bharti

Date: July 25, 2016

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: Notice of 21st Annual General Meeting and Book Closure

Dear Sir/ Madam,

Pursuant to Regulation 30, 42 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015, we notify as under:

1. The 21st Annual General Meeting (AGM) of the Company will be held on Friday, August 19, 2016 at 03:30 P.M. (IST) at Air Force Auditorium, Subroto Park, New Delhi - 110 010.

2. The Register of Members and the Share Transfer Books will remain closed from Saturday, August 13, 2016 to Friday, August 19, 2016 for the purpose of AGM and determining names of the shareholders eligible for dividend on equity shares for the FY 2015-16. The dividend, if approved by the shareholders, will be paid on or before the 30th day from the date of declaration.

3. Pursuant to Regulation 44, we have provided the facility to vote by electronics means (e-voting) on all resolutions as set out in the notice of AGM to those members, who are holding shares either in physical or in electronic form as on the cut-off date i.e. Friday, August 12, 2016. The remote e-voting will commence at 9.00 a.m. on Tuesday, August 16, 2016 and end at 5:00 p.m. (IST) on Thursday, August 18, 2016.

4. Notice of AGM, e-voting notice and the Annual Report 2015-16, are being sent to the shareholders through email / by post. The shareholders who have registered their email id, are being sent the above documents through email. The shareholders who have not registered their email id have been sent the Notice of AGM, e-voting notice and the abridged Annual Report 2015-16 by post. The dispatch will be completed by July 26, 2016.

Notice of AGM, e-voting Notice, the Annual Report 2015-16 and the abridged Annual Report 2015-16 are enclosed.

Kindly take the above on record.

Thanking you,

Sincerely Yours

BHARTI AIRTEL LIMITED NEW DELHI

For Bharti Airtel Limited

Rajendra Chopra
Sr. Vice President & Company Secretary

Encl: As mentioned above

Bharti Airtel Limited

CIN: L74899DL1995PLC070609

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

T.: +91-11-4666 6100, F.: +91-11-4166 6137, Email id: compliance.officer@bharti.in, Website: www.airtel.com

Notice of Annual General Meeting

Notice is hereby given that the Twenty First Annual General Meeting (AGM) of the members of Bharti Airtel Limited will be held on Friday, August 19, 2016 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, 2016**

   "Resolved that the audited standalone and consolidated financial statements of the Company as per IGAAP for the financial year ended March 31, 2016, together with the Board's Report and the report of Auditors thereon be and are hereby received, considered and adopted."

2. **Declaration of dividend on equity shares**

   "Resolved that a final dividend of ₹ 1.36 per equity share of ₹ 5/- each for the financial year 2015-16, as recommended by the Board, be and is hereby approved and declared."

3. **Re-appointment of Ms. Chua Sock Koong as a Director liable to retire by rotation**

   "Resolved that Ms. Chua Sock Koong (DIN 00047851), 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."

4. **Ratification of the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, as the Statutory Auditors of the Company and to fix its remuneration**

   "Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 and the rules made thereunder and resolution passed by the members in their 19th Annual General Meeting (AGM) held on September 01, 2014, the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon (Registration no. 101049W), as Statutory Auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2017, be and is hereby ratified.

   Resolved further that the Board of Directors of the Company on the recommendation of the Audit and Risk Management Committee, be and is hereby authorised to fix the remuneration payable to Statutory Auditors for the financial year ending March 31, 2017."

Special Business(es)

5. **Appointment of Mr. Rakesh Bharti Mittal as a Director liable to retire by rotation**

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

   "Resolved that pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, Mr. Rakesh Bharti Mittal (DIN 00042494), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. January 07, 2016, and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. **Adoption of new set 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 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the new set of the Articles of Association of the Company, be and is hereby approved and adopted as the Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company.

   Resolved further that the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things that may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

7. **Alteration in the Memorandum 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 4 and 13 and other applicable provisions, if any, of Companies Act, 2013 and the rules made thereunder, the following clauses of the Memorandum of Association be and are hereby amended in the following manner:

a) The existing heading of Clause III (A) be substituted by the following new heading:

   "The Objects to be pursued by the Company on its incorporation are as under"

b) The existing heading of Clause III (B) be substituted by the following new heading:

"Matters which are necessary for furtherance of the objects specified in Clause III (A) are as under:"

c) The existing Clause III (C) of the Memorandum of Association, be deleted permanently.

d) The existing Clause IV of the Memorandum of Association, be deleted and substituted by the following new clause:

"The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them."

e) Reference to sections of the Companies Act, 1956 in the existing Clause III (B)(8) of the Memorandum of Association, be replaced and aligned with the corresponding sections of the Companies Act, 2013.

