

Notice of annual general meeting

Notice is hereby given that the sixteenth annual general meeting of the shareholders of Bharti Airtel Limited will be held on Thursday, September 01, 2011 at 03.30 p.m. at Air Force Auditorium, Subroto Park, New Delhi - 110 010 to transact the following businesses:

As ORDINARY BUSINESS

1. To receive, consider and adopt the audited balance sheet of the Company as at March 31, 2011, the profit and loss account 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 Mr. Akhil Kumar Gupta, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a director in place of Mr. Narayanan Kumar, who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint M/s. S. R. Batliboi & Associates, 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 to fix its remuneration.

As SPECIAL BUSINESS

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

7. **Appointment of Lord Evan Mervyn Davies 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, Lord Evan Mervyn Davies be and is hereby appointed as a director of the Company, liable to retire by rotation.”
8. **Appointment of Mr. Hui Weng Cheong 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. Hui Weng Cheong be and is hereby appointed as a director of the Company, liable to retire by rotation.”
9. **Appointment of Ms. Tan Yong Choo 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. Tan Yong Choo be and is hereby appointed as a director of the Company, liable to retire by rotation.”

10. **Appointment of Mr. Tsun-yan Hsieh 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. Tsun-yan Hsieh be and is hereby appointed as a director of the Company, liable to retire by rotation.”

11. **Appointment of H.E. Dr. Salim Ahmed Salim 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, H.E. Dr. Salim Ahmed Salim be and is hereby appointed as a director of the Company, liable to retire by rotation.”

12. **Re-appointment of Mr. Sunil Bharti Mittal as Managing Director**

“Resolved that pursuant to the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification or re-enactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the shareholders be and is hereby accorded to the re-appointment of Mr. Sunil Bharti Mittal as Managing Director of the Company for a further period of five years with effect from October 1, 2011, on the remuneration as set out in the explanatory statement to Item No.12.

Resolved further that the Board be and is hereby authorized to vary, alter and modify the terms and condition of re-appointment including relating to remuneration/remuneration structure of Mr. Sunil Bharti Mittal as Managing Director within the limits prescribed in the explanatory statement to Item No. 12.

Resolved further that the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

Registered Office:
Bharti Crescent,
1, Nelson Mandela Road,
Vasant Kunj, Phase – II,
New Delhi - 110 070, India.
Date: May 5, 2011

By order of the Board
For Bharti Airtel Limited

Vijaya Sampath
Group General Counsel
& Company Secretary

NOTES:

1. A SHAREHOLDER 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 SHAREHOLDER 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 the annual general meeting will be sent to those shareholders/beneficial owners whose name will appear in the register of members/list of beneficiaries received from the depositories as on Friday, July 22, 2011.

As a part of its green initiatives in corporate governance, the Ministry of Corporate Affairs vide its Circular No. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, has allowed the companies to send official communication and documents to its shareholders through e-mail. Accordingly, in cases where the shareholders have registered their e-mail id with their depository participant/Company's registrar and share transfer agent, the Company has decided to henceforth send all documents/communications including notice of general meetings, annual reports, dividend intimations, etc. through e-mail. For other cases, the Company will continue to send the printed annual reports as usual.

Shareholders are requested to update their preferred e-mail ids with the Company/depository participants which will be used for the purpose of sending the official documents through e-mail.

Shareholder whose e-mail id is not registered with the Company will be sent a copy of this meeting's notice along with the abridged annual report at their registered address. Shareholders whose mail ids are registered with the Company and who wish to receive physical copies of the abridged/full version of the annual report may also send their request to the Company at its registered office address or to the Company's Registrar and Share Transfer Agent (RTA), Karvy Computershare Private Limited, at Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081, Andhra Pradesh.

3. Abridged and full version of the annual reports will also be available on the website of the Company www.airtel.com in the Investor Relations section.

4. The Register of members and Share Transfer books of the Company will remain closed from Saturday, August 20, 2011 to Thursday, September 1, 2011 (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 annual general meeting

and determining the names of the shareholders eligible for dividend on equity shares, if declared at the meeting.

5. The dividend, if declared at the meeting, will be paid on or before the 30th day from the date of declaration of dividend i.e. September 30, 2011 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 August 19, 2011;
- For shares held in dematerialized form – those beneficiaries, whose names are furnished by the National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as beneficial owner on August 19, 2011.

