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Certified True Copy of Minutes of the Nineteenth Annual General Meeting of the members of Bharti Airtel Limited held on Monday, 01st day of September 2014 at 3:30 p.m. at Air Force Auditorium, Subroto Park, New Delhi – 110 010.

Present

Directors:

Mr. Vegulaparanan Kasi Viswanathan	-	Chairman of the Meeting
Mr. Manish Kejriwal		
Mr. Ajay Lal		
Mr. Manoj Kohli		
Mr. Gopal Vittal	-	Managing Director & CEO (India & South Asia)

Invitees:
Mr. Rakesh Bharti Mittal, Co-Chairman, Bharti Foundation
Mr. Srikanth Balachandran, Global CFO
Mr. Nilangshu Katriar, M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Statutory Auditors
Mr. Sanjay Grover, M/s. Sanjay Grover & Associates, Company Secretaries, Scrutinizer

Secretary:
Mr. Mukesh Bhavnani - Group General Counsel & Company Secretary

3,935 members holding **2,617,269,631** shares and **231** proxies representing **236,374,218** shares were present as per the attendance register.

Since Mr. Sunil Bharti Mittal, Chairman was unable to attend the meeting due to prior engagements, in terms of provisions of Section 104 of the Companies Act, 2013 and Article 92(i) of Articles of Association of the Company, Mr. Vegulaparanan Kasi Viswanathan presided over the meeting. As the requisite quorum was present, the Chairman of the meeting called the meeting to order.

The Company Secretary stated as follows:

(i) In compliance with the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company had engaged M/s. Karvy Computershare Private Limited as the Authorized Agency to provide e-voting facility to the shareholders to cast their votes for resolutions transacted at the Annual General Meeting. The e-voting commenced at 8:00 a.m. on Tuesday, 26 August, 2014 and ended at 10:00 p.m. on Thursday, 28 August, 2014.

(ii) The e-voting event number, User Id and password along with the detailed instructions for e-voting were provided in the notice of e-voting, sent along with the notice of Annual General Meeting.

(iii) The Company had appointed Mr. Sanjay Grover of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.

(iv) In terms of the provisions of the Companies Act, 2013 and the Listing Agreements with the Stock Exchanges, Mr. Vegulaparanan Kasi Viswanathan, Chairman of the Audit Committee, was present at the Annual General Meeting.

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(v) In terms of the provisions of the Companies Act, 2013, since Mr. Ben Verwaayen, Chairman of HR & Nomination Committee and Mr. Rajan Bharti Mittal, Chairman of Stakeholders Relationship Committee were unable to attend the meeting, Mr. Manish Kejriwal, Member of the HR & Nomination Committee and Stakeholders Relationship Committee, was authorized to be present at the Annual General Meeting.

(vi) The following documents were kept open for inspection of members during the meeting:

- Register of Directors & Key Managerial Personnel and their Shareholding, Register of Contracts or Arrangements in which Directors are interested, Proxy Register under and other relevant documents.

- A certificate from the statutory auditors of the Company under Clause 14 of 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.

The Chairman also introduced:

- Mr. Nilangshu Katriar representing M/s. S. R. Batliboi & Associates LLP, Statutory Auditors of the Company.
- Mr. Sanjay Grover of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi as the Scrutinizer to scrutinize e-voting and physical poll.
- Dr. S. Chandrasekaran of M/s. Chandraseakaran Associates, Secretarial Auditors of the Company.

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

A video message from Mr. Sunil Bharti Mittal addressing the shareholders was played at the meeting. Mr. Gopal Vittal, Managing Director and CEO (India & South Asia) made a brief presentation on performance of the Company.

Mr. Rakesh Bharti Mittal briefed the members about various Corporate Social Responsibility (CSR) initiatives of the Company.

The Chairman stated that as per Sections 107 and 108 of the Companies Act, 2013, the shareholders who have not casted their votes through e-voting facility can cast their votes through ballot paper. The Chairman advised Mr. Sanjay Grover, Scrutinizer to take poll proceedings immediately upon the closure of the meeting and requested him to submit the report latest by Tuesday, September 02, 2014.

In response to the Chairman's request to the members to address any comments / questions, members applauded the performance of the Company. The members thanked the Company for excellent investor servicing and management at the meeting and requested clarity on the business aspects including debt position and Africa operations etc. which were replied by the Chairman satisfactorily.

