

Bharti Telecom Limited

CIN: U32039HR1985PLC032091

Regd. Office: Airtel Centre, Plot No. 16, Udyog Vihar, Phase-IV, Gurgaon, Haryana-122001

T.: +91-124-4222222, **Email ID:** compliance.officer@bharti.in, **Website:** www.bhartitelecom.in

Notice of the 37th Annual General Meeting

Notice is hereby given that the Thirty Seventh (37th) Annual General Meeting (AGM) of the members of Bharti Telecom Limited, will be held on Friday, the 30th day of September, 2022 at 03:00 P.M. through video conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business(es):

Ordinary Business(es):

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

- 1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 together with Reports of the Board of Directors and Auditors thereon**

“Resolved that the audited standalone financial statements of the Company for the financial year ended March 31, 2022, together with the reports of Board of Directors and Auditors’ report thereon be and are hereby received, considered and adopted.

Resolved further that the audited consolidated financial statements of the Company for the financial year ended March 31, 2022, together with the report of Auditors thereon, be and are hereby received, considered and adopted.”

- 2. To re-appoint Mr. Sunil Bharti Mittal (DIN: 00042491) as a director liable to retire by rotation**

“Resolved that in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sunil Bharti Mittal (DIN: 00042491), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation.”

Special Business(es):

- 3. To re-appoint Mr. Rajiv Kumar Chaudhri as an Independent Director**

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

“Resolved that pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajiv Kumar Chaudhri (DIN: 00042503), Independent Director of the Company who has

submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company for another term of five consecutive years with effect from August 1, 2022 upto July 30, 2027.”

4. To approve the increase in borrowing powers of the Company

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

“Resolved that in supersession of the resolution passed by the shareholders of the Company in the 30th Annual General Meeting held on September 30, 2015 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company, its free reserves and securities premium provided that the total amount so borrowed by the Board shall not at any time exceed INR 25,000 crores.

Resolved further that the Board be and is hereby authorized to decide the terms and conditions of such borrowing(s) and to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.”

Registered Office:

**Airtel Centre, Plot No. 16,
Udyog Vihar, Phase - IV,
Gurgaon, Haryana - 122001, India
CIN: U32039HR1985PLC032091
E-mail ID: compliance.officer@bharti.in**

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

**Sd/-
Rohit Krishan Puri
Company Secretary
Membership No. A19779**

Place: New Delhi

Date: 08.08.2022

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its general circular no. 02/2022 dated May 05, 2022 circular no. 20/2020 dated May 5, 2020 read with general circular No. 14/ 2020 dated April 8, 2020 and general circular no. 17/ 2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') read with SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 has permitted the holding of the AGM through Video Conferencing ('VC')/Other Audio Visual means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') SEBI Circular and MCA Circulars, the AGM of the Company is being held through Video Conferencing ('VC'). The deemed venue for this AGM shall be the Registered Office of the Company.
2. Since the AGM is being held through VC, physical attendance of the Members is not required in terms of MCA Circulars. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the AGM venue is also not required.
3. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through show of hands or by poll, as the case may be, for participation and voting during the AGM.

Body corporates are entitled to appoint authorized representative(s) to attend the AGM through VC and to cast their votes at the AGM. In this regard, the body corporates are required to send a certified copy of the Board Resolution / Authorization Letter / Power of Attorney authorizing their representative(s) to attend the meeting and vote on their behalf. The said resolution / letter / power of attorney shall be sent by the body corporate through its registered e-mail Id to the Company at compliance.officer@bharti.in.

4. The notice of the AGM for the financial year 2021-22 is also available on the website of the Company (www.bhartitelecom.in) in compliance with the MCA Circulars.

ELECTRONIC DISPATCH OF NOTICE OF AGM, ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT AND NOTICE OF AGM

5. In accordance with the MCA Circulars:
 - a) The notice of AGM along with the Annual Report for the financial year 2021-22 is being sent to the Members, trustees of debenture holders and to all other persons so entitled in electronic mode only, whose email addresses has been registered with the Company

/ Depository Participants ('DPs') / Depository / KFin Technologies Private Limited ('KFIN'). Members are requested to verify / update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form and with KFIN, in case the shares are held in physical form.

- b) Those Members who have not yet registered their email addresses and consequently, have not received the notice and the Annual Report, are requested to get their email addresses and mobile numbers registered with KFIN at einward.ris@kfintech.com, by following the guidelines mentioned below.

Guidelines to register email address:

- i. Members may send an e-mail request addressed to einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy (in case shares are held in electronic form) or copy of the share certificate (in case shares are held in physical form) to enable KFIN to register their e-mail address and to provide them the notice and Annual Report.
 - ii. Kindly note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of notice and Annual Report. Such Members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
 - iii. In case of queries, Members are requested to write to einward.ris@kfintech.com or call at the toll free number 1800 345 4001.
6. The notice of AGM along with Annual Report will be sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on September 03, 2022.

PROCEDURE FOR JOINING THE AGM THROUGH VC

7. The Company is providing VC facility to its members for joining / participating at the AGM. Members may join the meeting through Desktops, Laptops, Smartphones, Tablets and iPads. Further, Members are requested to use Internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
8. The weblink to attend the AGM through VC shall be sent separately. The VC facility will allow two-way teleconferencing or webex for the ease of participation of the members and other participants.

9. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and will continue till the conclusion of the AGM. Large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors are encouraged to attend the AGM.
10. The Chairman shall be appointed in accordance with the Section 104 of the Act read with the general circular No. 14/2020, dated 08 April, 2020 and Articles of Association of the Company.
11. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company.
13. In case of any query relating to the procedure for attending AGM through VC or for any technical assistance, the members may call Mr. Rohit Krishan Puri, Company Secretary on +91 11 4666 6100 and e-mail at compliance.officer@bharti.in.

PROCEDURE FOR VOTING DURING THE AGM

14. Voting shall be conducted by show of hands, unless a demand for poll is made by any member in accordance with Section 109 of the Act.
15. During the AGM held through VC facility, where a poll is demanded on any item, the members shall cast their vote on the resolutions only by sending email(s) to compliance.officer@bharti.in through their email addresses which are registered with the Company. In case the counting of votes requires time, the said meeting may be adjourned for and resumed after 15 minutes to declare the result. The Chairman shall regulate the process of poll through email.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

16. Members or participants having any question on agenda item proposed in the notice of AGM are requested to send their queries at least one day prior to the date of AGM at compliance.officer@bharti.in, to enable the Company to collect the relevant information and redress the queries.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

17. All documents referred to in the notice will be available electronically for inspection without any fee by the members from the date of circulation of this notice up to the date of AGM i.e.

September 30, 2022. Members seeking to inspect such documents can send an email to compliance.officer@bharti.in.

18. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and all the documents referred to in the notice and explanatory statement will be available electronically for inspection by the members during the AGM.

OTHER INFORMATION:

19. Information regarding particulars of the Director to be re-appointed/appointed requiring disclosures in terms of Secretarial Standard 2 on 'General Meetings' issued by the Institute of Company Secretaries of India, is given in this notice. The directorships held by the Director considered for the purpose of disclosure do not include the directorships held in foreign companies.
20. As per the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, securities of public companies can be transferred only in dematerialized form. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.
21. Members, who hold equity shares in physical form are requested to address all correspondence concerning transmissions, sub-division, consolidation of shares, issuance of duplicate share certificate or any other share related matters and / or change in address, furnishing of details of their bank accounts or updation thereof to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Karvy Selenium Tower B, Plot number 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, India and 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.
22. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him / them shall vest in the event of his / their unfortunate death. Accordingly, the nomination form may be filed with the concerned Depository Participant in respect of dematerialized shares.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder, Mr. Rajiv Kumar Chaudhri was appointed as an Independent Director of the Company for a period of three years w.e.f. August 1, 2019 up to July 31, 2022. Since, Mr. Rajiv Kumar Chaudhri has completed his initial term as an independent director of the Company, he is eligible for re-appointment for one more term of five consecutive years.

Based on the outcome of performance evaluation of the Independent Directors, on the recommendation of the HR and Nomination Committee, the Board of Directors of the Company at their meeting held on May 30, 2022 has approved the re-appointment of Mr. Rajiv Kumar Chaudhri (DIN: 00042503) for the second term as provided in the resolution, and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company follows a robust process for Board appointments and succession. In the opinion of the Board, Mr. Rajiv Kumar Chaudhri fulfils the conditions specified in the Act, rules made thereunder and the SEBI (Listing obligations and disclosure requirements) Regulations 2015 (the 'SEBI Listing Regulations') for appointment as Independent Director of the Company and is independent of management of the Company.

Brief profile of Mr. Mr. Rajiv Kumar Chaudhri is as follows:

Mr. Rajiv Kumar Chaudhri is a Fellow Member of Institute of Cost Accountants of India (ICMAI) having a vast experience of more than 51 years. He has an expertise in the field of finance, Management Accounting Taxation, MIS and Internal Audit and General management. Rajiv Kumar Chaudhri has completed Cost Accountant from Institute of Cost Accountant of India.

Mr. Rajiv Kumar Chaudhri has confirmed his eligibility and has given his consent to be appointed as an Independent Director of the Company. The Company has received declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Chaudhri is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In terms of Regulation 25(8) of the SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Rajiv Kumar Chaudhri to be appointed as an Independent Director as per the provisions of the Companies Act, 2013.

In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder and SEBI Listing

Regulations, it is proposed that Mr. Rajiv Kumar Chaudhri be appointed as an Independent Director for a second term of five consecutive years from August 1, 2022 upto July 31, 2027.

A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of his appointment as Independent Director is available for inspection at the Registered Office of the Company during any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and is also available on the website of the Company viz. www.bhartitelecom.in.

In view of his diversified and vast experience, it is proposed that Mr. Rajiv Kumar Chaudhri be appointed as Independent Director of the Company. Accordingly, the Board of Directors recommends the special resolution set out at Item no. 3 of the Notice for approval by the members.

Except Mr. Rajiv Kumar Chaudhri and his relatives to the extent of their relatives, if any, none of the 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. 3 of the Notice.

