

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 36th Annual General Meeting

Notice is hereby given that the Thirty Sixth (36th) Annual General Meeting (AGM) of the members of Bharti Telecom Limited (the Company) will be held on Thursday, September 30, 2021 at 3:30 P.M. (IST) 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, 2021 together with the reports of the Auditors and of the Board of Directors thereon**

“Resolved that the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2021, together with the reports of Board of Directors and the Auditors thereon be and are hereby received, considered and adopted.”

- 2. Re-appointment of Mr. Tao Yih Arthur Lang as a Director liable to retire by rotation**

“Resolved that Mr. Tao Yih Arthur Lang (DIN 07798156), who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

Special Business(es)

- 3. Appointment of Mr. Ravi Kumar Kaushal as an Independent Director**

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

“Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Ravi Kumar Kaushal (DIN 02814471), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. January 26, 2021 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 three consecutive years from the original date of appointment i.e. January 26, 2021 upto January 25, 2024.”

Registered Office:

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

Rohit Krishan Puri
Company Secretary
Membership No. A19779

Place: New Delhi

Date: August 03, 2021

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

Item No. 3

In compliance with the statutory requirements and on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Ravi Kumar Kaushal as an Additional Director of the Company with effect from January 26, 2021 in independent capacity. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Ravi Kumar Kaushal shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto three years. 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. Ravi Kumar Kaushal to be appointed as an Independent Director as per the provisions of the Companies Act, 2013.

In terms of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder, it is proposed that Mr. Ravi Kumar Kaushal be appointed as an Independent Director for a term of three consecutive years from the original date of appointment i.e., January 26, 2021 up to January 25, 2024. Brief profile of Mr. Ravi Kumar Kaushal is specified hereunder and is also available on the website of the Company www.bhartitelecom.in.

The Company has received a declaration of independence from Mr. Ravi Kumar Kaushal. In the opinion of the Board, Mr. Ravi Kumar Kaushal is Independent of Management and fulfills the conditions specified in the Companies Act, 2013, for appointment as Independent Director of the Company.

A copy of the draft letter for appointment of Mr. Ravi Kumar Kaushal setting out the terms and conditions is available for inspection at the Registered Office of the Company during business hours on any working day upto the conclusion of AGM and are also available on the website of the Company www.bhartitelecom.in.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Accordingly, the Board recommends the passing of resolution set out in item no. 3 as an Ordinary Resolution.

Except Mr. Ravi Kumar Kaushal and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in item no. 3 of the Notice.

Information of the Directors to be appointed/ re-appointed at the forthcoming Annual General Meeting pursuant to the provisions of Companies Act, 2013, read with the Secretarial Standard 2.

Name of the Director	Mr. Tao Yih Arthur Lang	Mr. Ravi Kumar Kaushal
Directors Identification Number (DIN)	07798156	02814471
Date of Birth (Age in years)	January 06, 1972 (49)	March 26, 1956 (65)
Original date of appointment	May 10, 2017	January 26, 2021
Qualifications	Master in Business Administration from Harvard Business School and a Bachelor of Arts in Economics (Magna cum laude) from Harvard University	Chartered Accountant (CA)
Experience and expertise in specific functional area	Technology and General Management	Rich and vast experience in the field of financial planning, direct taxes and liquidity management
Remuneration Last Drawn	Nil	Nil*
Terms and conditions of appointment and remuneration	As per the Nomination and Remuneration Policy (annexed to Board's Report)	
Proposed Remuneration	As per the Nomination and Remuneration Policy(annexed to Board's Report)	
Shareholding in Bharti Telecom Limited	Nil	Nil
Relationship with other Directors / Manager / KMPs	NA	NA
Number of Meetings of Board attended during the year	4	1
Directorships held in other companies in India	Bharti Airtel Limited	1. Indo Teleports Limited 2. Bharti Realty Limited

*For the purpose of calculation of remuneration sitting fees is excluded.

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its general circular no. 02/2021 dated January 13, 2021 read with general circular no. 20/2020 dated May 5, 2020 read with general circular no. 17/2020 dated April 13, 2020 and general circular No. 14/2020 dated April 8, 2020 (collectively referred to as 'MCA Circulars') has permitted the holding of the Annual General Meeting ('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 Companies Act, 2013 ('Act') and MCA Circulars, the AGM of the Company is being held through Video Conferencing ('VC'). The deemed venue for the 36th AGM shall be the Registered Office of the Company.
2. Since the AGM is being held through VC, physical attendance of the Members has been dispensed with. 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.

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 e-voting during the AGM.

3. The notice of the AGM for the financial year 2020-21 is also available on the website of the Company (www.bhartitelecom.in) in compliance with the MCA Circulars.
4. Since the AGM will be held through VC, the route map of the venue of the meeting is not annexed hereto.
5. 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.

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

6. In accordance with the MCA Circulars:
 - a) The notice of AGM along with the Annual Report for the financial year 2020-21 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.
7. 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, 2021.

PROCEDURE FOR JOINING THE AGM THROUGH VC

8. 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.
9. 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.
10. 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.
11. 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.
12. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company.
14. 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

15. 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.
16. 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:

17. 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:

18. 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, 2021. Members seeking to inspect such documents can send an email to compliance.officer@bharti.in.
19. 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:

20. 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.
21. 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.
22. 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.

23. 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.
24. At the thirty second AGM held on September 05, 2017, the members approved the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of thirty seventh AGM to be held in financial year 2022-23, subject to ratification of their appointment by members at every AGM. The requirement to place the matter relating to appointment of auditors for ratification by members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.