The Chairman then thanked the members for their participation and announced formal closure of the 19th Annual General Meeting of the Company.

Mr. Sanjay Grover, Scrutinizer then conducted the poll and after closing the poll process at around 1630 Hrs. took the custody of the polling boxes.

Results of e-voting and poll on the ordinary and special businesses at the Annual General Meeting of the company held on Monday, September 01, 2014

On the basis of the Scrutinizer's Report of electronic voting dated August 29, 2014 and the Scrutinizer's Report for the Poll at the Annual General Meeting dated September 01, 2014, the summary of which is mentioned hereunder, the Company announced the results of voting on September 02, 2014 that all the resolutions for the Ordinary and Special businesses as set out in item no. 1 to 14 in the Notice of the 19th Annual General Meeting of the Company have been duly passed by the overwhelming majority and are recorded hereunder as part of the proceedings of 19th Annual General Meeting of the Company held on September 01, 2014.

Resolution	No of Valid Votes	No. of Votes in favour	No. of Votes Against	Result
Ordinary Business:				
Adoption of Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2014	3,523,117,208	3,523,116,523 (100.00 %)	685 (0.00 %)	Ordinary Resolution passed with overwhelming majority
Declaration of Dividend on equity shares	3,527,174,915	3,525,462,371 (99.95 %)	1,712,544 (0.05 %)	Ordinary Resolution passed with overwhelming majority
Re-appointment of Ms. Chua Sock Kong (DIN 00047851) as a Director liable to retire by rotation	3,527,174,160	3,486,508,379 (98.8471 %)	40,665,781 (1.1529 %)	Ordinary Resolution passed with overwhelming majority
Re-appointment of Mr. Rajan Bharti Mittal (DIN 00028016) as Director liable to retire by rotation	3,527,174,686	3,513,687,667 (99.62%)	13,487,019 (0.38%)	Ordinary Resolution passed with overwhelming majority
Appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, as the Statutory Auditors of the Company	3,523,646,369	3,513,910,593 (99.7237%)	9,735,776 (0.2763%)	Ordinary Resolution passed with overwhelming majority

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Special Business:				
Appointment of Sheikh Faisal Thani Al-Thani (DIN 06675785) as Director liable to retire by rotation	3,527,173,924	3,501,175,302 (99.26%)	25,998,622 (0.74%)	Ordinary Resolution Passed with overwhelming majority
Appointment of Mr. Bernardus Johannes Maria Verwaayen (DIN 06735687) as an Independent Director	3,527,174,211	3,526,408,751 (99.98%)	765,460 (0.02%)	Ordinary Resolution Passed with overwhelming majority
Appointment of Mr. Vegulaparanan Kasi Viswanathan (DIN 01782934) as an Independent Director	3,527,174,182	3,527,171,165 (99.9999%)	3,017 (0.0001%)	Ordinary Resolution Passed with overwhelming majority
Appointment of Mr. Dinesh Kumar Mittal (DIN 00040000) as an Independent Director	3,527,174,201	3,519,181,459 (99.77%)	7,992,742 (0.23%)	Ordinary Resolution Passed with overwhelming majority
Appointment of Mr. Manish Santoshkumar Kejriwal (DIN 00040055) as an Independent Director	3,527,174,159	3,525,277,322 (99.9462%)	1,896,837 (0.0538%)	Ordinary Resolution Passed with overwhelming majority
Appointment of Ms. Obiageli Katryn Ezekwesili (DIN 06385532) as an Independent Director	3,527,173,623	3,497,360,117 (99.15%)	29,813,506 (0.85%)	Ordinary Resolution Passed with overwhelming majority
Appointment of Mr. Craig Edward Ehrlich (DIN 02612082) as an Independent Director	3,527,173,677	3,525,268,467 (99.95%)	1,905,210 (0.05%)	Ordinary Resolution Passed with overwhelming majority
Appointment of Mr. Ajay Lal (DIN 00030388) as an Independent Director	3,527,173,852	3,526,408,335 (99.9783%)	765,517 (0.0217%)	Ordinary Resolution Passed with overwhelming majority

Ratification of remuneration to be paid to M/s. R.J. Goel & Co., Cost Accountants, Cost Auditors of the Company	3,527,174,286	3,527,170,233 (99.9999%)	4,053 (0.0001%)	Ordinary Resolution Passed with overwhelming majority

The resolutions for the above Ordinary and Special Businesses as set out in item no. 1 to 14 in the notice of 19th Annual General Meeting, having been duly approved by the members with overwhelming majority, are recorded hereunder as part of proceedings of the 19th Annual General Meeting of the members held on September 1, 2014.

