



Bharti Airtel Limited

CIN: L74899DL1995PLC070609

Regd. Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi - 110 070

T.: +91 011-46666100, F.: +91 011-41666137

Email id: compliance.officer@bharti.in Website: www.airtel.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fifth (25th) Annual General Meeting (AGM) of the members of Bharti Airtel Limited (the Company), will be held on Tuesday, August 18, 2020 at 3:30 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:

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. Declaration of final dividend on equity shares**

“Resolved that a final dividend of ₹ 2/- per equity share of ₹ 5/- each fully paid, for the financial year 2019-20, as recommended by the Board, be and is hereby approved and declared.”

- 3. Re-appointment of Mr. Gopal Vittal as a Director liable to retire by rotation**

“Resolved that Mr. Gopal Vittal (DIN 02291778), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

Special Business(es)

- 4. Re-appointment of Mr. Shishir Priyadarshi as an Independent Director**

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

“Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shishir Priyadarshi (DIN 03459204), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company for another term of five consecutive years with effect from February 04, 2020 to February 03, 2025.”

- 5. Ratification of remuneration to be paid to Sanjay Gupta & Associates, Cost Accountants, Cost Auditors of the Company for the FY 2020-21**

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

“Resolved that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹ 11,00,000/- (Rupees Eleven Lacs Only) plus applicable taxes and reimbursement of outstation travel charges as approved by the Board on the recommendation of the Audit Committee, to be paid to Sanjay Gupta & Associates, Cost Accountants, (Registration no. 00212), Cost Auditors of the Company for the cost audit w.r.t. the FY 2020-21, be and is hereby ratified, confirmed and approved.”

Registered Office:

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

CIN: L74899DL1995PLC070609

E-mail id: compliance.officer@bharti.in

Place: New Delhi

Date: May 18, 2020

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

Pankaj Tewari

Company Secretary
Membership No. A15106

NOTES:

1. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, read with the relevant Rules made thereunder (the 'Act'), setting out the material facts and reasons, in respect of Item Nos. 4 & 5 of this Notice of AGM ('Notice'), is annexed herewith.
2. **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. 14/ 2020 dated April 8, 2020 and general circular no. 17/ 2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') has permitted the holding of the 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'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being held through Video Conferencing ('VC'). The deemed venue for the 25th AGM shall be the Registered Office of the Company.**
3. The Company has appointed KFin Technologies Private Limited (KFIN), Registrars and Transfer Agents of the Company, to provide the VC facility for conducting the AGM and for voting through remote e-voting or through e-voting at the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in this notes and is also available on the website of the Company at www.airtel.com.
4. 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 remote e-voting or for participation and voting at the AGM through e-voting facility.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Body corporates are entitled to appoint authorized representative(s) to attend the AGM through VC and to cast their votes through remote e-voting/ e-voting at the AGM. In this regard, the body corporates are required to send a latest certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorising their representative(s) to attend the meeting and vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by the body corporate through its registered e-mail id to the Scrutinizer by email through its registered email address to contact@cssanjaygrover.in with a copy marked to einward.ris@kfintech.com (KFIN's id).

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT

7. In accordance with the MCA Circulars read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (the 'SEBI Circular'):
 - a) Notice of the AGM along with the Integrated 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. 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 Integrated Report, 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) Visit the link https://ris.kfintech.com/email_registration.
- ii) Select the company name i.e. Bharti Airtel Limited.
- iii) Enter DPID-CLIENT ID (in case shares are held in electronic form)/ Physical Folio No. (in case shares are held in physical form) and PAN.
- iv) 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.
- v) In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- vi) Enter the email address and Mobile No.
- vii) System will check the authenticity of DPID-CLID/ Physical Folio No. and PAN/Certificate No., as the case may be, and will send the OTPs at the registered Mobile No. as well as email address for validation.
- viii) 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.
- ix) The Company through KFIN will send the Notice, Integrated Report and the e-voting instructions along with the User ID and Password to the email address given by you.

- x) Alternatively, 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, Integrated Report and the e-voting instructions along with the User ID and Password.
- xi) 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, Integrated Report 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.
- xii) In case of queries, Members are requested to write to einward.ris@kfintech.com or call at the toll free number 1800 345 4001.
8. 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, July 17, 2020.
9. The Notice of the AGM and the Integrated Report for the financial year 2019-20 will be available on the website of the Company (www.airtel.com), on the website of KFIN <https://evoting.karvy.com/> and on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), in compliance with the MCA Circulars.

PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM

10. The Company is providing VC/OAVM 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.
11. Members are requested to follow the procedure given below to attend the AGM through VC / OAVM or view the live webcast:
- i) Launch internet browser (latest version of Chrome/Firefox/Safari/ Internet Explorer 11 or MS Edge) by typing the URL: <https://emeetings.kfintech.com>.
- ii) Enter the login credentials (i.e., User ID and password for e-voting).
- iii) After logging in, click on "Video Conference" option.
- iv) Then click on camera icon appearing against AGM event of Bharti Airtel Limited to attend the AGM.
12. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions.
13. 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.
14. To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The facility of 'Speaker Registration' will open from Friday, August 14, 2020 and will end on Saturday, August 15, 2020. Only those members who are registered will be allowed to express their views or ask questions.
15. Members can submit their questions in advance with regard to the accounts or any other matter to be placed at the AGM by sending an e-mail to the Company at compliance.officer@bharti.in and marking a copy to evoting@KFinTech.com mentioning their name, DP ID-Client ID / Folio number on or before Saturday, August 15, 2020 or they can post their questions from Friday, August 14, 2020 and will end on Saturday, August 15, 2020 by logging on to <https://emeetings.kfintech.com/>. They can also upload their video by registering themselves as speaker by accessing the facility provided at <https://emeetings.kfintech.com> -> speaker registration. The maximum time limit of the video should be three minutes. At the AGM, such questions will be replied by the Company suitably. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time, for smooth conduct of the AGM.
16. In case of any query relating to the procedure for attending AGM through VC/ OAVM or for any technical assistance, Members may call on toll free no.: 1800 345 4001 or send an e-mail at einward.ris@kfintech.com.
17. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company.
19. Institutional shareholders are encouraged to attend and vote at the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

20. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.

21. The Members attending the AGM who have not cast their vote by remote e-voting shall be entitled to vote at AGM through e-voting system. Facility to cast vote at the AGM will be made available on the Video Conferencing screen and will remain active throughout the Meeting.

22. The members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting at AGM will not be considered. The members who have cast their vote by remote e-voting may also attend the AGM.

23. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

24. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting:

From 9.00 a.m. (IST) on Friday, August 14, 2020

End of remote e-voting:

Upto 5.00 p.m. (IST) on Monday, August 17, 2020

25. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFIN upon expiry of aforesaid period.

26. The voting rights of Members for remote e-voting and for e-voting at AGM shall be in proportion to the paid up value of their shares in the equity share capital of the Company as at close of business hours on Tuesday, August 11, 2020 ('cut-off date').

27. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting / e-voting at AGM. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only.

28. Any person who becomes Member of the Company after dispatch of the Notice of AGM and holds shares as on the cut-off date may obtain the User ID and password in the manner as mentioned below:

i) If the mobile number of the Member is registered against Folio No./ DPID Client ID, the Member may

send SMS: MYEPWD E-Voting Event Number + Folio no. or DPID Client ID to +91-9212993399 Example for NSDL: MYEPWDIN12345612345678 Example for CDSL: MYEPWD1402345612345678 Example for Physical: MYEPWD XXXX1234567890

ii) If e-mail address or mobile number of the Member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.

iii) Member may Call KFIN's Toll free number 1-800-3454-001.

iv) Member may send an e-mail request to evoting@kfintech.com.

29. If the Member is already registered with KFIN for e-voting, he can use his existing User ID and Password for casting the vote through remote e-voting.

30. The members who will be present in attending the AGM through VC / OAVM and have not already cast their vote(s) through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING

31. In case a member receives an e-mail from the Company / KFIN [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:

(a) Launch internet browser by typing the URL: <https://evoting.karvy.com>

(b) Enter the login credentials (User ID and password given in the e-mail). The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFIN for e-voting, you can use the existing password for logging in. If required, please visit <https://evoting.karvy.com> or contact toll-free numbers 040-67162222 / 1800-345-4001 (from 9:00 a.m. to 6:00 p.m.) for your existing password.

(c) After entering these details appropriately, click on "LOGIN".