Resolved further that the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things that may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

8. Re-appointment of Mr. Sunil Bharti Mittal as the Chairman 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 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013 or any other law for the time being in force and Article 108, 133 of the Articles of Association of the Company, consent of the Company, be and is hereby accorded for re-appointment of Mr. Sunil Bharti Mittal (DIN 00042491) as Chairman of the Company for a further period of five years with effect from October 01, 2016 on the following remuneration:

Fixed Pay (inclusive of salary, allowances and retirement benefits) payable on monthly basis: ₹ 210 Mn per annum or such other amount as may be determined by the Board of Directors of the Company, provided that increment if any during the subsequent years, shall not exceed 10% per annum of the fixed pay of preceding financial year.

Variable Pay (Performance Linked Incentive) to be paid annually after the end of financial year: ₹ 90 Mn (at 100% performance) or such sum as may be determined by the Board from time to time, provided however that the total Variable Pay shall not exceed 50% of the annual fixed pay in any financial year.

Perquisites: As per Company's policy(s) or as approved by the Board from time to time, provided however that the aggregate value of the perquisites shall not exceed 50% of the fixed pay in any financial year.

Other Benefits: Other benefits including leave encashment as per Company's Policy(s).

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.

The aggregate remuneration inclusive of fixed pay, variable pay (Performance Linked Incentives), perquisites, allowances and other benefits payable to Mr. Sunil Bharti Mittal as Chairman shall not exceed the overall ceilings laid down in Sections 197 and other applicable provisions of the Companies Act, 2013 or any other law for the time being in force, if any.

Minimum Remuneration

Where in any financial year during the tenure of Mr. Sunil Bharti Mittal as Chairman, the Company incurs losses or its profits are inadequate, the Company shall pay to Mr. Sunil Bharti Mittal, the above remuneration by way of fixed pay, variable pay (Performance Linked Incentives), perquisites, allowances and other benefits as minimum remuneration, subject to the approval of Central Government, if applicable.

Resolved further that the Board of Directors of the Company, be and is hereby authorised to vary, alter and modify the terms and conditions of re-appointment including designation, remuneration / remuneration structure of Mr. Sunil Bharti Mittal within the limits prescribed above.

Resolved further that the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

9. Revision in remuneration of Mr. Gopal Vittal, Managing Director and CEO (India and South Asia)

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

"Resolved that pursuant to the provisions of Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule V of the Companies Act, 2013 and Article 108, 133 of the Articles of Association of the Company and in partial modification of resolution passed through postal ballot on March 28, 2013 by the members, consent of the Company be and is hereby accorded for revision in the remuneration of Mr. Gopal Vittal, (DIN 02291778) Managing Director and CEO (India and South Asia), with effect from June 01, 2016, for the remaining period of his tenure i.e. upto January 31, 2018 as follows:

Fixed Pay (inclusive of salary, allowances and retirement benefits) payable on monthly basis: ₹ 70 Mn per annum or such other amount as may be determined by the Board of Directors of the Company, provided that increment if any during the subsequent years, shall not exceed 15% per annum of the fixed pay of preceding financial year.

Variable Pay (Performance Linked Incentive) to be paid annually after the end of financial year: ₹ 30 Mn (at 100% performance) or such other sum as may be determined by the Board from time to time, provided however that the total Variable Pay shall not exceed 60% of the annual fixed pay in any financial year.

Employee Stock Options: Such number of options as may be granted to him under any ESOP Scheme of the Company from time to time.

Perquisites: As per Company's policy(s) or as may be approved by the Board from time to time, provided however that the aggregate value of the perquisites shall not exceed 15% of the annual fixed pay in any financial year.

Other Benefits: Other benefits including leave encashment as per Company's Policy(s).

Mr. Gopal Vittal shall also be entitled to reimbursement of all legitimate expenses incurred by him while performing his duties and such reimbursement will not form part of his remuneration.

