bharti

April 09, 2018

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

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001

Ref: Bharti Airtel Limited (532454 / BHARTIARTL)

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

Dear Sir / Madam,

In furtherance to our intimation dated March 12, 2018 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of Notice of Postal Ballot/e-voting ('Notice') dated March 12, 2018 being sent to the members. The Notice seeks the approval of members by way of Special Resolution through Postal Ballot (including voting by electronic means), for the special business namely "*Issue of unsecured /secured redeemable Non-Convertible Debentures / Bonds by way of Private Placement*".

Kindly take the same on record.

Thanking you,

Sincerely Yours

For Bharti Airtel Limited

Rohit Krishan Puri
Dy. Company Secretary

BHARTI AIRTEL LIMITED NEW DELHI

bharti

Bharti Airtel Limited

airtel

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

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

Dear member(s),

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

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

Item No. 1:

Issue of unsecured / secured redeemable Non-Convertible Debentures / Bonds by way of Private Placement

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

"Resolved that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force), the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the provisions of the Memorandum and Articles of Association of the Company and subject to other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and subject to such other approvals, permissions and sanctions as may be required from any appropriate authority, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution) to create, offer, invite for subscription, issue and allot, from time to time, in one or more tranches and/or series, unsecured and/or secured, listed and/or unlisted, redeemable Non-Convertible Debentures including but not limited to bonds and/or other debt securities ('NCDs'), denominated in Indian rupees, aggregating an amount not exceeding Rs. 10,000 Crores (Rupees Ten Thousand Crores only) on private placement basis, during the period of one year from the date of approval by members or such other period as may be permitted under the Act and other applicable laws and on such terms and conditions as may be decided by the Board provided that the outstanding amounts under these NCDs shall at all times be within the overall borrowing limits under Section180(1)(c) of the Act and be subject to a cap of Rs. 10,000 Crores.

Resolved further that for the purpose of giving effect to any offer, invitation, issue or allotment through private placement of NCDs, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalizing the form / placement documents / offer letter, timing of the issue(s), and the class of investors to whom the NCDs are to be offered, number of NCDs to be offered in each tranche, issue price, rate of interest, premium / discount, redemption period, allotment of NCDs, appointment of lead managers, arrangers, debenture trustees and other agencies, entering into arrangements for managing the issue, private placement documents and to sign all deeds, documents and writings and to pay any fees, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

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

***Registered Office*:**
Bharti Crescent, 1,
Nelson Mandela Road,
Vasant Kunj, Phase II,
New Delhi – 110070, India.
CIN: L74899DL1995PLC070609
Email id: compliance.officer@bharti.in

By order of the Board
For Bharti Airtel Limited

Pankaj Tewari
Sr. Vice President and Company Secretary
Membership No.: A15106

Date: March 12, 2018

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

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and the reasons for the proposal is annexed hereto.
2. Please read the instructions / notes printed overleaf the Postal Ballot Form before exercising the vote.

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

Item No. 1

In terms of provisions of Section 42 and 71 of the Companies Act, 2013 read with Rule 14(2)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, (the "Act") a company can issue its securities including debentures on private placement basis after obtaining prior approval of the members of the Company by a special resolution. Such approval would be valid for a period of one year for all the offers or invitations for non-convertible debentures/board to be made during the said one year through a private placement basis in one or more tranches.

The Board and shareholders of the Company had earlier approved the issuance of unsecured and/or secured, listed and/or unlisted, redeemable Non-Convertible Debentures ("NCDs") of an amount not exceeding Rs. 10,000 crores which was valid upto March 13, 2018. The Board in its meeting held on March 12, 2018 had, subject to approval of members, decided to revalidate the approval for issuance of NCDs upto Rs. 10,000 crores. The funds raised through private placement of NCDs shall be utilized towards routine treasury activities including refinancing of existing debt and spectrum liabilities and for capital expenditure and working capital requirements of the Company and such other general corporate purposes as may be permitted under applicable laws.

