

## **Bharti Telecom Limited**

**CIN: U32039HR1985PLC032091**

**Regd. Office:** Airtel Centre, Plot No. 16, Udyog Vihar, Phase-IV, Gurgaon, Haryana-122001  
**T.:** +91-124-4222222, **Email ID:** [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in), **Website:** [www.bhartitelecom.in](http://www.bhartitelecom.in)

### **Notice of the 39<sup>th</sup> Annual General Meeting**

Shorter Notice is hereby given that the Thirty Ninth (39<sup>th</sup>) Annual General Meeting (“AGM/ Meeting”) of the members of Bharti Telecom Limited (hereinafter to be referred as “the **Company**”), will be held on Friday, 27<sup>th</sup> day of September, 2024 at 11:00 A.M. (IST) through video conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business(es):

#### **Ordinary Business(es):**

To consider and if thought fit, to pass the following resolutions with or without modification(s) as Ordinary Resolutions:

- 1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 together with Reports of the Auditors thereon and Board of Directors.**

“Resolved that the audited standalone financial statements of the Company for the financial year ended March 31, 2024, together with the reports of Board of Directors and Auditors’ thereon be and are hereby received, considered and adopted.

Resolved further that the audited consolidated financial statements of the Company for the financial year ended March 31, 2024, together with the report of Auditors’ thereon, be and are hereby received, considered and adopted.”

- 2. To re-appoint Mr. Rajan Bharti Mittal (DIN: 00028016) as a Director liable to retire by rotation.**

“Resolved that in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, 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.”

- 3. Appointment of M/s APAS & Co. LLP, Chartered Accountants as the Joint Statutory Auditors**

“Resolved that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and in accordance with the Guidelines for Appointment of Statutory Auditors issued by the Reserve Bank of India vide Circular Ref. No. DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated April 27, 2021 (“RBI Circular”), including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, from time to time and on recommendation of Audit Committee and Board, consent of the members of the Company

be and is hereby accorded for the appointment of M/s APAS & Co. LLP, Chartered Accountants (ICAI Firm Registration Number: 000340C/C400308) as the Joint Statutory Auditors of the Company to hold office for a period of three years commencing from financial year 2024-25 i.e. from the conclusion of 39<sup>th</sup> Annual General Meeting till conclusion of the 42<sup>nd</sup> Annual General Meeting of the Company to conduct the statutory audit of the Company from financial year 2024-25 till 2026-27 subject to meeting the eligibility norms as may be prescribed by the RBI or any regulatory authority at all time during their tenure as Joint Statutory Auditors, at such remuneration and out of pocket expenses as mentioned in explanatory statement and as may be mutually agreed between the Board of Directors of the Company and the respective Joint Statutory Auditors, on the basis of the recommendation of the Audit Committee.

Resolved further that for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall be deemed to include any Committee constituted or to be constituted by the Board or any person(s) authorised by the Board in this regard) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/scope of work of the Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, etc. without being required to seek any further consent or approval of the members of the Company."

#### **4. Appointment of M/s Bansal & Co. LLP, Chartered Accountants as the Joint Statutory Auditors**

"Resolved that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and in accordance with the Guidelines for Appointment of Statutory Auditors issued by the Reserve Bank of India vide Circular Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ("RBI Circular"), including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, from time to time and on recommendation of Audit Committee and Board, consent of the members of the Company be and is hereby accorded for the appointment of M/s Bansal & Co. LLP, Chartered Accountants (ICAI Firm Registration Number: 001113N/N500079) as the Joint Statutory Auditors of the Company to hold office for a period of two years commencing from financial year 2024-25 i.e. from the conclusion of 39<sup>th</sup> Annual General Meeting till conclusion of the 41<sup>st</sup> Annual General Meeting of the Company to conduct the statutory audit of the Company from financial year 2024-25 till 2025-26 subject to meeting the eligibility norms as may be prescribed by the RBI or any regulatory authority at all time during their tenure as Joint Statutory Auditors, at such remuneration and out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the respective Joint Statutory Auditors, on the basis of the recommendation of the Audit Committee.

Resolved further that for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall be deemed to include any Committee constituted or to be constituted by the Board or any person(s) authorised by the Board in this regard) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem

necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/scope of work of the Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work due to amendment in Accounting Standards or regulations and such other statutory requirements resulting in the change in scope of work, etc. without being required to seek any further consent or approval of the members of the Company.”

