

February 11, 2017

National Stock Exchange of India Limited
Exchange Plaza, C-1 Block G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

Ref: Bharti Airtel Limited (532454 / BHARTIARTL)

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

Dear Sir / Madam,

In furtherance to our intimations dated January 19, 2017, January 24, 2017 and February 07, 2017 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of Notice of Postal ballot/e-voting ('Notice') dated February 07, 2017 along with Postal Ballot Form sent to the members.

The Notice seeks the approval of members of the Company by way of Special Resolution(s) through Postal Ballot (including voting by electronic means) for the following special businesses:

1. Issue of unsecured / secured redeemable Non-Convertible Debentures / Bonds by way of Private Placement; and
2. Transfer of the Company's investment in its wholly-owned subsidiary, Bharti Airtel International (Mauritius) Limited ("BAIM"), Mauritius to Network i2i Limited, Mauritius, another wholly-owned subsidiary.

Kindly take the same on record.

Thanking you,
Yours faithfully,

For Bharti Airtel Limited



Rohit Krishan Puri
Deputy Company Secretary

Bharti Airtel Limited
(a Bharti Enterprise)

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

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

Dear members,

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable laws, rules and regulations, Bharti Airtel Limited (the 'Company') hereby seeks your approval by way of special resolution(s) through postal ballot / e-voting in respect of the following special business(es).

Detailed explanatory statement setting out the material facts concerning each resolution and instructions for e-voting is annexed to the notice of postal ballot / e-voting (the 'Notice').

SPECIAL BUSINESS(ES):**Item No. 1: Issue of unsecured / secured redeemable Non-Convertible Debentures / Bonds by way of Private Placement**

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

"Resolved that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force), the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the provisions of the Memorandum and Articles of Association of the Company and subject to other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any and such other approvals, permissions and sanctions as may be required from any appropriate authority, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution) to create, offer, invite for subscription, issue and allot, from time to time, in one or more tranches and/or series, the unsecured and/or secured, listed and/or unlisted, redeemable Non-Convertible Debentures including but not limited to bonds and/or other debt securities ('NCDs'), denominated in Indian rupees, aggregating to an amount not exceeding Rs. 10,000 Crores (Rupees Ten Thousand Crores only) on a private placement basis, during the period of one year from the date of approval by members or such other period as may be permitted under the Act and other applicable laws and on such terms and conditions as may be decided by the Board provided that the outstanding under these NCDs shall at all times be within the overall borrowing limits under Section 180(1)(c) of the Act and be subject to a cap of Rs. 10,000 Crores.

Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms of the issue including timing of the issue(s), the class of investors to whom the NCDs are to be issued, number of NCDs, tranches, issue price, interest rate, listing, premium / discount, redemption, allotment of NCDs and to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard and to settle all questions, difficulties or doubts that may arise at any stage from time to time.

Resolved further that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be necessary to give effect to this resolution."

Item No. 2: Transfer of the Company's investment in its wholly-owned subsidiary, Bharti Airtel International (Mauritius) Limited ("BAIM"), Mauritius to Network i2i Limited, Mauritius, another wholly-owned subsidiary.

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

"Resolved that pursuant to the provisions of the Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the

Company and subject to other applicable rules, regulations, guidelines and other statutory provisions for the time being in force including Foreign Exchange Management Act, 1999 and such other approvals, permissions and sanctions as may be required from any appropriate authority, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution) to transfer its entire investment (i.e. 3,604,970,000 shares) in its wholly-owned subsidiary, Bharti Airtel International (Mauritius) Limited, Mauritius to its another wholly-owned subsidiary Network i2i Limited, Mauritius in one or more tranches for a consideration not exceeding USD 250 million (or other equivalent currency) computed on the basis of the valuation report provided by an independent valuer and on such other terms and conditions as may be decided by the Board.

Resolved further that the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including but not limited to negotiating and finalising the terms of transfer, executing the necessary agreements, memoranda, deeds of assignment/conveyance, undertakings and to settle all questions, difficulties or doubts that may arise at any stage of implementing this resolution and to delegate all or any of the powers or authorities herein conferred to any director(s), executive(s), officer(s), representatives(s) of the Company or to any person and to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.”