(d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail 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 that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Bharti Airtel Limited.
- (g) On the voting page, enter the number of shares as on the cutoff date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
- (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
- (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.
32. In case of a member whose e-mail address is not registered / updated with the Company / KFIN / Depository Participant(s), please follow the following steps to generate your login credentials:
- (a) Members holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to register / update the same by clicking on https://ris.kfintech.com/email_registration/ or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at compliance.officer@bharti.in or to KFIN at Einward.ris@kfintech.com.
- (b) Members holding shares in dematerialised mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register / update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.
- (c) After due verification, the Company / KFIN will forward your login credentials to your registered email address.
- (d) Follow the instructions given at the sub clauses t (a) to (l) of point no 31 of these notes, to cast your vote.
33. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
34. In case of any query pertaining to e-voting, please visit Help & FAQs section available at KFIN website (<https://evoting.karvy.com/public/Faq.aspx>). In case of any other queries / grievances connected to remote e-voting or shares, you may contact Mr. Raj Kumar Kale, an official of KFIN, at telephone number: 040-67162222 or the toll free number 1800-345- 4001 or at email: evoting@kfintech.com.
35. The Board of Directors has appointed Mr. Devesh Kumar Vasisht (FCS-8488; C.P.No. 13700), Partner, of M/s. Sanjay Grover & Associates, Company Secretaries, and failing him, Ms. Priyanka (ACS-A41459, C.P.NO.: 16187), Partner, of M/s. Sanjay Grover & Associates, Company Secretaries, as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
36. The Scrutinizer, after scrutinizing the voting through e-voting / remote e-voting at AGM and through remote e-voting shall, within Forty Eight (48) Hours from conclusion of the AGM, make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person authorised by him. The Chairman or the authorized person shall declare the results. The results declared shall be available on the website of the Company (www.airtel.com) and on the website of KFIN (<https://evoting.karvy.com>) and shall also be displayed on the notice board at the registered and corporate office of the Company. The results shall simultaneously be communicated to the Stock Exchanges. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

37. 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. Tuesday, August 18, 2020. Members seeking to inspect such documents can send an email to compliance.officer@bharti.in.

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, including certificate from the Auditors of the Company under Regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2014 will be available electronically for inspection by the members during the AGM.

IEPF RELATED INFORMATION

38. Members wishing to claim dividends due to them which has remained unclaimed or unpaid are requested to contact KFIN.
39. Pursuant to the provisions of Section 124 and 125 of the Companies Act 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 (IEPF Rules), the dividend which remains unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Members may visit the Company's website www.airtel.com for tracking details of any unclaimed amounts, pending transfer to IEPF. Members may note that they can claim their unclaimed dividend declared for the FY 2012-13 till October 10, 2020. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company.

As per Section 124 of the Companies Act, 2013 read with the IEPF Rules, the shares on which dividend remains unclaimed for seven consecutive years or more are required to be transferred to the Investor's Education and Protection Fund (IEPF). Accordingly, during the financial year, the Company has transferred 16,729 equity shares to the IEPF. The shareholders whose equity shares are transferred to the IEPF can request the Company / RTA as per the prescribed provisions for claiming the shares out of the IEPF. The process for claiming the equity shares out of the IEPF is also available on the Company's website at <http://www.airtel.in/about-bharti/equity/shares>.

DIVIDEND RELATED INFORMATION

40. Final Dividend for the financial year 2019-20, as recommended by the Board, if approved, at the AGM will be paid to the Members within 30 days from the date of

approval to those Members/ beneficial owners whose names appear in the Register of Members/depository records as at close of business hours on Friday, August 07, 2020 ("Record Date").

41. Members who hold equity shares in physical form and desirous of availing Electronic Clearance Scheme (ECS) facility for direct credit of dividend to their bank account, may submit their request to the Company's RTA. The ECS mandate, in order to be effective, should be submitted to the RTA on or before Friday, August 07, 2020. Any query related to dividend should be directed to the RTA of the Company. In case, the company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the company shall upon normalization of the postal services, dispatch the dividend warrant/cheque to such shareholder by post.
42. In respect of members holding shares in electronic form, the bank details as furnished by the respective depositories to the Company will be used for the purpose of distribution of dividend through ECS facility. The Company/ RTA will not act on any direct request from members holding shares in dematerialised form for change/ deletion of such bank details.
43. Pursuant to the changes introduced by the Finance Act 2020, w.e.f. April 1, 2020 in relation to taxation of dividend, Dividend Distribution Tax ('DDT') which used to be payable by the Company is abolished, and instead, now the shareholders are liable to pay tax on the dividend income. Accordingly, the Company, in compliance with the provisions of the Income Tax Act, 1961 ('Act'), would be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The withholding tax rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Accordingly, the above referred Final Dividend will be paid after deducting the tax at source as follows:

