



December 29, 2023

**National Stock Exchange of India Limited**

Exchange Plaza, C-1 Block G  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400051, India  
Symbol: BHARTIARTL/ AIRTELPP

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400001, India  
Scrip Code: 532454/ 890157

**Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') - Notice of Postal Ballot by way of remote e-voting**

Dear Sir/ Ma'am,

Pursuant to Regulation 30 of SEBI Listing Regulations, please find enclosed a copy of the Postal Ballot Notice ('Notice') dated October 31, 2023 as **Annexure A**, being sent to the members of the Company. The Notice seeks the approval of members of the Company by way of Special Resolution through Postal Ballot via remote e-voting only for 'Appointment of Mr. Douglas Anderson Baillie as Independent Director of the Company'. Detailed explanatory statement setting out the material facts concerning the resolution and instructions for remote e-voting are annexed to the Notice.

In compliance with the applicable circular issued by Ministry of Corporate Affairs ('MCA Circulars'), this Postal Ballot Notice is being sent by email only, to the members whose e-mail addresses are registered with the Company/ Depository Participants ('DP')/ Depository/ Registrar & Share Transfer Agent of the Company as on **Saturday, December 23, 2023 (the 'Cut-off date')**.

The voting rights of the members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date. A person who is not a member as on the Cut-off date, should treat this Postal Ballot Notice for information purpose only.

As per the MCA Circulars, physical copies of the Notice, Postal Ballot form and pre-paid business reply envelope are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.

The Company has engaged the services of KFin Technologies Limited ('KFin') to provide remote e-voting facility to the members. **The remote e-voting facility shall commence on Saturday, December 30, 2023 at 9.00 A.M. (IST) and end on Sunday, January 28, 2024 at 5.00 P.M. (IST).**

The remote e-voting will not be allowed beyond the aforesaid date & time and the remote e-voting module shall be forthwith disabled by KFin upon expiry of aforesaid period. Once the vote on the resolution is casted by the member, he/ she shall not be allowed to change it subsequently.

**Bharti Airtel Limited**

(a Bharti Enterprise)

Regd. Office: Airtel Center, Plot No. 16, Udyog Vihar, Phase-IV, Gurugram – 122015, India  
Corporate Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070, India  
T.: +91-124-4222222, F.: +91-124-4248063, Email id: compliance.officer@bharti.in, [www.airtel.com](http://www.airtel.com)

CIN: L74899HR1995PLC095967



The members, whose email addresses are not registered, are requested to register the same by following the detailed procedure specified in the Notice. In compliance of the MCA Circulars, the Company has published an advertisement in the newspapers on December 26, 2023 requesting the members to register their email addresses with the Company/ DPs/ Registrar & Share Transfer Agent (as applicable). Further, in line with the Company's approach towards good corporate governance, a physical communication alongwith the copy of Form ISR-1 is also being sent to such members, for their convenience. The same is enclosed herewith as **Annexure B**.

The Notice shall also be made available on the Company's website viz. [www.airtel.in](http://www.airtel.in).

Please take the above information on record.

Thanking you,

Sincerely yours,

For **Bharti Airtel Limited**

**Rohit Krishan Puri**  
**Dy. Company Secretary & Compliance Officer**

**Encl.:** *As above*

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**Bharti Airtel Limited**

CIN: L74899HR1995PLC095967

**Registered Office:** Airtel Center, Plot No. 16, Udyog Vihar, Phase-IV, Gurugram-122015, Haryana, India  
**Corporate Office:** Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase-II, New Delhi-110070, India**Phone:** +91-124-4222222 **Fax:** +91-124-4248063**Email id:** [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in) **Website:** [www.airtel.in](http://www.airtel.in)

## POSTAL BALLOT NOTICE

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 read with the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations, Bharti Airtel Limited ("the Company") hereby **seeks your approval in respect of the special business as stated in this Notice via Postal Ballot by way of remote e-voting only ('Postal Ballot' or 'e-voting')**.