The aggregate remuneration inclusive of fixed pay, variable pay (Performance Linked Incentives), Employee Stock Options, perquisites, allowances and other benefits payable to Mr. Gopal Vittal as Managing Director and CEO (India and South Asia) shall not exceed the overall ceilings laid down in Sections 197 and other applicable provisions of the Companies Act, 2013 or any other law for the time being in force, if any.

Minimum Remuneration

Where in any financial year during the tenure of Mr. Gopal Vittal, Managing Director and CEO (India and South Asia), the Company incurs losses or its profits are inadequate, the Company shall pay to Mr. Gopal Vittal, the above remuneration by way of fixed pay, variable pay (Performance Linked Incentives), Employee Stock Options, perquisites, allowances and other benefits as minimum remuneration, subject to the approval of Central Government, if applicable.

Resolved further that the Board of Directors of the Company, be and is hereby authorised to vary, alter and modify the terms and condition including designation, remuneration / remuneration structure of Mr. Gopal Vittal within the limits prescribed above.

Resolved further that the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

10. Ratification of remuneration to be paid to M/s. R. J. Goel & Co., Cost Accountants, Cost Auditor 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 148 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the remuneration of ₹ 800,000 plus service tax and reimbursement of travel and out of pocket expenses as approved by the Board on the recommendation of the Audit & Risk Management Committee, to be paid to M/s. R.J. Goel & Co., Cost Accountants, (Registration no. 00026), Cost Auditor of the Company for the cost audit w.r.t. the financial year 2016-17, be and is hereby ratified, confirmed and approved."

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

Rajendra Chopra
Company Secretary
Membership no. A12011

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

Place: Gurgaon
Date: April 27, 2016

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, July 15, 2016.

4. Copy of the annual report, notice of Twenty First Annual General Meeting, notice of e-voting 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.

   Members whose e-mail id is not registered with the Company are being sent physical copies of the Notice of Twenty First Annual General Meeting, abridged version of Annual Report, notice of e-voting etc. at their registered address through permitted mode.

   Members whose e-mail ids are 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, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.

5. Notice of Twenty First AGM, abridged and full version of the Annual Reports and the notice of e-voting will also be available under the Investor Relations section on the website of the Company www.airtel.com.

6. The register of members and share transfer books of the Company will remain closed from Saturday, August 13, 2016 to Friday, August 19, 2016 (both days inclusive), in accordance with the provisions of Section 91 the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of AGM and determining names of the shareholders eligible for dividend on equity shares, if declared.

7. 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 shareholders whose names will appear in the Register of Members on the close of the day on Friday, August 12, 2016.
   - **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 owner on close of day on Friday, August 12, 2016.

8. 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 form, in order to be effective, should be submitted to the RTA on or before Monday, August 08, 2016. 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.

9. 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.

10. Shareholders wishing to claim dividends, which remain unpaid are requested to contact Company's RTA.

11. Pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956, read with the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001 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.

    Shareholders may visit the Company's website 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 2008-09 till August 21, 2016. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company.

12. 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 can submit their PAN to the Company's RTA.

13. Information regarding particulars of the Director to be appointed and the Director seeking appointment / re-appointment requiring disclosure in terms of the Secretarial Standard 2, the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the explanatory statement pursuant to Section 102 of the Companies Act, 2013, are annexed hereto. The directorships held by the Directors considered for the purpose of disclosure does not include the directorships held in foreign companies. The Committee chairmanships / memberships considered for the purposes of disclosure are those prescribed under Regulation 18 & 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 viz. Audit

and Risk Management Committee and Stakeholders' Relationship Committee respectively of Indian public limited companies.

14. 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 SEBI (Listing Obligation 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").

15. 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 shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper / e-voting (physical voting) shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper/ e-voting.

16. The shareholders 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.

17. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.

18. The e-voting Event number, User Id and Password along with detailed instructions for e-voting are provided in the notice of e-voting, being sent along with the notice of AGM.

19. The Board has appointed Mr. Sanjay Grover of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi (C.P. No. 3850) as Scrutinizer to scrutinize the physical voting at the AGM venue and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

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

Commencement of remote e-voting	:	From 9:00 a.m. (IST) on Tuesday, August 16, 2016
End of remote e-voting	:	Upto 5:00 p.m. (IST) on Thursday, August 18, 2016

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.