**Special Business:**

**5. To re-appoint Mr. Devendra Khanna (DIN 01996768) as a Managing Director of the Company**

To consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the members be and is hereby accorded for the re-appointment of Mr. Devendra Khanna (DIN 01996768), as Managing Director of the Company, without any remuneration for a period of five (5) years with effect from October 01, 2024 and he shall not liable to retire by rotation.

Resolved further that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Registered Office:**

**Airtel Centre, Plot No. 16,  
Udyog Vihar, Phase - IV,  
Gurgaon, Haryana - 122001, India  
CIN: U32039HR1985PLC032091  
E-mail ID: [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in)**

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

**Sd/-  
Rohit Krishan Puri  
Company Secretary  
Membership No. A19779**

**Place: New Delhi  
Date: May 29, 2024**

## 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 Item No. 3 to 5 of this Notice of AGM ('Notice'), is annexed herewith.
2. In compliance with provisions of section 101 of the Companies Act 2013, the consent from the requisite shareholders for convening the AGM at a shorter notice is being received by the Company.
3. In accordance with the provisions of the Companies Act, 2013 ("Act") read with the Rules made thereunder and General Circular No. 09/2023 dated September 25, 2023, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by SEBI ("SEBI Circular"), companies are allowed to hold AGM through video conference / other audio visual means ("VC / OAVM") upto September 30, 2024, without the physical presence of members. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), SEBI Circular and MCA Circulars, the AGM of the Company is being held through Video Conferencing ('VC'). The deemed venue for this AGM shall be the Registered Office of the Company.
3. Since the AGM is being held through VC, physical attendance of the Members is not required in terms of MCA Circulars. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the AGM venue is also not required.
4. 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 show of hands or by poll, as the case may be, for participation and voting during the AGM.

Body corporates are entitled to appoint authorized representative(s) to attend the AGM through VC and to cast their votes at the AGM. In this regard, the body corporates are required to send a certified copy of the Board Resolution / Authorization Letter / Power of Attorney authorizing their representative(s) to attend the meeting and vote on their behalf. The said resolution / letter / power of attorney shall be sent by the body corporate through its registered e-mail Id to the Company at [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in).

6. The notice of the AGM for the financial year 2023-24 is also available on the website of the Company ([www.bhartitelecom.in](http://www.bhartitelecom.in)) in compliance with the MCA Circulars.

**ELECTRONIC DISPATCH OF NOTICE OF AGM, ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT AND NOTICE OF AGM**

7. In accordance with the MCA Circulars and SEBI Circular:
- a) The notice of AGM along with the Annual Report for the Financial Year 2023-24 is being sent to the Members, trustees of debenture holders and to all other persons so entitled in electronic mode only, whose email addresses has been registered with the Company / Depository Participants ('DPs') / Depository / KFin Technologies Limited ('KFIN'), Company's Registrar and Share Transfer Agent. Members are requested to verify / update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form and with KFIN, in case the shares are held in physical form.
  - b) Those Members who have not yet registered their email addresses and consequently, have not received the notice and the Annual Report, are requested to get their email addresses and mobile numbers registered with KFIN at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), by following the guidelines mentioned below.
    - i. Members holding shares in physical mode are hereby notified that pursuant to 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.  
  
ISR 1 Form can be downloaded at the following:  
<https://ris.kfintech.com/clientservices/isc/default.aspx> Detailed FAQ can be found on the link: <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.
8. The notice of AGM along with Annual Report will be sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on September 06, 2024.

**PROCEDURE FOR JOINING THE AGM THROUGH VC**

9. The Company is providing VC facility to its members for joining / participating at the AGM. Members may join the meeting through Desktops, Laptops, Smartphones, Tablets and iPads. Further, members are requested to use Internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is

therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

10. The weblink to attend the AGM through VC shall be sent separately. The VC facility will allow two-way teleconferencing or webex for the ease of participation of the members and other participants.
11. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and will continue till the conclusion of the AGM. Large shareholders (Shareholders holding 2% or more shareholding), Promoters, Directors, Key Managerial Personnel, Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors are encouraged to attend the AGM.
12. The Chairman shall be appointed in accordance with the Section 104 of the Act read with the MCA General Circular No. 14/2020, dated 08 April, 2020 and Articles of Association of the Company.
13. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company.
15. In case of any query relating to the procedure for attending AGM through VC or for any technical assistance, the members may call Mr. Rohit Krishan Puri, Company Secretary on +91 11 4666 6100 and e-mail at [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in).

