bharti

August 20, 2016

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

Ref: Bharti Airtel Limited (532454 / BHARTIARTL)

Sub: Voting results and Consolidated Scrutinizer's Report of 21st Annual General Meeting

Dear Sir/ Madam,

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the voting results of 21st Annual General Meeting held on Friday, August 19, 2016 at 03:30 p.m. and Consolidated Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.

We request you to take the same on record.

Thanking you,

Sincerely Yours

For Bharti Airtel Limited

Rajendra Chopra
Sr. Vice President & Company Secretary

Encl: As above

Voting Results of AGM	
Details of poll at AGM (E-voting at AGM) and e-voting (Remote E-voting) results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:	
Date of the AGM	**19.08.2016**
Total number of shareholders on record date	**221,146**
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: 7 Public: 4467	**4474**
No. of shareholders present in the meeting through Video Conferencing: Promoters and Promoters Group: Public:	**N.A.**

1. Ordinary Resolution: To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2016.

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	2,667,991,778	1,802,318,492	67.5534	1,802,318,492	0	100.0000	0.0000
	Poll		865,673,286	32.4466	865,673,286	0	100.0000	0.0000
	Total		**2,667,991,778**	**100.0000**	**2,667,991,778**	**0**	**100.0000**	0.0000
Public-Institutions	E-voting	1,073,095,396	817,302,155	76.1630	817,302,155	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		**817,302,155**	**76.16305**	**817,302,155**	**0**	**100.0000**	0.0000
Public-Non Institutions	E-voting	256,312,928	206,051,936	80.3908	206,051,928	8	100.0000	0.0000
	Poll		1,542	0.0006	1,542	0	100.0000	0.0000
	Total		**206,053,478**	**80.3914**	**206,053,470**	**8**	**100.0000**	0.0000
Total		**3,997,400,102**	**3,691,347,411**	**92.3437**	**3,691,347,403**	**8**	**100.0000**	0.0000

2. Ordinary Resolution: Declaration of dividend on equity shares.

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	2,667,991,778	1,802,318,492	67.5534	1,802,318,492	0	100.0000	0.0000
	Poll		865,673,286	32.4466	865,673,286	0	100.0000	0.0000
	Total		**2,667,991,778**	**100.0000**	**2,667,991,778**	**0**	**100.0000**	0.0000
Public-Institutions	E-voting	1,073,095,396	821,109,537	76.5179	821,109,537	0	100.0000	0.0000
	Poll		0	**0.0000**	0	0	0.0000	0.0000
	Total		**821,109,537**	**76.5179**	**821,109,537**	**0**	**100.0000**	**0.0000**
Public-Non Institutions	E-voting	256,312,928	206,051,951	80.3908	206,051,943	8	100.0000	0.0000
	Poll		1,542	0.0006	1,542	0	100.0000	0.0000
	Total		**206,053,493**	**80.3914**	**206,053,485**	**8**	**100.0000**	**0.0000**
Total		**3,997,400,102**	**3,695,154,808**	**92.4390**	**3,695,154,800**	**8**	**100.0000**	**0.0000**

3. Ordinary Resolution: Re-appointment of Ms. Chua Sock Koong (DIN: 00047851) as a Director liable to retire by rotation.

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	2,667,991,778	1,802,318,492	67.5534	1,802,318,492	0	100.0000	0.0000
	Poll		865,673,286	32.4466	865,673,286	0	100.0000	0.0000
	Total		**2,667,991,778**	**100.0000**	**2,667,991,778**	**0**	**100.0000**	0.0000
Public-Institutions	E-voting	1,073,095,396	818,459,974	76.2709	766,705,068	51,754,906	93.6766	6.3234
	Poll		0	**0.0000**	-	0	0.0000	0.0000
	Total		**818,459,974**	**76.2709**	**766,705,068**	**51,754,906**	**93.6766**	**6.3234**
Public-Non Institutions	E-voting	256,312,928	206051951	80.3908	206051687	264	99.9999	0.0001
	Poll		1,542	0.0006	1,542	0	100.0000	0.0000
	Total		**206,053,493**	**80.3914**	**206,053,229**	**264**	**99.9999**	**0.0001**

Total		**3,997,400,102**	**3,692,505,245**	**92.3727**	**3,640,750,075**	**51,755,170**	**98.5984**	**1.4016**

4. Ordinary Resolution:Ratification of the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, (Registration No. 101049W) as the Statutory Auditors of the Company and to fix their remuneration.

