

This is only an advertisement for information purposes and not for publication, distribution or release directly or indirectly outside India. This is not a prospectus announcement. All capitalized terms used and not defined herein shall have the meaning assigned to them in the Letter of Offer dated April 19, 2019 (the "Letter of Offer" or "LOF") filed with the Stock Exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges" and the Securities and Exchange Board of India ("SEBI").



# BHARTI AIRTEL LIMITED

Our Company was originally incorporated as 'Bharti Tele-Ventures Limited' on July 7, 1995 at New Delhi, as a public limited company under the Companies Act, 1956 and a certificate of incorporation was granted to our Company by Registrar of Companies, National Capital Territory of Delhi and Haryana ("RoC"). Our Company received the certificate of commencement of business from the RoC on January 18, 1996. Subsequently, the name of our Company was changed to 'Bharti Airtel Limited' pursuant to which a fresh certificate of incorporation was granted on April 24, 2006 by the RoC. For details of change in our name and the registered office of our Company, see "History and Corporate Structure" on page 103 of the LOF.

**Registered and Corporate Office:** Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi 110 070, India, Tel: +91 11 4666 6100; **Contact Person:** Mr. Rohit Krishan Puri, Deputy Company Secretary and Compliance Officer; Tel: +91 11 4666 6100; E-mail: compliance.officer@bharti.in; **Website:** www.airtel.in; **Corporate Identity Number:** L74899DL1995PLC070609

## PROMOTER OF OUR COMPANY: BHARTI TELECOM LIMITED

**ISSUE OF UP TO 1,133,591,075 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 220 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 215 PER RIGHTS EQUITY SHARE) AGGREGATING UP TO ₹ 249,390.04 MILLION ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 19 RIGHTS EQUITY SHARES FOR EVERY 67 EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY (THE "ISSUE") ON THE RECORD DATE, THAT IS, APRIL 24, 2019 (THE "RECORD DATE").**

## NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF BHARTI AIRTEL LIMITED (THE "COMPANY" OR THE "ISSUER")

**ISSUE OPENED ON:  
FRIDAY, MAY 3, 2019**

**LAST DATE FOR REQUEST FOR SPLIT APPLICATION FORMS:  
FRIDAY, MAY 10, 2019**

**ISSUE CLOSES ON:  
FRIDAY, MAY 17, 2019**

**ASBA\***

**Simple, Safe, Smart way of making an application - Make use of it !!!**

\*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details check section on ASBA below.

Please note that in accordance with Regulation 76 of the SEBI ICDR Regulations read with the provisions of the SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011 and the SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, all Applicants/ Investors other than Retail Individual Investors complying with the eligibility conditions under Regulation 76 of the SEBI ICDR Regulations must mandatorily invest in the Issue through the ASBA process, unless otherwise permitted by regulatory authorities or under applicable law. All Retail Individual Investors complying with such eligibility conditions have the option to apply through the ASBA process or the non-ASBA process. Eligible Equity Shareholders who have renounced their Rights Entitlement in part, Renounees and Eligible Equity Shareholders holding Equity Shares in physical form are not eligible ASBA Investors and must apply for Rights Equity Shares only through the non-ASBA process, irrespective of the Application amounts/Applicant category. ASBA Investors should note that the ASBA process involves application procedures that may be different from the procedure applicable to non-ASBA process. ASBA Investors should carefully read the provisions applicable to such applications before making their application through the ASBA process. For details, see the Abridged Letter of Offer dated April 19, 2019 ("ALOF") and the "Terms of the Issue - Procedure for Application through the ASBA Process" on page 318 of the LOF.

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA applications may be submitted at all Designated Branches of the SCSBs. Further, in terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by SCSBs on own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s).

**APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):** Investors may apply through the ASBA process subject to the compliance of conditions for being an ASBA Investor. The ASBA Investor is required to fill the Composite Application Form ("CAF") and submit the same to the SCSB. The SCSB will block the amount in the ASBA account as per the authority contained in the CAF and undertake other tasks as per the specified procedure. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar, our Company and the Lead Managers, to the respective SCSB. For details on the ASBA process, please refer to the details given in CAF and ALOF and also please refer to the section "Terms of the Issue - Procedure for Application through the ASBA Process" on page 318 of the LOF. The list of banks which have been notified by SEBI to act as SCSBs for the ASBA process is provided on <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on Designated Branches of SCSBs collecting the CAFs, please refer to the above mentioned SEBI link.

**ELIGIBLE EQUITY SHAREHOLDERS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH APPLICANT ON THE RECORD DATE.**

**SINCE ALLOTMENT IN THIS ISSUE WILL OCCUR SUBSEQUENT TO MAY 10, 2019, THE ENTITLEMENT OF RIGHTS EQUITY SHARES TO BE ALLOTTED TO THE APPLICANTS WHO HAVE APPLIED FOR ALLOTMENT OF THE RIGHTS EQUITY SHARES IN PHYSICAL FORM WILL BE KEPT IN ABEYANCE IN ELECTRONIC MODE BY OUR COMPANY UNTIL THE APPLICANTS PROVIDE DETAILS OF THEIR DEMAT ACCOUNT PARTICULARS TO THE REGISTRAR.**

**DISPATCH OF ALOF AND CAF:** The dispatch of ALOF along with CAF for the Issue has been completed by Registrar to the Issue, viz., KARYV FINTECH PRIVATE LIMITED ("Registrar") through Speed Post / Registered Post on April 27, 2019, to the Eligible Equity Shareholders of our Company whose names appeared in the Register of Members/Beneficial Owners of our Company, on the Record Date, i.e., Wednesday, April 24, 2019, and who have provided an Indian address to our Company.

**NON-ASBA APPLICATIONS:** In case of non-ASBA application, the CAF duly completed together with the amount payable on application must be deposited with the collection centres of Bankers to the Issue indicated on the reverse of the CAF, and not with the Lead Managers or our Company, before the close of banking hours on or before the Issue Closing Date, i.e., Friday, May 17, 2019. Separate cheque/demand draft must accompany each CAF.

Resident Investors residing at places other than the places where the collection centres have been opened by our Company should send their completed CAF by registered post to the Registrar along with an account payee cheque/demand draft payable at Hyderabad for the full application amount, net of bank and postal charges drawn in favour of "BHARTIAIRTEL - RIGHTS ISSUE - ESCROW COLLECTION - R" crossed "A/c Payee only" and payable at par so as to reach them on or before the Issue Closing Date, i.e., Friday, May 17, 2019. Non-resident Investors applying from places other than places where the bank collection centres have been opened by our Company are requested to send their CAFs together with demand draft payable at Hyderabad for the full application amount, net of bank and postal charges drawn in favour of "BHARTIAIRTEL - RIGHTS ISSUE - ESCROW COLLECTION - NR" crossed "A/c Payee only" payable at par, in case of non-resident Investors applying on non-repatriation basis, directly to the Registrar by registered post so as to reach them on or before the Issue Closing Date, i.e., Friday, May 17, 2019. Such application sent to anyone other than Registrar or submitted to/with the collection centre of the Bankers to the Issue is liable to be rejected. If any portion of the CAF is detached or separated, such application is liable to be rejected.

**AVAILABILITY OF DUPLICATE CAF:** In case the original CAF is not received, or is misplaced by the Eligible Equity Shareholder, the Registrar will issue a duplicate CAF on the request of the Investor who should furnish the registered folio number or DP and Client ID number and his/ her full name and Indian address to the Registrar. However, if the Registrar receives any request for issue of duplicate CAF from Eligible Equity Shareholders having return addresses situated in the United States, the Registrar shall duly forward the requests to our Company and shall not be responsible for dispatch of duplicate CAF to such Eligible Equity Shareholders. Please note that the request for duplicate CAF should reach the Registrar at least seven days prior to the Issue Closing Date. Please note that those who are making the application in the duplicate CAF should not utilize the original CAF for any purpose including renunciation, even if it is received or found, as the case may be, subsequently. If the investor violates such requirements, he/ she shall face the risk of rejection of both the Applications. Our Company or the Registrar or the Lead Managers will not be responsible for postal delays or loss of duplicate CAF in transit, if any.

**APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS:** An Eligible Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF and who is eligible to apply under the ASBA process may make an Application to subscribe to the Issue on plain paper and the Eligible Equity Shareholders should submit the same with the SCSB. Applications on plain paper will not be accepted from any address outside India.

The envelope should be superscribed "Bharti Airtel Limited - Rights Issue" and should be postmarked in India. The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with our Company or the Depositories, must reach the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of the Company, being Bharti Airtel Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders; 3. Registered DP and Client ID No.; 4. Number of Equity Shares held as on Record Date in dematerialised form only; 5. Allotment option - only dematerialised form; 6. Number of Rights Equity Shares entitled to; 7. Number of Rights Equity Shares applied for within the Rights Entitlement; 8. Number of additional Rights Equity Shares applied for, if any; 9. Total number of Rights Equity Shares applied for; 10. Total amount paid at the rate of ₹ 220 per Rights Equity Share; 11. Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB; 12. In case of NR Eligible Equity Shareholders making an application from an Indian address, details of the NRE/FCNR/NRO Account such as the account; 13. Except for applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Applicant (in case of joint holders, to appear in the same sequence and order as they appear in the records of our Company or the Depositories); 16. Any approval obtained from the RBI where the Application will result in increase in shareholding of the Applicant in excess of 5% of the post-Issue paid-up Equity Share capital of our Company. For more details, see "Terms of the Issue - Application on Plain Paper under ASBA process" on page 320 of the LOF.

The list of banks which have been notified by SEBI to act as SCSBs for the ASBA process are provided at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on Designated Branches of SCSB collecting the ASBA application, please refer the aforesaid SEBI link.

**APPLICATION ON PLAIN PAPER (NON-ASBA):** An Eligible Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, along with an account payee cheque/ demand draft payable at Hyderabad, net of bank and postal charges payable at par and the Investor should send the same by registered post directly to the Registrar to the Issue. For details of the mode of payment, see "Terms of the Issue - Modes of Payment" on page 332 of the LOF. Applications on plain paper from any address outside India will not be accepted.

The envelope should be superscribed "Bharti Airtel Limited - Rights Issue" and should be postmarked in India. The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with our Company or the Depositories, must reach the office of the Registrar before the Issue Closing Date and should contain the following particulars:

1. Name of the Company, being Bharti Airtel Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders; 3. Registered Folio Number/DP and Client ID No.; 4. Number of Equity Shares held as on Record Date; 5. Share certificate numbers and distinctive numbers of Equity Shares, if held in physical form; 6. Allotment option preferred - physical or dematerialised form; 7. Number of Rights Equity Shares entitled to; 8. Number of Rights Equity Shares applied for within the Rights Entitlement; 9. Number of additional Rights Equity Shares applied for, if any; 10. Total number of Rights Equity Shares applied for; 11. Total amount paid at the rate of ₹ 220 per Rights Equity Share; 12. Particulars of cheque/demand draft; 13. Savings or current account number and name and address of the bank where the Eligible Equity Shareholder will be depositing the refund order. In case of Equity Shares held in dematerialised form, the Registrar shall obtain the bank account details from the information available with the Depositories; 14. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue; 15. If the payment is made by a draft purchased from NRE or FCNR or NRO Account, as the case may be, an account debit certificate from the bank issuing the draft confirming that the draft has been issued by debiting the NRE or FCNR or NRO Account; 16. Signature of the Applicant (in case of joint holders, to appear in the same sequence and order as they appear in the records of our Company or the Depositories); 17. Any approval obtained from the RBI where the Application will result in increase in shareholding of the Applicant in excess of 5% of the post-Issue paid-up Equity Share capital of our Company. For more details, see "Terms of the Issue - Application on Plain Paper under non-ASBA process" on page 330 of the LOF.