21. The voting rights of Members for 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 cut-off date i.e. Friday, August 12, 2016.

22. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Friday, August 12, 2016 shall only be entitled to avail the facility of remote e-voting / physical voting at the AGM venue.

23. Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Friday, August 12, 2016 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 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 9212993399

       Example for Physical :
       MYEPWD<SPACE>XXXX1234567

    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

    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.

24. 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. Srikrishna P. of M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 at telephone number: 040-67161522 or at email: evoting@karvy.com.

25. The Scrutinizer, after scrutinizing the votes cast at the meeting (physical voting) and through remote e-voting, will, not exceeding three days of conclusion of the Meeting, make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting. The results declared shall be available on the website of the Company (www.airtel.com) and on the website of the Karvy (https://evoting.karvy.com). The results

will simultaneously be communicated to the Stock Exchanges. 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.

26. 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 Clause 14 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.

27. 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.

28. Members / proxies / authorised representatives are requested to bring duly filled admission / attendance slips sent herewith along with the notice of the AGM at the meeting.

29. Corporate members intending to send their authorised 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 authorising their representative(s) to attend and vote on their behalf at the meeting.

30. 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.

31. The route map for the AGM Venue is provided at the end of this notice.

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

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

Item No. 5

Mr. Rakesh Bharti Mittal (DIN 00042494) was appointed as an Additional Director on the Board of the Company w.e.f. January 07, 2016. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with Article 110(iv) of the Articles of Association of the Company, Mr. Rakesh Bharti Mittal will hold office upto the date of this Twenty First Annual General Meeting. The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Rakesh Bharti Mittal as Director of the Company, liable to retire by rotation, along with the prescribed deposit of ₹ 100,000/-.

Save and except Mr. Rakesh Bharti Mittal and Mr. Sunil Bharti Mittal and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 5.

Mr. Rakesh Bharti Mittal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to be appointed as a Director. Keeping in view his rich and varied experience, the Board recommends the appointment of Mr. Rakesh Bharti Mittal as Director liable to retire by rotation as set out in Item No. 5 of the notice as an Ordinary Resolution.

Brief profile of Mr. Rakesh Bharti Mittal is enclosed and detailed profile is available on www.airtel.com.

Item Nos. 6 and 7

As per the terms of payments bank license granted by Reserve Bank of India to Airtel Payments Bank Limited, a subsidiary company, the Company is mandatorily required to insert the following clause in its Articles of Association:

'No person / group of persons shall acquire any shares of the Company, which would take his / her / its holding to a level of 5% or more (or any such percentage imposed by the Reserve Bank of India from time to time) of the total issued capital of the Company, unless prior approval of the Reserve Bank of India has been obtained by such person / group of persons.'

Provisions of Section 5 of the Companies Act, 2013 provides that in case a Company alters its Articles of Association, it is also required to align its Articles of Association with the provisions of the Companies Act, 2013. The existing Articles of Association contains reference to the provisions of the Companies Act, 1956 and since the changes required to align it with the Companies Act, 2013 are numerous, it is considered expedient to replace the existing Articles of Association with the new set of Articles of Association.

While amending the Articles of Association, the Company also thought it appropriate to amend the Memorandum of Association to align it with the Companies Act, 2013.

Highlights of the amendments in Memorandum of Association and other changes in the Articles of Association are as under:

Memorandum of Association

- Headings of the Main Objects and the Incidental and Ancillary Objects are proposed to be replaced with the new headings to make it in conformity with the provisions of the Companies Act, 2013.
- The Liability Clause in the Memorandum is being replaced to clarify, that the liability of the members is limited to the amount unpaid on the shares, to make it in conformity with the provisions of the Companies Act, 2013.

- The Other Objects are being deleted, to be in conformity with the provisions of the Companies Act, 2013.
- Reference to sections of the Companies Act, 1956 have been substituted with the reference to the sections of the Companies Act, 2013.

