



Bharti Airtel Limited

CIN: L74899DL1995PLC070609

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

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

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Nineteenth Annual General Meeting of the members of Bharti Airtel Limited, will be held on Monday, September 1, 2014 at 03.30 P.M. at Air Force Auditorium, Subroto Park, New Delhi 110 010 to transact the following businesses:

Ordinary Business

To consider and, if thought fit, to pass, the following resolutions as Ordinary Resolutions:

1. **To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2014**

"Resolved that the audited standalone financial statements of the Company including the balance sheet as at March 31, 2014, the statement of profit and loss, the cash flow statement for the year ended on that date, reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company including Auditors' Report thereon be and are hereby received, considered and adopted."

2. **Declaration of dividend on equity shares**

"Resolved that a final dividend of ₹ 1.80 per equity share of ₹ 5/- each fully paid up for the financial year 2013-14 be and is hereby approved and declared."

3. **Re-appointment of Ms. Chua Sock Koong as a Director liable to retire by rotation**

"Resolved that Ms. Chua Sock Koong (DIN 00047851), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

4. **Re-appointment of Mr. Rajan Bharti Mittal as a Director liable to retire by rotation**

"Resolved that Mr. Rajan Bharti Mittal (DIN 00028016), 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."

5. **Appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, as the Statutory Auditors of the Company**

"Resolved that, M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon (Registration no. 101049W), be and are hereby appointed as the Statutory Auditors of the Company for a period of three years i.e. from the conclusion of this 19th Annual General Meeting

till the conclusion of 22nd Annual General Meeting of the Company, subject to annual ratification by the members at every Annual General Meeting and at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee."

Special Business

To consider and, if thought fit, to pass, the following resolutions as Ordinary Resolutions:

6. **Appointment of Sheikh Faisal Thani Al-Thani as a Director liable to retire by rotation**

"Resolved that pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), Sheikh Faisal Thani Al-Thani (DIN 06675785) be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. **Appointment of Mr. Bernardus Johannes Maria Verwaayen as an Independent Director**

"Resolved that pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Bernardus Johannes Maria Verwaayen (DIN 06735687) be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from the original date of appointment i.e. December 27, 2013 upto December 26, 2018."

8. **Appointment of Mr. Vegulaparanan Kasi Viswanathan as an Independent Director**

"Resolved that pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Vegulaparanan Kasi Viswanathan (DIN 01782934) be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from the original date of appointment i.e. January 14, 2014 upto January 13, 2019."

9. **Appointment of Mr. Dinesh Kumar Mittal as an Independent Director**

"Resolved that pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Dinesh Kumar Mittal (DIN 00040000) be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from the original date of appointment i.e. March 13, 2014 upto March 12, 2019."

10. **Appointment of Mr. Manish Santoshkumar Kejriwal as an Independent Director**

"Resolved that pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Manish Santoshkumar Kejriwal (DIN 00040055) be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from the original date of appointment i.e. September 26, 2012 upto September 25, 2017."

11. **Appointment of Ms. Obiageli Katryn Ezekwesili as an Independent Director**

"Resolved that pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Ms. Obiageli Katryn Ezekwesili (DIN 06385532) be and is hereby appointed as an Independent Director of the Company to hold office for a period of three consecutive years from the original date of appointment i.e. September 26, 2012 upto September 25, 2015."

12. **Appointment of Mr. Craig Edward Ehrlich as an Independent Director**

"Resolved that pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and other

applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Craig Edward Ehrlich (DIN 02612082) be and is hereby appointed as an Independent Director of the Company to hold office upto April 28, 2018."

13. **Appointment of Mr. Ajay Lal as an Independent Director**

"Resolved that pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Ajay Lal (DIN 00030388) be and is hereby appointed as an Independent Director of the Company to hold office upto January 22, 2015."

14. **Ratification of remuneration to be paid to M/s. R. J. Goel & Co., Cost Accountants, Cost Auditor of the Company**

"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) and subject to applicable notification or circular as may be issued by the Ministry of Corporate Affairs (MCA) in this regard, the remuneration of ₹ 6,93,000/- plus service tax and reimbursement of out of pocket expenses as approved by the Board of Directors on the recommendation of Audit Committee, to be paid to M/s. R. J. Goel & Co., Cost Accountants, Cost Auditor of the Company for the financial year ending March 31, 2015, be and is hereby ratified and confirmed."

