



March 18, 2025

**National Stock Exchange of India Limited**

Exchange Plaza, C-1 Block G  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400051, India  
Symbol: BHARTIARTL/ AIRTELPP

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400001, India  
Scrip Code: 532454/ 890157

**Sub.: Disclosure under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

Dear Sir/ Ma'am,

This is in furtherance to our communications dated February 14, 2025 and February 15, 2025 with regard to notice of Postal Ballot seeking approval of members of the Company by way of ordinary resolution via remote e-voting only for 'Material Related Party Transaction for sale/ transfer of Passive Infrastructure Business Undertaking comprising mobile/ wireless communication towers and related infrastructure, by the Company to Indus Towers Limited, a subsidiary company'.

Please find enclosed herewith the following:

- a) Voting results as required under Regulation 44 of the SEBI Listing Regulations, as **Annexure-A**; and
- b) Scrutinizer's Report dated March 18, 2025 pursuant to Section 108 of the Companies Act, 2013 and relevant rules made thereunder, as **Annexure-B**.

The aforesaid voting results alongwith Scrutinizer's report are also available on the Company's website viz. <https://www.airtel.in/about-bharti/equity/support-and-communication/shareholders-communication> and on the website of KFin Technologies Limited viz. <https://evoting.kfintech.com/public/Downloads.aspx>.

We are pleased to inform that the proposal has been approved by the requisite majority of members of the Company.

We request you to take the same on record.

Thanking you,  
Sincerely yours

For Bharti Airtel Limited

**Rohit Krishan Puri**  
Joint Company Secretary & Compliance Officer



**Bharti Airtel Limited**  
(a Bharti Enterprise)

Regd. Office: Airtel Center, Plot No. 16, Udyog Vihar, Phase-IV, Gurugram - 122015, India  
Corporate Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110070, India  
T.: +91-124-4222222, F.: +91-124-4248063, Email: [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in), Website: [www.airtel.in](http://www.airtel.in)  
CIN: L74899HR1995PLC095967

## Bharti Airtel Limited

### Voting Results of Postal Ballot conducted by way of remote e-voting only

Details of Postal Ballot e-voting as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<b>Date of the AGM/EGM/Closure of e-voting (in case of Postal Ballot)</b>	March 16, 2025
<b>Total number of shareholders on record date i.e. February 07, 2025</b>	854,301
<b>No. of shareholders present in the meeting either in person or through Proxy:</b> - Promoters and Promoters Group: - Public:	Not applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b> - Promoters and Promoters Group: - Public:	Not applicable

<b>Item No.</b>	1
<b>Details of Agenda</b>	To approve material related party transaction for sale/ transfer of Passive Infrastructure Business Undertaking comprising mobile/ wireless communication towers and related infrastructure, by the Company to Indus Towers Limited, a subsidiary company
<b>Resolution Required</b>	Ordinary Resolution
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	No

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - in Against (5)	% of votes - in favour (6) = [(4)/(2)]*100	% of votes - in Against (7) = [(5)/(2)]*100	
<b>Promoter and Promoter Group</b>	Remote e-voting	3,066,535,832	0.00	0.0000	0.00	0	0.0000	0.0000	
	Poll		<i>Not applicable</i>						
	Postal Ballot (if applicable)		<i>The Postal Ballot was conducted through remote e-voting only. Details captured in 'Remote e-voting' tab.</i>						
	<b>Total</b>		<b>0.00</b>	<b>0.0000</b>	<b>0.00</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	
<b>Public Institutions</b>	Remote e-voting	2,585,568,520	2,289,764,649	88.5594	2,286,292,480	3,472,169	99.8484	0.1516	
	Poll		<i>Not applicable</i>						
	Postal Ballot (if applicable)		<i>The Postal Ballot was conducted through remote e-voting only. Details captured in 'Remote e-voting' tab.</i>						
	<b>Total</b>		<b>2,289,764,649</b>	<b>88.5594</b>	<b>2,286,292,480</b>	<b>3,472,169</b>	<b>99.8484</b>	<b>0.1516</b>	
<b>Public Non-Institutions</b>	Remote e-voting	145,129,176	923,464	0.6363	915,353	8,111	99.1217	0.8783	
	Poll		<i>Not applicable</i>						
	Postal Ballot (if applicable)		<i>The Postal Ballot was conducted through remote e-voting only. Details captured in 'Remote e-voting' tab.</i>						
	<b>Total</b>		<b>923,464</b>	<b>0.6363</b>	<b>915,353</b>	<b>8,111</b>	<b>99.1217</b>	<b>0.8783</b>	
<b>GRAND TOTAL</b>		<b>5,797,233,528</b>	<b>2,290,688,113</b>	<b>39.5135</b>	<b>2,287,207,833</b>	<b>3,480,280</b>	<b>99.8481</b>	<b>0.1519</b>	

