

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi --110 024  
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### Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman  
Bharti Airtel Limited  
(CIN: L74899DL1995PLC070609)

For 20<sup>th</sup> Annual General Meeting of members of the Company held on August 21, 2015 at 3:30  
P.M. at Air Force Auditorium, Subroto Park, New Delhi-110 010.

Dear Sir,

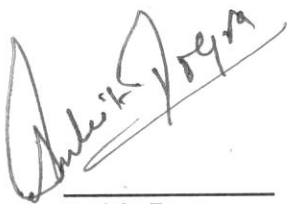
I, Sanjay Grover of M/s. Sanjay Grover & Associates, Practicing Company Secretaries having its office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as the Scrutinizer for the purpose of scrutinizing Annual General Meeting (AGM) voting process, i.e. remote e-Voting and e-voting at the venue of AGM, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules), 2014 on the resolution(s) mentioned in Notice dated April 28, 2015 for Twentieth AGM of the members of the Company held on August 21, 2015 at 3:30 P.M. at Air Force Auditorium, Subroto Park, New Delhi- 110 010.

I submit my report as under:

1. The remote e-voting period remained open from Tuesday, August 18, 2015 at 08:00 A.M. to Thursday, August 20, 2015 at 5:00 P.M. on the designated website 'https://evoting.karvy.com' of Karvy Computershare Private Limited.
2. The Shareholders of the Company as on the "cut off date" i.e. August 14, 2015 were entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting on the proposed resolutions (Item no. 1 to 7) as set out in the Notice dated April 28, 2015.



3. The total paid up Equity Share Capital of the Company, as on August 14, 2015, was Rs. 19,987,000,510 (divided into 3,997,400,102 equity shares of Rs.5 each). The total issued share capital of the Company includes 21 shares which are lying in the Bharti Airtel Limited – Unclaimed Suspense A/c of which voting rights are frozen till rightful owners claim these shares pursuant to Clause 5A(II)(d) of the Listing Agreement and 828,674 shares held by Bharti Airtel Employees' Welfare Trust ("ESOP Trust") to be treated as "Non-Promoter Non-Public holding" as per Regulation 9, Chapter II of SEBI (Share Based Employee Benefits) Regulation, 2014 of which voting rights are not exercised.
4. The Chairman ordered for poll through electronic voting system (Insta-Poll) at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014. Insta-Poll was provided at the venue of AGM through Karvy Computershare Private Limited which was successfully conducted.
5. After completion of Insta-Poll at the AGM at 4:35 P.M. votes casted by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in Insta-Poll at AGM.
6. Therefore, the votes casted through remote e-voting were unblocked after completion of Insta-Poll at the AGM in the presence of two witnesses, Mr. Ankit Dogra, R/o C-136, Sindhora Kalan, Near Ashok Vihar, New Delhi-110052 and Mr. Ashish Grover, R/o 507, Main Road, Noorwala, Panipat, Haryana-132103 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



**Ankit Dogra**



**Ashish Grover**



7. The consolidated summary of results of remote e-voting and Insta-Poll at AGM are as under:

- a. **Resolution No. 1:** To receive, consider and adopt the standalone financial statements of the Company for the financial year ended March 31, 2015.

Ordinary Resolution				
Particulars	Number of Votes			Percentage
	e-Votes	Insta-poll	Total	
Assent	1,464,753,539	2,021,508,120	3,486,261,659	99.9397
Dissent	2,102,778	0	2,102,778	0.0603
Total	1,466,856,317	2,021,508,120	3,488,364,437	100

Therefore, the resolution No. 1 has been approved with requisite majority. Details of remote e-voting and insta poll at AGM are given in **Annexure A**.

- b. **Resolution No. 2:** Declaration of dividend on equity shares.

Ordinary Resolution				
Particulars	Number of Votes			Percentage
	e-Votes	Insta-poll	Total	
Assent	1,468,790,065	2,021,508,120	3,490,298,185	99.9831
Dissent	591,010	0	591,010	0.0169
Total	1,469,381,075	2,021,508,120	3,490,889,195	100

Therefore, the resolution No. 2 has been approved with requisite majority. Details of remote e-voting and insta poll at AGM are given in **Annexure B**.

- c. **Resolution No. 3:** Re-appointment of Ms. Tan Yong Choo (DIN 02910529) as a Director liable to retire by rotation.

Ordinary Resolution				
Particulars	Number of Votes			Percentage
	e-Votes	Insta-poll	Total	
Assent	1,398,441,980	2,021,508,120	3,419,950,100	97.9895
Dissent	70,167,178	-	70,167,178	2.0105
Total	1,468,609,158	2,021,508,120	3,490,117,278	100

Therefore, the resolution No. 3 has been approved with requisite majority. Details of remote e-voting and insta poll at AGM are given in **Annexure C**.