#### **PROCEDURE FOR VOTING DURING THE AGM**

16. Voting shall be conducted by show of hands, unless a demand for poll is made by any member in accordance with Section 109 of the Act.
17. During the AGM held through VC facility, where a poll is demanded on any item, the members shall cast their vote on the resolutions only by sending email(s) to [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in) through their email addresses which are registered with the Company. In case the counting of votes requires time, the said meeting may be adjourned for and resumed after 15 minutes to declare the result. The Chairman shall regulate the process of poll through email.

#### **PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:**

18. Members or participants having any question on agenda item proposed in the notice of AGM are requested to send their queries at least one day prior to the date of AGM at [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in), to enable the Company to collect the relevant information

and redress the queries.

**PROCEDURE FOR INSPECTION OF DOCUMENTS:**

19. All documents referred to in the notice and explanatory statement will be available electronically for inspection without any fee by the members from the date of circulation of this notice and up to the date of AGM. Members seeking to inspect such documents can send an email to [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in).
20. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and all the documents referred to in the Notice and explanatory statement will be available electronically for inspection by the members during the AGM.

**OTHER INFORMATION:**

21. Information regarding particulars of the Director to be re-appointed/appointed requiring disclosures in terms of Secretarial Standard 2 on 'General Meetings' issued by the Institute of Company Secretaries of India, is given in this notice. The directorships held by the Director considered for the purpose of disclosure do not include the directorships held in foreign companies.
22. Members, who hold equity shares in physical form are requested to address all correspondence concerning transmissions, sub-division, consolidation of shares, issuance of duplicate share certificate or any other share related matters and / or change in address, furnishing of details of their bank accounts or updation thereof to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Karvy Selenium Tower B, Plot number 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, India and Members, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.
23. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him / them shall vest in the event of his / their unfortunate death. Accordingly, the nomination form may be filed with the concerned Depository Participant in respect of dematerialized shares.

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

**Item No. 3 & 4**

**Appointment of APAS & Co. LLP, Chartered Accountants (ICAI Firm Registration Number: 000340C/C400308) and M/s Bansal & Co. LLP, Chartered Accountants (ICAI Firm Registration Number: 001113N/N500079) as Joint Statutory Auditors of the Company**

The Reserve Bank of India vide Circular dt. April 27, 2021 had issued 'Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)' on April 27, 2021 ("**RBI Circular**"). These Guidelines provide necessary instructions relating to appointment of SCAs/SAs, the number of auditors, their eligibility criteria, tenure and rotation, etc. while ensuring the independence of auditors.

**As per above said RBI Circular, an audit firm can be appointed for a continuous period of three years (counted as one tenure) only and shall not be eligible for re-appointment in the same entity for next six years (two tenures) after completion of one tenure of three years.**

In compliance with the above, J C Bhalla & Co., Chartered Accountants (Firm Registration No. 001111N) were appointed as the Statutory Auditors of the Company to hold office for a period of three years from the conclusion of 36<sup>th</sup> Annual General Meeting (AGM) held in the year 2021 until the conclusion of the 39<sup>th</sup> AGM of the Company to be held in the year 2024. Accordingly, their tenure shall end at the conclusion of the forthcoming AGM of the Company.

In order to comply with the requirements of the RBI Circular, the Board of Directors of the Company on recommendation of Audit Committee has recommended the appointment of **APAS & Co. LLP, Chartered Accountants (ICAI Firm Registration Number: 000340C/C400308)** as Joint Statutory Auditors of the Company for a period of three consecutive years from the conclusion of 39<sup>th</sup> AGM until the conclusion of the 42<sup>nd</sup> AGM of the Company to be held in the year 2027, subject to meeting the eligibility norms as may be prescribed by the RBI or any regulatory authority every year. The first year of audit will be of the financial statements for the year ending March 31, 2025, which will include the audit /limited review of the quarterly financial results for the year.

Further, the abovementioned RBI Circular also provide that all NBFCs with an Asset Size of more than Rs. 15000 Crs. are required to get the Statutory Audit conducted by minimum two audit firms (Joint Audit). In order to comply with the requirements of the RBI Circular, subsequent to the closure of the financial year 2023-24, **Bansal & Co. LLP, Chartered Accountants (Firm Registration No. 001113N/N500079)** were appointed as Joint Statutory Auditors for conducting the Audit for the FY 2023-24 to 2025-26. The members in its Extra-Ordinary General Meeting held on May 02, 2024 approved their appointment to conduct the statutory audit for the financial year ended March 31, 2024 and to hold office upto the conclusion of ensuing 39<sup>th</sup> AGM.