**Note:** As on the Cut-off date i.e. February 07, 2025, the Company has 392,287,662 partly paid equity shares of the face value of Rs. 5 each and paid-up value of Rs. 1.25 per share (i.e. 25% of the face value). Accordingly, each partly paid up equity share carries 1/4<sup>th</sup> voting rights in the Company. In view of the above, (i) the abovementioned voting results in respect of partly paid shares represent proportional voting rights; and (ii) the number of shares stated above has been adjusted accordingly.



## CL & Associates, Company Secretaries

D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, New Delhi-110074, India  
Tel: +91 11-2630 2076; E-mail: [support@corp-nexus.com](mailto:support@corp-nexus.com); Website: [www.corp-nexus.com](http://www.corp-nexus.com)

### Scrutinizer's Report

**[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended]**

To,  
**The Board of Directors**  
**Bharti Airtel Limited**  
(CIN: L74899HR1995PLC095967)  
Airtel Center, Plot No. 16, Udyog Vihar, Phase-IV,  
Gurugram - 122015, Haryana, India

**Subject: Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting in respect of the resolution set-out in the notice dated February 06, 2025**

Dear Sirs,

I, Harish Chawla, Partner of M/s CL & Associates, Company Secretaries, having office at D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, New Delhi-110074, India, was appointed as Scrutinizer by the Board of Directors of **Bharti Airtel Limited** (*hereinafter to be referred as 'the Company'*) at the meeting held on February 06, 2025 for the purpose of scrutinizing the Postal Ballot voting conducted by way of electronic voting process only (**'remote e-voting'**) in a fair and transparent manner in respect of the resolution contained in the Postal Ballot Notice dated February 06, 2025 (**'Notice'**) in accordance with the provisions of Section 108 & 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**).

I submit my report as under:

1. As per the Circular No. 09/2024 dated September 19, 2024, read with circular nos. 09/2023 dated September 25, 2023, 20/2020 dated May 5, 2020, 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (**'MCA Circulars'**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (**'Listing Regulations'**) allowing the companies to hold general meetings/conduct the Postal Ballot process through electronic means (**'remote e-voting'**) only, the Company had sent the Notice on Friday, February 14, 2025 through electronic mode only to those Members whose e-mail addresses were registered with the Company/ Depository / Depository Participants and whose names were recorded in the Register of Members/ Beneficial owners of the Company as on the Cut-off date i.e. Friday, February 07, 2025 (**'Cut-off date'**).



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The Company published following advertisements in "Mint", an English Newspaper and "Hindustan", a vernacular (Hindi) newspaper in relation to the Postal Ballot as under:

- (a) Newspaper advertisement published on Wednesday, February 12, 2025 requesting the Members who have not registered their email addresses, to get the same registered by following the procedure mentioned therein, in terms of the MCA Circulars. In addition to the said advertisements, the Company had also sent a physical communication along with Form ISR-1 and pre-paid self-addressed business reply envelope, to all the Members whose email addresses are not registered in the records to get their email addresses registered by providing the requisite documents.
  - (b) Newspaper advertisement published on Saturday, February 15, 2025 regarding completion of dispatch of Notice on Friday, February 14, 2025 and also specifying therein the matters prescribed in the Rules with regard to e-voting.
2. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes were not dispatched to the Members. Accordingly, the communication of the assent or dissent of the Members had taken place through the remote e-voting system only.
  3. The Company has engaged KFin Technologies Limited ('KFin'), Registrar and Share Transfer Agent, ('RTA') as the service provider for extending the facility of remote e-voting to the Members of the Company. The **Remote e-voting period commenced on Saturday, February 15, 2025 at 9.00 A.M. (IST) and end on Sunday, March 16, 2025 at 5.00 P.M. (IST)**.
  4. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the Listing Regulations in respect of the resolution contained in the Notice as well as to ensure a secured framework and robustness of electronic voting system.
  5. My responsibility as scrutinizer for e-voting process is restricted to make the Scrutinizer's Report of the votes cast in "**Favour**" or "**Against**" by the Members in respect of the resolution contained in the Notice. My Report is based on verification of data and reports generated from the e-voting system provided by KFin (the Agency authorized under the Rules engaged by the Company to provide e-voting facility) and papers/ documents furnished to me electronically till the time fixed for closing of the remote e-voting process i.e., till **Sunday, March 16, 2025 at 5.00 P.M. (IST)**.
  6. The Members of the Company holding equity shares, as on the **Cut-off Date i.e., Friday, February 07, 2025** were entitled to vote on the proposed resolution as set out in the Notice, through e- voting only.



