holdings &amp; Investment Limited – Shareholder &amp; Investors Grievance Committee (Member)</li> </ul>	<ul style="list-style-type: none"> <li>▶ Bharti Airtel Limited – Audit Committee (Member)</li> </ul>

### Registered Office:

Bharti Crescent,  
1, Nelson Mandela Road,  
Vasant Kunj, Phase – II,  
New Delhi – 110 070, India.  
Date: May 2, 2013

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

**Mukesh Bhavnani**  
Group General Counsel & Company Secretary



## Bharti Airtel Limited

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

### ADMISSION SLIP

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 eighteenth Annual General Meeting of the Company being held on Thursday, September 5, 2013 at 3.30 p.m. at Air Force Auditorium, Subroto Park, New Delhi – 110 010, India.

Please (✓) in the box

MEMBER  PROXY

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



## Bharti Airtel Limited

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

### PROXY FORM

DP Id & Client Id/Regd. Folio No.		No. of Shares	
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I/We (Name(s) and address of the member in full) \_\_\_\_\_

being a member of Bharti Airtel Limited, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_

as my/our proxy to attend and vote for me/us on my/our behalf at the eighteenth Annual General Meeting of the Company scheduled to be held on Thursday, September 5, 2013 at 03.30 p.m. at Air Force Auditorium, Subroto Park, New Delhi – 110 010 or /and at any adjournment thereof.

I/We direct my/our proxy to vote on the resolution (s) in the manner as indicated below:

Resolutions	For	Against
Adoption of annual financial statements and reports		
Declaration of dividend on equity shares		
Re-appointment of Mr. Ajay Lal		
Re-appointment of Ms. Tan Yong Choo		
Retirement of Mr. Pulak Prasad		
Appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, as the statutory auditors		
Appointment of Mr. Manish Kejriwal as Director liable to retire by rotation		
Appointment of Ms. Obiageli Katryn Ezekwesili as Director liable to retire by rotation		

Dated: \_\_\_\_\_

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

Affix the  
revenue stamp  
of ₹ 1/-

**Note:** The proxy form duly completed and signed should be 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 Annual General Meeting.

# ECS MANDATE FORM

[APPLICABLE FOR SHARES HELD IN PHYSICAL FORM ONLY]

To

**Karvy Computershare Private Limited**

Unit: Bharti Airtel Limited

Plot No. 17-24, Vittal Rao Nagar

Madhapur, Hyderabad

Pin: 500 081

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 the 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 1<sup>st</sup> Registered Holder/Sole Holder