



Notice of Extra-Ordinary General Meeting

Shorter Notice is hereby given that the Extra Ordinary General Meeting ("EGM") of the members of Bharti Telecom Limited ('the Company') will be held on Monday, October 28, 2024 at 20:00 Hrs (IST) at Bharti Crescent 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110070 to transact the following business as Special Business:

SPECIAL BUSINESS

1. To increase the borrowing powers of the Company

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

"Resolved that 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, approval of the members 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 its duly constituted Committee) to borrow from time to time, any sum or sums of monies, in one or more tranches, which may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided that the total outstanding amount so borrowed, at any time, shall not exceed INR 50,000 crores (Rupees Fifty Thousand Crores only).

Resolved further that the Board or any Committee or Person(s) authorised by the Board be and is / are 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.

Date: October 28, 2024

Place: New Delhi

By order of the Board
For Bharti Telecom Limited

Sd/-

Rohit Krishan Puri
Company Secretary & Chief Compliance Officer
Membership No. A19779
Address: Bharti Crescent,
1, Nelson Mandela Road,
Vasant Kunj Phase- II,
New Delhi – 110 070

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED 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 AS MAY BE APPLICABLE, IF ANY.**

PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROVIDED A MEMBER HOLDING MORE THAN TEN PERCENT 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. A PROXY HOLDER NEEDS TO SHOW HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING AS MAY BE APPLICABLE, IF ANY.

2. **DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, A MEMBER WOULD BE ENTITLED TO INSPECT THE PROXIES LODGED FOR THIS MEETING, AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN THREE DAYS OF NOTICE IN WRITING IS GIVEN TO THE COMPANY FOR THE SAID PURPOSE AS MAY BE APPLICABLE, IF ANY.**

3. Pursuant to the provisions of Section 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 EGM.

Body corporates are entitled to appoint authorized representative(s) to attend the EGM and to cast their votes at the EGM. 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 Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special business set out in the Notice is annexed. Members are requested to update their preferred e-mail ids with the Company, which will be used for the purpose of sending the official documents through e-mail.
5. An attendance slip is enclosed. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Notice to the Meeting.
6. All documents referred to in the notice will be available for inspection without any fee by the members from the date of circulation of this notice up to the date of EGM i.e. October 28, 2024. Members seeking to inspect such documents can send an email to compliance.officer@bharti.in.
7. 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 for inspection by the members during the EGM.
8. 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.
9. 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.

10. 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.
11. A route map to reach the venue of the Extra-Ordinary General Meeting including prominent land mark for easy location is enclosed.



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

Item No.1:

In terms of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company shall exercise the power to borrow money, where 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, only on the consent of the Members by passing a Special Resolution.

At the Extra-Ordinary General Meeting ("EGM") of the Company held on September 04, 2024, 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 40,000 Crores under Section 180(1)(c) of the Companies Act, 2013.

The Company in its ordinary course for financing/ re-financing, keeps exploring various options of fund raising, including borrowing from banks, financial institutions, NBFCs, issuance of debentures and commercial papers etc. Accordingly, the Board of Directors at its meeting held on October 28, 2024 had thought fit and approved the increase in the borrowing limit from INR 40,000 Crores (Rupees Forty Thousand Crores only) to INR 50,000 Crores (Rupees Fifty Thousand Crores only) pursuant to Section 180(1)(c) of the Companies Act, 2013, subject to the approval of the members of the Company.

The present approval being sought from the Members is an only enabling in nature to maintain financing flexibility. However, any actual or additional borrowings of the Company shall be on the basis of approval that may be accorded by the Board or Committee of Directors from time to time. The term Board shall also include any Committee of the Board authorized in this regard.

The Board of Directors recommends the resolution set out under Item No. 1 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.

Registered Office:

Airtel Centre, Plot No. 16,
Udyog Vihar, Phase - IV,
Gurgaon, Haryana-122001, India

CIN: U32039HR1985PLC032091
E-mail ID: compliance.officer@bharti.in.

Date: October 28, 2024

Place: New Delhi

By order of the Board
For Bharti Telecom Limited

Sd/-

Rohit Krishan Puri
Company Secretary & Chief Compliance Officer
Membership No. A19779
Address: Bharti Crescent,
1, Nelson Mandela Road,
Vasant Kunj Phase- II,
New Delhi – 110 070



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 : U32039HR1985PLC032091
Name of the Company : Bharti Telecom Limited
Registered office : Airtel Centre, Plot No. 16, Udyog Vihar, Phase - IV,
Gurgaon, Haryana-122001, India.
Name of the member (s) :
Registered address :
E-mail Id :
Folio No / Client ID :
DP ID :

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

Name :
Address :
E-mail Id :
Signature :, or failing him

Name :
Address :
E-mail Id :
Signature :, or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Monday, October 28, 2024 at 20:00 Hrs (IST) at Bharti Crescent, 1 Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
Special Business			
1.	To increase the borrowing powers of the Company.		

Signed thisday of 2024

Signature of Shareholder

Signature of Proxy holder(s).....

Affix the
revenue
stamp of
Re 1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.



ATTENDANCE SLIP
EXTRA-ORDINARY GENERAL MEETING

CIN : U32039HR1985PLC032091
Name of the Company : Bharti Telecom Limited
Registered office : Airtel Centre, Plot No. 16, Udyog Vihar, Phase - IV,
Gurgaon, Haryana-122001, India.

Folio No.:	
Number of Shares held:	

I/We certify that I/We am/are a Member/Proxy/ Authorized Representative for the Member of the Company.

I/We hereby record my presence at the Extra-Ordinary General Meeting of the Company, to be held on Monday, October 28, 2024 at 20:00 Hrs (IST) at Bharti Crescent, 1 Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070.

Member's/Proxy's/AR's name in
BLOCK Letters

Signature of Member/Proxy/Authorized Representative

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

ROUTE MAP

