

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 Thursday, May 02, 2024 at 12:00 Hrs (IST) through video conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business as Special Business:

SPECIAL BUSINESS

1. To appoint M/s. Bansal & Co., Chartered Accountants, as the Joint Statutory Auditors of the Company.

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

Resolved that pursuant to Circular no. RBI/2021-22/25 - Ref.No.DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated 27 April, 2021 issued by the Reserve Bank of India ("RBI Guidelines") and pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the relevant rules thereunder, M/s. Bansal & Co., Chartered Accountants (Firm Registration No. 001113N/ N500079) who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Act and applicable rules and the RBI Guidelines, be and is hereby appointed as the Joint Statutory Auditors of the Company, to hold office from the conclusion of this Extra-Ordinary General Meeting till conclusion of the 39th Annual General Meeting of the Company to conduct audit of accounts of the Company for the financial year ended March 31, 2024, at such remuneration plus taxes as applicable and reimbursement of out-of pocket expenses, etc. as decided by the Board of Directors of the Company.

Resolved further that for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall be deemed to include any Committee constituted or to be constituted by the Board or any person(s) authorised by the Board in this regard) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/ scope of work of the Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, etc. without being required to seek any further consent or approval of the members of 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

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

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

**Place: New Delhi
Date: April 30, 2024**

NOTES:

1. 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 EGM 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 EGM of the Company is being held through Video Conferencing ('VC'). The deemed venue for this EGM 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 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 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.

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

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

6. In accordance with the MCA Circulars:

a) 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/ Kfintech. 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 Kfintech, 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 Kfintech by sending at einward@kfintech.com

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 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.
6. The weblink to attend the EGM 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.

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. 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 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. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company.
11. 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 on +91 11 4666 6100 and e-mail at compliance.officer@bharti.in.

PROCEDURE FOR VOTING DURING THE EGM

12. 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.
13. During the EGM 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 FOR INSPECTION OF DOCUMENTS:

14. 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. Members seeking to inspect such documents can send an email to compliance.officer@bharti.in.
15. 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.

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

Item No. 1

RBI on April 27, 2021 had issued **Guidelines for Appointment of Statutory Auditors of NBFCs ("RBI SA Guidelines")**. Pursuant to RBI SA Guidelines, all NBFCs including Core Investment Companies with asset size of Rs. 15,000 crore and above as at the end of previous year, the statutory audit should be conducted under joint audit of a minimum of two audit firms. It shall be ensured that joint auditors of the entity do not have any common partners and they are not under the same network of audit firms.

Tenure and rotation

- a. NBFCs will have to appoint the Auditors for a continuous period of three years; and
- b. An audit firm would not be eligible for reappointment in the same Entity for six years (two tenures) after completion of full or part of one term of the audit tenure. However, audit firms can continue to undertake statutory audit of other Entities.

The Company in compliance of aforesaid RBI guidelines, appointed M/s J C Bhalla & Co as Statutory Auditors of the Company in the AGM held in September 30, 2021 for a period of 3 years. Their term will be expiring in the upcoming AGM to be held in 2024.

Since the asset size of the Company was in excess of Rs. 15,000 cr. as per the audited financial statements of FY 2022-23, the Company is required to appoint joint-statutory auditors pursuant to RBI SA Guidelines.

The Joint-Auditor will audit the Financial Statements of the Company for a period of three consecutive years i.e. F.Y. 2023-24, F.Y. 2024-25 and F.Y. 2025-26.

In compliance with the requirement of above, on the recommendation of the Audit Committee, the Board of the Directors of the Company have appointed M/s Bansal & Co., Chartered Accountants (Firm Registration No. 001113N/ N500079) as a Joint Statutory Auditors of the Company to conduct the audit for the Financial Year 2023-24, subject to the approval of the shareholders.

The Board of Directors recommends the resolutions set out under Item No. 1 of the accompanying Notice for the approval of the members by way of ordinary 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,
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For Bharti Telecom Limited**
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Rohit Krishan Puri
Company Secretary
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