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 Twentieth Annual General Meeting of the members of Bharti Airtel Limited, will be held on Friday, August 21, 2015 at 03:30 P.M. at Air Force Auditorium, Subroto Park, New Delhi 110 010 to transact the following businesses:

Ordinary Business

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

1. **To receive, consider and adopt the standalone financial statements of the Company for the financial year ended March 31, 2015**

   "Resolved that the audited standalone financial statements of the Company for the financial year ended March 31, 2015 together with the reports of the Board and Auditors thereon be and are hereby received, considered and adopted."

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

   "Resolved that the interim dividend of ₹ 1.63 per equity share of ₹ 5/- each paid to the members for the financial year 2014-15 as per the resolution passed by the Board of Directors at its meeting held on August 13, 2014, is hereby confirmed.

   Resolved further that a final dividend of ₹ 2.22 per equity share of ₹ 5/- each for the financial year 2014-15, as recommended by the Board, be and is hereby approved and declared."

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

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

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 their remuneration**

   "Resolved that pursuant to Section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 and rules made thereunder and resolution passed by the members in their 19th AGM held on September 01, 2014, the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon (Registration no. 101049W), as the 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 be and is hereby authorised to fix the remuneration payable to Statutory Auditors for the financial year ending March 31, 2016."

Special Business

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

5. **Appointment of Mr. Shishir Priyadarshi as an Independent Director**

   "Resolved that pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreements, Mr. Shishir Priyadarshi (DIN 03459204), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. February 04, 2015, and who holds office till the date of the AGM in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, and to hold office for a period of five consecutive years i.e. from February 04, 2015 to February 03, 2020."

6. **Ratification of remuneration to be paid to M/s. R. J. Goel & Co., Cost Accountants, Cost Auditor of the Company**

   "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 ₹ 720,000 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 financial year 2015-16, be and is hereby ratified, confirmed and approved."

7. Payment of commission to Non-Executive Directors of the Company

"Resolved that pursuant to the provisions of Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Clause 49 of the Listing Agreements and any other law for the time being in force, and in accordance with provisions of the Articles of Association of the Company, approval of the Company be and is hereby accorded for payment of commission to Non-Executive Directors (including Independent Directors) not exceeding 0.5% of the net profit of the Company, calculated in accordance with the provisions of section 198 and other applicable provisions, if any, of the Companies Act, 2013 for each financial year, effective from the financial year 2015-16 in such manner as the Board in its absolute discretion may decide from time to time.

Resolved further that the Board of the Company (which expression shall also include a duly constituted committee thereof) be and is hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution."

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1, Nelson Mandela Road,
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CIN: L74899DL1995PLC070609
Email id: compliance.officer@bharti.in

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

Rajendra Chopra
Company Secretary
Membership no. A12011

Place: New Delhi
Date: April 28, 2015

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY / PROXIES 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 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 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 24, 2015.
4. The copy of annual report, notice of 20th Annual General Meeting, notice of e-voting and dividend intimation, etc. are being 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 20th 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, at Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032.
5. Abridged and full version of the Annual Reports 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 15, 2015 to Friday, August 21, 2015 (both days inclusive), in accordance with the provisions of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges, where the equity shares of the Company are listed, 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 14, 2015.
   - 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 14, 2015.

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, in order to be effective, should be submitted to the RTA on or before Monday, August 10, 2015. 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. They are also requested to note that the amount of dividend unclaimed for seven years, from the date of declaration, will be transferred to the Investor Education and Protection Fund.

11. 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.

12. Information regarding particulars of the Director to be appointed and the Director seeking re-appointment requiring disclosure in terms of the Secretarial Standard 2, Listing Agreement 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 clause 49(II)(D) of the Listing Agreement(s) viz. Audit Committee and Stakeholders' Relationship Committee of Indian public limited companies.

13. 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 Clause 35B of the Listing Agreement, 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").

14. 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 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.

15. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.

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

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

18. 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 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.

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

Commencement of remote e-voting	:	From 8:00 a.m. (IST) on August 18, 2015
End of remote e-voting	:	Upto 5:00 p.m. (IST) on August 20, 2015

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.

