



March 16, 2017

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

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai-400001

**Ref: Bharti Airtel Limited (532454 / BHARTIARTL)**

**Sub: Voting results and Scrutinizer's Report of Postal Ballot**

Dear Sir/ Madam,

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, we hereby enclose the voting results of Postal Ballot / e-voting concluded on Tuesday, March 14, 2017 and the Scrutinizer's Report.

We request you to take the same on record.

Thanking you,

Sincerely Yours

**For Bharti Airtel Limited**

**Rohit Krishan Puri**  
**Dy. Company Secretary**



Encl: As above

**Bharti Airtel Limited**

(a Bharti Enterprise)

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

T.: +91-11-4666 6100, F.: +91-11-4166 6137, Email id: [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in), [www.airtel.com](http://www.airtel.com)

**CIN: L74899DL1995PLC070609**

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi - 110 024

Tel. : (011) 4679 0000, Fax : (011) 4679 0012

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### Scrutinizer Report

To,  
The Chairman  
**Bharti Airtel Limited**  
Bharti Crescent, 1, Nelson Mandela  
Road, VasantKunj, Phase II, NewDelhi-110070

Dear Sir,


In terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved by the Central Government and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), I have been appointed as Scrutinizer by the Board of Directors of **Bharti Airtel Limited** ('the Company') in their meeting held on January 24, 2017 to conduct the Postal Ballot/ e-voting process in a fair and transparent manner in respect of the following resolution:

S. No.	Type of Resolution	Particulars
1.	<b>Special Resolution</b>	Issue of unsecured / secured redeemable Non-Convertible Debentures / Bonds by way of Private Placement
2.	<b>Special Resolution</b>	Transfer of the Company's investment in its wholly-owned subsidiary, Bharti Airtel International (Mauritius) Limited ("BAIM"), Mauritius to Network i2i Limited, Mauritius, another wholly-owned subsidiary



**I submit my report as under:**

1. The Company completed the dispatch of postal ballot notice and postal ballot forms along with all requisite documents on February 11, 2017 to its Members whose names appeared in the Register of Members as on Tuesday, February 07, 2017, in the following manner:
  - a) through e-mail to the members whose e-mail addresses were registered with the Company/ the Depositories; and
  - b) through physical mode, along with a self-addressed postage prepaid business reply envelope to the other members (whose e-mail addresses were not registered with the Company/ the Depositories).
2. The Company published an advertisement regarding dispatch of postal ballot forms, notices etc. in English Daily "Financial Express" (all editions) and in Hindi Daily "Jansatta" (Delhi edition) on February 12, 2017.
3. The shareholders of the Company had an option to vote either through the postal ballot forms or through the e-voting facility. Shareholders who opted for e-voting facility have cast their votes on the e-voting platform provided by Karvy Computershare Private Limited (Karvy) at <http://evoting.karvy.com>.
4. The physical Postal Ballot forms received by post/ courier were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms. The e-voting was maintained by Karvy in electronic registry.
5. I monitored the process of electronic voting through the scrutinizer's secured link provided by Karvy on its designated website viz. <http://evoting.karvy.com>.
6. The votes were unblocked on Tuesday, March 14, 2017 after 05:00 P.M. in the presence of two witnesses, Mr. Viresh Luthra R/o C-41, Hari Nagar Clock Tower, New Delhi-110064 and Mr. Piyush Garg R/o D-36, First Floor, West Jyoti Nagar, Shahdara, New Delhi-110092, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

  
Viresh Luthra

  
Piyush Garg



7. The ballot box was opened on Tuesday March 14, 2017 after the close of business hours, in my presence.
8. The particulars of all Postal Ballot forms received from the members as well as e-voting report generated from electronic registry of Karvy have been entered in a separate register maintained for that purpose.
9. All Postal Ballot forms received on or before Tuesday, March 14, 2017 i.e. the last date fixed by the Company for casting votes through Postal Ballot forms were considered and none of the envelopes containing Postal Ballot forms received on Tuesday, March 14, 2017 after the close of business hours were considered for the purpose of this report.
10. The Postal Ballot forms received and e-votes cast on or before Tuesday, March 14, 2017, were matched with the Register of Members/ beneficiary data of the Company as on Tuesday, February 07, 2017 as provided by Karvy Computer Share Private Limited, the Registrar and Share Transfer Agent ('RTA') of the Company. It is further submitted that there was no case of mis-match of the shareholding as mentioned in postal ballot forms and RTA records. Further, if any shareholder voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.
11. I did not find any defaced or mutilated ballot paper(s).
12. The shareholders exercised their voting either by e-voting or physical mode and there was no shareholder who opted for both the facilities.
13. The total issued and paid up Equity Share Capital of the Company as on Tuesday, February 07, 2017 was Rs.19,98,70,00,510/- (Rupees One Thousand Nine Hundred Ninety Eight Crore Seventy Lakh Five Hundred Ten Only) divided into 3,99,74,00,102 (Three Hundred Ninety Nine Crore Seventy Four Lakh One Hundred Two) Equity Shares of Rs. 5/- (Rupees Five Only) each. Of the aforesaid, 10,78,268 (Ten Lakh Seventy Eight Thousand Two Hundred Sixty Eight) and 2,80,000 (Two Lakh Eighty Thousand) equity shares are held by Bharti Airtel Employees' Welfare Trust 2005 and Bharti Airtel Employees' Welfare Trust 2001, respectively and pursuant to the Securities and Exchange Board of India (Shares Based Employee Benefits) Regulations, 2014 are be treated as "Non-Promoter Non-Public holding" and shall not carry any voting rights.
14. The summary of the postal ballots/ e-voting are as under:



I. Issue of unsecured/ secured redeemable Non-Convertible Debentures/ Bonds by way of Private Placement.

Special Resolution				
Particulars	Number of Valid Votes			Percentage (%)
	e-Votes	Postal-Ballot	Total	
Assent	351,73,65,021	70,066	351,74,35,087	99.9998
Dissent	1,970	6,107	8,077	0.0002
Total	351,73,66,991	76,173	351,74,43,164	100.0000

The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the above Resolution is attached to this report and marked as 'Annexure A'.