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

By order of the Board
For Bharti Airtel Limited

Sd/-
Gopal Vittal
Managing Director & CEO (India & South Asia)
DIN: 02291778

Date: February 07, 2017

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

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and the reasons for the proposal is annexed herein below.
2. Please read the instructions / notes printed overleaf the Postal Ballot Form before exercising the vote.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 1

In terms of provisions of Section 42 and 71 of the Companies Act, 2013 read with Rule 14(2)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can issue its securities including debentures on private placement basis after obtaining prior approval of the members of the company by a special resolution. Such approval is valid for a period of one year for all the offers or invitations for non-convertible debentures to be made during the said one year through a private placement basis in one or more tranches.

The Board of Directors of the Company in its meeting held on January 24, 2017 has, subject to the approval of members, proposed to issue on a private placement basis secured and/or unsecured, listed and/or unlisted redeemable Non-Convertible Debentures ("NCDs") in one or more tranches and on such terms and conditions and at such price(s) in compliance with the regulatory requirements, if any, and as may be finalized by the Board. The outstanding under these NCDs shall at all times be within the overall borrowing limit under Section 180(1)(c) of the Companies Act, 2013 and be subject to a cap of Rs. 10,000 crores. The funds raised through private placement of NCDs shall be utilized towards capital expenditure and long term working capital requirements of the Company, refinancing of existing borrowings and for such other corporate purposes as may be permitted under the applicable laws.

The relevant documents, resolutions passed at the Board and Committee Meetings and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 A.M. to 01.00 P.M. on all working days (Monday to Friday), up to and including the last date of voting on the Postal Ballot.

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

The Board recommends the resolution under Item No. 1 for approval of the members as a Special Resolution.

Item No. 2

The Company's international business is currently held through a complex multi-layered structure which has evolved over the years for historic reasons including buyout of Africa operations from Zain in the year 2010.

At present, Bharti Airtel Limited ('Airtel' / the 'Company') holds 100% shareholding, whether directly or through its intermediary subsidiaries in various overseas subsidiaries such as Bharti Airtel International (Mauritius) Limited ('BAIM'), Mauritius, Network i2i Limited ('Ni2i'), Mauritius, Bharti Airtel (Hong Kong) Limited, Hong Kong, Bharti Airtel (USA) Limited, USA, Bharti International (Singapore) Pte. Ltd. ('BISPL'), Singapore, Bharti Airtel International (Netherlands) B.V. ('BAIN'), Netherlands and Bharti Airtel (UK) Limited, UK etc. The complete particulars of the subsidiaries of the Company are provided in the Annual Report 2015-16, which along with the financial statements of subsidiary companies is available on the website of the Company viz. www.airtel.com.

In order to simplify and delayer the overseas holding structure, the Board of Directors in its meeting held on February 07, 2017, on the recommendation of the Audit & Risk Management Committee, approved the proposal to consolidate the overseas investments of the Company under 'One Global Entity' i.e. Ni2i, a wholly-owned subsidiary of the Company.

To implement the above (i) the Company's investments in its wholly-owned subsidiaries BAIM, BAIN and BISPL is proposed to be transferred to Ni2i, another wholly-owned subsidiary of the Company (ii) BAIN will hold the shareholding in Africa operating companies as currently held and; (iii) the Company's investments in its wholly-owned subsidiaries Bharti Airtel (USA) Limited, Bharti Airtel (Hong Kong) Limited and Bharti Airtel (UK) Limited will be held entirely by BISPL, another wholly-owned subsidiary of the Company. Further, the present investment of BAIM in BISPL & BAIN and investment of BISPL in BAIN shall also be transferred to Ni2i. The aforesaid restructuring shall be subject to all regulatory approvals as may be required.

The resultant vertical step by step shareholding structure envisaged by the above restructuring aims to offer number of benefits including delayering and simplification of structure and synergies without any change in ultimate beneficial ownership over the said subsidiaries. The aforesaid restructuring shall have no impact on the consolidated financial statements of the Company.