6. Shareholders, who hold shares in the physical form and desirous of availing Electronic Clearance Scheme (ECS) facility for direct credit of dividend to their bank account, may submit their requisite request in the enclosed form to the Company's RTA. The ECS mandate, in order to be effective, should be submitted to the RTA on or before August 19, 2011. Shareholders are requested to utilise the ECS for receiving dividends. Any query related to dividend should be directed to the RTA of the Company.

In respect of shareholders 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 shareholders holding shares in dematerialized form for change/deletion of such bank details.

7. Shareholders 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. Shareholders, 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 remain unpaid are requested to contact Company's RTA. Shareholders are requested to note that the amount of dividend which remains unclaimed for a period of 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 requiring disclosure 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, 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(I)(C) of the listing agreement(s) viz. Audit Committee and Shareholders/ Investor Grievance Committee of Indian public limited companies.

10. Corporate members are requested to send a duly certified copy of the board of directors' 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. Shareholders 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 annual general meeting of the Company at its registered office address to enable the Company to collect the relevant information.
13. Shareholders/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 shareholders, 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 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 Nos. 7, 8, 10 and 11

Lord Evan Mervyn Davies, Mr. Hui Weng Cheong and H.E. Dr. Salim Ahmed Salim were appointed as additional directors on the Board of the Company w.e.f. September 30, 2010 and Mr. Tsun-yan Hsieh w.e.f. November 9, 2010. 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, these directors hold office upto the date of the sixteenth annual general meeting. The Company has received notices under Section 257 of the Companies Act, 1956 from shareholders proposing the candidature of Lord Evan Mervyn Davies, Mr. Hui Weng Cheong, H.E. Dr. Salim Ahmed Salim and Mr. Tsun-yan Hsieh as directors of the Company, liable to retire by rotation along with the prescribed deposit of ₹ 500 for each director.

None of the Directors except Lord Evan Mervyn Davies, Mr. Hui Weng Cheong, H.E. Dr. Salim Ahmed Salim and Mr. Tsun-yan Hsieh are deemed concerned/interested in their respective resolutions.

The Board recommends the appointment of Lord Evan Mervyn Davies, Mr. Hui Weng Cheong, H.E. Dr. Salim Ahmed Salim and Mr. Tsun-yan Hsieh as directors liable to retire by rotation as set out in Item Nos. 7, 8, 10 and 11 respectively.

Item No. 9

Ms. Tan Yong Choo was appointed as a director to fill casual vacancy caused due to resignation of Mr. Quah Kung Yang w.e.f. January 21, 2010. Pursuant to the provisions of Section 262 of the Companies

Act, 1956 read with Article 110(i) of the Articles of Association of the Company, Ms. Tan Yong Choo holds office upto the date of sixteenth annual general meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 from a shareholder proposing the candidature of Ms. Tan Yong Choo as director of the Company, liable to retire by rotation along with the prescribed deposit of ₹ 500/-.

None of the Directors except Ms. Tan Yong Choo is concerned or interested in the resolution.

The Board recommends the appointment of Ms. Tan Yong Choo as director liable to retire by rotation as set out in Item No. 9.

Item No. 12

Mr. Sunil Bharti Mittal will be completing his current term as Managing Director of the Company on September 30, 2011. On the advice of the HR Committee, the Board recommends to the shareholders, the re-appointment of Mr. Sunil Bharti Mittal as Managing Director for a further term of five years effective October 1, 2011 on the following terms:

Fixed Pay (inclusive of salary, allowances and retirement benefits) to be paid monthly

Such sum as may be determined by the Board from time to time provided that the total fixed pay shall not exceed ₹ 20 crore per annum.

Variable Pay (Performance Linked Incentive) to be paid annually after the end of the financial year

Such sum as may be determined by the Board from time to time provided that the total variable pay shall not exceed 200% of the annual fixed pay in any financial year.

Perquisites

As per the policy of the Company provided that the total value of perquisite shall not exceed 50% of the fixed pay in any financial year.

Other benefits

Other benefits including leave encashment as per the Company policy and rules as may be amended from time to time.