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	2,667,991,778	1,802,318,492	67.5534	1,802,318,492	0	100.0000	0.0000
	Poll		865,673,286	32.4466	865,673,286	0	100.0000	0.0000
	Total		**2,667,991,778**	**100.0000**	**2,667,991,778**	**0**	**100.0000**	0.0000
Public-Institutions	E-voting	1,073,095,396	818,559,182	76.2802	782,901,000	35,658,182	95.6438	4.3562
	Poll		0	**0.0000**	-	-	0.0000	0.0000
	Total		**818,559,182**	**76.2802**	**782,901,000**	**35,658,182**	**95.6438**	**4.3562**
Public-Non Institutions	E-voting	256,312,928	206,051,951	80.3908	206,051,618	333	99.9998	0.0002
	Poll		1,542	0.0006	1,542	-	100.0000	0.0000
	Total		**206,053,493**	**80.3914**	**206,053,160**	**333**	**99.9998**	**0.0002**
Total		**3,997,400,102**	**3,692,604,453**	**92.3752**	**3,656,945,938**	**35,658,515**	**99.0343**	**0.9657**

5. Ordinary Resolution: Appointment of Mr. Rakesh Bharti Mittal (DIN: 00042494) as a Director liable to retire by rotation

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	2,667,991,778	1,802,318,492	67.5534	1,802,318,492	0	100.0000	0.0000
	Poll		865,673,286	32.4466	865,673,286	0	100.0000	0.0000
	Total		**2,667,991,778**	**100.0000**	**2,667,991,778**	**0**	**100.0000**	0.0000
Public-Institutions	E-voting	1,073,095,396	820,626,023	76.4728	810,148,304	10,477,719	98.7232	0.0000
	Poll		0	**0.0000**	0	0	0.0000	0.0000
	Total		**820,626,023**	**76.4728**	**810,148,304**	**10,477,719**	**98.7232**	**1.2768**
Public-Non Institutions	E-voting	256,312,928	206,051,951	80.3908	206,051,631	320	99.9998	0.0002
	Poll		1,542	0.0006	1,542	0	100.0000	0.0000
	Total		**206,053,493**	**80.3914**	**206,053,173**	**320**	**99.9998**	**0.0002**
Total		**3,997,400,102**	**3,694,671,294**	**92.4269**	**3,684,193,255**	**10,478,039**	**99.7164**	**0.2836**

6. Special Resolution: Adoption of new set of the Articles of Association of the Company								
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	2,667,991,778	1,802,318,492	67.5534	1,802,318,492	0	100.0000	0.0000
	Poll		865,673,286	32.4466	865,673,286	0	100.0000	0.0000
	Total		**2,667,991,778**	**100.0000**	**2,667,991,778**	**0**	**100.0000**	0.0000
Public-Institutions	E-voting	1,073,095,396	816,652,297	76.1025	780,492,250	36,160,047	95.5722	4.4278
	Poll		0	**0.0000**	0	0	0.0000	0.0000
	Total		**816,652,297**	**76.1025**	**780,492,250**	**36,160,047**	**95.5722**	**4.4278**
Public-Non Institutions	E-voting	256,312,928	206,051,951	80.3908	206,051,930	21	100.0000	0.0000
	Poll		1,542	0.0006	1,542	0	100.0000	0.0000
	Total		**206,053,493**	**80.3914**	**206,053,472**	**21**	**100.0000**	**0.0000**
Total		**3,997,400,102**	**3,690,697,568**	**92.3274**	**3,654,537,500**	**36,160,068**	**99.0202**	**0.9798**

