Minutes of the twentieth Annual General Meeting of the members of Bharti Airtel Limited held on Friday, 21st day of August 2015 from 3:30 P.M. to 4:35 P.M. at Air Force Auditorium, Subroto Park, New Delhi – 110 010.

Present

Directors

Sunil Bharti Mittal	-	Chairman of the Meeting
Vegulaparanan Kasi Viswanathan	-	Chairman, Audit & Risk Management Committee
Dinesh Kumar Mittal		
Gopal Vittal	-	Managing Director & CEO (India & South Asia)

Invitees

Nilanjan Roy	-	Global CFO
Srikanth Balachandran	-	Global CHRO
Harjeet Kohli	-	Group Treasurer
Sanjay Grover	-	Scrutinizer, M/s. Sanjay Grover & Associates
Nilangshu Katriar	-	Partner, M/s. S.R. Batliboi & Co. LLP, Statutory Auditors
Rupesh Agarwal	-	Partner, M/s. Chandrasekaran Associates, Secretarial Auditors

Company Secretary

Rajendra Chopra

Members

In Person: 3,909 members holding **2,618,167,371** shares
Through Proxy: 152 proxies representing **21,331,478** shares

In terms of provisions of Article 92 of the Articles of Association of the Company, Sunil Bharti Mittal – Chairman of the Board presided over the meeting.

The Company Secretary called the meeting to order as the requisite quorum was present and stated the following:

(i) Copies of Annual Report, Annual General Meeting (AGM) Notice, Notice of e-voting etc. were sent to the members who have registered their email id with the Company / Depository participants (DPs) / Registrar and Share Transfer Agent (RTA). Members whose email ids were not registered with the Company / DPs / RTA were sent physical copies of AGM Notice, Annual Report and notice of e-voting through permitted mode.

(ii) 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 remote e-voting facility to the members to cast their votes for resolutions as mentioned in the AGM notice dated April 28, 2015. The remote e-voting facility was available to the members from Tuesday, August 18, 2015 (IST 8.00 a.m.) to Thursday, August 20, 2015 (IST 05.00 p.m.).

(iii) The remote e-voting event number (EVSN), 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.

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

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

(vi) In terms of the provisions of the Companies Act, 2013, Dinesh Kumar Mittal, member of Stakeholders' Relationship Committee and HR & Nomination Committee was authorized to be present at the Annual General Meeting since Rajan Bharti Mittal – Chairman of Stakeholders' Relationship Committee and Ben Verwaayen – Chairman of HR & Nomination Committee were unable to attend the meeting,

(vii) Register of Directors, KMPs and their shareholding, Register of contracts & arrangements in which Directors are interested, Auditors' Report, Secretarial Audit Report, Auditors' Certificate in respect of Employee Stock Option Plans of the Company, Proxy Register and other statutory documents were kept open for inspection of members during the meeting.

(viii) The Statutory Auditors' Report and Secretarial Auditors' Report did not contain any qualification, observation or disclaimer.

The Company Secretary requested the Chairman to commence the proceedings.

Sunil Bharti Mittal, Chairman, welcomed the members at the 20th Annual General Meeting of the Company and introduced all the dignitaries present on the dais and informed that Ben Verwaayen, Chua Sock Kong, Craig Ehrlich, Manish Kejriwal, Obiageli Ezekwesili, Rajan Bharti Mittal, Sheikh Faisal Thani Al-Thani, Shishir Priyadarshi and Tan Yong Choo have expressed their inability to attend the meeting due to their preoccupation.

Sunil Bharti Mittal, Chairman also introduced Sanjay Grover of M/s. Sanjay Grover & Associates, Company Secretaries, as Scrutinizer, Nilangshu Katriar representing M/s. S.R. Batliboi & Co. LLP, Statutory Auditors and Rupesh Agarwal, Partner representing M/s. Chandrasekaran Associates, Secretarial Auditors of the Company.

Sunil Bharti Mittal, Chairman briefed the members about the operations and performance of the Company. The highlights of the briefing are as follows:

- Renewal of 900 MHz spectrum holdings in 6 circles and acquisition of additional spectrum in different bands in 13 other circles in the Spectrum Auction.
- Successfully rolled out 4G services in 296 cities across India and in 3 countries in Africa.
- Airtel became 3rd largest mobile operator in the World with over 303 million customers across 20 countries.
- Crossed the milestone of 75 Mn. subscribers across 17 countries in Africa.

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The Chairman also explained the members:

- About objective and implications of the business items as mentioned in the Notice of Annual General Meeting dated April 28, 2015 and invited queries from the members on the agenda items.
- The members raised some queries on the financial statements and operations of the Company etc. which were replied satisfactorily.
- As per Sections 107 and 108 of the Companies Act, 2013, the members who have not casted their votes through remote e-voting facility can cast their votes through e-voting / poll at the venue.

The members applauded the performance of the Company and thanked the management for excellent investor servicing and management at the meeting.

The Chairman thanked the members for their participation and requested Sanjay Grover, Scrutinizer to commence the e-voting / poll process and requested him to submit the report latest by Saturday, August 22, 2015. The procedure of e-voting / poll was explained to the members in detail. It was also informed to the members that the results of votes cast by members through remote e-voting and poll, on the basis of the report of the Scrutinizer, shall be announced not later than forty eight (48) hours of the conclusion of the meeting. The same shall also be submitted with the Stock Exchanges (National Stock Exchange of India Limited and BSE Limited) and shall also be posted on the website of the Company and Karvy Computershare Private Limited.