Articles of Association

- Reference to the sections, sub-sections, clauses etc. of the Companies Act, 1956 have been substituted with corresponding sections, sub-sections, clauses etc. of the Companies Act, 2013.
- New provisions relating to the Chief Executive Officer and Chief Financial Officer in addition to the Manager and Company Secretary have been added.
- The provisions of the Companies Act, 2013, which permit the Company to do some acts, if so authorised by the Articles, or, which require the Company to do acts in a prescribed manner unless articles otherwise provide, have been specifically included.
- Provisions relating to Independent Directors, electronic voting, postal ballot, board meeting through audio visual means have been included.
- No changes have been made in the articles relating to the terms of Shareholders Agreement.

In terms of the provisions of Sections 13 and 14 of the Companies Act, 2013, approval of the Members by way of special resolution is required for amendment in the Memorandum of Association and for adoption of a new set of Articles of Association. The revised Memorandum and Articles of Association will be uploaded on the website of the Company at www.airtel.com and website of Karvy Computershare Private Limited, the RTA of the Company at www.karvy.com for perusal by the shareholders and will also 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 recommends the resolutions set out under item nos. 6 and 7 of the accompanying notice for the approval of the members by special resolutions.

None of the Directors, Key Managerial Personnels and their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their equity holdings in the Company.

Item No. 8

In terms of the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and Article 108, 133 of Articles of Association of the Company, re-appointment of the Chairman requires approval of the shareholders by way of ordinary resolution.

Mr. Sunil Bharti Mittal, was appointed as the Chairman of the Company w.e.f. October 01, 2011 for a period of 5 years i.e. upto September 30, 2016 vide resolution passed by the Shareholders in the annual general meeting held on September 01, 2011 and is due for re-appointment. Mr. Sunil Bharti Mittal was paid the following remuneration during the previous tenure:

(In ₹ Mn / per annum)

Financial Year	Fixed:Variable ratio	Fixed pay	Variable pay*	Total
2011-12	40:60	100	150	250
2012-13	36:64	100	175	275
2013-14	36:64	100	175	275
2014-15	70:30	192.5	82.5	275
2015-16	73:27	200	75	275

*At 100% performance. The actual variable pay paid to Mr. Sunil Bharti Mittal was ₹ 135 Mn; ₹ 135 Mn; ₹ 200 Mn and ₹ 99 Mn for the financial years 2011-12, 2012-13, 2013-14 and 2014-15 respectively. The Board is yet to decide final variable pay of Sunil Bharti Mittal for 2015-16.

Upon recommendation of the HR and Remuneration Committee, the Board of Directors of the Company recommends the re-appointment of Mr. Sunil Bharti Mittal for a further term of 5 years i.e. from October 01, 2016 to September 30, 2021. Mr. Sunil Bharti Mittal, the founder Director of the Company, has been involved in the strategic matters since inception. The Board of Directors is of opinion that it will be in the best interest of the Company that Mr. Sunil Bharti Mittal continue as Chairman of the Company.

Initially the Board had recommended an overall annual remuneration of ₹ 350 Mn (Fixed Pay of ₹ 260 Mn and variable pay of ₹ 90 Mn). Mr. Sunil Bharti Mittal has however decided to take a voluntary cut of ₹ 50 Mn per annum in his remuneration to enable the Company to contribute the same towards the Nyaya Bharti initiative. After adjusting the aforesaid amount, the Board recommended the following remuneration for Mr. Sunil Bharti Mittal to the shareholders, for approval:

(In ₹ Mn / per annum)

Fixed : Variable ratio	Fixed pay	Variable pay	Total
70:30	210	90	300

The variable pay of Mr. Sunil Bharti Mittal which was earlier capped at 200% of the fixed pay has now been capped at 50% of the fixed pay.

The Board recommends the resolution under Item No. 8 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 196 of the Companies Act, 2013.

Save and except Mr. Sunil Bharti Mittal and Mr. Rakesh Bharti Mittal and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 8.

The Articles of Association of the Company, relevant resolutions passed at the Board and Committee Meetings and other allied documents being referred in the resolution, are 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.

Brief profile of Mr. Sunil Bharti Mittal is enclosed and detailed profile is available on www.airtel.com.

Item No. 9

In terms of the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Article 108, 133 of the Articles of Association of the Company, revision in the remuneration of Mr. Gopal Vittal, Managing Director and CEO (India and South Asia) requires approval of the shareholders.