7. Special Resolution: Alteration in the Memorandum of Association of the Company								
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	2,667,991,778	1,802,318,492	67.5534	1802318492	0	100.0000	0.0000
	Poll		865,673,286	32.4466	865673286	0	100.0000	0.0000
	Total		**2,667,991,778**	**100.0000**	**2,667,991,778**	**0**	**100.0000**	0.0000
Public-Institutions	E-voting	1,073,095,396	821,109,537	76.5179	821041058	68479	99.9917	0.0083
	Poll		0	**0.0000**	0	0	0.0000	0.0000
	Total		**821,109,537**	**76.5179**	**821,041,058**	**68479**	**99.9917**	**0.0083**
Public-Non Institutions	E-voting	256,312,928	206,051,641	80.3907	206051620	21	100.0000	0.0000
	Poll		1,542	0.0006	1542	0	100.0000	0.0000
	Total		**206,053,183**	**80.3913**	**206,053,162**	**21**	**100.0000**	**0.0000**
Total		**3,997,400,102**	**3,695,154,498**	**92.4389**	**3,695,085,998**	**68,500**	**99.9981**	**0.0019**

8. Ordinary Resolution: Re-appointment of Mr. Sunil Bharti Mittal (DIN: 00042491) as the Chairman of the Company.								
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	2,667,991,778	1,802,318,492	67.5534	1,802,318,492	0	100.0000	0.0000
	Poll		865,673,286	32.4466	865,673,286	0	100.0000	0.0000
	Total		**2,667,991,778**	**100.0000**	**2,667,991,778**	**0**	**100.0000**	0.0000
Public-Institutions	E-voting	1,073,095,396	820,560,353	76.4667	818,296,396	2263957	99.7241	0.2759
	Poll		0	**0.0000**	0	0	0.0000	0.0000
	Total		**820,560,353**	**76.4667**	**818,296,396**	**2263957**	**99.7241**	**0.2759**
Public-Non Institutions	E-voting	256,312,928	206,051,951	80.3908	206,051,768	183	99.9999	0.0001
	Poll		1,542	0.0006	1,542	0	100.0000	0.0000
	Total		**206,053,493**	**80.3914**	**206,053,310**	**183**	**99.9999**	**0.0001**
Total		**3,997,400,102**	**3,694,605,624**	**92.4252**	**3,692,341,484**	**2,264,140**	**99.9387**	**0.0613**

9. Ordinary Resolution: Revision in remuneration of Mr. Gopal Vittal, Managing Director and CEO								
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	2,667,991,778	1,802,318,492	67.5534	1802318492	0	100.0000	0.0000
	Poll		865,673,286	32.4466	865673286	0	100.0000	0.0000
	Total		**2,667,991,778**	**100.0000**	**2667991778**	**0**	**100.0000**	0.0000
Public-Institutions	E-voting	1,073,095,396	820,626,023	76.4728	817075825	3550198	99.5674	0.4326
	Poll		0	**0.0000**	0	0	0.0000	0.0000
	Total		**820,626,023**	**76.4728**	**817075825**	**3550198**	**99.5674**	**0.4326**
Public-Non Institutions	E-voting	256,312,928	206,051,641	80.3907	206051314	327	99.9998	0.0002
	Poll		1,542	0.0006	1542	0	100.0000	0.0000
	Total		**206,053,183**	**80.3913**	**206052856**	**327**	**99.9998**	**0.0002**
Total		**3,997,400,102**	**3,694,670,984**	**92.4268**	**3,691,120,459**	**3,550,525**	**99.9039**	**0.0961**

