CERTIFIED TRUE COPY OF MINUTES OF POSTAL BALLOT / E-VOTING IN RESPECT OF THE RESOLUTIONS SET OUT IN THE POSTAL BALLOT NOTICE DATED FEBRUARY 01, 2013 AS CIRCULATED TO THE SHAREHOLDERS AND RESULTS ANNOIUNCED ON MARCH 28, 2013 BY BHARTI AIRTEL LIMITED AT BHARTI CRESCENT, 1, NELSON MANDELA ROAD, VASANT KUNJ, PHASE-II, NEW DELHI – 110 070.

Background

Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the Company had issued the postal ballot notice dated February 1, 2013, to obtain the approval from the shareholders through postal ballot / e-voting on the following ordinary / special resolutions:

1. Ordinary Resolution for appointment of Sunil Bharti Mittal as the Executive Chairman of the Company.
2. Ordinary Resolution for appointment of Manoj Kohli as the Managing Director of the Company.
3. Special Resolution for appointment of Gopal Vittal as a Director not liable to retire by rotation.
4. Ordinary Resolution for appointment of Gopal Vittal as the Joint Managing Director of the Company.

The Board of Directors in their meeting held on February 01, 2013 had made the following appointments:

- Mr. Sanjay Grover of M/s. Sanjay Grover and Associates, New Delhi, as Scrutinizer ("The Scrutinizer") for conducting the postal ballot / e-voting process in a fair and transparent manner.

- Mr. Gopal Vittal, CEO & Joint Managing Director (India) and Mr. Mukesh Bhavnani, Group General Counsel & Company Secretary as the persons responsible for the entire postal ballot / e-voting process.

- Mr. Mukesh Bhavnani, Group General Counsel & Company Secretary to announce the results of the Postal Ballot / e-voting.

The notice of Postal Ballot containing draft resolutions, explanatory statement, postal ballot forms, e-voting user IDs and passwords and a self-addressed business reply envelopes were sent to the members and others concerned including statutory auditors, stock exchanges etc. through post (under Certificate of Posting) / email.

The intimation about completion of dispatch of the Postal Ballot form / e-voting and the last date for receipt of reply from shareholders was also intimated to the shareholders by way of publication of advertisement in English (Mint) and Hindi (Hindustan) news papers on February 23, 2013.

As intimated to the members through postal ballot notice:

(i) The postal ballot forms / e-voting received after the close of business hours on March 25, 2013, have been treated as *'responses not received from the shareholders.'*

(ii) Voting rights have been reckoned on the paid up value of the shares registered in the name of the shareholders as on Friday, February 15, 2013.

(iii) Incomplete, unsigned or incorrectly filled or bearing more than one [√] postal ballot forms have been rejected by the Scrutinizer.

(iv) Any extraneous papers found in the postal ballot forms have been destroyed by the Scrutinizer.

After due scrutiny of all the postal ballot forms / e-voting received upto the close of the working hours on March 25, 2013 (being the last date fixed for receipt of duly filled postal ballot forms) the Scrutinizer submitted his final report on Tuesday, 26th March, 2013 before the close of business hours.

On the basis of the report of the Scrutinizer Mr. Mukesh Bhavnani declared the results of the Postal Ballot / e-voting.

The date of declaration of the results of postal ballot / e-voting has been taken as the date of passing of the Resolutions in the duly convened General Meeting.

1. Appointment of Sunil Bharti Mittal as Executive Chairman:

Description	**No. of valid votes**	**Votes cast in favor of the resolution (no.& % age)**	**Votes cast against the resolution (no.& %age)**	**Result**
Ordinary Resolution for appointment of Sunil Bharti Mittal as the Executive Chairman of the Company	3,172,811,660	3,165,386,323 (99.77%)	7,425,337 (0.23%)	Ordinary Resolution passed with overwhelming majority

Text of the Ordinary Resolution approved by the members through Postal Ballot is as under:

"Resolved that in partial modification of the ordinary resolution no. 12 passed by the shareholders of the Company in their 16th Annual General Meeting held on September 01, 2011, approval of the shareholders of the Company be and is hereby accorded for appointment of Sunil Bharti Mittal as the Executive Chairman of the Company w.e.f. February 01, 2013 on his demitting the position of Managing Director.