Mr. Gopal Vittal was appointed as Managing Director for a period of five years w.e.f. February 01, 2013 by the members on March 28, 2013, and was subsequently designated as Managing Director & CEO (India and South Asia) w.e.f. April 01, 2014.

Keeping in view Mr. Gopal Vittal's performance, the complexities of the responsibilities handled by him, industry remuneration benchmarks, the Board of Directors upon recommendation of the HR and Remuneration Committee recommends the following revised remuneration to Mr. Gopal Vittal:

(In ₹ Mn / per annum)

Fixed : Variable ratio	Fixed pay	Variable pay	Total
70:30	70	30	100

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Managing Director and CEO (India and South Asia) of the Company as approved earlier by the shareholders, shall remain unchanged.

The Board recommends and proposes to pass the resolution set out at item no. 9. of the notice 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 196 of the Companies Act, 2013.

Save and except Mr. Gopal Vittal and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 9.

The Articles of Association, relevant resolutions passed at the Board and Committee Meetings and other allied documents being referred in the resolution, are 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.

Brief profile of Mr. Gopal Vittal is enclosed and detailed profile is available on www.airtel.com.

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 & Risk Management Committee has appointed M/s. R. J. Goel & Co., Cost Accountants, (Registration no. 00026) as Cost Auditor to conduct the audit of the cost records of the Company at a remuneration of ₹ 800,000 plus service tax and reimbursement of travel and out of pocket expenses for the financial year ending March 31, 2017.

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 and proposes to pass the resolution set out at item no. 10. of the notice as an Ordinary Resolution.

None of the Directors, Key Managerial Personnels and their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their equity holdings in the Company.

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

Place: Gurgaon
Date: April 27, 2016

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

Rajendra Chopra
Company Secretary
Membership no. A12011

Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in accordance with provisions of Companies Act, 2013 and Secretarial Standards, as on the date of Notice.

Name of the Director	Mr. Sunil Bharti Mittal	Mr. Rakesh Bharti Mittal	Ms. Chua Sock Koong	Mr. Gopal Vittal
Directors Identification Number (DIN)	00042491	00042494	00047851	02291778
Date of Birth (Age in years)	October 23, 1957 (59)	September 18, 1955 (61)	September 14, 1957 (59)	June 18, 1966 (50)
Original date of appointment	July 07, 1995	January 07, 2016	May 07, 2001	February 01, 2013
Qualifications	Graduate from Panjab University Alumnus of Harvard Business School	Diploma in Electronics and Controls from Y.M.C.A. Institute of Engineering.	Bachelor of Accountancy (First Class Honours) from the University of Singapore	MBA – IIM (Kolkata)
Experience and expertise in specific functional area	General Management	General Management	Finance and Management	Marketing and 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	229,885
Relationship with other Directors / KMPs	Mr. Rakesh Bharti Mittal (brother)	Mr. Sunil Bharti Mittal (brother)	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 Enterprises (Holding) Private Limited Bharti Management Private Limited Bharti (Satya) Trustees Private Limited Bharti (SBM) Holdings Private Limited Bharti (SBM) Resources Private Limited Bharti (SBM) Services Private Limited Bharti (SBM) Trustees Private Limited Bharti Overseas Private Limited Bharti Telecom Limited	Bharti AXA General Insurance Company Limited Bharti AXA Life Insurance Company Limited Bharti Enterprises (Holding) Private Limited Bharti Management 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	Bharti Telecom Limited	Indus Towers Limited St. Jude India Childcare Centres

Name of the Director	Mr. Sunil Bharti Mittal	Mr. Rakesh Bharti Mittal	Ms. Chua Sock Koong	Mr. Gopal Vittal
		DM Buildwell Private Limited FieldFresh Foods Private Limited Indian School of Business		
Membership / Chairmanship of committees in public limited companies in India	Nil	Bharti Airtel Limited – Stakeholders' Relationship Committee (Chairman) Bharti Realty Holdings Limited – Audit Committee (Member)	Nil	Bharti Airtel Limited – Stakeholders' Relationship Committee (Member)

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 Company Secretary at the registered office address and will be provided with a copy of the same.