Please note that Eligible Equity Shareholders who are making the application otherwise than on CAF shall not be entitled to renounce their Right Entitlement and should not utilise the original CAF for any purpose including renunciation even if it is received/found subsequently. If the Eligible Equity Shareholder violates such requirements, he/ she shall face the risk of rejection of both the applications. Our Company shall refund such application amount to the Eligible Equity Shareholder without any interest thereon and no liability shall arise on part of our Company, Lead Managers and our Directors. In cases where multiple CAFs are submitted, including cases where an investor submits CAFs along with a plain paper application, such applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper application format will be available on the website of the Registrar at [www.karyvfintech.com](http://www.karyvfintech.com).

**OVERSEAS SHAREHOLDERS:** The distribution of the LOF, ALOF or CAFs or any other offering material and the issue of Rights Equity Shares, to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the LOF, ALOF or CAF or any other offering material may come are required to inform themselves about and observe such restrictions. Our Company is making the Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the LOF, ALOF and CAFs to such shareholders who have provided an Indian address. Those overseas shareholders who do not update our Company with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the LOF, ALOF and CAFs, shall not be sent the LOF, ALOF and CAFs. No action has been or will be taken to permit this Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlement or Rights Equity Shares may not be offered or sold, directly or indirectly, and the LOF, ALOF and CAFs may not be distributed in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction.

For further details, see section "Notice to Overseas Investors" on page 8 of the LOF.

**The LOF, ALOF and CAF shall be dispatched to non-resident Eligible Equity Shareholders at their Indian address only as provided to our Company.**

### NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "US Securities Act"), or any US State Securities laws and may not be offered, sold, resold or otherwise transferred within the United States, except in a transaction exempt from the registration requirements of the US Securities Act. The Rights Entitlements and Rights Equity Shares referred to in this letter of offer are being offered in offshore transactions outside the United States in compliance with Regulation S under the US Securities Act ("Regulation S") and the United States to "Qualified Institutional Buyers" (as defined in rule 144A under the US Securities Act) ("QIBs") in transactions exempt from the registration requirements of the US Securities Act. The offering to which this Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States or as a solicitation therein of an offer to buy any of the said securities, except in each case to persons in the United States who are QIBs. Accordingly, you should not forward to or transmit this letter of offer in or into the United States at any time.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made (other than persons in the United States who are QIBs). Envelopes containing a CAF should not be postmarked in the United States or otherwise dispatched from the United States (other than from persons in the United States who are QIBs) or any other jurisdiction where it would be illegal to make an offer under this Letter of Offer. Our Company is making the Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Letter of Offer or Abridged Letter of Offer and CAF only to Eligible Equity Shareholders who have provided an Indian address to our Company.

Any person who acquires Rights Entitlements or Rights Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of this Letter of Offer, that (i) it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made, or (ii) it is a QIB in the United States, and, in each case is authorized to acquire the Rights Entitlement and the Rights Equity Shares in compliance with all applicable laws and regulations. Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any CAF which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States (unless the CAF is submitted by a QIB in the United States); (ii) does not include the relevant certification set out in the CAF to the effect that the person accepting and/or renouncing the CAF does not have a registered address (and is not otherwise located) in the United States (unless the CAF is submitted by a QIB in the United States); and such person is complying with laws of jurisdictions applicable to such person in connection with the Issue, among others; (iii) where a registered Indian address is not provided; or (iv) where our Company believes acceptance of such CAF may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such CAFs.