Registered Office:

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1, Nelson Mandela Road,
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CIN: L74899DL1995PLC070609
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By order of the Board
For **Bharti Airtel Limited**

Mukesh Bhavnani
Group General Counsel
& Company Secretary
Membership No. A3378

Place: Gurgaon
Date: April 29, 2014

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.**
2. A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The notice of Annual General Meeting 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 18, 2014.
4. The copy of annual report, notice of general meeting, notice of e-voting and dividend intimation, etc. are being sent to the members through e-mail who have registered their email ids with their depository participant (DPs) / Company's Registrar and Transfer Agent (RTA).
Members are requested to update their preferred e-mail ids with the Company / DPs / RTA, which will be used for the purpose of future communications.
Members whose e-mail id is not registered with the Company will be sent physical copies of this notice, abridged version of Annual Report, notice of e-voting etc. at their registered address through permitted mode.
Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Abridged / full version of the Annual Report may send their request to the Company at its registered office address or to the RTA, Karvy Computershare Private Limited, at Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081.
5. Abridged and full version of the Annual Reports will also be available in the Investor Relations section on the website of the Company www.airtel.com.
6. The register of members and share transfer books of the Company will remain closed from Saturday, August 23, 2014 to Monday, September 1, 2014 (both days inclusive), in terms of the provisions of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges, where the equity shares of the Company are listed, for the purpose of Annual General Meeting and determining names of the shareholders eligible for dividend on equity shares, if declared.
7. The dividend, if declared at the Annual General Meeting, will be paid on or before the 30th day from the date of declaration:
 - For equity shares held in physical form - those

shareholders whose names will appear in the Register of Members on the close of the day on August 22, 2014;

- For equity shares held in dematerialised form - those beneficiaries, whose names are furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owner on close of day August 22, 2014.
8. 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 Thursday, August 21, 2014. Any query related to dividend should be directed to the RTA of the Company.
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.
 9. Members who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and / or change in address or updation thereof to the Company's RTA. Members, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail addresses and updation of bank account details to their respective DPs.
 10. Shareholders wishing to claim dividends, which remain unpaid are requested to contact the Company's RTA. They are also requested to note that the amount of dividend unclaimed for seven years from the date of declaration, will be transferred to the Investor Education and Protection Fund.
 11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company's RTA.
 12. Information regarding particulars of the Directors to be appointed and the Directors seeking re-appointment requiring disclosure in terms of the Listing Agreement and the explanatory statement pursuant to Section 102 of the Companies Act, 2013, are annexed hereto. The directorships held by the Directors considered for the purpose of disclosure does not include the directorships held in foreign companies, private limited companies and companies under Section 8 of the Companies Act, 2013 but include private limited companies which are considered as public limited companies in terms of Section 2(71) of the Companies Act, 2013. The committee chairmanships

/ memberships considered for the purposes of disclosure are those prescribed under Clause 49(l)(C) of the Listing Agreement(s) viz. Audit Committee and Stakeholders' Relationship Committee / Investors' Grievance Committee of Indian public limited companies.

13. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the assent or dissent of the shareholders in respect of the resolutions contained in the Annual General Meeting Notice dated April 29, 2014 is also being taken through e-voting facility provided by Karvy Computershare Private Limited.
14. The e-voting Event Number, User Id and Password along with the detailed instructions for e-voting are provided in the notice of e-voting, being sent along with the notice of Annual General Meeting.
15. The Board of Directors has appointed Mr. Sanjay Grover of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
16. In terms of provisions of Section 107 of the Companies Act, 2013 since the Company is providing the facility of e-voting to the shareholders, there shall be no voting by show of hands at the Annual General Meeting. The shareholders who will be physically present at the Annual General Meeting shall be provided with polling papers to cast their votes at the meeting.
17. The shareholders can opt for only one mode of voting i.e. e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through e-voting will be considered final and voting through physical ballot will not be considered.
18. The voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, July 18, 2014.
19. The result on resolutions shall be declared on or before closing business hours on Wednesday, September 3, 2014 at the registered office of the Company and will also be available on the website of the Company and on the website of Karvy Computershare Private Limited. The resolutions will be deemed to be passed on the date of Annual General Meeting subject to receipt of the requisite number of votes in favour of the resolutions.
20. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the notice and explanatory statement, including certificate from the Auditors of the Company under Clause 14 of the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of Annual General Meeting and will also be available for inspection at the meeting.
21. Members having any question on financial statements or any agenda item proposed in the notice of Annual General Meeting are requested to send their queries at least ten days prior to the date of Annual General Meeting of the Company at its registered office address to enable the Company to collect the relevant information.
22. Members / proxies are requested to bring duly filled admission / attendance slips sent herewith along with the Notice of the Annual General Meeting at the meeting.
23. Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the meeting.
24. For the security and safety of the members, no article / baggage including water bottles and tiffin boxes will be allowed at the venue of the meeting. The shareholders / attendees are strictly requested not to bring any article / baggage etc. at the venue of the Annual General Meeting.