- d. **Resolution No. 4:** Ratification of the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon (Registration No. 101049W), as the Statutory Auditors of the Company and to fix their remuneration.

Ordinary Resolution				
Particulars	Number of Votes			Percentage
	e-Votes	Insta-poll	Total	
Assent	1,452,549,478	2,021,508,120	3,474,057,598	99.5788
Dissent	14,694,531	-	14,694,531	0.4212
Total	1,467,244,009	2,021,508,120	3,488,752,129	100

Therefore, the resolution No. 4 has been approved with requisite majority. Details of remote e-voting and insta poll at AGM are given in **Annexure D**.

- e. **Resolution No. 5:** Appointment of Mr. Shishir Priyadarshi (DIN 03459204) as an Independent Director of the Company.

Ordinary Resolution				
Particulars	Number of Votes			Percentage
	e-Votes	Insta-poll	Total	
Assent	1,467,909,340	2,021,508,120	3,489,417,460	99.9799
Dissent	699,849	0	699,849	0.0201
Total	1,468,609,189	2,021,508,120	3,490,117,309	100

Therefore, the resolution No. 5 has been approved with requisite majority. Details of remote e-voting and insta poll at AGM are given in **Annexure E**.

- f. **Resolution No. 6:** Ratification of the remuneration to be paid to M/s R. J. Goel & Co., Cost Accountants, Cost Auditor of the Company.

Ordinary Resolution				
Particulars	Number of Votes			Percentage
	e-Votes	Insta-poll	Total	
Assent	1,468,789,820	2,021,508,120	3,490,297,940	99.9831
Dissent	591,307	0	591,307	0.0169
Total	1,469,381,127	2,021,508,120	3,490,889,247	100

Therefore, the resolution No. 6 has been approved with requisite majority. Details of remote e-voting and insta poll at AGM are given in **Annexure F**.



- g. **Resolution No. 7:** Payment of commission to Non-Executive Directors of the Company.

Ordinary Resolution				
Particulars	Number of Votes			Percentage
	e-Votes	Insta-poll	Total	
Assent	1,434,517,122	2,021,508,120	3,456,025,242	99.9305
Dissent	2,402,036	0	2,402,036	0.0695
Total	1,436,919,158	2,021,508,120	3,458,427,278	100

Therefore, the resolution No. 7 has been approved with requisite majority. Details of remote e-voting and insta poll at AGM are given in **Annexure G**.

8. All the papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes of AGM and thereafter, the Scrutinizer shall hand over the related papers to the Company.

Thank you,  
Yours faithfully,



New Delhi  
August 22, 2015

For Sanjay Grover & Associates  
Company Secretaries

Sanjay Grover  
Scrutinizer  
CP No 3850

Details of remote e-voting and insta-poll at AGM for Resolution No.1 are as under:

**A1. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Vote Casted	701	1,466,856,317	7,334,281,585	36.6953
Less: Invalid votes	0	0	0	0.0000
(b) Net Valid Votes	701	1,466,856,317	7,334,281,585	36.6953
(c) Votes with Assent	694*	1,464,753,539	7,323,767,695	36.6427
(d) Votes with dissent	10*	2,102,778	10,513,890	0.0526

\*There were 3 (Three) equity shareholders who e-voted partially in favour of the resolution and partially against of the resolution.

**A2. VOTING THROUGH INSTA-POLL:**

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Vote Casted	125	2,021,508,120	10,107,540,600	50.5706
Less: Invalid votes	0	-	0	0.0000
(b) Net Valid Votes	125	2,021,508,120	10,107,540,600	50.5706
(c) Votes with Assent	125	2,021,508,120	10,107,540,600	50.5706
(d) Votes with dissent	0	-	0	0.0000



Details of remote e-voting and insta-poll at AGM for Resolution No. 2 are as under:

**B1. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Vote Casted	718	1,469,381,075	7,346,905,375	36.7584
Less: Invalid votes	0	0	0	0.0000
(b) Net Valid Votes	718	1,469,381,075	7,346,905,375	36.7584
(c) Votes with Assent	712*	1,468,790,065	7,343,950,325	36.7436
(d) Votes with dissent	7*	591,010	2,955,050	0.0148

\*There was 1 (One) equity shareholders who e-voted partially in favour of the resolution and partially against of the resolution.