10. Ordinary Resolution: Ratification of remuneration to be paid to M/s. R. J. Goel & Co., Cost Accountants, Cost Auditor of the Company.	
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	2,667,991,778	1802318492	67.5534	1802318492	0	100.0000	0.0000
	Poll		865673286	32.4466	865673286	0	100.0000	0.0000
	Total		**2667991778**	**100.0000**	**2667991778**	**0**	**100.0000**	0.0000
Public-Institutions	E-voting	1,073,095,396	821109537	76.5179	821109537	0	100.0000	0.0000
	Poll		0	**0.0000**	0	0	0.0000	0.0000
	Total		**821109537**	**76.5179**	**821109537**	**0**	**100.0000**	**0.0000**
Public-Non Institutions	E-voting	256,312,928	206051951	80.3908	206051892	59	100.0000	0.0000
	Poll		1542	0.0006	1542	0	100.0000	0.0000
	Total		**206053493**	**80.3914**	**206053434**	**59**	**100.0000**	**0.0000**
Total		**3,997,400,102**	**3,695,154,808**	**92.4390**	**3,695,154,749**	**59**	**100.0000**	**0.0000**

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

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

THE CHAIRMAN

BHARTI AIRTEL LIMITED

(CIN: L74899DL1995PLC070609)

Bharti Crescent, 1, Nelson Mandela Road,

Vasant Kunj, Phase-II, New Delhi

For 21st Annual General Meeting of Equity Shareholders of the Company held on August 19, 2016 at 3:30 P.M. at Air Force Auditorium, Subroto Park, New Delhi-110 010.

Dear Sir,

I, Sanjay Grover, Practicing Company Secretary, 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 for the purpose of scrutinizing Annual General Meeting (AGM) voting process, i.e. remote e-Voting and e-voting at AGM, under the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration Rules), 2014 (as amended till date) on the resolution(s) mentioned in Notice dated April 27, 2016 for 21st AGM of the equity shareholders of the Company held on Friday, August 19, 2016 at 3:30 P.M. at Air Force Auditorium, Subroto Park, New Delhi – 110010.

I submit my report as under:

1. The remote e-voting period commenced on Tuesday, August 16, 2016 at 09:00 A.M. and closed at Thursday, August 18, 2016 at 5:00 P.M., via e-voting Platform on the designated website of Karvy Computershare Private Limited.

SANJAY GROVER & ASSOCIATES * NEW DELHI * Firm Registration No. P2001DE023900 Company Secretaries

2. The Shareholders of the Company as on the "cut off date" i.e. Friday, August 12, 2016 were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolution(s) (Item no. 1 to 10) as set out in the Notice dated April 27, 2016.

3. The total paid up Equity Share Capital of the Company, as on August 12, 2016, was Rs. 1998,70,00,510 (Rupees One Thousand Nine Hundred Ninety Eight Crores Seventy Lacs Five Hundred and Ten Only) divided into 399,74,00,102 (Three Hundred Ninety Nine Crores Seventy Four Lacs One Hundered and Two Only) equity shares of Rs. 5/- each. The total issued share capital of the Company includes 21 shares which are lying in the Bharti Airtel Limited – Unclaimed Suspense A/c, of which voting rights are frozen till rightful owners claim these shares pursuant to Regulation 34 read with Schedule V (F) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 18,02,908 (Eighteen Lacs Two Thousand Nine Hundred Eight) equity shares held by Bharti Airtel Employees' Welfare Trust ('ESOP Trust") which are treated as "Non-Promoter Non-Public holding" as per Regulation 9, Chapter II of the SEBI (Share Based Employee Benefits) Regulation, 2014 of which voting rights are not exercised.

4. Voting by using electronic voting system facility was made available through Karvy Computershare Private Limited at the AGM venue.

5. "Voting by electronic means" was conducted as per Rule 20 of Companies (Management and Administration) Rules, 2014, as amended up to date.

