

January 09, 2021

National Stock Exchange of India Limited

Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai-400051, India

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400001, India

Ref: Bharti Airtel Limited (BHARTIARTL/532454)

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Postal Ballot to members

Dear Sir/ Ma'am,

Further to our intimation dt. January 07, 2021 and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of Notice of Postal ballot/ e-voting ('Notice') dated January 07, 2021 being sent to the members.

The Notice seeks the approval of members of the Company by way of Special Resolution through Postal Ballot (**only through e-voting**) for Shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana and consequent alteration of Clause II of the Memorandum of Association of the Company.

Pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder read with General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 ("MCA Circulars") issued by Ministry of Corporate Affairs, the **Notice is being sent only by email** to all its members who have registered their email addresses with the Company or depository(ies) / depository participants and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on the Cut-off date i.e. January 01, 2021 ("Cut-off date").

The members, whose email addresses are not registered, are requested to register the same by following the detailed procedure prescribed in the Notice. The advertisement published by the Company in this regard on January 08, 2020 for the benefit of members and as a good corporate governance measure, is also enclosed.

The Company has engaged the services of KFin Technologies Private Limited ("KFintech") to provide e-voting facility to its members. The e-voting shall commence on **Monday**, **January 11**, **2021** at **9.00 A.M. (IST)** and **end on Tuesday**, **February 09**, **2021** at **5.00 P.M. (IST)**. The e-voting facility shall be disabled by KFintech thereafter. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date.

The Notice shall also be made available on the website of the Company i.e. www.airtel.com.

Please take the above information on record.

Thanking you, Sincerely Yours,

For Bharti Airtel Limited Rohit Krishan Puri

Dy. Company Secretary & Compliance Officer



Bharti Airtel Limited (a Bharti Enterprise) Regd. & Corporate Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070 T.: +91-11-4666 6100, F.: +91-11-4166 6137, Email id: <u>compliance.officer@bharti.in, www.airtel.com</u> CIN: L74899DL1995PLC070609



BHARTI AIRTEL LIMITED

CIN: L74899DL1995PLC070609 Registered Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase-II, New Delhi - 110 070, India Phone: +91-11-4666 6100 Fax: +91-11-4166 6137 Email id: compliance.officer@bharti.in Website: www.airtel.com



Notice of Postal Ballot / Electronic Voting (e-voting)

Dear member(s)

Pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014 (the "Rules") (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations, if any, Bharti Airtel Limited ('the Company') hereby seeks your approval for the special business as considered in the resolution appended below through postal ballot **only by way of remote e-voting** ("Postal Ballot").

The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 ("MCA Circulars"), in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, had advised the companies to take all decisions of urgent nature requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / evoting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

As per the MCA Circulars, the Company is sending Postal Ballot Notice (the "Notice") **only by email** to all its members who have registered their email addresses with the Company or depository(ies) / depository participants and the communication of assent / dissent of the members on the resolution proposed in the Notice will only take place through the remote e-voting system. This Notice is accordingly being issued to the members in compliance with the MCA Circulars.

Detailed explanatory statement setting out the material facts concerning the resolution and instructions for e-voting are annexed to the Notice.

Special Business

Shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana

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

"Resolved that pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and / or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

"II. The Registered Office of the Company will be situated in the State of Haryana."

Resolved further that the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer / executive / representative and / or any other person so authorized by the Board, be hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval / consent, as may be considered necessary and further authorized to appoint counsels / consultant and advisors, file applications / petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

Registered Office:

Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase-II, New Delhi-110 070, India.

Date: January 07, 2021 Place: New Delhi By order of the Board For Bharti Airtel Limited Sd/-Pankaj Tewari Company Secretary Membership No. A15106 Address: Bharti Airtel Limited Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase-II, New Delhi-110 070, India

Notes:

- 1. The Explanatory Statement pursuant to Section 102(1) of the Act read with Rule 22 of the Rules setting out the material facts and the reasons for the proposed resolution is annexed hereto and forms part of the Notice.
- 2. As per Section 108, 110 and other applicable provisions of the Act read with Rule 20 & 22 of the Rules, cut-off date for the purpose of reckoning the voting rights and sending the Notice is Friday, January 01, 2021 ("Cut-off date"). A person who is not a member as on the Cut-off date should treat the Notice for information purpose only.
- 3. In accordance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members / list of beneficial owners as on the Cut-off date.

The Notice shall also be uploaded on the website of the Company (<u>www.airtel.com</u>), on the website of KFin Technologies Private Limited, the Company's Registrar and Transfer Agent ("KFintech") at <u>https://evoting.kfintech.com</u> and on the websites of National Stock Exchange of India Limited (<u>www.nseindia.com</u>) and BSE Limited (<u>www.bseindia.com</u>).

All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in note no. 8 below. As per the MCA Circulars and in view of limited postal / courier services and on account of threat posed by COVID-19 pandemic situation, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.