In compliance of the circular issued by Ministry of Corporate Affairs ('MCA') no. 09/2023 dated September 25, 2023 read with general circular no. 20/2020 dated May 5, 2020, 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars'), this Postal Ballot Notice is being sent by email only, to the members whose e-mail addresses are registered with the Company/ Depository Participants ('DP')/ Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the members on the resolution proposed in this Notice will be considered only through the remote e-voting system.

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

**Registered Office:**Airtel Center, Plot no. 16,  
Udyog Vihar, Phase-IV,  
Gurugram, Haryana 122015, India  
CIN: L74899HR1995PLC095967  
**E-mail:** [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in)**Date:** October 31, 2023**Place:** New Delhi

### 1. Appointment of Mr. Douglas Anderson Baillie as an Independent Director of the Company.

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

"Resolved that pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') including any statutory modification(s) or re-enactment thereof for the time being in force and upon recommendation of HR & Nomination Committee and Board of Directors of the Company (hereinafter referred to as the 'Board'), Mr. Douglas Anderson Baillie (DIN: 00121638), who was appointed as an Additional Director (in the capacity of an Independent Director) by the Board w.e.f. October 31, 2023 and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and the rules made thereunder and SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from the original date of appointment i.e. from October 31, 2023 to October 30, 2028.

Resolved further that the Board or any duly constituted committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/ or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

By order of the Board  
For **Bharti Airtel Limited**  
Sd/-**Pankaj Tewari****Company Secretary**

Membership no.: A15106

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

## NOTES

1. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the 'Act'), read with the relevant Rules made thereunder, setting out the material facts and reasons, in respect of the proposed resolution, is annexed herewith.
2. As per the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members are provided the facility to cast their vote on resolution set forth in this Notice, through remote e-voting facility ('remote e-voting').
3. **As per the applicable MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot form and pre-paid business reply envelope are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.** The Company has engaged the services of KFin Technologies Limited ('KFin') to provide remote e-voting facility to the members.
4. The cut-off date for the purpose of reckoning the voting rights and sending the Notice is Saturday, December 23, 2023 ("Cut-off date"). All the members of the Company as on the Cut-off date (including those members who may not have received this Notice due to non-registration of their email ID with the Company or DPs) shall be entitled to vote by way of remote e-voting in accordance with the process laid down in note no. 9 below. A person who is not a member as on the Cut-off date, should treat this Postal Ballot Notice for information purpose only.
5. Those members who have not yet registered their email addresses and consequently, have not received the Notice, are requested to get their email addresses and mobile numbers registered by following the guidelines mentioned below:
  - i) Members holding shares in physical mode are hereby notified that pursuant to SEBI's general circular no. SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023, all holders of physical shares can update/ register their contact details including the details of e-mail address by submitting the requisite Form ISR-1 along with the supporting documents with Registrar & Share Transfer Agent ('RTA') of the Company viz. KFin.  
  
Form ISR-1 can be downloaded at [https://karisma.kfintech.com/downloads/2Form\\_ISR-1.pdf](https://karisma.kfintech.com/downloads/2Form_ISR-1.pdf). Detailed FAQs in this regard can be found at <https://ris.kfintech.com/faq.html>.
  - ii) Members holding shares in dematerialized form are requested to register/ update their e-mail addresses with their respective DPs.
  - iii) A physical communication alongwith the copy of Form ISR-1 is also being sent to shareholders, whose email IDs' are not updated in the records.
  - iv) In order to participate in the Corporate Governance green initiative, members are requested to register their email addresses in respect of shares held in electronic form with their DPs permanently for sending the Annual Reports, Notice of General Meetings and other shareholders' communications. In case of queries with respect to the above, members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call at the toll free number 1800 309 4001.
6. The Notice is available on the Company's website ([www.airtel.in](http://www.airtel.in)) and on the website of KFin (<https://evoting.kfintech.com/public/Downloads.aspx>) and on the website of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)), in compliance with the MCA Circulars.
7. The remote e-voting facility will be available during the following period:
  - **Commencement of remote e-voting:** Saturday, December 30, 2023 at 9.00 A.M. (IST).
  - **End of remote e-voting:** Sunday, January 28, 2024 at 5.00 P.M. (IST).The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFin upon expiry of aforesaid period. Once the vote on the resolution is casted by the member, he/ she shall not be allowed to change it subsequently.
8. The voting rights of members for remote e-voting 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 the Cut-off date.
9. Members are requested to carefully read the below instructions in connection with remote e-voting:
  - a. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, e-voting facility has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants ('DP') in order to increase the efficiency of the voting process.
  - b. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

