bharti

October 04, 2013

The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001
Fax No. 022-22723121/1919/3027/2039/2061/2041

National Stock Exchange of India Limited
"Exchange Plaza" C-1, Block G
Bandra Kurla Complex
Bandra (E)
Mumbai-400051
Fax No. 022-26598237/38

Ref.: Bharti Airtel Limited (532454/BHARTIARTL)
Sub: Certified True Copy of the minutes of 18th annual general meeting held on September 05, 2013

Dear Sir,

This is further to our letter dated September 05, 2013 and in compliance with clause 31(d) of the Listing Agreement, please find attached herewith the certified true copy of the minutes of 18th Annual General Meeting of the Company held on September 05, 2013.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Bharti Airtel Limited

Rajendra Chopra
Dy. Company Secretary

CERTIFIED TRUE COPY OF MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF BHARTI AIRTEL LIMITED HELD ON THURSDAY, 05TH DAY OF SEPTEMBER 2013 AT 3.30 P.M. AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI – 110 010.

Present

Directors:

Mr. Sunil Bharti Mittal	- Chairman
Mr. Ajay Lal	- Chairman of Audit Committee
Mr. Rajan Bharti Mittal	- Director
Mr. Gopal Vittal	- Joint Managing Director & CEO (India)

Invitees:

Representatives of S. R. Batliboi & Associates LLP, Chartered Accountants, Statutory Auditors
Srikanth Balachandran, Global CFO

Secretary:

Mr. Mukesh Bhavnani - Group General Counsel & Company Secretary

3932 members holding **2,831,492,764** shares, and **15** proxies representing **558,649,282** shares were present as per the attendance register.

In terms of provisions of Article 92(i) of the Articles of Association of the Company, Mr. Sunil Bharti Mittal, Chairman of the Board presided over the meeting and called the meeting to order as the requisite quorum was present.

The Company Secretary stated as follows:

(i) In terms of the provisions of the Companies Act, 1956 and the listing agreements with the stock exchanges, Mr. Ajay Lal, Chairman of the Audit Committee, was present at the annual general meeting.

(ii) The following documents were available for inspection by the members during the meeting at the venue:

- Register of Directors' Shareholdings under section 307 and Proxy Register under section 176(7) of the Companies Act, 1956.
- A certificate from statutory auditors under the SEBI (Employees' Stock Option Scheme and Employees' Stock Purchase Scheme) Guidelines, 1999.

The Chairman welcomed the members to the meeting and introduced the dignitaries on the dais to the shareholders. Thereafter, he made a brief presentation on the financial and operational performance of the Company.

Notice convening the meeting and the Directors' Report were taken as read with the permission of the members.

Mr. Mukesh Bhavnani, Group General Counsel & Company Secretary, read the Auditors Report.

Thereafter, the following agenda items as per notice of the Annual General Meeting dated May 02, 2013 were taken up for consideration.

ORDINARY BUSINESS:

1. ADOPTION OF ANNUAL FINACIAL STATEMENTS AND REPORTS

The Chairman took up the first matter relating to adoption of annual accounts.

Mr. Vikassheel Sharma (DP ID - 33500 Client ID - 1203350001889477) proposed the following resolution as an **ORDINARY RESOLUTION**, which was seconded by **Mr. Sanjiv Jain (DP ID - IN302349 Client ID - 10011835):**

"Resolved that the audited balance sheet as at March 31, 2013, the statement of profit and loss, the cash flow statement for the year ended on that date and the reports of the board of directors and auditors thereon be and are hereby received, considered and adopted."

The above resolution on being put to vote by show of hands was carried with overwhelming majority.

2. DECLARATION OF DIVIDEND ON EQUITY SHARES

The Chairman took up the second matter relating to declaration of dividend.

Mr. Vimal Jain (DP ID - IN300118 Client ID - 10131690) proposed the following resolution as an **ORDINARY RESOLUTION,** which was seconded by **Mr. Krishanlal Madan (DP ID - IN300183 Client ID - 10543123):**

"Resolved that the final dividend @ Re. 1/- per equity share of Rs. 5/- each for the financial year 2012-2013, as recommended by the board of directors be and is hereby declared and approved".

The above resolution on being put to vote by show of hands was carried with overwhelming majority.

3. RE-APPOINTMENT OF MR. AJAY LAL AS A DIRECTOR

The Chairman took up the third matter relating to re-appointment of Mr. Ajay Lal as a director liable to retire by rotation.

Mr. Yash Pal Chopra (DP ID - IN300708 Client ID - 10592847) proposed the following resolution as an **ORDINARY RESOLUTION,** which was seconded by **Ms. Shashi Gupta (DP ID - IN300441 Client ID - 10418415):**

"Resolved that Mr. Ajay Lal, who retires by rotation and being eligible offer himself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation."

