bharti

September 21, 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

Re: Bharti Airtel Limited (532454 / BHARTIARTL)

Sub: Voting Results and Scrutinizer's Reports of the meetings of Equity Shareholders and Unsecured Creditors of Bharti Airtel Limited convened and held on Tuesday, September 19, 2017 as per the directions of the National Company Law Tribunal, New Delhi ('Tribunal')

Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the voting results along with the Scrutinizer's Reports of the meetings of Equity Shareholders and Unsecured Creditors of Bharti Airtel Limited convened and held on Tuesday, September 19, 2017 at 9:30 A.M. and 12:00 Noon, respectively, as per the directions of the Tribunal (enclosed herewith as '***Annexure A***', '***Annexure B***' and '***Annexure C'*** respectively).

We request you to take the same on record.

Thanking you,

Sincerely Yours

For Bharti Airtel Limited

Rohit Krishan Puri
Dy. Company Secretary

BHARTI AIRTEL LIMITED NEW DELHI

Encl: As above

Annexure A

Bharti Airtel Limited

Voting Results of NCLT Convened Meeting of Equity Shareholders (NCLT Meeting)	
Details of poll at NCLT Meeting, e-voting and postal ballot results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:	
Date of the NCLT Meeting	19.09.2017
Total number of shareholders on record date	182,656
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	5 2854
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	Not Applicable

1. Special Resolution: Resolution for approving the Scheme of Amalgamation between Telenor (India) Communications Private Limited ("Transferor Company") and Bharti Airtel Limited ("Transferee Company") and their respective shareholders and creditors.

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	2,683,660,555	2,683,660,555	100.0000	2,683,660,555	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		**2,683,660,555**	**100.0000**	**2,683,660,555**	**0**	**100.0000**	**0.0000**
Public-Institutions	E-voting	1,061,381,607	833,193,683	78.5009	832,396,772	796911	99.9044	0.0956
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**833,193,683**	**78.5009**	**832,396,772**	**796911**	**99.9044**	**0.0956**
Public-Non Institutions	E-voting	252,357,940	212,311,510	84.1311	212,308,865	2,645	99.9988	0.0012
	Poll		1,152	0.0005	1,152	0	100.0000	0.0000
	Postal Ballot		24,926	0.0099	24,836	90	99.6389	0.3611
	Total		**212,337,588**	**84.1414**	**212,334,853**	**2735**	**99.9987**	**0.0013**
Total		**3,997,400,102**	**3,729,191,826**	**93.2904**	**3,728,392,180**	**799646**	**99.9786**	**0.0214**

BHARTI AIRTEL LIMITED NEW DELHI

ANNEXURE-B

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

CONSOLIDATED SCRUTINIZER'S REPORT

To,

Mr. S Balasubramanian,
Chairperson appointed by the Hon'ble National Company Law Tribunal,
New Delhi ("**the Tribunal**") for the Tribunal Convened Meeting of
the Equity Shareholder of Bharti Airtel Limited
held at Sri Sathya Sai International Centre, Pragati Vihar, Bhishma Pitamah Marg,
Lodhi Road, New Delhi-110003

Dear Sir,

Sub: Consolidated Scrutinizer's report on poll at the Tribunal Convened Meeting of the Equity Shareholders of Bharti Airtel Limited ("the Company") held on Tuesday, September 19, 2017 at 9.30 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Bhishma Pitamah Marg, Lodhi Road, New Delhi-110003 conducted as per the directions of Tribunal vide its Order dated July 28, 2017 and e-voting and postal ballot conducted pursuant to the provision of Section 10 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Compares (Management and Administration) Rules, 2014, as amended up to date, ad SEBI (Listing Obligations and Disclosure Requirements) Regulatins, 2015.

Respected Si

I, Sanjay Gro, Managing Partner of M/s. Sanjay Grover & Associates, Practicing Company Setaries, having office at B-88, First Floor, Defence Colony, New Delhi-

110024, was appointed by the Tribunal vide its Order dated July 28, 2017 as scrutinizer to scrutinize the voting process at the Tribunal Convened Meeting of the equity shareholders of the Company held on Tuesday, September 19, 2017.