Resident Shareholder:

Particulars	Applicable Rate	Documents required (if any)
With PAN	7.5%*	Update/Verify the PAN, and the residential status as per Act, if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents - KFin Technologies Private Limited (in case of shares held in physical mode).
Without PAN/ Invalid PAN	20%	N.A.
Submitting Form 15G/ Form 15H	NIL	Duly verified Form 15G or 15H (as may be applicable in duplicate) is to be furnished along with self-attested copy of PAN card. (This form can be submitted only in case the shareholder's tax on estimated total income for FY 2020-21 is Nil) The Forms can be downloaded from the link given at the end of this communication.
Submitting Order under Section 197 of the Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority. Tax will be deducted at the rate specified in the said certificate, subject to furnishing a self-attested copy of the same. The certificate should be valid for the FY 2020-21 and should cover the dividend income.

Particulars	Applicable Rate	Documents required (if any)
An Insurance Company as specified under Sec 194 of the Act	NIL	Self-declaration that it has full beneficial interest with respect to the shares owned by it along with Self attested copy of PAN card and copy of registration certification issued by the IRDAI.
Mutual Fund specified under clause (23D) of Section 10 of the Act	NIL	Self-declaration that they are specified in Section 10 (23D) of the Act along with self-attested copy of PAN card and registration certificate.
Alternative Investment Fund (AIF) established in India	NIL	Self-declaration that they are specified in Section 10 (23FBA) of the Act and established as Category I or Category II AIF under the SEBI regulations along with self-attested copy of PAN card and registration certificate issued by SEBI.

* Notwithstanding the above, tax would not be deducted on payment of dividend to resident Individual shareholder, if total dividend to be paid/ likely to be paid in FY 2020-21 does not exceed ₹ 5,000.

The tax rate has been reduced from 10% with effect from May 14, 2020 until March 31, 2021 vide CBDT Press release dated May 13, 2020

Non-Resident Shareholder:

Particulars	Applicable Rate	Documents required (if any)
Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	Update/Verify the PAN and legal entity status as per the Act, if not already done, with the depositories or with the Company's Registrar and Transfer Agents - KFin Technologies Private Limited. Provide declaration whether the investment in shares has been made under the general FDI route or under the FPI route. The declaration format can be downloaded from the link given at the end of this communication.
Other Non-resident shareholders	20% (plus applicable surcharge and cess)	Update/Verify the PAN, legal entity status and the residential status as per the Act, if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents - KFin Technologies Private Limited (in case of shares held in physical mode).
Lower rate prescribed under the tax treaty which applies to the non-resident shareholder (other than investments made under FPI route)	Tax Treaty Rate	In order to apply the Tax Treaty rate, ALL the following documents would be required: <ol style="list-style-type: none"> 1. Self-Attested copy of Indian Tax Identification number (PAN). 2. Self-Attested copy of the Tax Residency Certificate (TRC) applicable for the period April 2020 to March 2021 obtained from the tax authorities of the country of which the shareholder is a resident. 3. Self-declaration in Form 10F duly filled and signed. The declaration format can be downloaded from the link given at the end of this communication. 4. Self-declaration from Non-resident, primarily covering the following: <ul style="list-style-type: none"> • Non-resident is eligible to claim the benefit of respective tax treaty; • Non-resident receiving the dividend income is the beneficial owner of such income; • Dividend income is not attributable/effectively connected to any Permanent Establishment (PE) or Fixed Base in India; • Non-resident complies with any other condition prescribed in the relevant Tax Treaty and provisions under the Multilateral Instrument ('MLI'); • Non-resident does not have a place of effective management in India. <p>Application of the beneficial rate of tax treaty for TDS is at the discretion of the company and shall depend upon completeness of the documentation and review of the same by the Company</p> <p>The declaration format can be downloaded from the link given at the end of this communication.</p>
Submitting Order u/s 197 (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority. Tax will be deducted at the rate specified in the said certificate, subject to furnishing a self-attested copy of the same. The certificate should be valid for the FY 2020-21 and should cover the dividend income.

For further details in respect of withholding tax on Dividend, please refer to the FAQs sent by the Company vide its separate email communication dated July 24, 2020.

