



January 03, 2020

National Stock Exchange of India Limited

Exchange Plaza, C-1 Block G
Bandra Kurla Complex, Bandra (E),
Mumbai-400051, India

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001, India

Ref: Bharti Airtel Limited (BHARTIARTL/ 532454)

Sub: Proceedings and Voting results of the Extraordinary General Meeting under Regulation 30 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir/ Madam,

Pursuant to Regulation 30 and Regulation 44 of the Listing Regulations, we submit the following w.r.t. Extraordinary General Meeting ('EGM') of the members of the Company held on Friday, January 03, 2020 at 03:30 p.m. (IST) at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003, India.

1. Proceedings of the EGM as **Annexure A**.
2. Voting results of the EGM as **Annexure B**.
3. Consolidated Scrutinizer's Report issued pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure C**.

The resolutions have been approved by the members of the Company with requisite majority.

We request you to take the same on record.

Thanking you,
Sincerely yours

For Bharti Airtel Limited

Rohit Krishan Puri
Dy. Company Secretary & Compliance Officer



Encl: As above

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



PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting ('EGM' or 'Meeting') of Bharti Airtel Limited (the 'Company') was held on Friday, January 03, 2020 at 03:30 p.m. (IST) at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003, India.

Directors Present:

Dinesh Kumar Mittal, Elected Chairman [*Independent Director and Chairman of Risk Management Committee and HR and Nomination Committee*]

Company Secretary:

Pankaj Tewari, Company Secretary

In attendance:

Badal Bagri, Chief Financial Officer (India & South Asia)
Harjeet Singh Kohli, Group Director – Strategy & Business Development
Shashikant Tiwari, M/s. Chandrasekaran Associates, Company Secretaries, Secretarial Auditors
Devesh Kumar Vasisht, Partner of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi, Scrutinizer

Members Present:

In Person (including representatives): 2,284 holding 3218,210,131 equity shares

In Proxy: 01 representing 35 equity shares

Pankaj Tewari, Company Secretary welcomed all the members attending the EGM and other attendees.

In the absence of Sunil Bharti Mittal, Chairman of the Board of Directors, Dinesh Kumar Mittal presided over the Meeting.

The requisite quorum being present, the Meeting was called to order.

The Chairman of the Meeting introduced the officers sitting on the dais. Harjeet Singh Kohli, Group Director – Strategy & Business Development presented a detailed background of the proposals alongwith rationale. The Chairman then invited queries/ clarifications from members, which were duly answered.

On the permission of the Chairman of the Meeting, Pankaj Tewari, Company Secretary informed that the Company had provided the members, the remote e-voting facility [which started at 09:00 A.M. (IST) Tuesday, December 31, 2019 and concluded at 5.00 P.M. (IST) Thursday, January 02, 2020] to cast their votes electronically on all the resolutions set forth in the Notice of the EGM. Members who were present at the EGM and had not cast their votes through remote e-voting were provided an opportunity to cast their votes at the Meeting vide electronic voting mechanism.

The following items of Special Businesses as stated in the notice of EGM, were put to vote:

1. Issuance of securities for amount up to and not exceeding USD 2 billion or its equivalent in Indian rupees or in any other currency(ies); and
2. Issue of Foreign Currency Convertible Bonds and unsecured/ secured redeemable Non-Convertible Debentures along with or without warrants.



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Devesh Kumar Vasisht of M/s. Sanjay Grover & Associates, Company Secretaries, who was appointed as the Scrutinizer for remote e-voting as well as electronic voting at the EGM, was requested to takeover the voting proceedings and submit Consolidated Scrutinizer's Report.