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in CAF or a plain paper Application is May 17, 2019, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application together with the amount payable is either (i) not blocked with an SCSB by ASBA Investors; or (ii) not received by the Banker to the Issue or the Registrar in case of non-ASBA Investors on or before the close of banking hours on the Issue Closing Date or such other date as may be extended by our Board or any committee thereof, the invitation to offer contained in the LOF shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Rights Equity Shares thereby offered, as provided under the section "Terms of the Issue - Basis of Allotment" on page 339 of the LOF.

**APPLICANTS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.**

**LISTING:** The existing Equity Shares of our Company are listed on the BSE and the NSE. Our Company has received "in-principle" approvals from BSE and NSE for listing the Rights Equity Shares through their letters dated March 22, 2019 and March 20, 2019, respectively. For the purposes of the Issue, the Designated Stock Exchange is BSE.

**DISCLAIMER CLAUSE OF SEBI:** It is to be distinctly understood that submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The investors are advised to refer to the full text of the "Other Regulatory and Statutory Disclosures - Disclaimer Clause of SEBI" on page 304 of the LOF.

**DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange):** It is to be distinctly understood that the permission given by BSE should not, in anyway, be deemed or construed that the LOF has been cleared or approved by BSE; nor does it in any manner, warrant, endorse or certify the correctness or completeness of any of the contents of the LOF. The investors are advised to refer to the full text of the "Other Regulatory and Statutory Disclosures - Disclaimer Clause of BSE" on page 307 of the LOF.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by the NSE should not, in anyway be deemed or construed that the LOF has been cleared or approved by the NSE nor does it certify the correctness or completeness of any of the contents of the LOF. The investors are advised to refer to the full text of the "Other Regulatory and Statutory Disclosures - Disclaimer Clause of NSE" on page 307 of the LOF.

**BANKERS TO THE ISSUE/ ESCROW COLLECTION BANKS:** Axis Bank Limited and HDFC Bank Limited.

**REFUND BANK:** Axis Capital Limited.

**PLEASE REFER TO THE REVERSE OF THE CAF FOR THE DETAILS OF THE BANKERS TO THE ISSUE AND ITS COLLECTION CENTRES. INVESTORS ARE ADVISED TO REFER TO THE LOF AND THE RISK FACTORS CONTAINED THEREIN BEFORE APPLYING IN THE ISSUE.**

**AVAILABILITY OF THE LOF:** The LOF is available on the website of the Lead Managers viz. [www.axiscapital.co.in](http://www.axiscapital.co.in), [www.jpiml.com](http://www.jpiml.com), [www.goldmansachs.com](http://www.goldmansachs.com), [www.hsbc.co.in/12/corporate/equities-global-investment-banking](http://www.hsbc.co.in/12/corporate/equities-global-investment-banking) and [www.icicisecurities.com](http://www.icicisecurities.com) and on website of BSE and NSE viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on SEBI's website at [www.sebi.gov.in](http://www.sebi.gov.in) and a copy of the same can be downloaded from these websites.

