

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 35th Annual General Meeting

Notice is hereby given that the Thirty Fifth (35th) Annual General Meeting (AGM) of the members of Bharti Telecom Limited (the Company), will be held on Wednesday, September 30, 2020 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, 2020 together with the reports of the Auditors thereon 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, 2020, together with the reports of the Auditors thereon and of Board of Directors be and are hereby received, considered and adopted.”

- 2. Re-appointment of Mr. Rajan Bharti Mittal as a Director liable to retire by rotation**

“Resolved that Mr. Rajan Bharti Mittal (DIN 00028016), 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.”

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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: July 29, 2020

Information of 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. Rajan Bharti Mittal
Directors Identification Number (DIN)	00028016
Date of Birth (Age in years)	January 05,1960
Original date of appointment	March 16, 1989
Qualifications	Graduate from Panjab University and an Alumnus of Harvard Business School
Experience and expertise in specific functional area	General Management
Remuneration Last Drawn	Nil
Terms and conditions of appointment and remuneration	As per the Nomination and Remuneration Policy
Proposed Remuneration	As per the Nomination and Remuneration Policy
Shareholding in Bharti Telecom Limited	Nil
Relationship with other Directors / Manager / KMPs	Brother of Mr. Sunil Bharti Mittal
Number of Meetings of Board attended during the year	Please refer Annexure B to the Boards' Report
Directorships held in other companies in India	Bharti Enterprises (Holding) Private Limited Bharti Overseas Private Limited Bharti Infratel Limited Bharti (RBM) Resources Private Limited Bharti (RBM) Holdings Private Limited Bharti (RBM) Trustees Private Limited Bharti (Satya) Trustees Private Limited Indus Towers Limited Bharti RBM Trustees S2 Private Limited Bharti RBM Trustees S1 Private Limited Bharti RBM Trustees II Private Limited Satya Bharti Foundation* (a company limited by guarantee) Bharti Telemedia Limited Bharti Realty Limited. Bharti (RBM) Services Private Limited

<p>Membership/Chairmanship of committee in companies in India (only Audit Committee and Stakeholder Relationship Committee)</p>	<p>Bharti Infratel Limited - Stakeholders' Relationship Committee (Chairman) Bharti Infratel Limited - Corporate Social Responsibility Committee (Member) Bharti Infratel Limited - HR, Nomination and Remuneration Committee (Member) Bharti Infratel Limited - Committee of Directors (Member) Bharti Telecom Limited – Audit Committee (Chairman) Bharti Telecom Limited – Corporate Social Responsibility Committee (Chairman) Bharti Telecom Limited - Stakeholders' Relationship Committee (Chairman) Bharti Telecom Limited - Nomination and Remuneration Committee (Chairman) Bharti Telecom Limited - Asset Liability Committee (Chairman) Bharti Telecom Limited - Risk Management Committee (Chairman) Bharti Telecom limited - BTL Committee of Directors (Chairman) Bharti Enterprises (Holding) Private Limited – Corporate Social Responsibility Committee (Member) Bharti (RBM) Holdings Private Limited – Corporate Social Responsibility Committee (Chairman)</p>
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NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its 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 35th 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 2019-20 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 2019-20 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 Friday, August 28, 2020.

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, 2020. 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 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 dematerialised 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.