bharti

March 09, 2019

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: Intimation under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

In furtherance to our intimation dated February 06, 2019 w.r.t. notice of postal ballot and e-voting conducted by the Company, please find enclosed the following:

a) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended; and
b) Report of Scrutinizer dated March 08, 2019, pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 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

BHARTI AIRTEL LIMITED NEW DELHI

Rohit Krishan Puri
Dy. Company Secretary & Compliance Officer

Encl: As above

bharti

Results of Postal Ballot

Details of Postal Ballot and 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 declaration of result of Postal Ballot	March 09, 2019
Total number of shareholders on cut-off date (i.e. February 01, 2019)	194,802
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	NA

1. Special Resolution: Transfer of the Company's investment in Bharti Infratel Limited ('Infratel'), a subsidiary company to Nettle Infrastructure Investments Limited, a wholly-owned subsidiary and subsequent transfer thereof

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 Valid 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	2,683,781,555	2,683,781,555	100.00	2,683,781,555	0	100.00	0.00
	Postal ballot		0	0.00	0	0	0.00	0.00
	Total		**2,683,781,555**	**100.00**	**2,683,781,555**	**0**	**100.00**	**0.00**
Public-Institutions	E-voting	1,238,345,337	1,022,196,052	82.55	1,012,490,156	9,705,896	99.05	0.95
	Postal ballot		0	0.00	0	0	0.00	0.00
	Total		**1,022,196,052**	**82.55**	**1,012,490,156**	**9,705,896**	**99.05**	**0.95**
Public-Non Institutions	E-voting	75,273,215	19,734,036	0.26	19,718,977	15,059	99.92	0.08
	Postal ballot		35,255	0.05	33,096	2,159	93.88	6.12
	Total		**19,769,291**	**26.26**	**19,752,073**	**17,218**	**99.91**	**0.09**
Total		**3,997,400,107**	**3,725,746,898**	**93.20**	**3,716,023,784**	**9,723,114**	**99.74**	**0.26**

For Bharti Airtel Limited

Rohit Krishan Puri
Dy. Company Secretary & Compliance Officer

BHARTI AIRTEL LIMITED NEW DELHI

Bharti Airtel Limited
(a Bharti Enterprise)
Regd. & Corporate Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070
T.: +91-11-4666 6100, F.: +91-11-4166 6137, Email id: compliance.officer@bharti.in, www.airtel.com
CIN: L74899DL1995PLC070609

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

Scrutinizer Report

To,

The Chairman

BHARTI AIRTEL LIMITED

CIN:L74899DL1995PLC070609

Bharti Crescent, 1, Nelson Mandela Road,

Vasant Kunj, Phase-II, New Delhi- 110070

Dear Sir,

In terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014,as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard–2 on "General Meetings" issued by the Institute of the Company Secretaries of India ('SS-2') and approved by the Central Government andother applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), I was appointed as Scrutinizer bythe Board of Directors of **BHARTI AIRTEL LIMITED** ('The Company') in their meeting held on December 20, 2018, to conduct the Postal Ballot/e-voting process in a fair and transparent manner in respect of the following resolution as mentioned in the Postal Ballot dated December 20, 2018 :

S.No.	Type of Resolution	Particulars
1.	**Special Resolution**	Transfer of the Company's investment in Bharti Infratel Limited ('Infratel'), a subsidiary company to NettleInfrastructure Investments Limited, a wholly-owned subsidiary and subsequent transfer thereof



I submit my report as under:

1. The Company completed dispatch of Postal Ballot Notice(s) and Postal Ballot form(s) along with all requisite documents on February 06, 2019 to its Members, whose names appeared in the Register of Members as on Friday, February 01, 2019 ('cut-off date') in the following manner:

   a) through e-mail to the Members whose e-mail Ids were registered with the Company/ the Depositories; and

   b) through physical mode, along with a self-addressed postage prepaid business reply envelope to the other Members (whose e-mail addresses were not registered with the Company/ the Depositories).

2. The Company published an advertisement regarding dispatch of Postal Ballot form(s), notices etc. in English Daily "Financial Express" (All editions) on February 07, 2019 and re-published in Hindi Daily "Jansatta" (Delhi edition) on February 08, 2019.

3. The Members of the Company holding shares on Friday, February 01, 2019 had an option to vote eitherthrough Postal Ballot form(s) or through e-voting facility. Members who opted for e-voting facility havecast their votes on e-voting platform provided by Karvy Fintech Private Limited (Formerly known as Karvy Computershare Pvt. Ltd.)('Karvy')at**https://evoting.karvy.com**

4. The Postal Ballot form(s) received by post/courier/ by hand were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot form(s). The e-voting was maintained by Karvy in electronic registry.