The overall borrowing limits of these NCDs shall at all times be within the overall borrowing limits under Section 180(1)(c) of the Act and be subject to a cap of Rs. 10,000 crores.

The relevant documents, resolutions passed at the Board and Committee Meetings and other allied documents, if any, being referred in the resolution, would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot / e-voting.

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

The Board recommends the resolution under Item No. 1 for approval of the shareholders as a special resolution.

Registered Office:
Bharti Crescent, 1,
Nelson Mandela Road,
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New Delhi – 110070, India.
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By order of the Board
For Bharti Airtel Limited

Pankaj Tewari
Sr. Vice President and Company Secretary
Membership No.: A15106

Date: March 12, 2018

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

Encl.:

1. Postal Ballot Form

2. Self-addressed postage pre-paid envelope

Bharti Airtel Limited

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

POSTAL BALLOT FORM

Serial No. .....

1. Name of the member(s) including joint-holders, if any :
2. Registered address of the sole / first named member :
3. Registered Folio No. / DP ID No. & Client ID No.* : *(*Applicable to members holding shares in dematerialized form)*
4. No. of shares held :

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

Sl. No.	Description of Resolution	No. of Shares for which votes cast	I / we assent to the resolution (For)	I / we dissent to the resolution (Against)
1.	Issue of unsecured / secured redeemable Non-Convertible Debentures / Bonds by way of Private Placement			

Place :.....

Date :.....