6. After completion of e-voting at the AGM at 04:31 P.M. the votes through e-voting were unblocked first and thereafter, the votes through remote e-voting were unblocked in the presence of two witnesses; Vimal Kumar R/o D-109, Shakarpur, New Delhi – 110091 and Dhiraj Kheriwal R/o 11/170 Amrit Puri, Near Iskcon Temple, New Delhi–110065, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Vimal Kumar

Dhiraj Kheriwal

SANJAY GROVER & ASSOCIATES Firm Registration No. P2001DE052900 Company Secretaries NEW DELHI

7. The consolidated results of e-voting at AGM and remote e-voting are as under:

a. **Resolution No. 1:** To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2016.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes at AGM	Remote e-Votes	Total	
Assent	86,56,74,828	2,82,56,72,575	3,69,13,47,403	100.0000
Dissent	0	8	8	0.0000
Total	86,56,74,828	2,82,56,72,583	3,69,13,47,411	100.0000

Therefore, the resolution No. 1 has been approved with requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure A.**

b. **Resolution No. 2:** Declaration of dividend on equity shares.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes at AGM	Remote e-Votes	Total	
Assent	86,56,74,828	2,82,94,79,972	3,69,51,54,800	100.0000
Dissent	0	8	8	0.0000
Total	86,56,74,828	2,82,94,79,980	3,69,51,54,808	100.0000

Therefore, the resolution No. 2 has been approved with requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure B.**

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c. **Resolution No. 3:** Re-appointment of Ms. Chua Sock Koong as a Director liable to retire by rotation.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes at AGM	Remote e-Votes	Total	
Assent	86,56,74,828	2,77,50,75,247	3,64,07,50,075	98.5984
Dissent	0	5,17,55,170	5,17,55,170	1.4016
Total	86,56,74,828	2,82,68,30,417	3,69,25,05,245	100.0000

Therefore, the resolution No. 3 has been approved with requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure C.**

d. **Resolution No. 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 its remuneration.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes at AGM	Remote e-Votes	Total	
Assent	86,56,74,828	2,79,12,71,110	3,65,69,45,938	99.0343
Dissent	0	3,56,58,515	3,56,58,515	0.9657
Total	86,56,74,828	2,82,69,29,625	3,69,26,04,453	100.0000

Therefore, the resolution No. 4 has been approved with requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure D.**

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e. **Resolution No. 5:** Appointment of Mr. Rakesh Bharti Mittal as a Director liable to retire by rotation.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes at AGM	Remote e-Votes	Total	
Assent	86,56,74,828	2,81,85,18,427	3,68,41,93,255	99.7164
Dissent	0	1,04,78,039	1,04,78,039	0.2836
Total	86,56,74,828	2,82,89,96,466	3,69,46,71,294	100.0000

Therefore, the resolution No. 5 has been approved with requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure E.**

f. **Resolution No. 6:** Adoption of new set of the Articles of Association of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes at AGM	Remote e-Votes	Total	
Assent	86,56,74,828	2,78,88,62,672	3,65,45,37,500	99.0202
Dissent	0	3,61,60,068	3,61,60,068	0.9798
Total	86,56,74,828	2,82,50,22,740	3,69,06,97,568	100.0000

Therefore, the resolution No. 6 has been approved with requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure F.**

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g. **Resolution No. 7:** Alteration in the Memorandum of Association of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes at AGM	Remote e-Votes	Total	
Assent	86,56,74,828	2,82,94,11,170	3,69,50,85,998	99.9981
Dissent	0	68,500	68,500	0.0019
Total	86,56,74,828	2,82,94,79,670	3,69,51,54,498	100.0000

Therefore, the resolution No. 7 has been approved with requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure G.**

h. **Resolution No. 8** Re-appointment of Mr. Sunil Bharti Mittal as the Chairman of the Company

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes at AGM	Remote e-Votes	Total	
Assent	86,56,74,828	2,82,66,66,656	3,69,23,41,484	99.9387
Dissent	0	22,64,140	22,64,140	0.0613
Total	86,56,74,828	2,82,89,30,796	3,69,46,05,624	100.0000

Therefore, the resolution No. 8 has been approved with requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure H.**

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i. **Resolution No. 9:** Revision in remuneration of Mr. Gopal Vittal, Managing Director and CEO (India & South Asia).