**Procedure to cast vote through remote e-voting**

**I. Login & e-voting method for Individual shareholders holding shares in demat mode:**

Type of shareholder	Login Method
Individual Shareholders holding shares in demat mode with NSDL	<p><b>1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>Click on the 'Beneficial Owner' icon under 'Login' under 'IDeAS' section.</li> <li>On the new page, enter User ID and Password. Post successful authentication, click on 'Access to e-voting'.</li> <li>Click on the company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>Select 'Register Online for IDeAS' or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Proceed with completing the required fields and follow steps given in Clause 1 above.</li> </ol> <p><b>3. Accessing the e-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>Open URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.</li> <li>Click on the icon 'Login' which is available under 'Shareholder/ Member' section.</li> <li>A new screen will open. Enter User ID (i.e. 16 digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>On successful authentication, member will be requested to select the name of the company and the e-voting service Provider name i.e. KFin.</li> <li>On successful selection, member will be re-directed to the e-voting page of KFin for casting their vote during the e-voting period.</li> </ol>
Individual Shareholders holding shares in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi/ Easiest:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on 'Login to - My Easi' (under Quick Links).</li> <li>Login with your registered user id and password.</li> <li>The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFin e-voting portal.</li> <li>Click on e-voting service provider name to cast your vote.</li> </ol> <p><b>2. Users not registered for Easi/ Easiest:</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a>.</li> <li>Proceed with completing the required fields and follow the steps given in point 1 above.</li> </ol> <p><b>3. Accessing the e-voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>Provide your Demat Account Number and PAN.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>On successful authentication, member will be provided links for the respective e-voting Service Provider i.e. KFin and you will be re-directed to the e-voting page of KFin to cast your vote without any further authentication.</li> </ol>
Individual Shareholders holding shares in demat mode - Login through their demat account / website of respective Depository Participant (DP')	<ol style="list-style-type: none"> <li>Members can also login using the login credentials of their demat accounts maintained with DP registered with NSDL/ CDSL for e-voting facility.</li> <li>Once logged-in, members will be able to see the e-voting option. Click on e-voting option, members will be redirected to website of NSDL/ CDSL after successful authentication, wherein you can see e-voting feature.</li> <li>Click on options available against company name or e-voting service provider – KFin and members will be redirected to e-voting website of KFin for casting vote during the remote e-voting period without any further authentication.</li> </ol>

Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID/ Password option available at abovementioned websites.

**Helpdesk for Shareholders for any technical issues related to login through Depository i.e. NSDL and CDSL:**

Login type	Helpdesk details
Shares held with NSDL	Email: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Toll free no.: 1800-1020-990 and 1800-22-44-30
Shares held with CDSL	Email: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Contact no.: 022-23058738 or 022-23058542/43

**II) Login & e-voting method for shareholders other than Individuals holding shares of the Company in demat mode and all shareholders holding shares of the Company in physical mode:**

- A. Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFin which will include details of E-voting Event Number (EVEN), User ID and password. They will have to follow the below process:
- Launch internet browser by typing the URL <https://evoting.kfintech.com>.
  - Enter the login credentials (i.e. User ID and Password). In case of physical folio, User ID will be EVEN (E-voting Event Number), followed by folio number. In case of demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
  - After entering these details appropriately, click on "LOGIN".
  - You will now reach password change Menu 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 ID 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.
  - You need to login again with the new credentials.
  - On successful login, the system will prompt you to select the "EVEN" of "Bharti Airtel Limited" and click on "Submit". Shareholders are requested to select the respective EVENS i.e. 7807 for fully paid up shares and 7809 for partly paid up shares and vote depending upon their shareholding i.e. either fully paid-up or partly paid-up shares or both.
  - 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 herein above. You may also choose the option ABSTAIN. 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.
  - Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - 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.
  - You may then cast your vote by selecting an appropriate

option and click on "Submit".