I was also appointed by the Board of Directors of the Company to scrutinize the e-voting and postal ballot process in respect of the below mentioned resolution passed at the Tribunal Convened Meeting of Equity Shareholders of the Company.

I submit my report as under:

1. The notice dated August 11, 2017, along with statement setting out material facts under Section 230(3) read with Section 102 and other applicable provisions of the Act, as confirmed by the Company, were sent to the equity shareholders in respect of the below mentioned resolution passed at the Tribunal Convened Meeting.

2. The Company had provided equity shareholders with the facility for casting their vote by way of postal ballot or by way of e- voting using facility through Karvy Computershare Private Limited ("Karvy") and voting by way of polling papers at the Tribunal Convened Meeting for members attending the meeting and who have not cast their vote by postal ballot or e-voting.

3. The equity shareholders of the Company holding shares as on August 04, 2017 ("cut- off date") were entitled to vote on the resolution as contained in the Notice of Tribunal Convened Meeting of the equity shareholders. The total paid up Equity Share Capital of the Company as on cut-off was Rs. 1998,70,00,510 /- (Rupees One Thousand Nine Hundred Ninety Eight Crore Seventy Lakh Five Hundred Ten Only) divided into 399,74,00,102 (Three Hundred Ninety Nine Lakh Seventy Four Lakh One Hundred Two) Equity Shares of Rs. 5/- (Rupee Five Only) each.

4. The postal ballot and e-voting in connection with the resolution proposed in the Notice of Tribunal Convened Meeting commenced on and from 09:00 a.m. on

Sunday, August 20, 2017 and ended on 05:00 p.m. on Monday, September 18, 2017 and Karvy e- voting platform was disabled thereafter.

5. At the Tribunal Convened Meeting, as per directions of the Chairperson appointed by Tribunal, voting through ballot papers was conducted.

6. The votes cast through e-voting were unblocked after completion of the Tribunal Convened Meeting of equity shareholder of the Company in the presence of two witnesses Lokesh Dhyani R/o D-24, H. No. F-92, Near Well No. 2, Katwaria Sarai, New Delhi-110016 and Vimal Kumar R/o G-9/A, Shakarpur, 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.

Lokesh Dhyani

Vimal Kumar

7. Thereafter, the voting done through ballot papers at Tribunal Convened Meeting, e-voting and postal ballots were reconciled with the record maintained by the Registrar and Transfer Agents of the Company.

8. The ballots, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.

9. Management of the Company is responsible to ensure compliances with the requirements of the Act and rules made thereunder in this behalf and my responsibility as the scrutinizer for the voting conducted through poll papers at venue of the Tribunal Convened Meeting, e-voting and postal ballot is restricted to making a Scrutinizer's Report of the votes cast in favour or against the Resolution.

10. The summary of results of poll at Tribunal Convened Meeting of Equity shareholder, postal ballot and e-voting are as under:

A. Resolution for approving the Scheme of Amalgamation between Telenor (India) Communications Private Limited ("Transferor Company") and Bharti Airtel Limited ("Transferee Company") and their respective shareholders and creditors.

Particulars	Number of Valid Votes				Percentage
	Poll at Tribunal Convened Meeting	E-voting	Postal Ballot	Total	
For	1,152	3,728,366,192	24,836	3,728,392,180	99.98
Against	0	799,556	90	799,646	0.02
Total	1,152	3,729,165,748	24,926	3,729,191,826	100.00

Details of poll at Tribunal Convened Meeting, e-voting and Postal Ballot are given below:

A1. Voting through Poll Papers at the Tribunal Convened Meeting

Particulars	No. of voters	No. of Equity Shares
a) Total votes received	56	1,159
b) Less: Invalid Votes	2	7
c) Net valid votes cast	54	1,152
d) Votes with assent	54	1,152
e) Votes with dissent	0	0

attested

A2. Voting through E-Voting

Particulars	No. of voters	No. of Equity Shares
a) Total votes received	975	3,72,98,41,546
b) Less: Votes Abstained	20	6,75,798
c) Net valid votes cast*	955	3,72,91,65,748
d) Votes with assent	937	3,72,83,66,192
e) Votes with dissent	20	7,99,556

*Two members have voted partially for assent and dissent.