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes at AGM	Remote e-Votes	Total	
Assent	86,56,74,828	2,82,54,45,631	3,69,11,20,459	99.9039
Dissent	0	35,50,525	35,50,525	0.0961
Total	86,56,74,828	2,82,89,96,156	3,69,46,70,984	100.0000

Therefore, the resolution No. 9 has been approved with requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure I.**

j. **Resolution No. 10:** Ratification of remuneration to be paid to M/s. R. J. Goel & Co., Cost Accountants, Cost Auditor of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes at AGM	Remote e-Votes	Total	
Assent	86,56,74,828	2,82,94,79,921	3,69,51,54,749	100.0000
Dissent	0	59	59	0.0000
Total	86,56,74,828	2,82,94,79,980	3,69,51,54,808	100.0000

Therefore, the resolution No. 10 has been approved with requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure J.**

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8. The register and all other papers relating to e-voting at AGM and remote e-voting shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the company.

Thank you

For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES

Sanjay Grover
Scrutinizer
CP No 3850

August 20, 2016
New Delhi

Annexure - A

Details of e-voting at AGM and remote e-voting for Resolution No. 1 are as under:

A1. VOTING THROUGH E - VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes received	60	86,56,74,828	4,32,83,74,140	21.6559
Less: Invalid votes	0	0	0	0.0000
(b) Net Valid Votes	60	86,56,74,828	4,32,83,74,140	21.6559
(c) Votes with Assent	60	86,56,74,828	4,32,83,74,140	21.6559
(d) Votes with dissent	0	0	0	0.0000

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Vote received	824	2,83,08,24,070	14,15,41,20,350	70.8166
(b)Less: Abstained*	12	51,51,487	2,57,57,435	0.1289
(c) Net Valid Votes	812	2,82,56,72,583	14,12,83,62,915	70.6878
(d) Votes with Assent	809	2,82,56,72,575	14,12,83,62,875	70.6878
(e) Votes with dissent	3	8	40	0.0000

***Twelve Shareholders only logged in the e-voting platform but neither voted in favour nor against the resolution.**

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Annexure - B

Details of e-voting at AGM and remote e-voting for Resolution No. 2 are as under:

B1. VOTING THROUGH E - VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes received	60	86,56,74,828	4,32,83,74,140	21.6559
Less: Invalid votes	0	0	0	0.0000
(b) Net Valid Votes	60	86,56,74,828	4,32,83,74,140	21.6559
(c) Votes with Assent	60	86,56,74,828	4,32,83,74,140	21.6559
(d) Votes with dissent	0	0	0	0.0000

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes received	824	2,83,25,15,424	14,16,25,77,120	70.8589
(b)Less: Abstained*	6	30,35,444	1,51,77,220	0.0759
(c) Net Valid Votes	818	2,82,94,79,980	14,14,73,99,900	70.7830
(d) Votes with Assent	815	2,82,94,79,972	14,14,73,99,860	70.7830
(e) Votes with dissent	3	8	40	0.0000

***Six Shareholders only logged in the e-voting platform but neither voted in favour nor against the resolution.**

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Annexure - C

Details of e-voting at AGM and remote e-voting for Resolution No. 3 are as under:

C1. VOTING THROUGH E - VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes received	60	86,56,74,828	4,32,83,74,140	21.6559
Less: Invalid votes	0	0	0	0.0000
(b) Net Valid Votes	60	86,56,74,828	4,32,83,74,140	21.6559
(c) Votes with Assent	60	86,56,74,828	4,32,83,74,140	21.6559
(d) Votes with dissent	0	0	0	0.0000

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Vote received	824	2,83,25,15,424	14,16,25,77,120	70.8589
(b)Less: Abstained*	20	56,85,007	2,84,25,035	0.1422
(c) Net Valid Votes	804	2826830417	14,13,41,52,085	70.7167
(d) Votes with Assent**	734	2,77,50,75,247	13,87,53,76,235	69.4220
(e) Votes with dissent**	72	5,17,55,170	25,87,75,850	1.2947