The aggregate remuneration inclusive of fixed pay, variable pay (Performance Linked Incentives), perquisites, allowances and other benefits payable to Mr. Sunil Bharti Mittal as Managing Director shall not exceed the overall ceilings laid down in Sections 198, 309 and other applicable provisions of the Companies Act, 1956 or any other law for the time being in force, if any.

Mr. Sunil Bharti Mittal shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not form part of his remuneration.

Minimum remuneration

During his term as managing director, if the Company, in any financial year, incurs losses or its profits are inadequate, the Company will continue to pay Mr. Sunil Bharti Mittal, the above remuneration by way of fixed pay, variable pay (Performance Linked Incentives), perquisites, allowances and other benefits payable subject to the Schedule XIII of the Companies Act, 1956 and approvals as may be required.

In terms of the resolution passed by the shareholders through postal ballot on November 23, 2006, Mr. Sunil Bharti Mittal as Managing Director is presently entitled to a fixed remuneration of ₹ 10 crore per annum beside variable pay and other benefits. The remuneration as proposed in the resolution for approval of shareholders is an enabling one and sets out the maximum amount that can be paid to Mr. Sunil Bharti Mittal over a period of 5 years i.e. until September 30, 2016. Within these limits now set out for approval, the Board is authorised to fix his remuneration.

The Board recommends the resolution as set out in Item No. 12 for approval of the shareholders as an ordinary resolution.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 302 of the Companies Act, 1956.

None of the Directors of the Company except Mr. Sunil Bharti Mittal, Mr. Rajan Bharti Mittal and Mr. Rakesh Bharti Mittal are concerned or interested in the proposed resolution.

Registered Office:
Bharti Crescent,
1, Nelson Mandela Road,
Vasant Kunj, Phase – II,
New Delhi - 110 070, India.
Date: May 5, 2011

By order of the Board
For Bharti Airtel Limited

Vijaya Sampath
Group General Counsel
& Company Secretary

Information on directors seeking appointment/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	Mr. Akhil Kumar Gupta	Mr. Narayanan Kumar
Date of Birth	August 8, 1961	December 22, 1955	January 28, 1950
Qualifications	<ul style="list-style-type: none"> • Engineering from IIT, New Delhi • PGDBM from IIM, Kolkata • Advanced Management Programme at Harvard Business School, USA 	<ul style="list-style-type: none"> • Chartered Accountant • Advanced Management Programme at Harvard Business School, USA 	Engineering in Electronics and Communications from Anna University, Chennai
Experience and expertise in specific functional area	General Management	Finance and general management	Technology, finance and general management
Shareholding in Bharti Airtel Limited	20,000 shares	2,549,384 shares	Nil
Directorships held in other public limited companies in India	<ul style="list-style-type: none"> • The Catholic Syrian Bank Limited • Famy Care Limited 	<ul style="list-style-type: none"> • Bharti AXA General Insurance Company Limited • Bharti AXA Life Insurance Company Limited • Bharti Infratel Limited • Bharti Infratel Ventures Limited • Bharti Telecom Limited • Indus Towers Limited • Bharti Enterprises Limited • Bharti Ventures Limited 	<ul style="list-style-type: none"> • Bharti Infratel Limited • Cochin Shipyard Limited • Entertainment Network (India) Limited • MRF Limited • Take Solutions Limited • Times Innovative Media Limited
Membership/ Chairmanship of committees in public limited companies in India	<ul style="list-style-type: none"> • Bharti Airtel Limited - Audit Committee (Member) 	<ul style="list-style-type: none"> • Bharti Airtel Limited - Investor Grievance Committee (Chairman) • Bharti Enterprises Limited - Audit Committee (Chairman) • Bharti Infratel Limited - Audit Committee (Member) • Bharti Telecom Limited - Audit Committee (Member) • Bharti Telecom Limited - Share Transfer Committee (Member) • Indus Towers Limited - Audit Committee (Chairman) • Bharti Ventures Limited - Audit Committee (Chairman) 	<ul style="list-style-type: none"> • Bharti Airtel Limited - Audit Committee (Chairman) • Bharti Infratel Limited - Audit Committee (Chairman) • Cochin Shipyard Limited - Audit Committee (Chairman) • Entertainment Network (India) Limited - Audit Committee (Chairman) • Take Solutions Limited - Shareholder/Investor Grievance Committee (Chairman) • Times Innovative Media Limited - Audit Committee (Member)