The above resolution on being put to vote by show of hands was carried with overwhelming majority.

4. RE - APPOINTMENT OF MS. TAN YONG CHOO AS A DIRECTOR

The Chairman took up the fourth matter relating to re-appointment of Ms. Tan Yong Choo as a director liable to retire by rotation.

Mr. Prem Chachra (DP ID - 20600 Client ID - 1202060000005703) proposed the following resolution as an **ORDINARY RESOLUTION,** which was seconded by **Ms. Rajni Varshney (DP ID - 19101 Client ID - 1201910102040273):**

"Resolved that Ms. Tan Yong Choo, who retires by rotation and being eligible offer herself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation."

The above resolution on being put to vote by show of hands was carried with overwhelming majority.

5. RETIREMENT OF MR. PULAK PRASAD

The Chairman took up the fifth matter relating to retirement of Mr. Pulak Prasad.

Mr. Naresh Chand Gupta (DP ID - IN300966 Client ID - 10645610) proposed the following resolution as an **ORDINARY RESOLUTION**, which was seconded by **Ms. Manju Gupta (DP ID - IN300708 Client ID - 10083035):**

"Resolved that pursuant to the provisions of Section 256(4)(a) and other applicable provisions, if any, of the Companies Act, 1956, the vacancy caused by retirement by rotation of Mr. Pulak Chandan Prasad, Independent Director, be not be filled by the Company."

The above resolution on being put to vote by show of hands was carried with overwhelming majority.

6. APPOINTMENT OF M/S S. R. BATLIBOI & ASSOCIATES LLP, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS

The Chairman took up the sixth matter relating to re-appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors.

Mr. Shripal Singh Mohnot (DP ID - IN300708 Client ID - 10012312) proposed the following resolution as an **ORDINARY RESOLUTION,** which was seconded by **Mr. Yash Pal Chopra (DP ID - IN300708 Client ID - 10592847):**

"Resolved that the retiring statutory auditors M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, (Firm Registration No. 101049W) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of next annual general meeting at such remuneration as may be determined by the Board of Directors or Audit Committee of the Company."

The above resolution on being put to vote by show of hands was carried with overwhelming majority.

SPECIAL BUSINESS:

***7.* APPOINTMENT OF MR. MANISH KEJRIWAL AS A DIRECTOR LIABLE TO RETIRE BY ROTATION**

The Chairman took up the seventh matter relating to appointment of Mr. Manish Kejriwal as a director liable to retire by rotation.

Ms. Usha Gupta (DP ID - IN300206 Client ID - 10914076) proposed the following resolution as an **ORDINARY RESOLUTION,** which was seconded by **Mr. Vineet Kumar Goel (DP ID - IN302236 Client ID - 10503556):**

"Resolved that pursuant to the provisions of section 257 and other applicable provisions, if any, of the Companies Act, 1956, Mr. Manish Kejriwal, be and is hereby appointed as a director of the Company liable to retire by rotation."

The above resolution on being put to vote by show of hands was carried with overwhelming majority.

8. APPOINTMENT OF MS. OBIAGELI KATRYN EZEKWESILI AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

The Chairman took up the eighth matter relating to appointment of Ms. Obiageli Katryn Ezekwesili as a director liable to retire by rotation.

Mr. B.R. Nayyar (DP ID - IN301774 Client ID - 11219849) proposed the following resolution as an **ORDINARY RESOLUTION**, which was seconded by **Ms. Sarla Devi Goel (DP ID - IN300394 Client ID - 16576067):**

"Resolved that pursuant to the provisions of section 257 and other applicable provisions, if any, of the Companies Act, 1956, Ms. Obiageli Katryn Ezekwesili, be and is hereby appointed as a director of the Company liable to retire by rotation."

The above resolution on being put to vote by show of hands was carried with overwhelming majority.

The Chairman thereafter invited general queries from the members.

Members raised various queries relating to Company's performance, liquidity position, diversity of the Board etc. which were replied satisfactorily.

The members complemented and thanked the Company and the management for excellent investor servicing.

9. VOTE OF THANKS

Mr. Anil Kumar Agarwal (DP ID - IN303921 Client ID - 10007766) proposed the vote of thanks to the Chairman, which was seconded by **Mr. Vishnu Dutt Sharma (DP ID - IN300118 Client ID - 11529059).**

The meeting concluded with an unanimous vote of thanks to the Chair.

Sd/-
Sunil Bharti Mittal
Chairman of the Meeting

Place: New Delhi Printed: October 03, 2013 Signed: October 04, 2013

Certified True Copy
For Bharti Airtel Limited

Sd/-

Rajendra Chopra
Dy. Company Secretary