Ordinary Business:

1. **To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2014**

   "Resolved that the audited standalone financial statements of the Company including the balance sheet as at March 31, 2014, the statement of profit and loss, the cash flow statement for the year ended on that date, reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company including Auditors' Report thereon be and are hereby received, considered and adopted."

2. **Declaration of dividend on equity shares**

   "Resolved that a final dividend of Rs. 1.80 per equity share of Rs. 5/- each fully paid up for the financial year 2013-14 be and is hereby approved and declared."

3. **Re-appointment of Ms. Chua Sock Koong as a director liable to retire by rotation**

   "Resolved that Ms. Chua Sock Koong (DIN 00047851), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

4. **Re-appointment of Mr. Rajan Bharti Mittal as a director liable to retire by rotation**

   "Resolved that Mr. Rajan Bharti Mittal (DIN 00028016), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

5. **Appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, as the statutory auditors of the company**

   "Resolved that M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon (Registration no. 101049W), be and are hereby appointed as the Statutory Auditors of the Company for a period of three years i.e. from the conclusion of this 19th Annual General Meeting till the conclusion of 22nd Annual General Meeting of the Company, subject to annual ratification by the members at every Annual General Meeting and at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee."

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Special Business:

6. **Appointment of Sheikh Faisal Thani Al-Thani as a director liable to retire by rotation**

"Resolved that pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), Sheikh Faisal Thani Al-Thani (DIN 06675785) be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. **Appointment of Mr. Bernardus Johannes Maria Verwaayen as an Independent Director**

"Resolved that pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Bernardus Johannes Maria Verwaayen (DIN 06735687) be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from the original date of appointment i.e. December 27, 2013 upto December 26, 2018."

8. **Appointment of Mr. Vegulaparanan Kasi Viswanathan as an Independent Director**

"Resolved that pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Vegulaparanan Kasi Viswanathan (DIN 01782934) be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from the original date of appointment i.e. January 14, 2014 upto January 13, 2019."

9. **Appointment of Mr. Dinesh Kumar Mittal as an Independent Director**

"Resolved that pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Dinesh Kumar Mittal (DIN 00040000) be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from the original date of appointment i.e. March 13, 2014 upto March 12, 2019."

10. **Appointment of Mr. Manish Santoshkumar Kejriwal as an Independent Director**

"Resolved that pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Manish Santoshkumar Kejriwal (DIN 00040055) be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from the original date of appointment i.e. September 26, 2012 upto September 25, 2017."

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11. Appointment of Ms. Obiageli Katryn Ezekwesili as an Independent Director

"Resolved that pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Ms. Obiageli Katryn Ezekwesili (DIN 06385532) be and is hereby appointed as an Independent Director of the Company to hold office for a period of three consecutive years from the original date of appointment i.e. September 26, 2012 upto September 25, 2015."

12. Appointment of Mr. Craig Edward Ehrlich as an Independent Director

"Resolved that pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Craig Edward Ehrlich (DIN 02612082) be and is hereby appointed as an Independent Director of the Company to hold office upto April 28, 2018."

13. Appointment of Mr. Ajay Lal as an Independent Director

"Resolved that pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Ajay Lal (DIN 00030388) be and is hereby appointed as an Independent Director of the Company to hold office upto January 22, 2015."

14. Ratification of remuneration to be paid to M/s. R. J. Goel & Co., Cost Accountants, Cost Auditor of the company

"Resolved that pursuant to the provisions of Section 148 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) and subject to applicable notification or circular as may be issued by the Ministry of Corporate Affairs (MCA) in this regard, the remuneration of Rs. 6,93,000/- plus service tax and reimbursement of out of pocket expenses as approved by the Board of Directors on the recommendation of Audit Committee, to be paid to M/s. R. J. Goel & Co., Cost Accountants, Cost Auditor of the Company for the financial year ending March 31, 2015, be and is hereby ratified and confirmed."

All the above resolutions, which were put to vote, were passed with requisite majority.

Sd/-
Vegulaparanan Kasi Viswanathan
Chairman of the Meeting

Place: New Delhi **Date of entry: September 29, 2014** **Signed: September 29, 2014**

Certified True Copy
For Bharti Airtel Limited

Rajendra Chopra
Dy. Company Secretary

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