20. 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 14, 2015.

21. 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 14, 2015 shall only be entitled to avail the facility of remote e-voting / physical voting.

22. 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 14, 2015 may obtain the User Id and password in the manner as mentioned below:

a) If the mobile number of the member is registered against Folio No. / DPID Client ID, the member may send SMS: MYEPWD<space> E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399

   Example for NSDL: MYEPWD<SPACE>IN12345612345678

   Example for CDSL: MYEPWD<SPACE>1402345612345678

   Example for Physical: MYEPWD<SPACE> XXXX1234567890

b) If e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.

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.

23. 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 shall 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.

24. 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 meeting.

25. 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.

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

27. 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 authorising their representative(s) to attend and vote on their behalf at the meeting.

28. 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.

29. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website https://evoting.karvy.com.

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. Shishir Priyadarshi was appointed as an Additional Director on the Board of the Company w.e.f. February 04, 2015 and holds office upto the date of this Twentieth AGM. The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing appointment of Mr. Shishir Priyadarshi as Independent Director of the Company, not liable to retire by rotation, along with the prescribed deposit of ₹ 100,000.

Mr. Shishir Priyadarshi has confirmed his eligibility and consented to be appointed as a Director of the Company and has also given a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of

Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreements with Stock Exchanges. The Board is of opinion that he fulfills the conditions specified therein and is independent of the management. Mr. Shishir Priyadarshi also holds requisite qualification and expertise and will add value to the Board and the Company. Accordingly, it is proposed that Mr. Shishir Priyadarshi be appointed as Independent Director of the Company for a term of five consecutive years i.e. for a term upto February 03, 2020 and shall not be liable to retire by rotation.

A copy of the draft letter for appointment of Mr. Shishir Priyadarshi, setting out the terms and conditions are available for inspection by members at the registered office of the Company.

Save and except Mr. Shishir Priyadarshi 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 resolutions set out at item no. 5.

The Board recommends the appointment of Mr. Shishir Priyadarshi as Independent Director not liable to retire by rotation and propose to pass the resolution set out in item no. 5 of the notice as an Ordinary Resolution.

Brief profile of Mr. Shishir Priyadarshi is enclosed and detailed profile is available on www.airtel.com.

Item No. 6

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 ₹ 720,000 plus service tax and reimbursement of travel and out of pocket expenses for the financial year ending March 31, 2016.

Ratification of the members is being sought for the proposal contained in the resolution set out at item no. 6 of the notice.

None of the Directors, Key Managerial Persons and their relatives are concerned or interested in the resolution either financially or otherwise.

The Board recommends and proposes to pass the resolution set out at item no. 6 of the notice as an Ordinary Resolution.

Item No. 7

The Members of the Company in their 15th AGM held on September 1, 2010 had approved payment of commission to Non-Executive Directors of the Company upto 1% of the net profit of the Company for a period of five years i.e. from financial year 2010–11 onwards. The approval was valid till March 31, 2015 and need to be renewed.

In terms of the provisions of Section 197 of the Companies Act, 2013, the Board recommends to renew the above approval, while reducing the overall ceiling on commission from 1% to 0.5% of the net profit of the Company, calculated in accordance with the provisions of Section 198 and other applicable provisions, if any, of the Companies Act, 2013 for each financial year.

The aforesaid limit of 0.5% is an overall limit and the actual amount of commission paid to the Non-Executive Directors will be much lower than the overall limit. Within such overall limit, the Board shall be authorised to fix the manner / criteria for determining the final commission payable to the Non-Executive Directors. While fixing the manner / criteria, the Board shall inter-alia consider the membership of board, board committees, chairmanships, time devoted by the Directors etc. The payment of commission will be subject to the availability of sufficient profit and compliance with the applicable statutory requirements and shall be over and above the sitting fees payable to them.

The details of commission paid to Non-Executive Directors for previous financial year 2014-15 is disclosed in the Corporate Governance Report.