- A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution.
- Members whose email addresses are not yet registered with the Company/ DPs and consequently, have not received the Notice, are requested to get their email addresses and mobile numbers registered by following the procedure laid down in Note no. 5 of this Notice.

**Other instructions for remote e-voting**

- A. Any member who has not received/forgotten the User ID and Password, may obtain/generate/ retrieve the same from KFin in the manner as mentioned below:
- If the mobile number of the Member is registered against Folio no./ DP ID Client ID, the Member may send SMS: MYEPWD e-voting Event Number + Folio no. or DP ID Client ID to 9212993399.
    - Example for NSDL:  
MYEPWD<SPACE>IN12345612345678
    - Example for CDSL:  
MYEPWD<SPACE>1402345612345678
    - Example for Physical holding:  
MYEPWD<SPACE>1234567890
  - If email address or mobile number of the Member is registered against Folio no./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the Member may click "Forgot Password" and you will be redirected to the webpage <https://evoting.kfintech.com/common/passwordoptions.aspx> and enter Folio no. or DP ID Client ID and PAN to generate a new password.
- B. In case of any query, clarification(s) and/ or grievance(s), in respect of remote e-voting, please refer the Help & Frequently Asked Questions (FAQs) section and e-voting user manual available at the download Section of KFin's website at <https://evoting.kfintech.com/public/Downloads.aspx> or contact Mr. Raj Kumar Kale (Assistant Vice President, KFin Technologies Limited) at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call on toll free no. 1800-309-4001 for any further clarification.
10. 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. In view of the above, Body corporates/ Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorized representative(s) to cast their votes through remote e-voting.
- In this regard, such shareholders are required to send a latest certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorizing their representative(s) to vote on their behalf through remote e-voting. The said resolution/ letter/ power of attorney shall be sent through registered e-mail ID to the Scrutinizer at [support@corp-nexus.com](mailto:support@corp-nexus.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com).
11. The Board of Directors has appointed Mr. Harish Chawla (FCS - 9002; C.P. no.: 15492), Partner, CL & Associates,

Company Secretaries ('CLA'), and failing him, Mr. Abhishek Lamba (FCS - 10489 C.P. no.: 13754), Partner, CLA, as the Scrutinizer to scrutinize the 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.

12. The Scrutinizer, after scrutinizing the remote e-voting, shall make a report of the votes cast in favour or against, if any, and submit the same to the Chairman or any other person authorised by the Chairman. The Chairman or the authorized person shall declare the voting results before 5:00 P.M. (IST) on Tuesday, January 30, 2024. The voting results and scrutinizer's report shall be available on the website of the Company ([www.airtel.in](http://www.airtel.in)) and on the website of KFin (<https://evoting.kfintech.com/public/Downloads.aspx>) and shall also be displayed at the registered office and corporate office of the Company. The results shall simultaneously be communicated to the Stock Exchanges viz. NSE and BSE.
13. The resolution, if passed, 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 on the date of end of remote e-voting facility, i.e. on Sunday, January 28, 2024.
14. All documents referred to in the Notice, will be available for inspection electronically, without any fee, by the members from the date of circulation of this Notice up till the date of end of remote e-voting facility i.e. Sunday, January 28, 2024. Members seeking to inspect such document(s) can send an email to [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in).
15. Pursuant to the provisions of Section 124 and 125 of the Act, 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.in](http://www.airtel.in) for tracking details of any unclaimed amounts, pending transfer to IEPF.