The Board of Directors of the Company on recommendation of Audit Committee has



recommended the appointment of Bansal & Co. LLP, Chartered Accountants (ICAI Firm Registration Number: 001113N/N500079) as Joint Statutory Auditors of the Company for a further period of two consecutive years from the conclusion of 39<sup>th</sup> AGM until the conclusion of the 41<sup>st</sup> AGM of the Company to be held in the year 2026, subject to meeting the eligibility norms as may be prescribed by the RBI or any regulatory authority at all time during their tenure as Joint Statutory Auditors. The first year of audit will be of the financial statements for the year ending March 31, 2025, which will include the audit / limited review of the quarterly financial results for the year.

The Board and Audit Committee considered various parameters like capability to serve financial services industry in which the Company operate, audit experience, market standing of the firm, clientele served, technical knowledge, independence etc., and found APAS & Co. LLP and Bansal & Co. LLP to be best suited to handle the scale, diversity and complexity associated with the audit of the standalone and consolidated financial statements of the Company.

Considering the above, the Board and Audit Committee are of the view that appointment of APAS & Co. LLP and Bansal & Co. LLP, as Joint Statutory Auditors of the Company will be beneficial to the Company, shareholders and other stakeholders as well and therefore recommends their appointment as the Joint Statutory Auditors of the Company for the tenure as mentioned in Item No 3 & 4.

APAS & Co. LLP and Bansal & Co. LLP, have conveyed their consent to be appointed as Joint Statutory Auditors of the Company along with necessary eligibility certificate/disclosure/confirmation in terms of the Act and RBI Circular, confirming that they are not disqualified to be appointed as Joint Statutory Auditors.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in this Notice.

The Board recommends the resolutions as mentioned at item no. 3 and 4 above for approval of the Members by way of ordinary resolutions.

#### **Item No. 5**

Mr. Devendra Khanna was re-appointed as Managing Director of the Company for a period of five years w.e.f. October 1, 2019, vide resolution passed by the shareholders in the 34<sup>th</sup> Annual General Meeting of the Company held on September 30, 2019 for a period of five years i.e. upto September 30, 2024.

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company recommends the reappointment of Mr. Devendra Khanna as a Managing Director, without any remuneration, for a further term of 5 years i.e. from October 01, 2024 to September 30, 2029. The Board of Directors is of the opinion that it will be in the best interest of the Company that Mr. Devendra Khanna continues as the Managing Director of the Company.

Mr. Devendra Khanna is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be re-appointed as a Managing Director of the

Company.

In terms of the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and relevant provisions of Articles of Association of the Company, re-appointment of the Managing Director requires approval of the shareholders by way of an ordinary resolution and accordingly Board recommends the passing of resolution under item no. 5 for approval of the shareholders as an Ordinary Resolution.

In terms of Article 145 of the Articles of Association, he shall not, whilst holding such office, be subject to retirement by rotation.

The Articles of Association of the Company, relevant resolutions passed at the Board and Committee Meetings and other allied documents being referred in the notice and explanatory statement, are available for inspection electronically. Members seeking to inspect such documents can send an email to [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in) on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM.

Except Mr. Devendra Khanna and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of the Notice.

Brief particulars of profile of Mr. Devendra Khaana is given below and detailed profile is available on [www.bhartitelecom.in](http://www.bhartitelecom.in). The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Act.

*Devendra Khanna is a Non-Executive Director on the Board of our Company. He is an associate member of the Institute of Chartered Accountants of India. In the past, he has been associated with Triveni Engineering & Industries Limited. He is currently the joint managing director at Bharti Enterprises. He has over 35 years of experience inclusive of over 19 years of experience in telecommunication sector.*

**Registered Office:**

Airtel Centre, Plot No. 16,  
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CIN: U32039HR1985PLC032091  
E-mail ID: [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in)

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

**Sd/-  
Rohit Krishan Puri  
Company Secretary  
Membership No. A19779**

**Place: New Delhi**

**Date: May 29, 2024**

**Information of Directors who are being appointed/ re-appointment at this AGM, pursuant to the Listing Regulations, applicable provisions of the Companies Act, 2013 and Secretarial Standards-2, as on the date of Notice:**