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, transfer of 100% shareholding of the Company in BAIM requires approval of the members vide Special Resolution through postal ballot and therefore is being placed herein for the approval of members.

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

The relevant documents, resolutions passed at the Board and Committee Meetings and other allied documents, if any, being referred in this resolution, would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 A.M. to 01.00 P.M. on all working days (Monday to Friday), up to and including the last date of voting on the Postal Ballot.

The Board recommends the resolution under Item No. 2 for approval of the members as a Special Resolution.

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

By order of the Board
For Bharti Airtel Limited

Sd/-
Gopal Vittal
Managing Director & CEO (India & South Asia)
DIN: 02291778

Date: February 07, 2017

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

Encl.:

1. Postal Ballot Form
2. Postage pre-paid self addressed Business Reply envelope



BHARTI AIRTEL LIMITED



CIN: L74899DL1995PLC070609

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

Tel: +91-11-4666 6100 Fax: +91-11-4166 6137

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

POSTAL BALLOT FORM

Serial No.....

- 1 Name of the member(s) including joint-holders, if any :
- 2 Registered address of the sole/ first named member :
- 3 Registered Folio No. / DP ID No. / Client ID No.* :
(*Applicable to members holding shares in dematerialized form)
- 4 No. of Shares held :
- 5 I / we hereby exercise my / our vote in respect of the special resolution(s) to be passed through postal ballot / e-voting for the business(es) enumerated below by recording my / our assent or dissent to the said resolution(s) by placing tick (✓) mark at the appropriate box below:

Sl. No.	Description of Resolutions	No. of shares for which votes cast	I / we assent to the resolution (For)	I / we dissent to the resolution (Against)
1.	Issue of unsecured / secured redeemable Non-Convertible Debentures / Bonds by way of Private Placement.			
2.	Transfer of the Company's investment in its wholly-owned subsidiary, Bharti Airtel International (Mauritius) Limited ("BAIM"), Mauritius to Network i2i Limited, Mauritius, another wholly-owned Subsidiary.			

Place:

Date: (Signature of the member)

Note: Please read carefully the instructions printed overleaf before exercising the vote.

E- VOTING PARTICULARS

The E-Voting facility is available at the link <https://evoting.karvy.com>. The e-voting particulars are set out as follows:

EVEN (Electronic Voting Event Number)	User ID	Password

Notes / Instructions

1. The Notice of Postal Ballot / E-Voting (Notice) is being sent to the members, whose names appear in the Register of members / beneficiary position maintained by the depositories as on Tuesday, February 07, 2017 ("cut-off date") and voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the member(s) / Beneficial Owner(s) as on the same date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
2. There will be one Postal Ballot Form / e-voting for every folio no. / client id no. irrespective of the number of joint holders. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named member and in his absence by the next named member.
3. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with a proof of their authorisation.
4. The Board of Directors (Board) has appointed Mr. Sanjay Grover of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi, (C.P. No. 3850) as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
5. In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all the members of the Company. The Company has entered into an agreement with Karvy Computershare Pvt. Ltd. (Karvy) for facilitating e-voting to enable the members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is the optional facility available to members.
6. The members can opt for only one mode of voting either by postal ballot or through e-voting. If the member decides to vote through postal ballot, they are advised not to vote through e-voting and vice versa. In case of voting by both the modes, e-voting of such member will be considered and counted and the votes casted through Postal Ballot Form of such member will be treated as invalid.
7. The period for voting through physical ballot and e-voting starts from Monday, February 13, 2017 at 09:00 A.M. (IST) and ends on Tuesday, March 14, 2017 at 05:00 P.M. (IST) and any physical postal ballot form received after the said date shall not be considered. E-Voting shall be disabled by Karvy at 05:00 P.M. (IST) on Tuesday March 14, 2017.
8. The Scrutinizer's decision on the validity of a postal ballot / e-voting will be final.
9. Members who have registered their e-mail addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice by e-mail and others are being sent through the permitted mode along with the Postal Ballot Form and postage pre-paid self-addressed Business Reply envelope. Members who have received Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link <https://evoting.karvy.com> or from the 'Investors' section on the Company's website www.airtel.com.
10. Resolutions passed by the members through Postal Ballot/e-voting are deemed to have been passed as if the same have been passed at a General Meeting of the members.
11. Upon completion of scrutiny of the Forms, the Scrutinizer will submit his report. The results of the Postal Ballot would be announced by the Chairman or any other Director authorised by him on Thursday, March 16, 2017 on or before 05:00 P.M. (IST) at the Registered Office of the Company. The Resolution, if approved by the requisite majority, shall be deemed to have been passed on Tuesday, March 14, 2017 being the last date specified for receipt of duly completed Postal Ballot Forms and closure of e-voting.
12. The said results along with the Scrutinizer's Report would be displayed at the Registered Office and Corporate Office of the Company, hosted at the Company's website i.e. www.airtel.com and on the website of Karvy i.e. <https://evoting.karvy.com>. The results will be intimated to the Stock Exchanges where the Company's shares are listed.
13. All the documents referred to in accompanying notice and explanatory statement shall be open for inspection at the Registered Office of the Company without any fee on all working days (Monday to Friday) between 11.00 A.M. (IST) and 1.00 P.M. (IST) from the date of dispatch of notice upto the date of declaration of results of postal ballot / e-voting.
14. **PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT FORM**
 - (i) Members are requested to carefully read the instructions printed on the Postal Ballot Form before casting their vote and return the Form, duly completed in all respect and signed, in the attached postage pre-paid self-addressed Business Reply envelope, so as to reach the Scrutinizer at Bharti Airtel Limited, Bharti Crescent, 1 Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070, India not later than close of working hours on Tuesday, March 14, 2017. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post or by speed post at the expense of the registered member will also be accepted. The Postal Ballot Form(s) may also be deposited personally. The Postal Ballot Forms received after this date will be treated as if reply from the member has not been received.
 - (ii) The votes should be casted either in favour or against the resolution by putting the tick [✓] mark in the column provided for assent or dissent. Postal Ballot Form bearing tick [✓] mark in both the columns will render the Form invalid.
 - (iii) Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
 - (iv) The Postal Ballot Form should be completed and signed by the sole / first named member or his duly authorised attorney registered with the Company. In the absence of the first named member in a joint holding, the Form may be completed and signed by the next named member. *(However, where the Form is sent separately by the first named member and the joint holder(s), the vote of the first named member would be treated as valid).*
 - (v) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter, with specimen signatures of authorised signatory(ies), duly attested.
 - (vi) Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.
 - (vii) Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
 - (viii) Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed Business Reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
 - (ix) A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 14(i) above.
15. **PROCESS FOR MEMBERS OPTING FOR E-VOTING**
 - A. **In case of members receiving the Postal Ballot Form by e-mail:**
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - (ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No. / DP ID No. / Client ID No. will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - (iii) After entering these details appropriately, click on "LOGIN".
 - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. 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, 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.*
 - (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the e-voting Event Number of Bharti Airtel Limited.
 - (vii) On the voting page, enter the number of shares (which represents number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to resolution and "AGAINST" implies dissent to resolution.
 - (viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - (ix) 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.
 - (x) You may then cast your vote by selecting any appropriate option and click on "Submit".
 - (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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(s).**
 - (xii) Corporate / Institutional members (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF / JPG Format) of the board resolution / authority letter etc. together with attested specimen signature of the duly authorised representative(s), to the Scrutinizer at email sanjaygrover7@gmail.com with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT No."
 - (xiii) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
 - B. **In case of members receiving the Postal Ballot Form by post:**
 - (i) User ID and Initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow the steps from Sl. No. 15A(i) to 15A(xiii) above, to cast your vote.
 - C. In case of any query and / or grievance pertaining to e-voting, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Ramesh Desai (Unit: Bharti Airtel Limited) of Karvy or at evoting@karvy.com or phone no. 040-6716 2222 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
 - D. The period for e-voting starts on Monday, February 13, 2017 at 09:00 A.M. (IST) and ends on Tuesday, March 14, 2017 at 05:00 P.M. (IST). E-voting shall be disabled by Scrutinizer on Tuesday, March 14, 2017 at 05:00 P.M. (IST).