***Twenty Shareholders only logged in the e-voting platform but neither voted in favour nor against the resolution.**

****Two Shareholders voted partially in favour of the resolution and partially against the resolution.**

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Annexure - D

Details of e-voting at AGM and remote e-voting for Resolution No. 4 are as under:

D1. VOTING THROUGH E - VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes received	60	86,56,74,828	4,32,83,74,140	21.6559
Less: Invalid votes	0	0	0	0.0000
(b) Net Valid Votes	60	86,56,74,828	4,32,83,74,140	21.6559
(c) Votes with Assent	60	86,56,74,828	4,32,83,74,140	21.6559
(d) Votes with dissent	0	0	0	0.0000

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes received	824	2,83,25,15,424	14,16,25,77,120	70.8589
(b)Less: Abstained*	8	55,85,799	2,79,28,995	0.1397
(c) Net Valid Votes	816	2,82,69,29,625	14,13,46,48,125	70.7192
(d) Votes with Assent	768	2,79,12,71,110	13,95,63,55,550	69.8272
(e) Votes with dissent	48	3,56,58,515	17,82,92,575	0.8920

***Eight Shareholders only logged in the e-voting platform but neither voted in favour nor against the resolution.**

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Annexure - E

Details of e-voting at AGM and remote e-voting for Resolution No. 5 are as under:

E1. VOTING THROUGH E - VOTING AT AGM:

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes received	60	86,56,74,828	4,32,83,74,140	21.6559
Less: Invalid votes	0	0	0	0.0000
(b) Net Valid Votes	60	86,56,74,828	4,32,83,74,140	21.6559
(c) Votes with Assent	60	86,56,74,828	4,32,83,74,140	21.6559
(d) Votes with dissent	0	0	0	0.0000

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes received	824	2,83,25,15,424	14,16,25,77,120	70.8589
(b)Less: Abstained*	14	35,18,958	1,75,94,790	0.0880
(c) Net Valid Votes	810	2,82,89,96,466	14,14,49,82,330	70.7709
(d) Votes with Assent**	789	2,81,85,18,427	14092592135	70.5088
(e) Votes with dissent**	23	1,04,78,039	5,23,90,195	0.2621

***Fourteen Shareholders only logged in the e-voting platform but neither voted in favour nor against the resolution.**

****Two Shareholders voted partially in favour of the resolution and partially against the resolution.**

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Annexure – F

Details of e-voting at AGM and remote e-voting for Resolution No. 6 are as under:

F1. VOTING THROUGH E - VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes received	60	86,56,74,828	4,32,83,74,140	21.6559
Less: Invalid votes	0	0	0	0.0000
(b) Net Valid Votes	60	86,56,74,828	4,32,83,74,140	21.6559
(c) Votes with Assent	60	86,56,74,828	4,32,83,74,140	21.6559
(d) Votes with dissent	0	0	0	0.0000

F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes received	824	2,83,25,15,424	14,16,25,77,120	70.8589
(b)Less: Abstained*	9	74,92,684	3,74,63,420	0.1874
(c) Net Valid Votes	815	2,82,50,22,740	14,12,51,13,700	70.6715
(d) Votes with Assent	765	2,78,88,62,672	13,94,43,13,360	69.7669
(e) Votes with dissent	50	3,61,60,068	18,08,00,340	0.9046

***Nine Shareholders only logged in the e-voting platform but neither voted in favour nor against the resolution.**

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Annexure - G

Details of e-voting at AGM and remote e-voting for Resolution No. 7 are as under:

G1. VOTING THROUGH E - VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes received	60	86,56,74,828	4,32,83,74,140	21.6559
Less: Invalid votes	0	0	0	0.0000
(b) Net Valid Votes	60	86,56,74,828	4,32,83,74,140	21.6559
(c) Votes with Assent	60	86,56,74,828	4,32,83,74,140	21.6559
(d) Votes with dissent	0	0	0	0.0000