SHAREHOLDERS MAY PLEASE NOTE THAT NO GIFTS / GIFT COUPONS SHALL BE DISTRIBUTED AT THE VENUE OF THE MEETING.

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

Item No. 6

Sheikh Faisal Thani Al-Thani (Sheikh Faisal), nominee of Qatar Foundation Endowment SPC, was appointed as an Additional Director on the Board of the Company w.e.f. October 30, 2013.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with Article 110(iv) of the Articles of Association of the Company, Sheikh Faisal holds office upto the date of this Nineteenth Annual General Meeting. The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Sheikh Faisal as a Director of the Company, liable to retire by rotation along with the prescribed deposit of ₹ 100,000.

Save and except Sheikh Faisal and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 6.

Sheikh Faisal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to be appointed as a Director.

The Board recommends appointment of Sheikh Faisal as Director liable to retire by rotation and propose to pass the resolution set out in Item no. 6 of the notice as an Ordinary Resolution.

Brief profile of Sheikh Faisal is enclosed and detailed profile is available on www.airtel.com

Item No. 7 to 13 (both inclusive)

Mr. Bernardus Johannes Maria Verwaayen (Mr. Ben Verwaayen), Mr. Vegulaparanan Kasi Viswanathan (Mr. V. K. Viswanathan) and Mr. Dinesh Kumar Mittal (Mr. D. K. Mittal) were appointed as Additional Directors on the Board of the Company during the financial year 2013-14. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with Article 110(iv) of the Articles of Association of the Company, the aforesaid Directors hold office upto the date of this Nineteenth Annual General Meeting.

In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement, it is proposed that the above Directors be appointed as Independent Directors for a term of five consecutive years from the original date of appointment.

In terms of the aforesaid provisions, the existing Independent Directors, Mr. Manish Santoshkumar Kejriwal (Mr. Manish Kejriwal), Ms. Obiageli Katryn Ezekwesili (Ms. Obiageli Ezekwesili), Mr. Craig Edward Ehrlich (Mr. Craig Ehrlich) and Mr. Ajay Lal are also required to be appointed as Independent Directors by the shareholders of the Company. In accordance with the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors shall not be liable to retire by rotation.

The Company has received notices under Section 160 of the Companies Act, 2013 from members proposing, appointment of all the above referred directors along with the prescribed deposit of ₹ 100,000/- for each director.

Accordingly, the following term is being proposed for the aforesaid directors:

Sl. No.	Independent Director	Term upto
1	Mr. Ben Verwaayen	December 26, 2018
2	Mr. V. K. Viswanathan	January 13, 2019
3	Mr. D. K. Mittal	March 12, 2019
4	Mr. Manish Kejriwal	September 25, 2017
5	Ms. Obiageli Ezekwesili	September 25, 2015
6	Mr. Craig Ehrlich	April 28, 2018
7	Mr. Ajay Lal	January 22, 2015

Save and except the Independent Directors and their relatives to the extent of their shareholding interest, if any, in the Company with regard to their respective appointments, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at item no. 7 to 13 (both inclusive).

All the Independent Directors have confirmed that they are not disqualified in terms of Section 164 of the Act and each

such directors has given his / her consent to act as Director of the Company.

In the opinion of the Board, the Independent Directors proposed to be appointed fulfil all the conditions specified in the Companies Act, 2013 and the rules made thereunder and are independent of the management.

Copies of the draft letters for appointment of the Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services. Accordingly, the Board recommends the appointment of the Independent Directors and propose to pass the resolutions set out in Item No. 7 to 13 (both inclusive) respectively.

Brief profiles of the all Independent Directors are enclosed and detailed profile are available on www.airtel.com.

Item No. 14

In accordance with 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 has to be ratified by the shareholders of the Company at the General Meeting.