**B2. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Vote Casted	125	2,021,508,120	10,107,540,600	50.5706
Less: Invalid votes	0	-	0	0.0000
(b) Net Valid Votes	125	2,021,508,120	10,107,540,600	50.5706
(c) Votes with Assent	125	2,021,508,120	10,107,540,600	50.5706
(d) Votes with dissent	0	-	0	0.0000



Details of remote e-voting and insta-poll at AGM for Resolution No.3 are as under:

**C1. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Vote Casted	708	1,468,609,158	7,343,045,790	36.7391
Less: Invalid votes	0	-	0	0.0000
(b) Net Valid Votes	708	1,468,609,158	7,343,045,790	36.7391
(c) Votes with Assent	631*	1,398,441,980	6,992,209,900	34.9838
(d) Votes with dissent	81*	70,167,178	350,835,890	1.7553

\*There were 4 (Four) equity shareholders who e-voted partially in favour of the resolution and partially against of the resolution.

**C2. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Vote Casted	125	2,021,508,120	10,107,540,600	50.5706
Less: Invalid votes	0	-	0	0.0000
(b) Net Valid Votes	125	2,021,508,120	10,107,540,600	50.5706
(c) Votes with Assent	125	2,021,508,120	10,107,540,600	50.5706
(d) Votes with dissent	0	-	0	0.0000





Details of remote e-voting and insta-poll at AGM for Resolution No. 4 are as under:

**D1. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Vote Casted	718	1,467,244,009	7,336,220,045	36.7050
Less: Invalid votes	0	-	0	0.0000
(b) Net Valid Votes	718	1,467,244,009	7,336,220,045	36.7050
(c) Votes with Assent	673*	1,452,549,478	7,262,747,390	36.3374
(d) Votes with dissent	47*	14,694,531	73,472,655	0.3676

\*There were 2 (Two) equity shareholders who e-voted partially in favour of the resolution and partially against of the resolution.

**D2. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Vote Casted	125	2,021,508,120	10,107,540,600	50.5706
Less: Invalid votes	0	-	0	0.0000
(b) Net Valid Votes	125	2,021,508,120	10,107,540,600	50.5706
(c) Votes with Assent	125	2,021,508,120	10,107,540,600	50.5706
(d) Votes with dissent	0	-	0	0.0000



Details of remote e-voting and insta-poll at AGM for Resolution No.5 are as under:

#### E1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Vote Casted	709	1,468,609,189	7,343,045,945	36.7391
Less: Invalid votes	0	-	0	0.0000
(b) Net Valid Votes	709	1,468,609,189	7,343,045,945	36.7391
(c) Votes with Assent	695*	1,467,909,340	7,339,546,700	36.7216
(d) Votes with dissent	16*	699,849	3,499,245	0.0175

\*There were 2 (Two) equity shareholders who e-voted partially in favour of the resolution and partially against of the resolution.

#### E2. VOTING THROUGH INSTA-POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Vote Casted	125	2,021,508,120	10,107,540,600	50.5706
Less: Invalid votes	0	-	0	0.0000
(b) Net Valid Votes	125	2,021,508,120	10,107,540,600	50.5706
(c) Votes with Assent	125	2,021,508,120	10,107,540,600	50.5706
(d) Votes with dissent	0	-	0	0.0000



Details of remote e-voting and insta-poll at AGM for Resolution No. 6 are as under:

**F1. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Vote Casted	719	1,469,381,127	7,346,905,635	36.7584
Less: Invalid votes	0	-	0	0.0000
(b) Net Valid Votes	719	1,469,381,127	7,346,905,635	36.7584
(c) Votes with Assent	706*	1,468,789,820	7,343,949,100	36.7436
(d) Votes with dissent	15*	591,307	2,956,535	0.0148

\*There were 2 (Two) equity shareholders who e-voted partially in favour of the resolution and partially against of the resolution.

**F2. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Vote Casted	125	2,021,508,120	10,107,540,600	50.5706
Less: Invalid votes	0	-	0	0.0000
(b) Net Valid Votes	125	2,021,508,120	10,107,540,600	50.5706
(c) Votes with Assent	125	2,021,508,120	10,107,540,600	50.5706
(d) Votes with dissent	0	-	0	0.0000



Details of remote e-voting and insta-poll at AGM for Resolution No.7 are as under:

**G1. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Vote Casted	705	1,436,919,158	7,184,595,790	35.9463
Less: Invalid votes	0	0	0	0.0000
(b) Net Valid Votes	705	1,436,919,158	7,184,595,790	35.9463
(c) Votes with Assent	679*	1,434,517,122	7,172,585,610	35.8863
(d) Votes with dissent	29*	2,402,036	12,010,180	0.0600

\*There were 3 (Three) equity shareholders who e-voted partially in favour of the resolution and partially against of the resolution.

**G2. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Vote Casted	125	2,021,508,120	10,107,540,600	50.5706
Less: Invalid votes	0	-	0	0.0000
(b) Net Valid Votes	125	2,021,508,120	10,107,540,600	50.5706
(c) Votes with Assent	125	2,021,508,120	10,107,540,600	50.5706
(d) Votes with dissent	0	-	0	0.0000