** The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company.

44. The aforesaid documents, as applicable, are required to be uploaded online with KFIN at <https://ris.kfintech.com/form15> on or before Friday, August 07, 2020 to enable the Company to determine the appropriate TDS rates. No communication on the tax determination/deduction received post **Friday, August 07, 2020** shall be considered for payment of the Final Dividend. It is advisable to upload the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates.
45. In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. **No claim shall lie against the Company for such taxes deducted.**
46. While on the subject, we request you to submit / update your bank account details with your Depository Participant, in case you are holding shares in the electronic form. In case your shareholding is in the physical form, you will have to submit a scanned copy of a covering letter, duly signed by the first shareholder, along with a cancelled cheque leaf with your name and bank account details and a copy of your PAN card, duly self-attested, with KFIN. This will facilitate receipt of dividend directly into your bank account. In case the cancelled cheque leaf does not bear your name, please attach a copy of the bank pass-book statement, duly self-attested. We also request you to register your email IDs and mobile numbers with the KFIN at the inward.ris@kfintech.com with a copy to the Company at compliance.officer@bharti.in.
47. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>. We seek your co-operation in the matter.
48. The Company vide its separate email communication dated July 24, 2020 had informed the Members regarding this change in the Income Tax Act, 1961 as well as the relevant procedure to be adopted by the Members to avail the applicable tax rate.
49. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident shareholder.
50. Information regarding particulars of the Directors to be re-appointed requiring disclosure in terms of the Secretarial Standard 2, Listing Regulations and the explanatory statement pursuant to Section 102 of the Act are annexed hereto. The directorships held by the Directors considered for the purpose of disclosure do not include the directorships held in foreign companies. The committee chairmanships/ memberships considered for the purpose of disclosure are those prescribed under Listing Regulations viz. Audit Committee and Stakeholders' Relationship Committee of Indian public limited companies.
51. As per Regulation 40 of Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or repossession of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or KFIN for assistance in this regard.
52. Members who are holding shares in physical form are requested to address all correspondence concerning registration of transmissions, sub-division, consolidation of shares or any other share related matters and/ or change in address or updation thereof to KFIN. 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.
53. Non-resident Indian shareholders are requested to inform about the following to the Company or KFIN or the concerned DP, as the case may be, immediately of:
- The change in the residential status on return to India for permanent settlement;
 - The particulars of the NRE Account with a Bank in India, if not furnished earlier.
54. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in the prescribed Form duly filled in to KFIN. The Nomination Form in the prescribed format is available on the website of the Company at www.airtel.com. Members interested in obtaining a copy of the Nomination Form may write to the Company Secretary at the Company's registered office.
55. Securities and Exchange Board of India has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to KFIN.
56. Members who are holding shares in physical form in identical names in more than one folio are requested to write to KFIN enclosing their share certificates to consolidate their holding into one folio.
57. At the twenty second AGM held on July 24, 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 twenty 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.

OTHER INFORMATION:

50. Information regarding particulars of the Directors to be re-appointed requiring disclosure in terms of the Secretarial Standard 2, Listing Regulations and the explanatory statement pursuant to Section 102 of the Act are annexed hereto. The directorships held by the Directors considered for the purpose of disclosure do not include the directorships held in foreign companies. The committee chairmanships/ memberships considered for the purpose of disclosure are those prescribed under Listing Regulations viz. Audit Committee and Stakeholders' Relationship Committee of Indian public limited companies.
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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 04

Pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder, Mr. Shishir Priyadarshi was appointed as an independent director of the Company for a period of five years w.e.f. February 04, 2015 up to February 03, 2020. Since, Mr. Shishir Priyadarshi has completed his initial term as an independent director of the Company on February 03, 2020, he was eligible for re-appointment for one more term of five consecutive years.

Based on the outcome of performance evaluation of the Independent Directors, on the recommendation of the HR and Nomination Committee, the Board of Directors of the Company at their meeting held on February 04, 2020, has approved the re-appointment of Mr. Shishir Priyadarshi for the second term as provided in the resolution, and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from Mr. Shishir Priyadarshi confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013, the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfils the conditions specified in the said Act and the rules made thereunder and is independent of the management.

A copy of the letter for re-appointment of Mr. Shishir Priyadarshi setting out the terms and conditions is available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the conclusion of AGM and will also be available for inspection in the electronic mode.

Brief profile of Mr. Shishir Priyadarshi is enclosed and detailed profile is available on www.airtel.com. The Board considers that

his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, the Board recommends the passing of resolution set out in item no. 04 as a Special Resolution.

Except Mr. Shishir Priyadarshi and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in item no. 04 of the Notice.