<b>Name</b>	Mr. Rajan Bharti Mittal	Mr. Devendra Khanna
<b>Director Identification Number (DIN)</b>	00028016	01996768
<b>Date of Birth</b>	January 05,1960	July 14, 1960
<b>Age (in Years)</b>	64 years	64 years
<b>Original date of appointment</b>	March 16, 1989	October 1, 2014
<b>Qualifications</b>	Graduate from Panjab University and an Alumnus of Harvard Business School	Chartered Accountant (CA)
<b>Experience and expertise in specific functional area</b>	Strategic Planning and Leadership Skills , Financial and Risk Management, Governance and sustainability, Industry and sector experience or knowledge and Technology and digital expertise	
<b>Terms and conditions of appointment/re-appointment and remuneration sought to be paid</b>	As per the Nomination, Remuneration and Succession Policy	As per the Nomination, Remuneration and Succession Policy
<b>Remuneration last drawn</b>	Nil	Nil
<b>No. of Board Meetings attended during the year</b>	6 out of 6	5 out of 6
<b>Shareholding in Bharti Telecom Limited</b>	Nil	Mr. Devendra Khanna, holds 1 share as a nominee of Bharti Enterprises (Holding) Private Limited.
<b>Shareholding in Bharti Telecom Limited as beneficial owner</b>	Nil	Nil
<b>Relationship with other Directors, Managers and Other Key Managerial Personnel</b>	Brother of Mr. Sunil Bharti Mittal	None
<b>Directorships held in other Indian companies as on date</b>	<ul style="list-style-type: none"> <li>➤ Marico Limited</li> <li>➤ Global Health Limited</li> <li>➤ Bharti Land Limited</li> <li>➤ Bharti Overseas Private Limited</li> <li>➤ Bharti (RBM) Services Private Limited</li> <li>➤ Bharti Enterprises (Holding) Private Limited</li> <li>➤ Bharti (RBM) Trustees Private Limited</li> <li>➤ Bharti (RBM) Resources Private Limited</li> <li>➤ Bharti (Satya) Trustees Private Limited</li> <li>➤ Satya Bharti Foundation</li> <li>➤ Indus Towers Limited</li> <li>➤ Bharti RBM Trustees S2 Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>➤ Akshram Trustees Private Limited</li> <li>➤ Dixon Electro Appliances Private Limited</li> <li>➤ Bharti (SBM) Holdings Private Limited</li> <li>➤ Bharti (SBM) Resources Private Limited</li> <li>➤ Bharti Enterprises (Holding) Private Limited</li> <li>➤ Bharti Enterprises Limited</li> <li>➤ Gourmet Investments Private Limited</li> <li>➤ Bharti SBM Trustees II Private Limited</li> <li>➤ Bharti (SBM) Services Private Limited</li> <li>➤ Bharti (SBM) Trustees Private Limited</li> <li>➤ Satya Bharti Foundation</li> </ul>

	<ul style="list-style-type: none"> <li>➤ Bharti RBM Trustees II Private Limited</li> <li>➤ Bharti RBM Holdings Private Limited</li> <li>➤ Bharti RBM Trustees S1 Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>➤ Bharti SBM Trustees S2 Private Limited</li> <li>➤ Bharti SBM Trustees D1 Private Limited</li> <li>➤ Bharti Hexacom Limited</li> <li>➤ Bharti SBM Trustees S1 Private Limited</li> </ul>
<b>Membership/Chairmanship of committees in other Indian companies as on date.</b>	<p><b>Indus Towers Limited</b></p> <ul style="list-style-type: none"> <li>➤ Stakeholders' Relationship Committee – Member</li> <li>➤ Corporate Social Responsibility Committee – Member</li> <li>➤ HR, Nomination and Remuneration Committee – Member</li> </ul> <p><b>Global Health Limited</b></p> <ul style="list-style-type: none"> <li>➤ Nomination and Remuneration Committee – Member</li> <li>➤ Corporate Social Responsibility Committee – Member</li> <li>➤ Stakeholders' Relationship Committee – Member</li> </ul> <p><b>Marico Limited</b></p> <ul style="list-style-type: none"> <li>➤ Nomination and Remuneration Committee – Member</li> </ul> <p><b>Bharti Enterprises (Holding) Private Limited</b></p> <ul style="list-style-type: none"> <li>➤ Corporate Social Responsibility Committee – Member</li> </ul> <p><b>Bharti (RBM) Holdings Private Limited</b></p> <ul style="list-style-type: none"> <li>➤ Corporate Social Responsibility Committee – Chairman</li> </ul>	<p><b>NIL</b></p>
<b>Equity listed entities from which the person has resigned as Director in past three years</b>	<p>None</p>	<p>None</p>