bharti

May 10, 2018

**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: Intimation under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015***

Dear Sir / Madam,

In furtherance to our intimation dated April 09, 2018 w.r.t. notice of postal ballot and e-voting conducted by the Company, please find enclosed the following:

- Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations; and
- Report of Scrutinizer dated May 10, 2018, pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

We request you to take the same on record.

Thanking you,

Sincerely Yours

**For Bharti Airtel Limited**

BHARTI AIRTEL LIMITED NEW DELHI

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

Encl: As above

# Results of Postal Ballot

**Details of Postal Ballot and e-voting Results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:**

| | |
|---|---|
| **Date of declaration of result of Postal Ballot** | 10.05.2018 |
| **Total number of shareholders on cut-off date (i.e. 30.03.2018)** | 199,997 |
| **No. of shareholders present in the meeting either in person or through proxy:**<br>**Promoters and Promoter Group:**<br>**Public:** | NA |
| **No. of Shareholders attended the meeting through Video Conferencing**<br>**Promoters and Promoter Group:**<br>**Public:** | NA |
| **Resolution No. 1 Special Resolution** | **Issue of unsecured/secured redeemable non- convertible Debentures / bonds by way of private placement** |
| **Whether promoter/ promoter group are intersted in the Agenda/resolution** | **NO** |

| Category | Mode of Voting | No. of shares held | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3)=(2)/(1)*100 | (4) | (5) | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| Promoters and Promoter Group | E-voting | 2,683,781,555 | 2,683,781,555 | 100.0000 | 2,683,781,555 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **2,683,781,555** | **100.0000** | **2,683,781,555** | **0** | **100.0000** | **0.0000** |
| Public-Institutions | E-voting | 1,232,207,535 | 811,834,991 | 65.8846 | 796,267,895 | 15,567,096 | 98.0825 | 1.9175 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **811,834,991** | **65.8846** | **796,267,895** | **15,567,096** | **98.0825** | 1.9175 |
| Public-Non Institution | E-voting | 81,411,012 | 20,242,574 | 24.8647 | 20,239,592 | 2,982 | 99.9853 | 0.0147 |
| | Poll | | 0 | **0.0000** | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 40,513 | **0.0498** | 37,723 | 2,790 | 93.1133 | 6.8867 |
| | **Total** | | **20,283,087** | **24.9144** | **20,277,315** | **5,772** | **99.9715** | **0.0285** |
| **Total** | | **3,997,400,102** | **3,515,899,633** | **87.9547** | **3,500,326,765** | **15,572,868** | **99.5571** | **0.4429** |

BHARTI AIRTEL LIMITED NEW DELHI

SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES
B-88, 1st Floor, Defence Colony, New Delhi - 110 024
Tel: (011) 4679 0000, Fax: (011) 4679 0012
e-mail: contact@cssanjaygrover.in
website: www.cssanjaygrover.in

## Scrutinizer Report

To,

The Chairman

**BHARTI AIRTEL LIMITED**

CIN: L74899DL1995PLC070609

Bharti Crescent, 1, Nelson Mandela Road,

Vasant Kunj, Phase-II, New Delhi - 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 ('SS-2') 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 was appointed as Scrutinizer by the Board of Directors of **BHARTI AIRTEL LIMITED** ('The Company') in their meeting held on Monday, March 12, 2018 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. | **Special Resolution** | Issue of unsecured / secured redeemable non-convertible Debentures / bonds by way of private placement |



**I submit my report as under:**

1. The Company completed the dispatch of Postal Ballot Notice(s) and Postal Ballot form(s) along with all requisite documents on Monday, April 09, 2018 to its Members, whose names appeared in the Register of Members as on Friday, March 30, 2018 ('cut-off date') in the following manner:

   a) through e-mail to the Members whose e-mail Ids 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 form(s), notices etc. in Hindi Daily "Jansatta" (Delhi edition) on Tuesday, April 10, 2018 and re-published in English Daily "Financial Express" (All editions) on Wednesday, April 11, 2018.

3. The Members of the Company had an option to vote either through Postal Ballot form(s) or through e-voting facility. Members who opted for e-voting facility have cast their votes on e-voting platform provided by Karvy Computer Share Private Limited (Karvy) at https://evoting.karvy.com.

4. The Postal Ballot form(s) 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 form(s). 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 i.e. https://evoting.karvy.com.



