MINUTES OF ANNOUNCEMENT OF RESULTS OF POSTAL BALLOT / E-VOTING BY BHARTI AIRTEL LIMITED ON MONDAY, SEPTEMBER 30, 2013 AT BHARTI CRESCENT, 1, NELSON MANDELA ROAD, VASANT KUNJ, PHASE-II, NEW DELHI – 110 070.

Background

Pursuant to the provisions of Section 192A of Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the Company had issued the postal ballot notice dated July 31, 2013, to obtain the consent from the Shareholders through postal ballot / e-voting for Slump Sale of Data Centre and Managed Services Business to Nxtra Data Limited, a Wholly Owned Subsidiary of Bharti Airtel Limited, by way of Ordinary Resolution.

In the Board meeting held on July 31, 2013, the Board of Directors had approved the following appointments:

- Mr. Sanjay Grover of M/s. Sanjay Grover and Associates, Company Secretaries, New Delhi, (the Scrutinizer) for conducting the postal ballot / e-voting process in a fair and transparent manner.

- Mr. Gopal Vittal, Joint Managing Director & CEO (India) and Mr. Mukesh Bhavnani, Group General Counsel & Company Secretary as the persons responsible for the entire postal ballot / e-voting process.

- Mr. Mukesh Bhavnani, Group General Counsel & Company Secretary to announce the results of the Postal Ballot / e-voting on September 30, 2013.

The Company had appointed Central Depository Services (India) Limited to conduct voting through electronic mode.

The proposed resolution together with the explanatory statement, postal ballot forms, e-voting user IDs and passwords and a self-addressed business reply envelopes (as applicable) were sent to the members and others concerned including statutory auditors, stock exchanges etc. through post (under Certificate of Posting) / email.

Intimation about completion of dispatch of the Postal Ballot forms and the last date for receipt of reply from shareholders / completion of e-voting was intimated to the members by way of publication of advertisement in 'Mint' (English) all editions and 'Hindustan' (Hindi) Delhi edition on August 30, 2013.

Members were advised to carefully read the instructions before casting their votes and were also advised to complete the e-voting process / return the duly completed forms in the attached self-addressed envelope, so as to reach the Scrutinizer (as applicable) on or before the close of business hours on Saturday, September 28, 2013

As per the notice:

(i) The postal ballot forms received after the close of business hours on September 28, 2013, have been treated as *'responses not received from the shareholders.'*

(ii) Voting rights have been reckoned on the paid up value of the shares registered in the name of the shareholders as on Friday, August 23, 2013.

(iii) Incomplete, unsigned or incorrectly filled or bearing more than one [√] postal ballot forms have been rejected by the Scrutinizer.

(iv) Any extraneous papers found in the postal ballot forms have been destroyed by the Scrutinizer.

After due scrutiny of all the postal ballot forms / e-voting received upto the close of the working hours on September 28, 2013 (being the last date fixed for receipt of duly filled postal ballot forms) the Scrutinizer submitted his final report on Monday, 30th September, 2013 before the close of business hours.

The date of declaration of the results of postal ballot / e-voting has been taken as the date of passing of the Resolution.

The Result of the postal ballot / e-voting shall be published in the newspapers on October 01, 2013 (i.e. within 48 hours of the declaration of the results) and have also been placed at the website of the Company at www.airtel.in.

Mr. Mukesh Bhavnani, Group General Counsel & Company Secretary announced the following results of the Postal Ballot / e-voting.

Description	No. of valid votes	Votes cast in favor of the resolution (no.& % age)	Votes cast against the resolution (no.& %age)	Result
Ordinary Resolution for Slump Sale of Data Centre and Managed Services Business to Nxtra Data Limited, a Wholly Owned Subsidiary of Bharti Airtel Limited	3,266,523,307	3,263,418,413 (99.90%)	3,104,894 (0.10%)	Ordinary Resolution passed with overwhelming majority

"Resolved that pursuant to section 293(1)(a) read with section 192A of the Companies Act, 1956 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof), Memorandum and Articles of Association of the Company, Listing Agreement entered into with the Stock Exchange(s) and any other law for the time being in force and subject to such approvals, consents, permissions and sanctions as may be necessary of the appropriate authorities, departments, offices, institutions, bodies and agencies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be stipulated by any authority while granting such approvals, consents, permissions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof and any person authorized by the Board in this behalf) and subject to fulfillment of the terms and conditions contained in Memorandum of Understanding dated July 30, 2013 and such other terms and conditions as the Board of Directors of the Company may deem fit and appropriate, consent, authority and approval of the members of the Company be and is hereby accorded to the Board to sell, transfer, assign, or cause to be sold, assigned, transferred and delivered Data Center and Managed Services business located at Noida, Chennai, Bangalore, Pune, Bhubaneswar and Mumbai (hereinafter referred to as the "Data Business") together with all its assets (including the assets under construction / acquisition under the ongoing capital expenditure plans of the said Data Business) (but excluding land and building) including current contracts, engagements and purchase orders etc. with customers, rights, liabilities / obligations of whatsoever nature and kind and wheresoever situated in whole or in part and its employees on a going concern basis, by way of slump sale, to Nxtra Data Limited, a wholly

owned subsidiary of the Company with effect from October 1, 2013 (the "Appointed Date") or such other date as the Board may deem fit, for a consideration not less than Rs. 1,771 Mn (Rupees One thousand seven hundred and seventy one million only), as enterprise value subject to such adjustment for net working capital and on such terms and conditions (including without limitation, mode of receipt of the sale consideration) as may be required in this regard.

Resolved further that the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing and varying the terms and conditions to sell, transfer, assign, convey and deliver or cause to be sold, assigned, transferred and delivered the Data Business and to finalize and execute, deliver and perform Memorandum of Understanding and such agreements (including but not limited to business transfer agreement), contracts, deeds, undertakings, and other documents, file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities, including Governmental authorities, and take all necessary steps in the matter as it may in its absolute discretion deem necessary (including but not limited to change / alter the Appointed Date), desirable or expedient to give effect the above resolution, and to settle any question and difficulty that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their consent, authority and approval thereto expressly by the authority of this resolution.

Resolved further that the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution, to any Director(s) or to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to this resolution."

Since out of the total valid vote polled, 99.90% of the votes were casted in favour of the resolution, the above Ordinary Resolution was declared to have been passed with overwhelming majority.

Sd/-
Chairman

Place: New Delhi **Printed: October 7, 2013** **Signed: October 16, 2013**