### LEAD MANAGERS TO THE ISSUE

### REGISTRAR TO THE ISSUE

| <b>AXIS CAPITAL</b>                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>J.P.Morgan</b>                                                                                                                                                                                                                                                                                                                                                                                                      | <b>Goldman Sachs</b>                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>HSBC</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>ICICI Securities</b>                                                                                                                                                                                                                                                                                                                                                                                                               | <b>KARYV FINTECH</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Axis Capital Limited</b><br>1st Floor, Axis House, C-2, Wadia International Centre<br>Pundurang Budhkar Marg, Worli Mumbai 400 025<br>Maharashtra, India<br>Tel: +91 22 4325 2183<br>E-mail: bal.rights@axiscap.in<br>Website: <a href="http://www.axiscapital.co.in">www.axiscapital.co.in</a><br>Investor Grievance E-mail: complaints@axiscap.in<br>Contact Person: Ms. Kanika Sarawgi / Ms. Mayuri Arya<br>SEBI Registration Number: INM000012029 | <b>J.P. Morgan India Private Limited</b><br>J.P. Morgan Towers<br>Off CST Road, Kalina, Santacruz East<br>Mumbai 400 098<br>Maharashtra, India<br>Tel: +91 22 6157 3000<br>E-mail: BALRIGHTS_2019@jpmorgan.com<br>Investor Grievance E-mail: investorsmb.jpiml@jpmorgan.com<br>Website: <a href="http://www.jpiml.com">www.jpiml.com</a><br>Contact Person: Mr. Shagun Gupta<br>SEBI Registration Number: INM000002970 | <b>Goldman Sachs (India) Securities Private Limited</b><br>Rational House<br>951-A, Appasaheb Marathe Marg, Prabhadevi<br>Mumbai 400 025<br>Maharashtra, India<br>Tel: +91 22 6616 9000<br>E-mail: gsbhartiartelrights@gs.com<br>Investor Grievance E-mail: india-client-support@gs.com<br>Website: <a href="http://www.goldmansachs.com">www.goldmansachs.com</a><br>Contact Person: Mr. Rishabh Garg<br>SEBI Registration Number: INM000011054 | <b>HSBC Securities and Capital Markets (India) Private Limited</b><br>52/60, Mahatma Gandhi Road, Fort, Mumbai 400 001<br>Maharashtra, India<br>Tel: +91 22 2268 5555<br>E-mail: bhartiartelrights@hsbc.co.in<br>Investor Grievance E-mail: investor.grievance@hsbc.co.in<br>Contact Person: Ms. Sanjana Maniar<br>Website: <a href="http://www.hsbc.co.in/12/corporate/equities-global-investment-banking">www.hsbc.co.in/12/corporate/equities-global-investment-banking</a><br>SEBI Registration No.: INM000010353 | <b>ICICI Securities Limited</b><br>ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai 400 020<br>Maharashtra, India<br>Tel: +91 22 2288 2460<br>E-mail: bal.rights@icicisecurities.com<br>Investor Grievance E-mail: customercare@icicisecurities.com<br>Contact Person: Mr. Rupesh Khant / Ms. Nidhi Wangnoo<br>Website: <a href="http://www.icicisecurities.com">www.icicisecurities.com</a><br>SEBI Registration No.: INM000011179 | <b>Karyv Fintech Private Limited (formerly KCPL Advisory Services Private Limited)</b><br>Karyv Selenium Tower B, Plot No. 31 & 32<br>Financial District, Nanakramguda Serilingampally<br>Hyderabad Rangareddy 500 032<br>Telangana, India<br>Tel: +91 40 6716 2222<br>E-mail: bhartiartel.rights@karyv.com<br>Investor Grievance E-Mail: einward.ris@karyv.com<br>Website: <a href="http://www.karyvfintech.com">www.karyvfintech.com</a><br>Contact Person: Mr. M Murali Krishna<br>SEBI Registration Number: INR000000221* |

### COMPLIANCE OFFICER

**Mr. Rohit Krishan Puri**  
Deputy Company Secretary and Compliance Officer  
Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi 110 070, India  
Tel: +91 11 4666 6100; E-mail: compliance.officer@bharti.in

Investors may contact the Registrar or the Compliance Officer for any pre-Issue/post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs, giving full details such as name, address of the Applicant, contact number(s), e-mail ID of the sole/ first holder, folio number or demat account number, serial number of the CAF, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the CAF, or the plain paper application, as the case may be, was submitted by the ASBA Investors along with a photocopy of the acknowledgement slip.

\*This registration is held by the Registrar under the name "Karyv Computershare Private Limited", and SEBI has, pursuant to an e-mail confirmed that the registration shall continue to remain valid for the Registrar, in view of the amalgamation of Karyv Computershare Private Limited into the Registrar, until it obtains a fresh registration, upon SEBI granting it prior approval for the change in its shareholding pattern resulting in a change in control of Karyv Computershare Private Limited, after obtaining the previous registration transferred in its name.