16. As per Section 124 of the Act 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 IEPF. Accordingly, during the financial year 2023-24, the Company has transferred 31,530 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>.
17. Please also note that SEBI, vide circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023 read with circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Please note, post exhausting the option to resolve their grievance with the Company /its Registrar and Share Transfer Agent directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR portal (<https://smartodr.in/login>).

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

### Item no. 1

The Board of Directors of the Company ('Board') works closely with the HR & Nomination Committee ('HRC') for Board appointments and succession planning for key positions. The HRC evaluates/ finalizes the desired attributes and balance of skills, knowledge and experience required on the Board and based on such evaluation, recommends suitable candidate(s) to the Board.

Based on the recommendation of HRC, the Board approved the appointment of Mr. Douglas Anderson Baillie (DIN: 00121638) as an Additional Director (in the capacity of Independent Director) of the Company w.e.f. October 31, 2023 and to hold office as an Independent Director for a term of five (5) consecutive years i.e. upto October 30, 2028, subject to approval of the members of the Company.

Brief profile of Mr. Douglas Anderson Baillie is as follows:

*'Douglas Anderson Baillie has a vast experience in the field of human resource and rich background of diverse leadership roles in both private & public sectors.*

*He spent around 38 years at Unilever where his roles included President of Western Europe in the Netherlands until 2011, Group Vice President of South Asia, CEO Hindustan Unilever in India until 2008, Group Vice President Africa and the Middle East from 2004 to 2006 and Chief HR Officer from 2011 until 2016.*

*Presently, he is the vice-chairman of MasterCard Foundation and member of the Leverhulme Trust Board, one of the largest all-subject providers of research funding in the UK. Further, he is a Non-executive Director of the Huhtamaki Group and also served as an Independent Director of Airtel Africa plc. He graduated from the University of Natal in South Africa with majors in business finance, marketing, and business administration.'*

Detailed profile of Mr. Baillie is available on the Company's website viz. [www.airtel.in](http://www.airtel.in).

While considering the appointment of Mr. Baillie, the Board also noted his immense contribution as an Independent Director of Airtel Africa plc (a subsidiary company listed on the London Stock Exchange) during his tenure from April, 2019 to October, 2023.

Mr. Baillie has confirmed his eligibility and has given his consent to act as Independent Director of the Company. The Company has received declaration from him confirming that (i) he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 (the 'Act') and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'); (ii) he is not disqualified from being appointed as a Director in terms of Section 164 of the Act;

#### Registered Office:

Airtel Center, Plot no. 16,  
Udyog Vihar, Phase-IV,  
Gurugram, Haryana 122015, India  
CIN: L74899HR1995PLC095967

E-mail: [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in)

Date: October 31, 2023

Place: New Delhi

(iii) he is not debarred from holding office of director pursuant to any order of SEBI, Ministry of Corporate Affairs or any such other Statutory Authority; and (iv) he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Further, Mr. Baillie has confirmed that he has successfully registered himself in the Independent Director's Databank maintained by the Indian Institute of Corporate Affairs in terms of the requirement of the Act.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Baillie as Independent Director of the Company as per the applicable provisions of the Act.

As a Non-executive Independent Director, Mr. Baillie shall be entitled to remuneration in the form of commission and sitting fee for attending Board & Committee meeting(s) which shall be governed by Company's Policy on Nomination, Remuneration and Board Diversity and approval of the Board and shareholders (as applicable) from time to time.

The draft letter of appointment of Independent Directors, setting out terms & conditions of their appointment, is available for inspection 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 Notice up till the last date of e-voting i.e. January 28, 2024. The same is also available on the Company's website viz. [www.airtel.in](http://www.airtel.in). Members seeking to inspect such document(s) can send an email to [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in).

The requisite details and information pursuant to Regulation 36(3) of SEBI Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are enclosed hereto.