In terms of the Section 136(1) of the Companies Act, 2013, Rule 10 of Companies (Accounts of Companies) Rules, 2014 and Clause 32 of the Listing Agreement, the Abridged Annual Report, excluding Corporate Governance Report is being sent to the members. Members who desire to obtain the full version of the report may write to the Company Secretary at the registered office address and will be provided with a copy of the same

All the Directors of the Company (except the Managing Director & CEO and the Key Managerial Personnel and their relatives) are concerned or interested in the resolution to the extent of the remuneration that may be received by each of them.

The Board recommends the payment of commission to Non-Executive Directors of the Company and proposes to pass the resolution set out at item no. 7 of the notice as an Ordinary Resolution.

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

Rajendra Chopra
Company Secretary
Membership no. A12011

Place: New Delhi
Date: April 28, 2015

Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming Annual General Meeting (pursuant to Secretarial Standard 2 issued by ICSI and Clause 49 of the Listing Agreement) as on the date of Notice.

Name of the Director	Ms. Tan Yong Choo	Mr. Shishir Priyadarshi
Directors Identification Number (DIN)	02910529	03459204
Date of Birth (Age in years)	September 14, 1964 (50)	October 23, 1957 (57)
Original date of appointment	January 21, 2010	February 04, 2015
Qualifications	Bachelor of Accountancy (Honours) from the National University of Singapore	Masters in Physics and Masters in Economics
Experience and expertise in specific functional area	Financial Management	International Economic Policy, Infrastructure Development and International Financial and Trade Regulations
Shareholding in Bharti Airtel Limited	Nil	Nil
Remuneration last drawn	As mentioned in Corporate Governance Report#	
No. of Board meetings attended during the year	As mentioned in Corporate Governance Report#	
Terms and conditions of re-appointment and remuneration	As per the Policy on Nomination, Remuneration and Board Diversity (annexed to Board's Report)#	
Relationship with other Directors or KMPs	Nil	Nil
Directorships held in other companies in India	Bharti Telecom Limited	Nil
Membership / Chairmanship of committees in public limited companies in India	Bharti Airtel Limited – Audit & Risk Management Committee (Member)	Bharti Airtel Limited – Audit & Risk Management Committee (Member)

* Ms. Tan Yang Choo has resigned from the Board of Bharti Telecom Limited w.e.f. April 28, 2015.

In terms of the Section 136(1) of the Companies Act, 2013, Rule 10 of Companies (Accounts) Rules, 2014 and Clause 32 of the Listing Agreement, 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.

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New Delhi - 110 070, India.
CIN: L74899DL1995PLC070609
Email id: compliance.officer@bharti.in

Place: New Delhi
Date: April 28, 2015

By order of the Board

For **Bharti Airtel Limited**

Rajendra Chopra
Company Secretary
Membership no. A12011

Bharti Airtel Limited

CIN: L74899DL1995PLC070609

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

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 member in full _____

_____

_____

I / we hereby record my / our presence at the Twentieth Annual General Meeting of the Company being held on Friday, August 21, 2015 at 03:30 p.m. at Air Force Auditorium, Subroto Park, New Delhi – 110 010, India.