The Board, on the recommendation of the Audit Committee and subject to the rules to be notified by the Ministry of Corporate Affairs in this regard, has approved the appointment of M/s. R. J. Goel & Co., Cost Accountants, as Cost Audit or to conduct the audit of the cost records of the Company at a remuneration of ₹ 6,93,000/- plus service tax and reimbursement of out of pocket expenses for the financial year ending March 31, 2015.

Accordingly, ratification of the members is being sought for the proposal contained in the resolution set out at item no. 14 of the notice.

None of the Directors, Key Managerial Persons and their relatives are concerned or interested in the resolution either financially or otherwise.

The Board recommends and propose to pass the resolution set out at item no. 14 of the notice as an Ordinary Resolution.

Registered Office:
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1, Nelson Mandela Road,
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Email id: compliance.officer@bharti.in

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

Mukesh Bhavnani
Group General Counsel
& Company Secretary
Membership No. A3378

Place: Gurgaon
Date: April 29, 2014

6 **Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming Annual General Meeting (pursuant to Clause 49 of the Listing Agreement) as on the date of Notice.**

Name of the Director	Ms. Chua Sock Koong (DIN 00047851)	Mr. Rajan Bharti Mittal (DIN 00028016)	Sheikh Faisal (DIN 06675785)	Mr. Ben Verwaayen (DIN 06735687)
Date of Birth	September 14, 1957	January 05, 1960	June 11, 1983	February 11, 1952
Original date of appointment	May 07, 2001	July 07, 1995	October 30, 2013	December 27, 2013
Qualifications	<ul style="list-style-type: none"> - 1st Class Honours degree in Accountancy from University of Singapore - Certified Public Accountant and Chartered Financial Analyst 	<ul style="list-style-type: none"> - Arts Graduate from Panjab University 	<ul style="list-style-type: none"> - Undergraduate Degree in Business Administration from Marymount University 	<ul style="list-style-type: none"> - Master's degree in law and international politics from the State University of Utrecht, Holland
Experience and expertise in specific functional area	Management & Finance	Marketing and Management	Management and Finance	Technology and Management
Shareholding in Bharti Airtel Limited	Nil	Nil	Nil	Nil
Directorships held in other public limited companies in India	Bharti Telecom Limited	<ul style="list-style-type: none"> - Bharti Realty Holdings Limited - Bharti Telecom Limited - Bharti Ventures Limited - Bharti Airtel Limited – Stakeholders Relationship Committee (Chairman) - Bharti Telecom Limited – Stakeholders Relationship Committee (Chairman) - Bharti Telecom Limited – Audit Committee (Chairman) - Bharti Ventures Limited – Audit Committee (Member) - Bharti Realty Holdings Limited – Audit Committee (Member) 	Nil	Nil
Membership / Chairmanship of committees in public limited companies in India	Nil	Nil	Nil	Nil

Name of the Director	Mr. V. K. Viswanathan (DIN 01782934)	Mr. D. K. Mittal (DIN 00040000)	Mr. Manish Kejriwal (DIN 00040055)	Ms. Obiageli Ezekwesili (DIN 06385532)
Date of Birth	November 20, 1950	January 25, 1953	November 08, 1968	April 28, 1963
Original date of appointment	January 14, 2014	March 13, 2014	September 26, 2012	September 26, 2012
Qualifications	Chartered Accountant	IAS	Masters in Business Administration from the Harvard University (Baker Scholar)	Masters in International Law & Diplomacy from the University of Lagos
		Master's degree in physics with specialisation in Electronics from University of Allahabad, India.	B.A. in Economics / Engineering from Dartmouth College, United States	Masters in Public Policy & Administration from the Kennedy School of Government, Harvard University
			Bachelors degree from the University of Nigeria	ACA – Certified Accountant
				Public Policy
Experience and expertise in specific functional area	Finance and Management	Finance, Public Policy, International Trade, Corporate Governance and Infrastructure	General Management	
Shareholding in Bharti Airtel Limited	Nil	Nil	Nil	Nil
Directorships held in other public limited companies in India	Bosch Limited Magma HDI General Insurance Company Limited HDFC Standard Life Insurance Company Limited	Batrapur Chini Mills Limited Max Life Insurance Company Limited Steel Authority of India Limited ONGC Tripura Power Company Limited	Bajaj Auto Limited Bajaj Holdings & Investment Limited	
Membership / Chairmanship of committees in public limited companies in India	Bharti Airtel Limited – Audit Committee (Member) Bosch Limited – Audit Committee (Member) Bosch Limited – Shareholder and Investors Grievance Committee (Member) Magma HDI General Insurance Company Limited – Audit Committee (Member) HDFC Standard Life Insurance Company Limited – Audit Committee (Member)	Batrapur Chini Mills Limited – Audit Committee (Member)	Bharti Airtel Limited – Stakeholders Relationship Committee (Member) Bajaj Holdings & Investment Limited – Audit Committee (Member) Bajaj Holdings & Investment Limited – Shareholder & Investors Grievance Committee (Member)	Bharti Airtel Limited – Audit Committee (Member)