Item No. 4

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company shall not borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business without the consent of the Members of the Company accorded by means of a special resolution.

In compliance with the above requirement, at the Annual General Meeting ("AGM") of the Company held on September 30, 2015, the members of the Company had accorded their consent to the Board of Directors of the Company ("Board") for borrowing (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) upto INR 15,000 Crores under Section 180(1)(c) of the Companies Act, 2013.

Bharti Airtel Limited ("Airtel"), a subsidiary of the Company had come up with the Rights Issue of INR 21,000 crore in the financial year 2021-22, at a price of Rs. 535 per share, including face value of Rs. 5 per share and a premium of Rs. 530 per share. At the time of the allotment Airtel had collected 25 per cent payment upfront as application money and the remaining 75 per cent shall be collected in two tranches.

Bharti Telecom Limited, being the promoter of the Airtel had subscribed 1434043070 partly paid-up equity shares issued under the Rights Issue. In order to pay the remaining calls to Airtel and other corporate structuring that the Board may decide from time to time, the Board of Directors at its meeting held on August 8, 2022 had approved the increase in the borrowing limit from INR 15,000 Crores (Rupees Fifteen Thousand Crores) to INR 25,000 Crores (Rupees Twenty-Five Thousand Crores) pursuant to Section 180(1)(c) of the Companies Act, 2013, subject to the approval of the members of the Company.

The Company is exploring various options of fund raising, including borrowing from banks, financial institutions, NBFCs, issuance of debentures etc. and may borrow/raise funds in one or more tranches.

The Board of Directors recommends the resolutions set out under Item No. 4 of the accompanying Notice for the approval of the members by special resolution.

None of the directors, key managerial personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolutions, except to the extent of their equity holdings, if any, in the Company.

Information of Directors seeking appointment/ re-appointment at the forthcoming AGM pursuant to the provisions of the Listing Regulations and Companies Act 2013, including Secretarial Standards as on the date of the Notice:

Name	Mr. Sunil Bharti Mittal
DIN	00042491
Date of Birth	October 23, 1957
Age	64 years
Original date of appointment	October 16, 1986
Qualifications	Graduate from Panjab University Alumnus of Harvard Business School
Experience and expertise in specific functional area	General Management
Terms and conditions of re-appointment and remuneration	As per the Nomination and Remuneration Policy
Remuneration last drawn	Nil
No. of Board Meetings attended during the year	Please refer Annexure B to the Boards' Report
Shareholding in Bharti Telecom Limited	Nil
Relationship with other Directors, Managers and Other Key Managerial Personnel	Brother of Mr. Rajan Bharti Mittal
Directorships held in other Indian companies	<ol style="list-style-type: none"> 1. Bharti Airtel Limited 2. Airtel Payments Bank Limited 3. Bharti (SBM) Holdings Private Limited 4. Bharti Overseas Private Limited 5. Bharti (SBM) Resources Private Limited 6. Bharti Enterprises (Holding) Private limited 7. Bharti (Satya) Trustees Private Limited 8. Bharti SBM Trustees II Private Limited 9. Bharti (SBM) Services Private Limited 10. Bharti (SBM) Trustees Private Limited 11. Satya Bharti Foundation 12. Bharti SBM Trustees S2 Private Limited 13. Bharti SBM Trustees D1 Private Limited 14. Bharti SBM Trustees S1 Private Limited
Membership/Chairmanship of committees in Indian companies	<p>Bharti (SBM) Holdings Private Limited CSR Committee - Chairman</p> <p>Airtel Payments Bank Limited - Special Committee on Frauds (Chairman)</p>
Name	Mr. Rajiv Kumar Chaudhri
DIN	00042503
Date of Birth	September 14, 1948
Age	73 years
Original date of appointment	August 01, 2019
Qualifications	Cost Accountant

Experience and expertise in specific functional area	Finance & Management
Terms and conditions of re-appointment and remuneration	As per the Nomination and Remuneration Policy
Remuneration last drawn	As per the corporate governance report
No. of Board Meetings attended during the year	Please refer Annexure B to the Boards' Report
Shareholding in Bharti Telecom Limited	Nil
Relationship with other Directors, Managers and Other Key Managerial Personnel	Nil
Directorships held in other Indian companies	<ol style="list-style-type: none"> 1. Indo Teleports Limited 2. Bharti Reality Limited 3. Pamir Developers Limited 4. Alborz Developers Limited 5. Zagros Developers Limited 6. Vinta Reality Limited 7. Populus Reality Limited 8. Centum Reality Limited 9. Bharti Hexacom Limited
Membership/Chairmanship of committees in Indian companies	<ol style="list-style-type: none"> 1. Bharti Reality Limited <ul style="list-style-type: none"> • Audit Committee - Member • Nomination & Remuneration Committee - Chairperson 2. Bharti Hexacom Limited <ul style="list-style-type: none"> • Audit Committee - Chairperson • Nomination & Remuneration Committee - Chairperson • Risk Management Committee - Member • Stakeholders Relationship Committee - Chairperson 3. Indo Teleports Limited <ul style="list-style-type: none"> • Audit Committee - Chairperson • Nomination & Remuneration Committee - Chairperson