In the opinion of the Board, Mr. Douglas Anderson Baillie fulfils the conditions specified in the Act, rules made thereunder and SEBI Listing Regulations for appointment as an Independent Director of the Company and is independent of management of the Company. He has excellent understanding of global business dynamics and possesses diversified experience in human resources, governance and strategic management etc. The Board believes that Mr. Baillie brings immense value to the Board. Accordingly, the Board recommends the Special Resolution set out at item no. 1 of this Notice for approval of the members.

Save and except Mr. Douglas Anderson Baillie and his relatives, to the extent of their shareholding, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out at item no. 1 of this Notice.

By order of the Board  
For **Bharti Airtel Limited**  
Sd/-

**Pankaj Tewari**  
Company Secretary

Membership no.: A15106

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



**Details pursuant to Regulation 36(3) of SEBI Listing Regulations, applicable provisions of the Act and Secretarial Standard-2, as on the date of Notice**

<b>Name</b>	Mr. Douglas Anderson Baillie
<b>DIN</b>	00121638
<b>Date of Birth</b>	November 19, 1955
<b>Age (in years)</b>	67 years
<b>Original date of appointment</b>	October 31, 2023
<b>Qualifications</b>	<ul style="list-style-type: none"> <li>✓ Bachelor of Commerce from University of Natal</li> <li>✓ Senior Executive Leadership program from Stanford University</li> </ul>
<b>Experience and expertise in specific functional area</b>	<ul style="list-style-type: none"> <li>✓ Strategic Leadership and Management</li> <li>✓ Human Resource</li> <li>✓ Global Business &amp; International expertise</li> <li>✓ Industry &amp; Sector experience (Consumer Goods)</li> <li>✓ Governance</li> <li>✓ Sustainability &amp; ESG</li> </ul>
<b>Shareholding in Bharti Airtel Limited including shareholding as a beneficial owner</b>	Nil
<b>Terms and conditions of re-appointment and remuneration</b>	As per Company's Policy on Nomination, Remuneration and Board Diversity (available on the Company's website at <a href="https://www.airtel.in/about-bharti/equity/corporate-governance/policies">https://www.airtel.in/about-bharti/equity/corporate-governance/policies</a> )
<b>No. of Board Meetings attended during FY 2023-24 (till the date of this Notice)</b>	1 out of 1
<b>Remuneration drawn during FY 2022-23</b>	Not applicable
<b>Relationship with other Directors, Managers and Key Managerial Personnel</b>	None
<b>Directorships held in other companies in India including equity listed companies in India</b>	None
<b>Membership/ Chairmanship of committees in Indian Companies</b>	Member of HR & Nomination Committee, Bharti Airtel Limited
<b>Equity listed entities in India from which the person has resigned as Director in past three years</b>	None

**Bharti Airtel Limited**

CIN: L74899HR1995PLC095967

**Registered Office:** Airtel Center, Plot No. 16, Udyog Vihar, Phase-IV, Gurugram-122015, India**Corporate Office:** Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase-II, New Delhi-110070, India**Phone:** +91-124-4222222 **Fax:** +91-124-4248063**Email id:** [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in) **Website:** [www.airtel.in](http://www.airtel.in)

December 29, 2023

**Sub: Bharti Airtel Limited - Passing of resolution through Postal Ballot/ remote e-voting and request to register the email address**

Dear Member,

Notice is hereby given that pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines issued by the Ministry of Corporate Affairs for holding general meetings /conducting the postal ballot through remote e-voting vide general circulars issued from time to time ("MCA circulars"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, if any, approval of the members is being sought for "Appointment of Mr. Douglas Anderson Baillie as an Independent Director of the Company" as set out in Postal Ballot Notice dated October 31, 2023 (the "Notice") by voting through electronic means ("remote e-voting") only.