5. The electronic voting process was monitored by me through the scrutinizer's secured link provided by Karvy on its designated website i.e. **https://evoting.karvy.com**



6. The e-votes were unblocked on Friday, March 08, 2019 after 05.00 P.M. in the presence of two witnesses, Ms. Daljeet Kaur and Mr. Ronit Gaba, who are not in theemployment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

Daljeet Kaur

Ronit Gaba

7. The particulars of all Postal Ballot form(s) received from the Members as well as e-voting report generated from electronic registry of Karvy have been entered in a separate Register maintained for that purpose.

8. All Postal Ballot form(s) received and e-votes cast up to 05:00 P.M. on Friday, March 08, 2019 i.e. the last date and time fixed by the Company for voting through postal ballot form(s) or e- voting, were considered and none of the envelopes containing Postal Ballot form(s) received after 05:00 P.M. on Friday, March 08, 2019 were considered for the purpose of this report.

9. For the purpose of this report, details of shareholding as on cut-off date has been considered.Regarding the shareholders who have voted for lesser number of shares as compared to their entitlement, the number of shares for which votes have been cast, have also been considered.

10. All Postal Ballot form(s) received and e-votes cast on or before 05:00 P.M. on Friday, March 08, 2019 were matched with the Register of Members as on cut-off date maintained by the Registrar and Share Transfer Agent ('RTA') of the Company.

11. There were 2,133 envelopes containing Postal Ballot form(s) which were returned undelivered and these envelopes were not opened and they were separately kept.

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

12. The Members exercised their voting either by e-voting or physical mode. There was no Member who opted for both the facilities.

13. The totalissued and paid up Equity Share Capital of the Company as on cut-off datewasRs.19,98,70,00,535(Rupees One Thousand Nine Hundred Ninety Eight Crores Seventy Lakhs Five Hundred Thirty Five Only) divided into divided into 3,99,74,00,107 (Three Hundred Ninety Nine Crores Seventy Four Lakhs One Hundred Seven) Equity Shares of Rs.5/- (Rupees Five Only) each.

14. A consolidated summary of the Postal Ballots/ e-voting is as under:

Transfer of the Company's investment in Bharti Infratel Limited ('Infratel'), a subsidiary company to Nettle Infrastructure Investments Limited, a wholly-owned subsidiary and subsequent transfer thereof

Special Resolution				
Particulars	**Number of Valid Votes**			**Percentage**
	e-Votes	**Postal Ballot**	**Total**	
Assent	3,71,59,90,688	33,096	3,71,60,23,784	99.7390
Dissent	97,20,955	2,159	97,23,114	0.2610
Total	3,72,57,11,643	35,255	3,72,57,46,898	100.0000

Therefore, the above-mentioned Special Resolution has been passed with requisite majority.

The detailed break up of voting through e-voting and voting through Postal Ballot form(s) in respect of the above Resolution is attached to this report and marked as **'Annexure-A'**



15. The resolution shall be deemed to have been passed on Friday, March 08, 2019, being the last date of receipt of Postal Ballot form(s)/e-voting.

16. I will hand over the Postal Ballotform(s) and other related papers/registers and records to the Company after signing of minutes by the Chairmanof the Company.

17. You may accordingly declare the result of the voting by Postal Ballot/e-voting.

Thanking You,

FOR SANJAY GROVER& ASSOCIATES
COMPANY SECRETARIES



Sanjay Grover
Scrutinizer
C.P. No.:3850

Date : March 08, 2019
Place : New Delhi

COUNTERSIGNED BY

March 09, 2019
Rohit Krishan Puri
[Deputy Company Secretary & Compliance Officer and Authorized Signatory]
On behalfs of the Chairman of Bharti Airtel limited.

Annexure-A

A detailed summary of the e-voting/ Postal Ballot result is given herein below:

(Clause 14 of the Report may be referred)

A1. VOTING THROUGH E-VOTING:			
Particulars	**No. of share-Holders**	**No. of Equity Shares**	**Paid-up value of the Equity Shares (In Rs.)**
a) Total votes received	1068	3,72,57,11,643	18,62,85,58,215
b) Less: Invalid votes	0	0	0
c) Net Valid votes	1068	3,72,57,11,643	18,62,85,58,215
d) Votes with assent	967*	3,71,59,90,688	18,57,99,53,440
e) Votes with dissent	102*	9720955	4,86,04,775

*One shareholder who held 5 shares, cast 2 votes in favour of the resolution and 3 votes against of the resolution.

A2. VOTING THROUGH POSTAL BALLOT FORM:			
Particulars	**No. of share-Holders**	**No. of Equity Shares**	**Paid-up value of the Equity Shares (In Rs.)**
a) Total votesreceived	283	36,154	1,80,770
b) Less: Invalid votes	15	899	4,495
c) Net Valid votes	268	35,255	1,76,275
d) Votes with assent	235	33,096	1,65,480
e) Votes with dissent	33	2,159	10,795

