



## **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 Wednesday, September 04, 2024 at 12:00Hrs (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") 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 40,000 crores (Rupees Forty 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](mailto:compliance.officer@bharti.in).

Date: August 05, 2024

Place: New Delhi

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

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. The Ministry of Corporate Affairs ('MCA') vide its general circular no. 09/2023 dated September 25, 2023, circular no. 10/2022 dated December 28, 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/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ('SEBI Circular'), 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 EGM 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 EGM venue is also not required.
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 through VC 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](mailto:compliance.officer@bharti.in).

4. The notice of the EGM is also available on the website of the Company ([www.bhartitelecom.in](http://www.bhartitelecom.in)) in compliance with the MCA Circulars.

**ELECTRONIC DISPATCH OF NOTICE OF EGM AND PROCESS FOR REGISTRATION OF EMAIL ADDRESS FOR OBTAINING COPY OF NOTICE OF EGM**

In accordance with MCA Circulars:

- a) The notice 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 are requested to get their email addresses and mobile numbers registered with KFIN, 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](mailto: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 of EGM.
- 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 of EGM. 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](mailto:einward.ris@kfintech.com) or call at the toll free number 1800 345 4001.

## **PROCEDURE FOR JOINING THE EGM THROUGH VC**

5. The Company is providing VC facility to its members for joining / participating at the EGM. 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 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.
6. The web link to attend the EGM through VC is being sent separately. The VC facility will allow two-way teleconferencing for the ease of participation of the members and other participants.
7. The facility for joining the EGM shall open 15 minutes before the time scheduled for EGM and will continue till the conclusion of the EGM. All shareholders, Promoters, Directors, Key Managerial Personnel, Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors are requested to attend the EGM.
8. 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.
9. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. In case of any query relating to the procedure for attending EGM through VC or for any technical assistance, the members may call Mr. Rohit Krishan Puri, Company Secretary & Chief Compliance Officer on +91 11 4666 6100 and e-mail at [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in).

## **PROCEDURE FOR VOTING DURING THE EGM**

11. 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.
12. During the EGM held through VC/OAVM 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](mailto: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 FOR INSPECTION OF DOCUMENTS:**

13. 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 EGM i.e. September 04, 2024 . Members seeking to inspect such documents can send an email to [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in).
14. 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 EGM.

## **OTHER INFORMATION:**

15. 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.



16. 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.
17. 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. 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 November 30, 2023, 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 30,000 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 August 05, 2024 had thought fit and approved the increase in the borrowing limit from INR 30,000 Crores (Rupees Thirty Thousand Crores only) to INR 40,000 Crores (Rupees Forty 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:**

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