G2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes received	824	2,83,25,15,424	14,16,25,77,120	70.8589
(b)Less: Abstained*	8	30,35,754	1,51,78,770	0.0759
(c) Net Valid Votes	816	2,82,94,79,670	14,14,73,98,350	70.7830
(d) Votes with Assent	810	2,82,94,11,170	14,14,70,55,850	70.7813
(e) Votes with dissent	6	68,500	3,42,500	0.0017

***Eight Shareholders only logged in the e-voting platform but neither voted in favour nor against the resolution**

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Annexure - H

Details of e-voting at AGM and remote e-voting for Resolution No. 8 are as under:

H1. VOTING THROUGH E - VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes received	60	86,56,74,828	4,32,83,74,140	21.6559
Less: Invalid votes	0	0	0	0.0000
(b) Net Valid Votes	60	86,56,74,828	4,32,83,74,140	21.6559
(c) Votes with Assent	60	86,56,74,828	4,32,83,74,140	21.6559
(d) Votes with dissent	0	0	0	0.0000

H2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes received	824	2,83,25,15,424	14,16,25,77,120	70.8589
(b)Less: Abstained*	15	35,84,628	1,79,23,140	0.0897
(c) Net Valid Votes	809	2,82,89,30,796	14,14,46,53,980	70.7693
(d) Votes with Assent**	797	2,82,66,66,656	14,13,33,33,280	70.7126
(e) Votes with dissent**	13	22,64,140	1,13,20,700	0.0566

***Fifteen Shareholders only logged in the e-voting platform but neither voted in favour nor against the resolution.**

****One Shareholder voted partially in favour of the resolution and partially against the resolution.**

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Annexure - I

Details of e-voting at AGM and remote e-voting for Resolution No. 9 are as under:

I1. VOTING THROUGH E - VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes received	60	86,56,74,828	4,32,83,74,140	21.6559
Less: Invalid votes	0	0	0	0.0000
(b) Net Valid Votes	60	86,56,74,828	4,32,83,74,140	21.6559
(c) Votes with Assent	60	86,56,74,828	4,32,83,74,140	21.6559
(d) Votes with dissent	0	0	0	0.0000

I2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes received	824	2,83,25,15,424	14,16,25,77,120	70.8589
(b)Less:Abstained*	16	35,19,268	1,75,96,340	0.0880
(c) Net Valid Votes	808	2,82,89,96,156	1,41,449,80,780	70.7709
(d) Votes with Assent	794	2,82,54,45,631	14,12,72,28,155	70.6821
(e) Votes with dissent	15	35,50,525	1,77,52,625	0.0888

***Sixteen Shareholders only logged in the e-voting platform but neither voted in favour nor against the resolution.**

****One Shareholder voted partially in favour of the resolution and partially against the resolution.**

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Annexure - J

Details of e-voting at AGM and remote e-voting for Resolution No. 10 are as under:

J1. VOTING THROUGH E - VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes received	60	86,56,74,828	4,32,83,74,140	21.6559
Less: Invalid votes	0	0	0	0.0000
(b) Net Valid Votes	60	86,56,74,828	4,32,83,74,140	21.6559
(c) Votes with Assent	60	86,56,74,828	4,32,83,74,140	21.6559
(d) Votes with dissent	0	0	0	0.0000

J2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes received	824	2,83,25,15,424	14,16,25,77,120	70.8589
(b)Less: Abstained*	6	30,35,444	1,51,77,220	0.0759
(c) Net Valid Votes	818	2,82,94,79,980	14,14,73,99,900	70.7830
(d) Votes with Assent	811	2,82,94,79,921	14,14,73,99,605	70.7830
(e) Votes with dissent	7	59	2,95	0.0000

***Six Shareholders only logged in the e-voting platform but neither voted in favour nor against the resolution.**

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