Name of the Director	Lord Evan Mervyn Davies	Mr. Hui Weng Cheong	Ms. Tan Yong Choo
Date of Birth	November 21, 1952	February 17, 1955	September 14, 1964
Qualifications	<ul style="list-style-type: none"> Fellow of the Chartered Institute of Bankers (UK) Management Development Programme at Harvard Business School, USA 	<ul style="list-style-type: none"> First class honours graduate in Engineering (Electrical) from National University of Singapore. Master of Business Administration from the International Business Education and Research Programme at the University of Southern California, USA 	Bachelor of Accountancy (Honours)
Experience and expertise in specific functional area	Finance and general management	General Management	Financial Management
Shareholding in Bharti Airtel Limited	Nil	Nil	Nil
Directorships held in other public limited companies in India	Nil	Bharti Telecom Limited	Bharti Telecom Limited
Membership/ Chairmanship of committees in public limited companies in India	Nil	Nil	<ul style="list-style-type: none"> Bharti Airtel Limited - Audit Committee (Member) Bharti Telecom Limited - Audit Committee (Member)

Name of the Director	Mr. Tsun-yan Hsieh	H.E. Dr. Salim Ahmed Salim	Mr. Sunil Bharti Mittal
Date of Birth	December 29, 1952	January 23, 1942	October 23, 1957
Qualifications	<ul style="list-style-type: none"> Mechanical Engineering from the University of Alberta MBA from Harvard Business School, USA 	Masters Degree in International Affairs at Columbia University (M.I.A) in New York	<ul style="list-style-type: none"> Graduate from Punjab University Alumnus of Harvard Business School, USA
Experience and expertise in specific functional area	General Management	Diplomacy and National Leadership	General Management
Shareholding in Bharti Airtel Limited	Nil	Nil	Nil
Directorships held in other public limited companies in India	Nil	Nil	<ul style="list-style-type: none"> Bharti Infratel Limited Bharti Telecom Limited Bharti Ventures Limited
Membership/ Chairmanship of committees in public limited companies in India	Nil	Nil	Nil

Registered Office:
Bharti Crescent,
1, Nelson Mandela Road,
Vasant Kunj, Phase – II,
New Delhi - 110 070, India.
Date: May 5, 2011

By order of the Board
For Bharti Airtel Limited

Vijaya Sampath
Group General Counsel & Company Secretary

BHARTI AIRTEL LIMITED

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

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	

Name(s) and address of the shareholder in full _____

I/we hereby record my/our presence at the sixteenth annual general meeting of the Company being held on Thursday, September 01, 2011 at 3.30 p.m. at Air Force Auditorium, Subroto Park, New Delhi - 110 010, India.

Please (✓) in the box

MEMBER PROXY

Signature of Shareholder / Proxy

*Applicable for investor holding shares in physical form.

BHARTI AIRTEL LIMITED

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

PROXY FORM

DP Id		Client Id	
Regd. Folio No.*		No. of Shares	

I/We (Name(s) and address of the shareholder in full) _____

being a shareholder 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 sixteenth annual general meeting of the Company scheduled to be held on Thursday, September 01, 2011 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 Mr. Akhil Kumar Gupta		
Re-appointment of Mr. Narayanan Kumar		
Re-appointment of M/s. S. R. Batliboi & Associates, Chartered Accountants, Gurgaon, as the statutory auditors		
Appointment of Lord Evan Mervyn Davies		
Appointment of Mr. Hui Weng Cheong		
Appointment of Ms. Tan Yong Choo		
Appointment of Mr. Tsun-yan Hsieh		
Appointment H.E. Dr. Salim Ahmed Salim		
Re-appointment of Mr. Sunil Bharti Mittal as Managing Director		

Dated: _____

Signature of the Shareholder

Affix the
revenue
stamp of
₹ 1/-

*Applicable for investor holding shares in physical form.

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 - 110 070 not later than 48 hours before the commencement of the Annual General Meeting.

ECS/E-MAIL 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 Share holder	
Folio No.	

PAN/E-mail information

Income Tax Permanent Account Number (PAN) (Please attach a photocopy of PAN Card)	
E-mail ID	

ECS Mandate Form (for shares held in Physical mode)

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 photo copy of the Cheque)										

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

 Signature of the 1st Registered Holder/Sole Holder