Please (✓) in the box

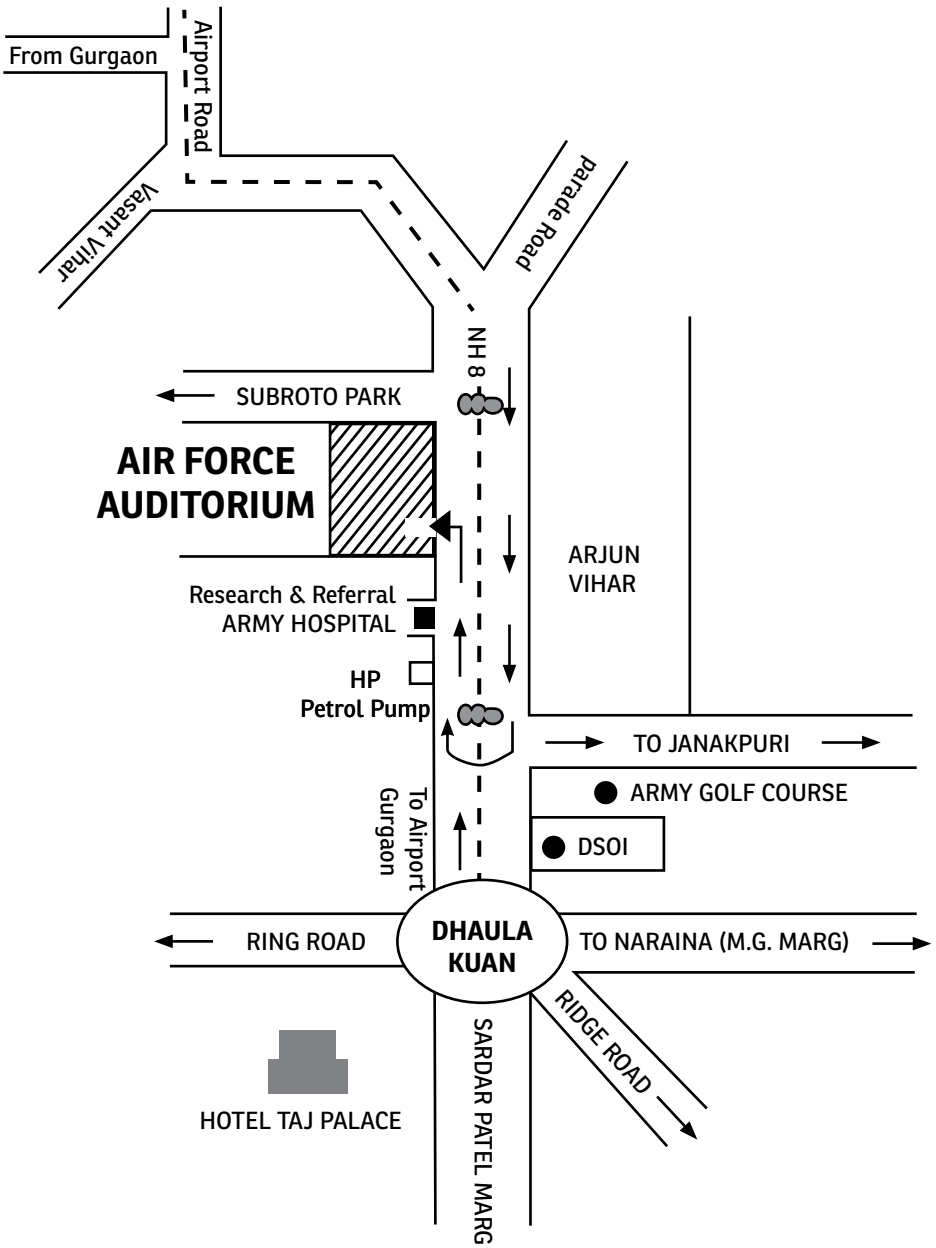
☐ MEMBER ☐ PROXY

_____

Signature of Member / Proxy

*Applicable for member holding shares in physical form.

Route map to the venue of the 20th 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

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:.....

.....

DP ID and Client Id / Folio No:.....

I / We, being the member (s) of ..... shares of the above named Company, hereby appoint

1. Name:..... Address:.....
   E-mail Id:..... Signature:..... .....or failing him
2. Name:..... Address:.....
   E-mail Id:..... Signature:..... .....or failing him
3. Name:..... Address:.....
   E-mail Id:..... Signature:.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twentieth Annual General Meeting of the Company scheduled to be held on Friday, August 21, 2015 at 03:30 p.m. 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			
1.	To receive, consider and adopt the standalone financial statements of the Company for the financial year ended March 31, 2015		
2.	Declaration of dividend on equity shares		
3.	Re-appointment of Ms. Tan Yong Choo 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 their remuneration		
Special Business			
5.	Appointment of Mr. Shishir Priyadarshi as an Independent Director		
6.	Ratification of remuneration to be paid to M/s. R. J. Goel & Co, Cost Accountants, Cost Auditor of the Company		
7.	Payment of commission to Non-Executive Directors of the Company		

Signed this _____ day of _____

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

Karvy Computershare Private Limited

Unit: Bharti Airtel Limited
Karvy Selenium Tower B,
Plot number 31 & 32,
Financial District, Nanakramguda,
Serilingampally Mandal,
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