Name of the Director

Mr. Craig Ehrlich
(DIN 02612082)

Mr. Ajay Lal
(DIN 00030388)

Date of Birth

May 14, 1955

August 08, 1961

Original date of appointment

April 29, 2009

January 23, 2006

Qualifications

- Graduate from University of California Los Angeles
- Masters degree from Occidental College
- Postgraduate Fellowship from Coro foundation

- Engineering from IIT, New Delhi
- MBA from IIM Kolkata
- Advanced Management Program Graduate from Harvard Business School

Experience and expertise in specific functional area

Finance and Business Administration

General Management

Shareholding in Bharti Airtel Limited

20,000

Directorships held in other public limited companies in India

- Famy Care Limited

Membership / Chairmanship of committees in public limited companies in India

- The Catholic Syrian Bank Limited
- Bharti Airtel Limited – Audit Committee (Chairman)
- Bharti Airtel Limited – Stakeholders Relationship Committee (Member)

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

Place: Gurgaon

Date: April 29, 2014

Mukesh Bhavnani
Group General Counsel & Company Secretary
Membership No. A3378



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ADMISSION SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

DP Id & Client Id / Regd. Folio No.*		No. of Shares	
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Name(s) and address of the member in full _____

I / we hereby record my / our presence at the Nineteenth Annual General Meeting of the Company being held on Monday, September 1, 2014 at 3.30 p.m. at Air Force Auditorium, Subroto Park, New Delhi - 110 010, India.

Please (✓) in the box

MEMBER PROXY

Signature of Member / Proxy

*Applicable for member holding shares in physical form.





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Tel: +91-11-4666 6100; Fax: +91-11-4166 6137; Email id: compliance.officer@bharti.in; Website: www.airtel.com

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

CIN: L74899DL1995PLC070609

Name of the Company: Bharti Airtel Limited

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

Name of the member(s):.....

Registered address:.....

E-mail id:.....

DP ID and Client Id / Folio No:.....

I / We, being the member (s) of shares of the above named Company, hereby appoint

1. Name:..... Address:.....

E-mail id:..... Signature:.....or failing him

2. Name:..... Address:.....

E-mail id:..... Signature:.....or failing him

3. Name:..... Address:.....

E-mail id:..... Signature:.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Nineteenth Annual General Meeting of the Company scheduled to be held on Monday, September 1, 2014 at 03.30 P.M. at Air Force Auditorium, Subroto Park, New Delhi - 110 010 or / and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2014
2. Declaration of dividend on equity shares
3. Re-appointment of Ms. Chua Sock Koong as a Director liable to retire by rotation
4. Re-appointment of Mr. Rajan Bharti Mittal as a Director liable to retire by rotation
5. Appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, as the Statutory Auditors of the Company

Special Business

6. Appointment of Sheikh Faisal Thani Al-Thani as a Director liable to retire by rotation
7. Appointment of Mr. Bernardus Johannes Maria Verwaayen as an Independent Director
8. Appointment of Mr. Vegulaparanan Kasi Viswanathan as an Independent Director
9. Appointment of Mr. Dinesh Kumar Mittal as an Independent Director
10. Appointment of Mr. Manish Santoshkumar Kejriwal as an Independent Director
11. Appointment of Ms. Obiageli Katryn Ezekwesili as an Independent Director
12. Appointment of Mr. Craig Edward Ehrlich as an Independent Director
13. Appointment of Mr. Ajay Lal as an Independent Director
14. Ratification of remuneration to be paid to M/s. R. J. Goel & Co., Cost Accountants, Cost Auditor of the Company

Signed this _____ day of _____

Signature of Member _____

Signature of Proxy holder(s) _____

Affix the revenue stamp of ₹ 1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company situated at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase - II, New Delhi - 110070 not less than 48 hours before the commencement of the Meeting.