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7. The total paid up Equity Share Capital of the Company as on Friday, February 07, 2025 was Rs. 2898,61,67,642.5/- (Rupees Two Thousand Eight Hundred Ninety-Eight Crores Sixty-One Lakhs Sixty Seven Thousand Six Hundred Forty Two Rupees and Fifty paise Only) divided into 5,69,91,61,613 (Five Hundred Sixty-Nine Crores Ninety One Lakhs Sixty One Thousand Six Hundred Thirteen) fully paid-up equity shares of the face value of Rs. 5/- each and 39,22,87,662 (Thirty-Nine Crores Twenty-Two Lakhs Eighty-Seven Thousand Six Hundred and Sixty-Two) partly paid-up equity shares of the face value of Rs. 5 each (Rs. 1.25 per share paid-up) each.

As per Section 47 of the Companies Act, 2013 ('Act'), every Member of a Company limited by shares and holding equity share capital therein, shall have a right to vote on every resolution placed before the Company and his voting right on a poll shall be in proportion to his share in the paid-up equity share capital of the Company. Accordingly, 39,22,87,662 (Thirty-Nine Crore Twenty-Two Lakh Eighty-Seven Thousand Six Hundred and Sixty-Two) partly paid equity shares represent 9,80,71,915 votes (any fractions are round off to lower number) based on their paid-up value.

The following table contains the details of number of equity shares and number of votes the equity shares carries based on their paid-up value:

Paid up per equity share (In Rs.)	No. of Shares	No. of Votes
5	5,69,91,61,613	5,69,91,61,613
1.25	39,22,87,662	9,80,71,915
<b>Total</b>	<b>6,09,14,49,275</b>	<b>5,79,72,33,528</b>

The total issued share capital of the Company includes 180 (One Hundred and Eighty) shares which are lying in the Bharti Airtel Limited - Unclaimed Suspense Account, of which voting rights are frozen till rightful owners claim pursuant to Regulation 34 read with Schedule V(F)(e) of the Listing Regulations and 44,82,292 (Forty Four Lakhs Eighty Two Thousand Two Hundred and Ninety Two) equity shares held by Bharti Airtel Employees' Welfare Trust ('ESOP Trust') which are treated as "Non - Promoter Non-Public Shareholding" as per the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, of which voting rights are not exercised and 2,25,071 (Two Lakh Twenty Five Thousand and Seventy One) equity shares transferred to and held by Investor Education and Protection Fund (IEPF) on which voting rights are frozen pursuant to Section 125 and Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

8. The votes cast during the remote e-voting were unblocked on Sunday, March 16, 2025 after the conclusion of remote e-voting period for Postal Ballot and were witnessed by Ms. Kirti Arora and



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Mr. Kamal Tanwar, who are not in the employment of the Company and/or KFin. They have signed below in confirmation of the same:



Witness - 1



Witness - 2

9. The remote e-voting was reconciled with records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization provided by the respective Members.
10. Thereafter, the details of Members, who voted "in favour" or "against" on the resolution proposed for Postal Ballot were prepared based on report generated from the e-voting website of KFin.
11. The summary of results of remote e-voting are as under:

**Resolution No. 1 - To approve material related party transaction for sale/ transfer of Passive Infrastructure Business Undertaking comprising mobile/ wireless communication towers and related infrastructure, by the Company to Indus Towers Limited, a subsidiary company**

Ordinary Resolution				
Particulars	Nature of shares	Number of Valid Votes		Percentage %
		Postal Ballot through Remote e-voting	Total e-votes	
Assent	Fully Paid-up	2,25,91,16,707	2,28,72,07,833	99.8481
	Partly Paid-up	2,80,91,126		
Dissent	Fully Paid-up	34,48,964	34,80,280	0.1519
	Partly Paid-up	31,316		

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure A**.