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

Place: Gurgaon
Date: April 27, 2016

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

Rajendra Chopra
Company Secretary
Membership no. A12011

Bharti Airtel Limited

CIN: L74899DL1995PLC070609

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

T.: +91-11-4666 6100, F.: +91-11-4166 6137, Email id: compliance.officer@bharti.in, Website: www.airtel.com

ADMISSION SLIP

Twenty First 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 First Annual General Meeting of the Company being held on Friday, August 19, 2016 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.: +91-11-4666 6100, F.: +91-11-4166 6137, Email id: compliance.officer@bharti.in, Website: www.airtel.com

Form No. MGT - 11

PROXY FORM

[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 member(s) of Bharti AIrtel Limited holding .....equity share(s), 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 First Annual General Meeting of the Company scheduled to be held on Friday, August 19, 2016 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, 2016		
2.	Declaration of dividend on equity shares		
3.	Re-appointment of Ms. Chua Sock Koong as a Director liable to retire by rotation		
4.	Ratification of appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, as the Statutory Auditors of the Company and to fix its remuneration		
Special Business(es):			
5.	Appointment of Mr. Rakesh Bharti Mittal as a Director liable to retire by rotation		
6.	Adoption of new set of the Articles of Association of the Company		
7.	Alteration in the Memorandum of Association of the Company		
8.	Re-appointment of Mr. Sunil Bharti Mittal as the Chairman of the Company		
9.	Revision in remuneration of Mr. Gopal Vittal, Managing Director and CEO (India and South Asia)		
10.	Ratification of remuneration to be paid to M/s. R. J. Goel & Co., Cost Accountants, Cost Auditor of the Company		

Signed this _____ day of _____ 2016

Signature of Member _____

Signature of Proxy holder(s) _____

Affix the revenue stamp of ₹ 1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company situated at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi - 110070 not later than 48 hours before the commencement of the Meeting.

ECS MANDATE FORM

[APPLICABLE FOR SHARES HELD IN PHYSICAL FORM ONLY]

To

M/s. Karvy Computershare Private Limited
Unit: Bharti Airtel Limited
Karvy Selenium Tower B, Plot 31 - 32,
Gachibowli, Financial District,
Nanakramguda,
Hyderabad - 500 032