Item No. 05

As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company at the General Meeting.

The Board, on the recommendation of the Audit Committee has appointed Sanjay Gupta & Associates, Cost Accountants, (Registration no. 00212) as Cost Auditors to conduct the audit of the cost records of the Company at a remuneration of ₹ 11,00,000/- ((Rupees Eleven Lacs Only) plus applicable taxes and reimbursement of outstation travel charges for the financial year ending March 31, 2021.

Ratification of the members is being sought for the proposal contained in the resolution set out at item no. 05 of the notice.

The Board recommends and proposes to pass the resolution set out at item no. 05 of the notice as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution as set out in item no. 05 of the Notice, except to the extent of their shareholdings in the Company.

Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance with provisions of Companies Act, 2013 and Secretarial Standards, as on the date of Notice.

Name of the Director	Mr. Gopal Vittal	Mr. Shishir Priyadarshi
Directors Identification Number (DIN)	02291778	03459204
Date of Birth (Age in years)	June 18, 1966 (54 years)	October 23, 1957 (62 Years)
Original date of appointment	February 01, 2013	February 04, 2015
Qualifications	<ul style="list-style-type: none"> Graduation from Madras Christian College MBA from Indian Institute of Management, Kolkata 	<ul style="list-style-type: none"> Masters in Physics Masters in Developmental Economics
Experience and expertise in specific functional area	General Management	International Economic Policy, Infrastructure Development and International Financial and Trade Regulations
Remuneration Last Drawn	As mentioned in Corporate Governance Report	
Number of Meetings of Board attended during the year	As mentioned in Corporate Governance Report	

Name of the Director	Mr. Gopal Vittal	Mr. Shishir Priyadarshi
Shareholding in Bharti Airtel Limited	842,599 Equity Shares	Nil
Relationship with other Directors / KMPs	None	None
Terms and conditions of re-appointment and remuneration	As per the "Policy on Nomination, Remuneration and Board diversity" (annexed to Board's Report)	
Directorships held in other companies in India	<ul style="list-style-type: none"> • Airtel Payments Bank Limited • Satya Bharti Foundation* • St. Jude India Childcare Centres* • Indus Towers Limited • Bharti Telemedia Limited 	None
Membership/Chairmanship of committees in companies in India (only includes Audit Committee and Stakeholders Relationship Committee)	<ul style="list-style-type: none"> • Bharti Airtel Limited – Stakeholders Relationship Committee (Member) 	None

*A company limited by guarantee



Bharti Airtel Limited

CIN: L74899DL1995PLC070609

Regd. Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi - 110 070

T.: +91 011-46666100, F.: +91 011-41666137

Email id: compliance.officer@bharti.in Website: www.airtel.com

ECS MANDATE FORM

[APPLICABLE FOR SHARES HELD IN PHYSICAL FORM ONLY]

To
KFin Technologies Private Limited
Unit: **Bharti Airtel Limited**
Karvy Selenium Tower B, Plot number 31 & 32,
Gachibowli, Financial District,
Nanakramguda,
Hyderabad - 500032

Name of the First / Sole Member	
Folio No.	

PAN / E-mail information

Income Tax Permanent Account Number (PAN) (Please attach a photocopy of PAN Card)	
Email ID	

Particulars of Bank Account

Bank Name								
Branch Name & Address								
Bank Account Type (tick)	SB		Current		Others			
Bank Account Number								
9 Digit Code Number of the Bank and Branch appearing on the MICR Cheque issued by the Bank (Please attach a photocopy of the Cheque)								
IFSC Code								

I hereby declare that the particulars given above are correct and complete and also express my concurrence to receive information through email towards dividend paid by the Company under the ECS mode.

Signature of the 1st Registered Holder / Sole Holder



Bharti Airtel Limited

CIN: L74899DL1995PLC070609

Regd. Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi - 110 070

T.: +91 011-46666100, **F.:** +91 011-41666137

Email id: compliance.officer@bharti.in **Website:** www.airtel.com

E-Mail Registration Form

[APPLICABLE FOR SHARES HELD IN PHYSICAL FORM ONLY]

To
KFin Technologies Private Limited
Unit: **Bharti Airtel Limited**
Karvy Selenium Tower B, Plot number 31 & 32,
Gachibowli, Financial District,
Nanakramguda,
Hyderabad - 500032

Name of the First / Sole Member	
Folio No.	
Email ID	
Mobile no.	
Address	

Signature of the 1st Registered Holder / Sole Holder