The Company hereby requests all its members to register their email address if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.

4. Those members who have not yet registered their email addresses are requested to get their email addresses registered with KFintech, by following the procedure mentioned below:

Procedure to register email address:

- a) Visit the link <u>https://ris.kfintech.com/clientservices/postalballot/</u>.
- b) Select the company name i.e. Bharti Airtel Limited.
- c) Enter DPID-CLID (in case shares are held in electronic form) / Physical Folio No. (in case shares are held in physical form) and PAN.
- d) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating the records.
- e) In case shares are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- f) Enter the email address and mobile number.
- g) System will check the authenticity of DPID-CLID / Physical Folio No. and PAN / Share certificate No., as the case may be, and send the OTPs at the registered Mobile number as well as email address for validation.
- h) Enter the OTPs received by SMS and email to complete the validation process. Please note that the OTPs will be valid for 5 minutes only.
- i) The Company through KFintech will send the Notice and the e-voting instructions along with the User ID and Password to the email address given by the member.
- j) Alternatively, members may send an email request addressed to <u>einward.ris@kfintech.com</u> 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 KFintech to register their email address and to provide them the Notice and the e-voting instructions along with the User ID and Password.
- k) 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 the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
- I) In case of queries, members are requested to write to <u>einward.ris@kfintech.com</u> or call at the toll free number 1800-3454001.
- 5. In compliance with the provisions of Section 108 and 110 of the Act read with the Rules made thereunder, MCA Circulars and Regulations 44 of SEBI Listing Regulations, the Company has extended e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of KFintech as the agency to provide e-voting facility.
- 6. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date.

- 7. The e-voting shall commence on **Monday, January 11, 2021 at 9.00 A.M. (IST) and end on Tuesday, February 09, 2021 at 5.00 P.M. (IST)**. The e-voting module shall be disabled by KFintech for voting thereafter. During this period, the members of the Company (including those members who may not have received the Notice due to non-registration of their email address with the Company or the Depositories) holding shares in physical form or dematerialized form as on the Cut-off date, may cast their vote by electronic means in the manner as set out here in Note No. 8 below. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
- 8. The instruction and other information relating to remote e-voting process shall be as under:
 - (i) Launch internet browser by typing the URL: <u>https://evoting.kfintech.com</u>.
 - (ii) Enter the login credentials, as given in the email and click on Login.
 - (iii) Password change menu appears wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - (iv) Login again with the new credentials.
 - (v) On successful login, the system will prompt you to select the "EVENT" i.e. "Bharti Airtel Limited".
 - (vi) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned above. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - (vii) Members holding multiple folios / demat accounts may choose to vote differently for each folio / demat account.
 - (viii) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - (ix) A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm the voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, members can login any number of times and vote till they have confirmed their voting on the resolution.
 - (x) Corporate / Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF Format) of the Certified True Copy of the Board Resolution, together with attested specimen signature(s) for authorising the representatives to vote on their behalf, to the Scrutinizer through email to <u>sanjaygrover7@gmail.com</u> with a copy marked to <u>einward.ris@kfintech.com</u>. Alternatively, the aforesaid documents can directly be uploaded on the portal of KFintech, while casting the vote.
- 9. Any person who is member of the Company as on the Cut-off date, may obtain the User ID and password in the manner as mentioned below:
 - a) If the mobile number of the member is registered against Folio No. / DPID Client ID, the member may send SMS: MYEPWD<space> E-Voting Event Number +Folio no. or DPID Client ID to +919212993399

Example for NSDL: MYEPWD<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>1402345612345678

Example for Physical: MYEPWD<SPACE>XXXX1234567890

- b) If email address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of <u>https://evoting.kfintech.com</u>, the member may click "Forgot Password" to generate a password.
- 10. The Board of Directors has appointed Mr. Devesh Kumar Vasisht (FCS-8488; C.P. No. 13700) and failing him, Ms. Priyanka (FCS-10898; C.P. No. 16187), Partners of M/s. Sanjay Grover & Associates, Company Secretaries as the 'Scrutinizer' to scrutinize the Postal Ballot process in a fair and transparent manner.
- 11. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. Upon completion of scrutiny of the e-voting, the Scrutinizer shall submit his report within Forty-Eight (48) Hours from the end of the remote e-voting period, to the Chairman or any other person authorised by him. The results of the Postal Ballot will be announced by the Chairman or the authorised person by **Thursday, February 11, 2021** at the registered office of the Company.

The results of the Postal Ballot along with Scrutinizer Report will be displayed at the Registered office, hosted at the Company's website i.e. <u>www.airtel.com</u> and on the e-voting website of KFintech i.e. <u>https://evoting.kfintech.com</u>. The results will also be intimated to the Stock Exchanges where the Company's shares are listed.