A3. Voting through Postal Ballot

Particulars	No. of voters	No. of Equity Shares
a) Total votes received	263	25,747
b) Less: Invalid Votes	6	821
c) Net valid votes cast	257	24,926
d) Votes with assent	254	24,836
e) Votes with dissent	3	90

11. All other relevant papers and records relating to voting were handed over to the Chairperson of the Tribunal Convened Meeting.

Thanking you,
Yours faithfully,

For Sanjay Grover & Associates
Practicing Company Secretaries
Firm Registration No. P2001DE052900

Sanjay Grover
Managing Partner
CP No. 3850
New Delhi
September 20, 2017

Attd. True C/y

ANNEXURE - C

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'S REPORT

To,

Mr. S Balasubramanian,

Chairperson appointed by the Hon'ble National Company Law Tribunal,

New Delhi **("the Tribunal")** for Tribunal Convened Meeting of

the Unsecured Creditors of Bharti Airtel Limited

held at Sri Sathya Sai International Centre, Pragati Vihar, Bhishma Pitamah Marg, Lodhi Road, New Delhi-110003

Sub: Scrutinizer Report on voting through Poll conducted pursuant to the directions of the Tribunal vide its Order dated July 28, 2017, at the Tribunal Convened Meeting of the Unsecured Creditors of the Bharti Airtel Limited ("the Company") held on Tuesday, September 19, 2017 at 12:00 p.m. at Sri Sathya Sai International Centre, Pragati Vihar, Bhishma Pitamah Marg, Lodhi Road, New Delhi-110003.

Respected Sir,

1. I, Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Tribunal vide its Order dated July 28, 2017 for the purpose of scrutinizing the voting process through poll at the Tribunal Convened Meeting of Unsecured Creditors of the Company.

2. The notice dated August 11, 2017, along with statement setting out material facts under Section 230(3) read with Section 102 and other applicable provisions of the Act, as

confirmed by the Company, were sent to the equity shareholders in respect of the below mentioned resolution passed at the Tribunal Convened Meeting.

3. The ballot papers were distributed to the Unsecured Creditors present at the meeting to enable them to cast their votes on the proposed resolution.

4. After the completion of voting through Poll at meeting, the ballot box was opened in the presence of two witnesses Lokesh Dhyani R/o D-24, H. No. F-92, Near Well No. 2, Kalwaria Sarai, New Delhi-110016 and Vimal Kumar R/o G-9/A, Shakarpur, 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.

Lokesh Dhyani

Vimal Kumar

5. Thereafter, ballot papers were diligently scrutinized and reconciled with the records maintained by the Company along with the authorizations/ proxies lodged with the Company. A detailed register was maintained containing the particulars of the Unsecured Creditors who participated in voting at meeting.

6. Total number of Unsecured Creditors as on date of meeting i.e. September 19, 2017 were 18,179 (Eighteen Thousand One Hundred Seventy Nine) with an unsecured debt amounting to Rs. 198,40,20,00,000/- (Nineteen Thousand Eight Hundred Forty Crore Twenty Lakh Only).

7. Management of the Company is responsible to ensure compliances with the requirements of the Act and rules made thereunder in this behalf and my responsibility as the scrutinizer for voting conducted through poll papers at venue of the Tribunal Convened Meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the Resolution.

8. Summary of the result of poll conducted at the meeting of Unsecured Creditors of the Company is as under:

Resolution for approving the Scheme of Amalgamation between Telenor (India) Communications Private Limited ("Transferor Company") and Bharti Airtel Limited ("Transferee Company") and their respective shareholders and creditors.

Particulars	Number of Unsecured Creditors Present and Voted (in Person or by Proxy or by Authorised Representative)	Amount of Unsecured debt represented by them (In Rs.)	% of amount present for participating and voting
Total votes received	32	94,05,99,78,658	100
Assent	32	94,05,99,78,658	100
Dissent	0	0	0

9. All relevant papers and records relating to voting were handed over to the Chairperson of the Tribunal Convened Meeting.

For Sanjay Grover & Associates
Practicing Company Secretaries
Firm Registration No. P2001DE052900

Sanjay Grover
Managing Partner
CP No. 3850

September 20, 2017
New Delhi

Attested True Copy