In compliance with the MCA Circulars, the Notice has been sent only through electronic mode to those members whose e-mail addresses are registered with the Depository Participant(s) ("DPs") or KFin Technologies Limited ("KFin"), the Registrar and Share Transfer Agent ("RTA") of the Company and whose names appear in the Register of Members/ List of Beneficial Owners received from the National Securities Depository Limited and Central Depository Services (India) Limited (the "Depositories") as on the Cut-off date i.e. Saturday, December 23, 2023 ("Cut-off Date"). Detailed explanatory statement setting out the material facts concerning the resolutions and instructions for remote e-voting forms part of the Notice, is available on the Company's website ([www.airtel.in](http://www.airtel.in)) and on the website of KFin (<https://evoting.kfintech.com/showallevents.aspx>) and on the website of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)). Therefore, physical copies of the Notice, postal ballot form and pre-paid business reply envelope are not being sent to members for this Postal Ballot. **Members are requested to provide their assent or dissent through remote e-voting only.**

**Please note that as per the Register of Members/ List of Beneficial Owners received from Depositories as on the Cut-off date, your e-mail address(es) are not registered with the Company/ DPs/ KFin. Therefore, the Company was unable to send you the Notice through email in terms of MCA Circulars.**

To receive the Notice and participate in the ongoing Postal Ballot activity and to receive the Annual Reports, notice of general meetings and other shareholders' communications etc. in future, you are hereby requested to get your email address(es) registered by following the below guidelines:

- (i) Members holding shares in physical mode are hereby notified that pursuant to SEBI's general circular no. SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023, all holders of physical shares can update/ register their contact details including the details of e-mail ids by submitting the requisite Form ISR-1 along with the supporting documents with KFin. Form ISR-1 forms part of this communication.

Form ISR-1 can also be downloaded at [https://karisma.kfintech.com/downloads/2Form\\_ISR-1.pdf](https://karisma.kfintech.com/downloads/2Form_ISR-1.pdf). Detailed FAQs in this regard can be found at <https://ris.kfintech.com/faq.html>.

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

In case if you have any queries or need any assistance in this regard, please contact:

<b>Bharti Airtel Limited</b> Corporate Office: Bharti Crescent, 1, Nelson Mandela Road Vasant Kunj, Phase-II, New Delhi-110070, India Phone No. -+91-110-46666100 E-mail: <a href="mailto:compliance.officer@bharti.in">compliance.officer@bharti.in</a>   Website: <a href="http://www.airtel.in">www.airtel.in</a>	<b>KFin Technologies Limited (Unit: Bharti Airtel Limited)</b> Selenium Building, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, India Tel.No.: 040-67162222   Toll free no.: 1800-309-4001 Email: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>   Website: <a href="http://www.kfintech.com">www.kfintech.com</a>
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Please note that pursuant to the provisions of Section 124 and 125 of the Act, 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.in](http://www.airtel.in)) for tracking details of any unclaimed amounts, pending transfer to IEPF. Further, as per Section 124 of the Act 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 IEPF. Accordingly, during the financial year 2023-24, the Company has transferred 31,530 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 <https://www.airtel.in/about-bharti/equity/support-and-communication>.

Please also note that SEBI, vide circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023 read with circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ("ODR") through a common ODR portal. Please note, post exhausting the option to resolve their grievance with the Company/ its Registrar and Share Transfer Agent directly and through existing SCORES platform, the members can initiate dispute resolution through the ODR portal (<https://smartodr.in/login>).

Assuring you best of the services.

Thanking you,

Yours faithfully,

For **Bharti Airtel Limited**

Sd/-

**Pankaj Tewari**

**Company Secretary**

# Form ISR – 1

## REQUEST FOR REGISTERING PAN, KYC DETAILS OR CHANGES / UPDATION THEREOF

[For Securities (Shares / Debentures / Bonds, etc.) of listed companies held in physical form]

Date: \_\_\_ / \_\_\_ / \_\_\_

A. I / We request you to Register / Change / Update the following (Tick ✓ relevant box)

<input type="checkbox"/> PAN	<input type="checkbox"/> Bank details	<input type="checkbox"/> Signature	<input type="checkbox"/> Mobile Number	<input type="checkbox"/> E-mail ID	<input type="checkbox"/> Address
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B. Security details:

Name of the Issuer Company	Folio No.
Name (s) of the Security holder(s) as per the certificate(s)	1. 2. 3.
Name & Face value of securities	
Distinctive number of securities (Optional)	From _____ To _____

C. I / We are submitting documents as per Table below (tick ✓ as relevant, refer to the instructions):

Document / Information / Details	Instruction / Remarks				
1 PAN of (all) the (joint) holder(s)					
PAN Whether it is Valid (linked to Aadhaar): <input type="checkbox"/> Yes <input type="checkbox"/> No	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; border: 1px solid black; height: 15px;"></td> <td style="width: 50%; border: 1px solid black; height: 15px;"></td> </tr> <tr> <td style="border: 1px solid black; height: 15px;"></td> <td style="border: 1px solid black; height: 15px;"></td> </tr> </table> <p>PAN shall be valid only if it is linked to Aadhaar by March 31, 2022*</p>				
2 Demat Account Number (Optional)	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; border: 1px solid black; height: 15px;"></td> <td style="width: 50%; border: 1px solid black; height: 15px;"></td> </tr> </table> <p>Also provide Client Master List (CML) of your Demat Account, provided by the Depository Participant.</p>				
3 Proof of Address of the first holder	<p>Any one of the documents: <u>only if there is change in the address:</u></p> <p><input type="checkbox"/> Client Master List (CML) of your Demat Account, provided by DP.</p> <p><input type="checkbox"/> Valid Passport/ Registered Lease or Sale Agreement of Residence / Driving License / Flat Maintenance bill.</p> <p><input type="checkbox"/> Utility bills like Telephone Bill (only land line), Electricity bill or Gas bill - Not more than 3 months old.</p> <p><input type="checkbox"/> Identity card / document with address, issued by any of the following: Central/State Government and its Departments, Statutory / Regulatory Authorities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial Institutions.</p> <p><input type="checkbox"/> For FII / sub account, Power of Attorney given by FII / sub-account to the Custodians (which are duly notarized and / or apostilled or consularised) that gives the registered address should be taken.</p> <p><input type="checkbox"/> The proof of address in the name of the spouse</p>				
4 Bank details	<p>Account Number# : _____</p> <p>Bank Name : _____</p> <p>Branch Name : _____</p> <p>IFS Code : _____</p> <p style="text-align: center;">Provide the following</p> <p><input type="checkbox"/> Original cancelled cheque with name of security holder printed on it <b>OR</b></p> <p><input type="checkbox"/> Bank Passbook or Bank Statement attested by the Bank</p>				
5 E-mail Address#					
6 Mobile#					

\* or any date as may be specified by the CBDT

# In case it is not provided, the details available in the CML will be updated in the folio

**Authorization:** I / We authorise you (RTA) to update the above PAN and KYC details in my / our folio (s) \_\_\_\_\_, \_\_\_\_\_, (use Separate Annexure if extra space is required) in which I / We are the holder(s) (strike off what is not applicable).

**Declaration:** All the above facts stated are true and correct.

	Holder 1	Holder 2	Holder 3					
Signature	✓							
Name	✓							
Full address	✓							
PIN	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="border: 1px solid black; width: 15px; height: 15px;"></td> <td style="border: 1px solid black; width: 15px; height: 15px;"></td> <td style="border: 1px solid black; width: 15px; height: 15px;"></td> <td style="border: 1px solid black; width: 15px; height: 15px;"></td> <td style="border: 1px solid black; width: 15px; height: 15px;"></td> </tr> </table>							

**Important Notes:**

1. **Mandatory documents for processing of any service request:** PAN, KYC details (Contact details, Bank Account Details, Signature) and Nomination (for all the eligible folios).

2. **Mode of submission of ISR-1 to RTA:** Through (a) In-person verification (b) Post (self-attested documents); and (c) Email or through RTA's service portal with e-sign on all documents.