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12. The electronic data and all other relevant record related to remote e-voting are under my safe custody and will be handed over to the Joint Company Secretary and Compliance Officer of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.

Thank you

For CL & Associates  
Company Secretaries



.....  
**Harish Chawla**  
Partner  
Membership No. F9002  
CP No. 15492  
PR No. 4741/2023  
UDIN: F009002F004112101

**Date:** March 18, 2025  
**Place:** Bengaluru



Countersigned by

A handwritten signature in blue ink, appearing to read 'Rohit Krishan Puri', is written over the circular stamp of Bharti Airtel Limited.

**Rohit Krishan Puri**  
Joint Company Secretary & Compliance Officer  
Bharti Airtel Limited

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## Annexure A

Details of e-voting for Resolution No. 1 are as under:

### A. VOTING THROUGH REMOTE E-VOTING (Combined Report i.e. Fully paid up and Partly paid up):

Particulars	No. of Members Voted	No. of e-votes	Percentage
a) Total Votes received	4,911	2,29,06,88,113	100.0000
b) Less: Invalid Votes	0	0	0.0000
c) Net Valid Votes	4,911	2,29,06,88,113	100.0000
d) Votes with Assent	4,773	2,28,72,07,833	99.8481
e) Votes with Dissent	142	34,80,280	0.1519

Please refer Table A1 & A2 below, for detailed bifurcation of voting results and relevant notes/remarks.

### A1. VOTING THROUGH REMOTE E-VOTING (Fully paid-up):

Particulars	No. of Members Voted	No. of Equity Shares/ e-votes	Paid-up value of the Equity Shares (in Rs.)
a) Total Votes received*	4,171	2,26,25,65,671	11,31,28,28,355
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	4,171	2,26,25,65,671	11,31,28,28,355
d) Votes with Assent**	4,060	2,25,91,16,707	11,29,55,83,535
e) Votes with Dissent**	115	34,48,964	1,72,44,820

#### **Notes:**

\*The above-mentioned total votes received is calculated by excluding - (i) 10,445,912 nos. of equity shares by 34 shareholders holding total 5,03,39,306 shares and have voted for 3,98,93,394 shares only; (ii) 970,859 equity shares held by 39 shareholders who abstained from voting on the resolution.

\*\*There were 4 shareholders who voted partially in favour of the resolution and partially against the resolution.



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## A2. VOTING THROUGH REMOTE E-VOTING (Partly paid-up):

Particulars	No. of Members Voted	No. of Equity Shares**	No. of e-votes**	Paid-up value of the Equity Shares (in Rs.)
a) Total Votes received*	740	11,24,89,768	2,81,22,442	14,06,12,210
b) Less: Invalid Votes	0	0	0	0
c) Net Valid Votes	740	11,24,89,768	2,81,22,442	14,06,12,210
d) Votes with Assent	713	11,23,64,504	2,80,91,126	14,04,55,630
e) Votes with Dissent	27	1,25,264	31,316	1,56,580

### **Notes:**

\*The above-mentioned total votes received is calculated by excluding – (i) 59,442 nos. of equity shares by 3 shareholders holding total 85,815 shares and have voted for 26,373 shares only; (ii) 488 equity shares held by 7 shareholders who abstained from voting on the resolution.

\*\*As on the Cut-off date, the Company has 39,22,87,662 (Thirty-Nine Crores Twenty-Two Lakhs Eighty-Seven Thousand Six Hundred and Sixty-Two) partly paid-up equity shares of the face value of Rs. 5 each and paid-up value of Rs. 1.25 per share (i.e. 25% of the face value). Accordingly, each partly paid up equity share carry 25% of the voting rights in the Company. For the purpose of calculating the no. of e-votes, any fractions are round off to lower number.