### PUBLIC NOTICE

This notice is being issued pursuant to Item (4) of Schedule IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"). Our Company has filed the LOF with the Stock Exchanges and SEBI and the ALOF and the CAF have been sent to the Eligible Equity Shareholders of our Company in relation to the proposed rights issue by our Company (the "Issue"). The Eligible Equity Shareholders are requested to please note the following:

Pursuant to Regulation 33 of the SEBI Listing Regulations, the Board of Directors of our Company ("Board of Directors") in its meeting held on May 6, 2019, approved the audited financial results (standalone and consolidated) for the fourth quarter and financial year ended March 31, 2019 (collectively, the "Audited 2019 Financials"), the details of which are available on the website of the BSE at [www.bseindia.com](http://www.bseindia.com), NSE at [www.nseindia.com](http://www.nseindia.com) and on the Company's website at [www.airtel.in](http://www.airtel.in).

The Board of Directors in its meeting held on Monday, May 6, 2019, also approved a composite scheme of arrangement under Sections 230 to 232 of the Companies Act, 2013 between our Company, Bharti Airtel Services Limited, our subsidiary (collectively, the "Transferrors") and Hughes Communications India Limited and HCIL Comtel Limited (collectively, the "Transferees") in relation to the transfer of the VSAT business undertaking of the Transferrors and vesting the same with the Transferees, the details of which are available on the website of the BSE at [www.bseindia.com](http://www.bseindia.com), NSE at [www.nseindia.com](http://www.nseindia.com), and on the Company's website at [www.airtel.in](http://www.airtel.in).

This public notice is expected to be available on the respective websites of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), and the websites of the Lead Managers at [www.axiscapital.co.in](http://www.axiscapital.co.in), [www.jpiml.com](http://www.jpiml.com), [www.goldmansachs.com](http://www.goldmansachs.com), [www.hsbc.co.in/12/corporate/equities-global-investment-banking](http://www.hsbc.co.in/12/corporate/equities-global-investment-banking) and [www.icicisecurities.com](http://www.icicisecurities.com).

Information on our Company's website, or the website of the BSE and NSE or the Lead Managers, except the Audited 2019 Financials, should not be deemed to be incorporated in the Letter of Offer. The investors should not place undue reliance on such information (except for the Audited 2019 Financials) while making an investment decision to invest in the Issue. Investors should only rely on the information included in the LOF, ALOF and the CAF.

**For BHARTI AIRTEL LIMITED**

**Date:** May 8, 2019

**Place:** New Delhi

Rohit Krishan Puri  
Deputy Company Secretary and Compliance Officer

Bharti Airtel Limited (the "Company") is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, a rights issue of its Equity Shares and has filed a letter of offer dated April 19, 2019 ("LOF") with the Securities and Exchange Board of India and the Stock Exchanges. The LOF is available on the websites of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com) and on the websites of the Lead Managers to the Issue i.e. Axis Capital Limited ([www.axiscapital.co.in](http://www.axiscapital.co.in)), J.P. Morgan India Private Limited ([www.jpiml.com](http://www.jpiml.com)), Goldman Sachs (India) Securities Private Limited ([www.goldmansachs.com](http://www.goldmansachs.com)), HSBC Securities and Capital Markets (India) Private Limited ([www.hsbc.co.in/12/corporate/equities-global-investment-banking](http://www.hsbc.co.in/12/corporate/equities-global-investment-banking)) and ICICI Securities Limited ([www.icicisecurities.com](http://www.icicisecurities.com)). Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the section titled "Risk Factors" on page 18 of the LOF for details of the same.

The Rights Entitlements and Rights Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") or under any securities laws of any state or other jurisdiction of the United States of America (the "United States" or "U.S.") and may not be offered, sold, resold, allotted, taken up, exercised, renounced, pledged, transferred or delivered, directly or indirectly, within the United States or to or for the account or benefit, of U.S. persons (as defined in Regulation S under the Securities Act ("Regulation S")) except pursuant to an applicable exemption from, or a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States.