Sanjay Grover, Scrutinizer conducted the e-voting / poll at the venue. The Company officials assisted the members in voting process.

The meeting was concluded after completion of voting process at 04:35 p.m.

Results of e-voting and poll on the ordinary and special businesses at the 20th Annual General Meeting of the Company held on Friday, August 21, 2015

On the basis of the Scrutinizer's Report of remote electronic voting and for the e-voting / poll conducted at the Annual General Meeting dated August 21, 2015, the summary of which is mentioned hereunder, the Company announced the results of voting on August 22, 2015 that all the resolutions for the Ordinary and Special businesses as set out in item no. 1 to 7 in the Notice of the 20th Annual General Meeting of the Company have been duly passed by the overwhelming majority. The summary of the Scrutinizer's Report is as follows:

Resolution	No of Valid Votes	No. of Votes in favour	No. of Votes Against	No. of Invalid votes	Result
Ordinary Business:					
To receive, Consider and adoption of the Standalone Financial Statements of the Company for the financial year ended March 31, 2015	3,488,364,437	3,486,261,659 (99.94 %)	2,102,778 (0.06 %)	Nil	Ordinary Resolution passed with overwhelming majority

Declaration of Dividend on equity shares	3,490,889,195	3,490,298,185 (99.98 %)	591,010 (0.02 %)	Nil	Ordinary Resolution passed with overwhelming majority
Re-appointment of Ms. Tan Yong Choo (DIN 02910529) as a Director liable to retire by rotation	3,490,117,278	3,419,950,100 (97.99 %)	70,167,178 (2.01 %)	Nil	Ordinary Resolution passed with overwhelming majority
Ratification of the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon (Registration No. 101049W), as the Statutory Auditors of the Company and to fix their remuneration	3,488,752,129	3,474,057,598 (99.58 %)	14,694,531 (0.42 %)	Nil	Ordinary Resolution passed with overwhelming majority

Special Business:					
Appointment of Mr. Shishir Priyadarshi (DIN 03459204) as an Independent Director of the Company	3,490,117,309	3,489,417,460 (99.98 %)	699,849 (0.02 %)	Nil	Ordinary Resolution Passed with overwhelming majority
Ratification of the remuneration to be paid to M/s R. J. Goel & Co., Cost Accountants, Cost Auditor of the Company	3,490,889,247	3,490,297,940 (99.98 %)	591,307 (0.02%)	Nil	Ordinary Resolution Passed with overwhelming majority
Payment of commission to Non-Executive Directors of the Company	3,458,427,278	3,456,025,242 (99.93 %)	2,402,036 (0.07 %)	Nil	Ordinary Resolution Passed with overwhelming majority

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The Resolutions passed as per the above Results are as under:

Ordinary Business:

1. **To receive, consider and adopt the standalone financial statements of the Company for the financial year ended March 31, 2015**

   "Resolved that the audited standalone financial statements of the Company for the financial year ended March 31, 2015 together with the reports of the Board and Auditors thereon be and are hereby received, considered and adopted."

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

   "Resolved that the interim dividend of Rs. 1.63 per equity share of Rs. 5/- each paid to the members for the financial year 2014-15 as per the resolution passed by the Board of Directors at its meeting held on August 13, 2014, is hereby confirmed.

   Resolved further that a final dividend of Rs. 2.22 per equity share of Rs. 5/- each for the financial year 2014-15, as recommended by the Board, be and is hereby approved and declared."

3. **Re-appointment of Ms. Tan Yong Choo as a Director liable to retire by rotation**

   "Resolved that Ms. Tan Yong Choo (DIN 02910529), 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. **Ratification of the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, as the Statutory Auditors of the Company and to fix their remuneration**

   "Resolved that pursuant to Section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 and rules made thereunder and resolution passed by the members in their 19th AGM held on September 01, 2014, the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon (Registration no. 101049W), as the Statutory Auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2017 be and is hereby ratified.

   Resolved further that the Board of Directors of the Company be and is hereby authorised to fix the remuneration payable to Statutory Auditors for the financial year ending March 31, 2016."

Special Business:

5. **Appointment of Mr. Shishir Priyadarshi as an Independent Director**

   "Resolved that pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreements, Mr. Shishir Priyadarshi (DIN 03459204), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. February 04, 2015, and who holds office till the date of the AGM in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, and to hold office for a period of five consecutive years i.e. from February 04, 2015 to February 03, 2020."

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6. 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, the remuneration of ` 720,000 plus service tax and reimbursement of travel and out of pocket expenses as approved by the Board on the recommendation of the Audit & Risk Management Committee, to be paid to M/s. R. J. Goel & Co., Cost Accountants, (Registration no. 00026), Cost Auditor of the Company for the financial year 2015-16, be and is hereby ratified, confirmed and approved."

7. Payment of commission to Non-Executive Directors of the Company

"Resolved that pursuant to the provisions of Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Clause 49 of the Listing Agreements and any other law for the time being in force, and in accordance with provisions of the Articles of Association of the Company, approval of the Company be and is hereby accorded for payment of commission to Non-Executive Directors (including Independent Directors) not exceeding 0.5% of the net profit of the Company, calculated in accordance with the provisions of section 198 and other applicable provisions, if any, of the Companies Act, 2013 for each financial year, effective from the financial year 2015-16 in such manner as the Board in its absolute discretion may decide from time to time.

Sd/-
Sunil Bharti Mittal
Chairman

Place: New Delhi **Date of entry: September 17, 2015** **Signed: September 17, 2015**

Certified True Copy
For Bharti Airtel Limited

Rajendra Chopra
Company Secretary

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