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	

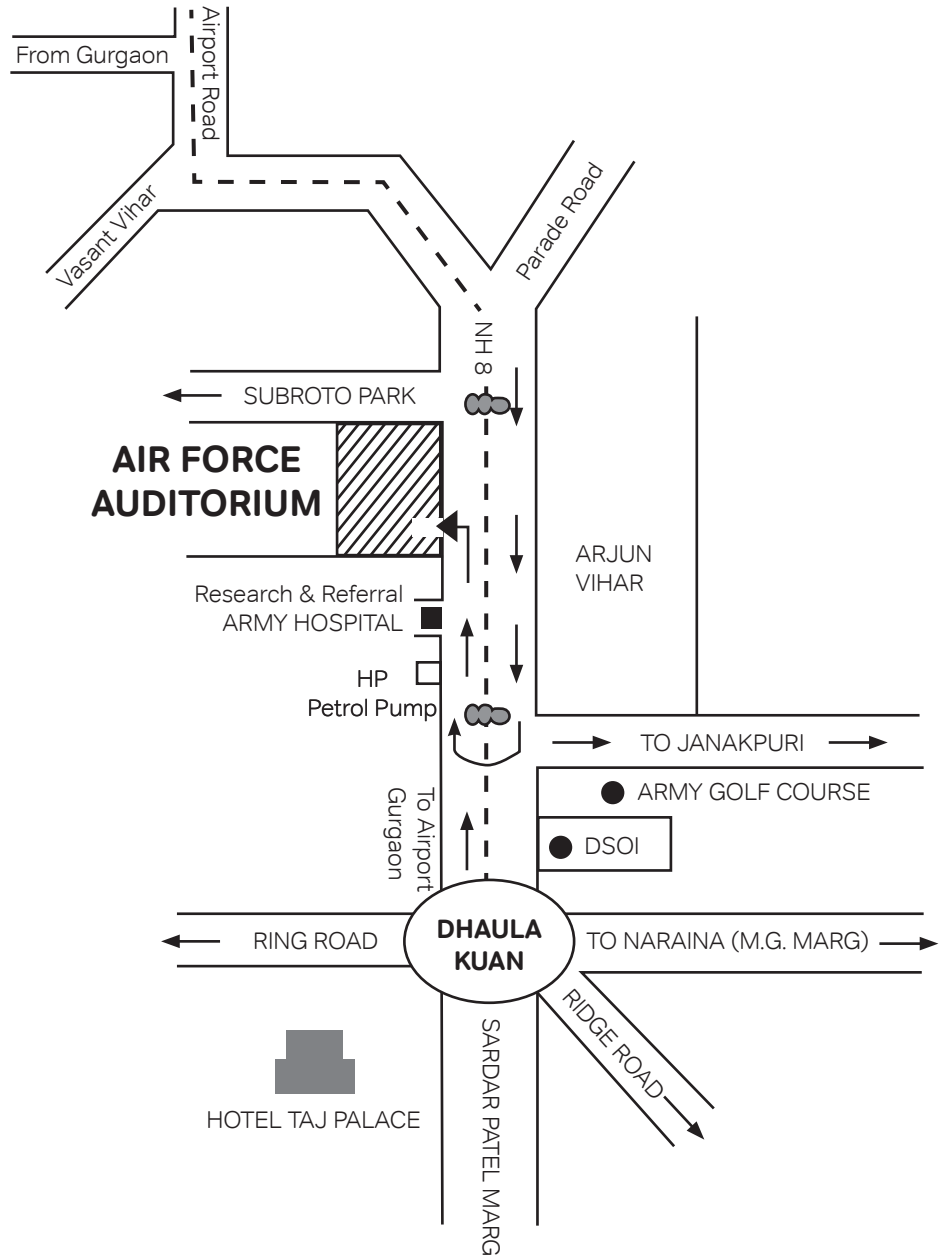
Particulars of the Bank Account

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 1st Registered Holder / Sole Holder

Route map to the venue of the Twenty First 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 – 110 070

T.: +91-11-4666 6100, F.: +91-11-4166 6137, Email id: compliance.officer@bharti.in, Website:www.airtel.com

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

Registered address of the sole /
first named member

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

No. of shares held

Dear Member(s),

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), the Company is pleased to provide remote e-voting (e-voting) facility to its members to exercise their right to vote on resolutions proposed to be passed in the Twenty First Annual General Meeting of the Company scheduled to be held on Friday, August 19, 2016 at 03:30 p.m.

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

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

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

Commencement of e-voting	From 9:00 a.m. (IST) on Tuesday, August 16, 2016
End of e-voting	Upto 5:00 p.m. (IST) on Thursday, August 18, 2016

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 First Annual General Meeting shall be Friday, August 12, 2016.

This communication is an integral part of the Notice dated April 27, 2016 for the Twenty First Annual General Meeting scheduled to be held on August 19, 2016. Please read the instructions printed overleaf before exercising the vote.

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

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

Thanking you
For **Bharti Airtel Limited**

Rajendra Chopra
Company Secretary
Membership no. A12011

Place: Gurgaon
Date: April 27, 2016

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 that you 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 "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 folio / 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 authorised representative(s), to the Scrutinizer at email scrutinizersga@gmail.com. with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."
2. In case a Member receives physical copy of the Annual General Meeting Notice by post (for members whose email Ids are not registered with the Company / Depository Participants (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. 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. Srikrishna P. of M/s. Karvy Computershare Private Limited of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 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.
5. The facility for ballot / polling paper / e-voting shall be made available at the venue of the Annual General Meeting (AGM) 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.
6. 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.
7. 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. Friday, August 12, 2016.
8. The Board has appointed Mr. Sanjay Grover of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi (C.P. No. 3850) as a Scrutinizer to scrutinize the physical voting at the AGM and e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
9. Persons, whose names are recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Friday, August 12, 2016 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. Friday, August 12, 2016 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 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 9212993399

       Example for Physical : MYEPWD<SPACE>XXXX1234567
    c) Member may call Karvy's toll free number 1800-3454-001
    d) Member may send an e-mail request to evoting@karvy.com

    If the member is already registered with Karvy for e-voting, he can use his existing User ID and password for casting the vote through e-voting. However, Karvy shall endeavour 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 Annual General Meeting thereafter unblock the votes cast through remote e-voting in the presence of at least 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.
12. The Results declared along with the Consolidated Scrutinizer's Report(s) will be available on the website of the Company (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.