Resolved further that all other terms and conditions including as to remuneration, as set out in the above referred ordinary resolution no. 12 passed by the shareholders of the Company in their 16th Annual General Meeting held on September 01, 2011, remain unchanged."

Since out of the total valid vote polled, 99.77% of the votes were casted in favour of the resolution, the above Ordinary Resolution was declared to have been passed with overwhelming majority.

2. <u>Appointment of Manoj Kohli as Managing Director:</u>

Description	**No. of valid votes**	**Votes cast in favor of the resolution (no.& % age)**	**Votes cast against the resolution (no.& %age)**	**Result**
Ordinary Resolution for appointment of Manoj Kohli as the Managing Director of the Company	3,172,810,517	3,165,384,233 (99.77%)	7,426,284 (0.23%)	Ordinary Resolution passed with overwhelming majority

Text of the Ordinary Resolution approved by the members through Postal Ballot is as under:

"Resolved that pursuant to the provisions of sections 198, 269, 309, schedule XIII read with article 133 of the Articles of Association of the Company and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification or re-enactment thereof, or any other law for the time being in force and subject to such consent(s), approval(s) and permission(s) as may be required 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), approval of the shareholders be and is hereby accorded for appointment of Manoj Kohli as the Managing Director of the Company for a period of 5 years, with effect from February 01, 2013 on the remuneration and terms and conditions as set out in the explanatory statement to this resolution.

Resolved further that the Board be and is hereby authorised to vary, alter and modify the terms and condition of appointment including as to designation and remuneration / remuneration structure of Manoj Kohli within the limits prescribed in the explanatory statement to this resolution and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

Since out of the total valid vote polled, 99.77% of the votes were casted in favour of the resolution, the above Ordinary Resolution was declared to have been passed with overwhelming majority.

3. <u>Appointment of Gopal Vittal as Director not liable to retire by rotation</u>

Description	**No. of valid votes**	**Votes cast in favor of the resolution (no.& % age)**	**Votes cast against the resolution (no.& %age)**	**Result**
Special Resolution for appointment of Gopal Vittal as a Director not liable to retire by rotation	3,172,810,521	3,155,196,203 (99.44%)	17,614,318 (0.56%)	Special Resolution passed with overwhelming majority

Text of the Special Resolution approved by the members through Postal Ballot is as under:

"Resolved that pursuant to the provision of section 257 and other applicable provisions, if any, of the Companies Act, 1956, Gopal Vittal be and is hereby appointed as a director of the Company not liable to retire by rotation."

Since out of the total valid vote polled, 99.44% of the votes were casted in favour of the resolution, the above Special Resolution was declared to have been passed with overwhelming majority.

4. Appointment of Gopal Vittal as Joint Managing Director

Description	No. of valid votes	Votes cast in favor of the resolution (no.& % age)	Votes cast against the resolution (no.& %age)	Result
Ordinary Resolution for appointment of Gopal Vittal as the Joint Managing Director of the Company	3,172,810,526	3,165,383,193 (99.77%)	7,427,333 (0.23%)	Ordinary Resolution passed with overwhelming majority

Text of the Ordinary Resolution approved by the members through Postal Ballot is as under:

"Resolved that pursuant to the provisions of sections 198, 269, 309, schedule XIII read with article 133 of the Articles of Association of the Company and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification or re-enactment thereof, or any other law for the time being in force and subject to such consent(s), approval(s) and permission(s) as may be required 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), approval of the shareholders be and is hereby accorded for appointment of Gopal Vittal as the Joint Managing Director of the Company for a period of 5 years, with effect from February 01, 2013 on the remuneration and terms and conditions as set out in the explanatory statement to this resolution.

Resolved further that the Board be and is hereby authorised to vary, alter and modify the terms and condition of appointment including as to designation and remuneration / remuneration structure of Gopal Vittal within the limits prescribed in the explanatory statement to this resolution and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

Since out of the total valid vote polled, 99.77% of the votes were casted in favour of the resolution, the above Ordinary Resolution was declared to have been passed with overwhelming majority.

Sd/-
Chairman

Place: New Delhi **Printed: April 1, 2013** **Signed: April 05, 2013**