- 12. The resolution, if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot (i.e. remote e-voting), shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. **Tuesday, February 09, 2021.**
- All documents referred to in the Notice and Explanatory Statement are available for inspection by the members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice upto the last date of e-voting i.e. Tuesday, February 09, 2021.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of the Notice up to the closure of the voting period. Members seeking to inspect such documents can send an email to <u>compliance.officer@bharti.in</u>.

14. In case of any query / concern / grievance, members may refer the (i) remote e-voting user manual or (ii) Help & Frequently Asked Questions (FAQs), available at the 'downloads' section of <u>https://evoting.kfintech.com</u> or contact Mr. Raj Kumar Kale of KFintech at Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, India or at toll-free number:1800-3454001, or at email: <u>evoting@kfintech.com</u> or <u>einward.ris@kfintech.com</u> or may write to the Company Secretary at <u>compliance.officer@bharti.in</u>.

EXPLANATORY STATEMENT Pursuant to Section 102(1) of the Companies Act, 2013

Presently, the Registered Office of the Company is situated in the National Capital Territory (NCT) of Delhi at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi – 110 070, India while the day to day operations of the Company are carried out from office situated at Airtel Center, Plot No. 16, Udyog Vihar, Phase-IV, Gurugram – 122015, India in the State of Haryana (Airtel Center). To exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company, by way of its resolution dated January 07, 2021, has approved the shifting of the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana, subject to the approval of the members and requisite statutory / regulatory approvals.

The shifting of Registered Office from the National Capital Territory (NCT) of Delhi to the State of Haryana is in the best interest of the Company, shareholders, all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees in any manner whatsoever.

Pursuant to the provisions of Section 12, 13, 110 and all other applicable provisions, if any, of the Act read with applicable Rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association (the "MOA") of the Company requires the approval of members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to the Regional Director).

Therefore, the approval of the members is sought through Postal Ballot / e-voting for shifting of the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana and consequently, for altering Clause II of the MOA.

The copy of the existing MOA indicating the proposed amendments, resolution passed by the Board of Directors and other allied documents, if any, being referred in the resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice upto the last date of e-voting i.e. Tuesday, February 09, 2021.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of the Notice up to the closure of the voting period. Members seeking to inspect such documents can send an email to <u>compliance.officer@bharti.in</u>.

None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board, accordingly, recommends passing of the Special Resolution as set out in the Notice, for the approval of the members.

Registered Office:

Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase-II, New Delhi-110 070, India.

Date: January 07, 2021 Place: New Delhi By order of the Board For Bharti Airtel Limited Sd/-Pankaj Tewari Company Secretary Membership No. A15106 Address: Bharti Airtel Limited Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase-II, New Delhi-110 070, India

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BHARTI AIRTEL LIMITED

CIN: L74899DL1995PLC070609 Regd. Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase-II, New Delhi - 110 070, India Tel.: +91-11-4666 6100; Fax:: +91-11-4166 6137 Email Id: compliance.officer@bhartiin, Website: www.airtel.com

INFORMATION REGARDING POSTAL BALLOT / E-VOTING

In compliance with Sections 108 and 110 of the Companies Act, 2013, read with applicable rules, SEBI (Listing Obligations and Disdosure Requirements) Regulations, 2015 and in accordance with the applicable guidelines' circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), members may please note that Bharti Airtel Limited (the "Company") will be seeking consent of the members by way of Postal Ballot/ Voting by Electronic means ("Postal Ballot") to transact the business(es) that will be set forth in the Postal Ballot Notice ('Notice').

In accordance with the MCAC inculars, the Notice will be sent only through electronic mode to all the members whose email IDs are registered with the Company/ Depository Participants ('DPs'). The Notice will also be available on the website of the Company at <u>www.airtel.com</u>, on the website of KFIn Technologies Private Limited, Company's RTA ('KFintech') at <u>https://evoting.kfintech.com</u> and on the websites of stock exchanges i.e. National Stock Exchange of India Limited and BSELimited at <u>www.nseindia.com</u> and <u>www.bseindia.com</u> respectively. The manner, instructions and other information relating to e-voting process will be provided in the Notice.

Members holding shares in physical form who have not yet registered their email addresses with the Company are requested to register the same by following the procedure specified in the Notice i.e. either by registering through the link https://ris.kfintech.com/clientservices/postalballot/ or by writing to KFintech at einward.ris@kfintech.com along with the following documents:

- a) scanned copy of signed request letter mentioning their name and address;
- b) scanned copy of the share certificate (front and back);
- c) self-attested scanned copy of PAN card; and
- d) self-attested scanned copy of any document (viz. Aadhar card, Driving License, Passport) in support of their address.

Members holding shares in dematerialized form are requested to register/ update their e-mail addresses with their relevant DPs.

This advertisement is being issued for the benefit of all the members of the Company. For Bharti Airtel Limited

Place : New Delhi	Pankaj Tewari
Date : January 07, 2021	Company Secretary