6. The e-votes were unblocked on Wednesday, May 09, 2018 after 05.00 P.M. in the presence of two witnesses, Ms. Palak Chopra, R/o. H. No. 314, Main Market, Sant Nagar, Burari, New Delhi - 110084 and Mr. Mahaveer Singh, R/o. 1E, Basant Nagar, Vasant Vihar, New Delhi - 110057, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

Palak Chopra

Mahaveer Singh

7. The particulars of all Postal Ballot form(s) 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.

8. All Postal Ballot form(s) received and e-votes cast up to 05:00 P.M. on Wednesday, May 09, 2018 i.e. the last date and time fixed by the Company for casting votes by members were considered and none of the envelopes containing Postal Ballot form(s) received after 05:00 P.M. on Wednesday, May 09, 2018 were considered for the purpose of this report.

9. For the purpose of this report, details of shareholding as on cut-off date has been considered. The shareholder(s) who have voted for lesser number of shares as compared to their entitlement, the number of shares for which the shareholders cast their votes have been considered.

10. All Postal Ballot form(s) received and e-votes cast on or before 05:00 P.M. on Wednesday, May 09, 2018 were matched with the Register of Members as on cut-off date maintained by the Registrar and Share Transfer Agent ('RTA') of the Company. It is further submitted that there was no case of mis-match of shareholding as mentioned in postal ballot forms and RTA records.



11. There were **2245 envelopes** containing Postal **Ballot** form(s) **which were returned undelivered** and **these** envelopes were **not opened and they** were separately **kept.**

12. The Members exercised their voting either by e-voting or physical mode. There was no Member who opted for both the facilities.

13. The total **issued and paid up** Equity Share Capital of the Company as on cut-off date was Rs. 19,98,70,00,510 (Rupees One Thousand Nine Hundred Ninety Eight Crores Seventy Lakhs Five Hundred Ten Only) divided into 3,99,74,00,102 (Three Hundred Ninety Nine Crores Seventy Four Lakhs One Hundred Two) Equity Shares of Rs. 5/- (Rupees Five Only) each.

14. A summary of the Postal Ballots/ e-voting are as under:

**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 | 3,50,02,89,042 | 37,723 | 3,50,03,26,765 | 99.5571 |
| Dissent | 1,55,70,078 | 2,790 | 1,55,72,868 | 0.4429 |
| Total | 3,51,58,59,120 | 40,513 | 3,51,58,99,633 | 100 |

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

The detailed break up of voting through e-voting and voting through Postal Ballot form(s) in respect of the above Resolution is attached to this report and marked as **'Annexure-A'**.

15. As per para 16.6.3 of SS-2, the resolution shall be deemed to have been passed on Wednesday, May 09, 2018, being the last date of receipt of Postal Ballot form(s) / e-voting.

16. I will hand over the Postal Ballot form(s) 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 / e-voting.

Thanking You,

**FOR SANJAY GROVER& ASSOCIATES**
**COMPANY SECRETARIES**

Sanjay Grover
Scrutinizer
C.P. No.:3850

May 10, 2018
New Delhi

**COUNTERSIGNED BY**

Sunil Bharti Mittal
Chairman
Bharti Airtel Limited

Annexure-A

A detailed summary of the e-voting / Postal Ballot result is given herein below:

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

| Particulars | No. of share-Holders* | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) |
|---|---|---|---|
| a) Total votes received | 1,087# | 3,52,84,55,614 | 17,64,22,78,070 |
| b) Less: Less Voted | 21 | 84,87,384 | 4,24,36,920 |
| c) Less: Abstained | 21 | 41,09,110 | 2,05,45,550 |
| d) Net Valid votes | 1,072# | 3,51,58,59,120 | 17,57,92,95,600 |
| e) Votes with assent | 998 | 3,50,02,89,042 | 17,50,14,45,210 |
| f) Votes with dissent | 74 | 1,55,70,078 | 7,78,50,390 |

*# Some Shareholders have voted partially in favour and partially against the resolution.*

**A2. VOTING THROUGH POSTAL BALLOT FORM:**

| Particulars | No. of share-Holders* | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) |
|---|---|---|---|
| a) Total votes received | 299 | 42,732 | 2,13,660 |
| b) Less: Invalid votes | 14 | 2,219 | 11,095 |
| c) Net Valid votes | 285 | 40,513 | 2,02,565 |
| d) Votes with assent | 270 | 37,723 | 1,88,615 |
| e) Votes with dissent | 15 | 2,790 | 13,950 |

** The number of shareholders mentioned above represents the total folio numbers and has not been consolidated on the basis of PAN.*