Therefore, the above-mentioned Special Resolution has been passed with requisite majority.

II. Transfer of the company's investment in its wholly owned Subsidiary, Bharti Airtel International (Mauritius) Limited ("BAIM"), Mauritius to Network i2i Limited, Mauritius, another wholly-owned Subsidiary.

Special Resolution				
Particulars	Number of Valid Votes			Percentage (%)
	e-Votes	Postal-Ballot	Total	
Assent	351,73,64,646	67,744	351,74,32,390	99.9997
Dissent	2,165	7,288	9,453	0.0003
Total	351,73,66,811	75,032	351,74,41,843	100.0000

The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the above Resolution is attached to this report and marked as 'Annexure B'.

Therefore, the above-mentioned Special Resolution has been passed with requisite majority.

15. Total issued share capital of the Company included 21 (Twenty One) shares which are lying in the 'Bharti Airtel Limited-unclaimed suspense A/c' of which the voting rights are frozen till the rightful owners claim these shares pursuant to Regulation 34 read with Schedule V(F)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



SANJAY GROVER & ASSOCIATES

16. I will hand over the postal ballot forms and other related papers/registers and records to the Company after signing of minutes by the Chairman of the Company.
17. You may accordingly declare the result of the voting by Postal Ballot.

For Sanjay Grover & Associates  
(Company Secretaries)




(Sanjay Grover)  
Managing Partner  
Scrutinizer  
C.P. No.: 3850



March 16, 2017  
New Delhi

FOR BHARTI AIRTEL LTD.



SUNIL BHARTI MITTAL  
CHAIRMAN

**Annexure-A**

A detailed summary of the postal ballot result is given herein below:

<b>A1. VOTING THROUGH E-VOTING:</b>				
<b>Particulars</b>	<b>No. of share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>	<b>% of Total Paid-up Equity Capital (Approx.)</b>
(a) Total Votes	899**	3,53,33,26,466	17,66,66,32,330	88.3906
(b) Less: Abstained Votes	12	74,71,594	373,57,970	0.1869
(c) Less: Invalid Votes	1	2,80,000	14,00,000	0.0070
(c) Total Valid Votes Received*	886	352,55,74,872	1762,78,74,360	88.1967
(d) Votes with Assent	847	351,73,65,021	1758,68,25,105	87.9913
(e) Votes with dissent	44	1,970	9,850	0.0000

\* Some members have partially voted for assent and dissent.

\*\* Bharti Airtel Employees' Welfare Trust 2001 (ESOP Trust) holding 2,80,000 equity shares had voted in favour of the resolution. Pursuant to SEBI (Shares Based Employee Benefits) Regulations, 2014, the ESOP Trust is treated as "Non-Promoter Non-Public holding" and does not carry any voting rights. Accordingly, the voting by the ESOP Trust has not considered in the results of this resolutions.

<b>A 2. VOTING THROUGH POSTAL BALLOT FORM:</b>				
<b>Particulars</b>	<b>No. of share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>	<b>% of Total Paid-up Equity Capital (Approx.)</b>
(a) Total Votes	539	77,886	3,89,430	0.0019
(b) Less: Abstained Votes	1	11	55	0.0000
(c) Less: Invalid Votes	20	1,602	8,010	0.0000
(d) Net Valid Votes*	518	76,273	3,81,365	0.0019
(e) Votes with assent	491	70,066	3,50,330	0.0018
(f) Votes with dissent	27	6,107	30,535	0.0002

\*Some of the members have less voted.



**Annexure-B**

A detailed summary of the postal ballot result is given herein below:

<b>B 1. VOTING THROUGH E-VOTING:</b>				
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes	899**	3,53,33,26,466	17,66,66,32,330	88.3906
(b) Less: Abstained Votes	17	74,71,785	373,58,925	0.1869
(c) Less: Invalid Votes	1	2,80,000	14,00,000	0.0070
(d) Total Valid Votes Received*	881	352,55,74,681	1762,78,73,405	88.1967
(e) Votes with Assent	839	351,73,64,646	1758,68,23,230	87.9913
(f) Votes with dissent	45	2,165	10,825	0.0001

\* Some members have partially voted for assent and dissent.

\*\* Bharti Airtel Employees' Welfare Trust 2001 (ESOP Trust) holding 2,80,000 equity shares had voted in favour of the resolution. Pursuant to SEBI (Shares Based Employee Benefits) Regulations, 2014, the ESOP Trust is treated as "Non-Promoter Non-Public holding" and does not carry any voting rights. Accordingly, the voting by the ESOP Trust has not considered in the results of this resolutions.

<b>B 2. VOTING THROUGH POSTAL BALLOT FORM:</b>				
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes	539	77,886	3,89,430	0.0019
(b) Less: Abstained Votes	5	1,092	5,460	0.0000
(c) Less: Invalid Votes	20	1,602	8,010	0.0000
(d) Net Valid Votes*	514	75,192	3,75,960	0.0019
(e) Votes with assent	479	67,744	3,38,720	0.0017
(f) Votes with dissent	35	7,288	36,440	0.0002

\*Some of the members have less voted.