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

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

E-Voting Particulars

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

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

Notes / Instructions

1. The Notice of Postal Ballot / E-voting (Notice) is being sent to the members, whose names appear in the register of members / beneficiary position maintained by the depositories as on Friday, March 30, 2018 ("cut-off date") and voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the member(s) / beneficial owner(s) as on the same date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
2. Members who have registered their e-mail addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice by e-mail and others are being sent through the permitted mode along with the Postal Ballot Form and postage pre-paid self-addressed business reply envelope. Members who have received Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link https://evoting.karvy.com or from the 'investor' section on the Company's website www.airtel.com.
3. There will be one Postal Ballot Form / e-voting for every folio no. / client id no. irrespective of the number of joint holders. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named member and in his absence by the next named member.
4. Voting rights in the Postal Ballot Form / e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
5. The Board of Directors (Board) has appointed Mr. Sanjay Grover, Managing Partner of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi, (FCS No. 4223, C.P No. 3850) as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
6. In Compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies act, 2013 read with the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all the members of the Company. The Company has entered into an agreement with Karvy Computershare Pvt. Ltd. (Karvy) for facilitating e-voting to enable the members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is an optional facility available to members.
7. The members can opt for only one mode of voting either by postal ballot or through e-voting. If the member decides to vote through postal ballot, they are advised not to vote through e-voting and vice versa. In case of voting by both the modes, e-voting of such member will be considered and counted and the votes casted through Postal Ballot Form of such member will be treated as invalid.
8. The period for voting through physical Ballot Form and e-voting starts from Tuesday, April 10, 2018 at 09:00 A.M. (IST) and ends on Wednesday, May 09, 2018 at 05:00 P.M. (IST) and any physical ballot form received after the said date shall not be considered.E-voting shall be disabled by Karvy at 05:00 P.M. (IST) on Wednesday, May 09, 2018.
9. The Scrutinizer's decision on the validity of a postal ballot / e-voting will be final.
10. Upon completion of scrutiny of the Forms, the Scrutinizer will submit his report. The results of the Postal Ballot would be announced by the Chairman or any other Director authorised by him on Friday, May 11, 2018 on or before 05:00 P.M. (IST) at the Registered Office of the Company. The Resolution, if approved by the requisite majority, shall be deemed to have been passed on Wednesday, May 09, 2018 being the last date specified for receipt of duly completed Postal Ballot Forms and closure of e-voting.
11. The said results along with the Scrutinizer's Report would be displayed at the Registered Office and Corporate Office of the Company, hosted at the Company's website i.e. www.airtel.com and on the website of Karvy i.e. https://evoting.karvy.com. The results will be intimated to the Stock Exchanges where the Company's shares are listed within prescribed timelines.
12. Resolution passed by the members through Postal Ballot / e-voting is deemed to have been passed as if the same have been passed at a General Meeting of the members.
13. All the documents referred to in accompanying notice and explanatory statement shall be open for inspection at the Registered Office of the Company without any fee on all working days (Monday to Friday) between 11.00 A.M. (IST) and 1.00 P.M. (IST) from the date of dispatch of notice upto the date of declaration of results of postal ballot / e-voting.
14. **PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT FORM.**
    - (i) Members are requested to carefully read the instructions printed on the Postal Ballot Form before casting their vote and return the Form duly completed in all respect and signed, in the attached postage pre-paid self-addressed business reply envelope, so as to reach the Scrutinizer at Bharti Airtel Limited, Bharti Crescent, 1 Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070, India not later than the closing hours on Wednesday, May 09, 2018. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post or by speed post at the expense of the registered member will also be accepted. The Postal Ballot Form(s) may also be deposited personally. The Postal Ballot Forms received after this date will be treated as if reply from the member has not been received.
    - (ii) The votes should be casted either in favour or against the resolution by putting the tick (3) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (3) mark in both the column will render the Form invalid.
    - (iii) Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other Form shall not be considered valid.
    - (iv) The Postal Ballot Form should be completed and signed by the sole / first named member or his duly authorised attorney registered with the Company. In the absence of the first named member in a joint holding, the Form may be completed and signed by the next named member. (However, where the Form is sent separately by the first named member and the joint holder(s), the vote of the first named member would be treated as valid).
    - (v) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter, with speciman signatures of authorised signatory(ies), duly attested.
    - (vi) Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.
    - (vii) Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
    - (viii) Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed business reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
    - (ix) A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 14(i) above.
15. **PROCESS FOR MEMBERS OPTING FOR E-VOTING**
    - **A. In case of member receiving the Ballot Form by e-mail:**
    - (i) Launch internet browser by typing the URL: http://evoting.karvy.com.
    - (ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No. / DP ID No. / Client ID No. will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
    - (iii) After entering these details appropriately, click on "LOGIN".
    - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, $, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
    - (v) You need to login again with the new credentials.
    - (vi) On successful login, the system will prompt you to select the e-Voting Event Number for Bharti Airtel Limited.
    - (vii) On the voting page enter the number of shares (which represents number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to resolution and "AGAINST" implies dissent to resolution.
    - (viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
    - (ix) 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.
    - (x) You may then cast your vote by selecting any appropriate option and click on "Submit".
    - (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, members can login any number of times till they have voted on the resolution.**
    - (xii) Corporate / Institutional Members (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF / JPG Format) of the board resolution / authority letter etc. together with attested specimen signature of the duly authorized representative(s), to the Scrutinizer at email: sanjaygrover7@gmail.com with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT No."
    - (xiii) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
    - **B. In case of Member receiving the Postal Ballot Form by Post:**
    - (i) User ID and Initial password is provided at the bottom of the Postal Ballot Form.
    - (ii) Please follow the steps from Sl. No. 15A(i) to 15A(xiii) above, to cast your vote.
    - C. In case of any query and / or grievance, pertaining to e-voting, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.karvy.com (Karvy Website) or contact Mr. Ramesh Desai (Unit: Bharti Airtel Limited) of Karvy Computershare Private Limited or at evoting@karvy.com or phone no. 040 – 6716 2222 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
    - D. The period for e-voting starts on Tuesday, April 10, 2018 at 09:00 A.M. (IST) and ends on Wednesday, May 09, 2018 at 05:00 P.M (IST). E-voting shall be disabled by Karvy on Wednesday, May 09, 2018 at 05:00 P.M. (IST).