Yours sincerely,
Thanking you,

For **Bharti Airtel Limited**

Rohit Krishan Puri

Dy. Company Secretary & Compliance Officer



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Bharti Airtel Limited

Voting Results of Extra Ordinary General Meeting ('EGM')

| Details of poll at EGM and e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | |
|---|--|
| Date of the EGM | January 03, 2020 |
| Total number of shareholders on record date i.e. December 27, 2019 | 2,22,379 |
| No. of shareholders present in the meeting either in person or through Proxy: | a) 11 (4 members represented by 11 folios) |
| a) Promoters and Promoters Group: | b) 2274 members |
| b) Public: | |
| No. of Shareholders attended the meeting through Video Conferencing | Not Applicable |
| Promoters and Promoters Group: | |
| Public: | |

| 1. Special Resolution: Issuance of securities for amount up to and not exceeding USD 2 billion or its equivalent in Indian rupees or in any other currency(ies). | | | | | | | | |
|--|----------------|----------------------|--------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested 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 | 3,217,581,205 | 3,217,581,205 | 100.0000 | 3,217,581,205 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 3,217,581,205 | 100.0000 | 3,217,581,205 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-voting | 1,568,108,766 | 1,264,225,508 | 80.6079 | 1,264,019,984 | 205524 | 99.9837 | 0.0163 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 1264225508 | 80.6210 | 1,264,019,984 | 205524 | 99.9837 | 0.0163 |
| Public-Non Institutions | E-voting | 346,271,879 | 289,145,516 | 83.5025 | 289,142,688 | 2,828 | 99.9990 | 0.0010 |
| | Poll | | 2,459 | 0.0007 | 2,459 | 0 | 100.0000 | 0.0000 |
| | Total | | 289,147,975 | 83.5032 | 289,145,147 | 2828 | 99.9990 | 0.0010 |
| Total | | 5,131,961,850 | 4,770,954,688 | 92.9655 | 4,770,746,336 | 208352 | 99.9956 | 0.0044 |



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2. Special Resolution: Issue of Foreign Currency Convertible Bonds and unsecured / secured redeemable Non-Convertible Debentures along with or without warrants.

Whether promoter/ promoter group are interested 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 | 3,217,581,205 | 3,217,581,205 | 100.0000 | 3,217,581,205 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 3,217,581,205 | 100.0000 | 3,217,581,205 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-voting | 1,568,108,766 | 1,264,225,508 | 80.6210 | 1,263,961,984 | 263,524 | 99.9792 | 0.0208 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 1,264,225,508 | 80.6210 | 1,263,961,984 | 263,524 | 99.9792 | 0.0208 |
| Public-Non Institutions | E-voting | 346,271,879 | 289,145,419 | 83.5024 | 289,142,117 | 3,302 | 99.9989 | 0.0011 |
| | Poll | | 2,459 | 0.0007 | 2,459 | 0 | 100.0000 | 0.0000 |
| | Total | | 289,147,878 | 83.5031 | 289,144,576 | 3302 | 99.9989 | 0.0011 |
| Total | | 5,131,961,850 | 4,770,954,591 | 92.9655 | 4,770,687,765 | 266826 | 99.9944 | 0.0056 |



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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 -110070, India

Dear Sir,

I, Devesh Vasisht, Practicing Company Secretary, Partner of M/s Sanjay Grover & Associates, Company Secretaries having office at B-88, First Floor, Defence Colony, New Delhi - 110024, India was appointed as Scrutinizer for the purpose of scrutinizing the voting process i.e. remote e-voting and voting at Extra-Ordinary General Meeting ("EGM") through electronic voting system (insta-poll) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) on the resolutions mentioned in Notice dated December 04, 2019 ('EGM Notice') of Bharti Airtel Limited ('the Company') held on Friday, January 03, 2020 at 3:30 P.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003, India.

I submit my report as under:

1. The remote e-voting period commenced on Tuesday, December 31, 2019 at 09:00 A.M. and ended on Thursday, January 02, 2020 at 05:00 P.M. via remote e-voting platform on the designated website of KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), Authorized Agency to provide remote e-voting facility viz.: <http://evoting.karvy.com>.



SANJAY GROVER & ASSOCIATES

2. The Members of the Company as on the "cut off" date i.e. Friday, December 27, 2019 were entitled to avail the facility of remote e-voting as well as insta-poll at EGM on the proposed resolutions as set out in the EGM Notice.
3. The total paid up Equity Share Capital of the Company as on December 27, 2019 was Rs. 2,565,98,09,250/- (Rupees Two Thousand Five Hundred Sixty Five Crore Ninety Eight Lakh Nine Thousand Two Hundred and Fifty only) divided into 513,19,61,850 (Five Hundred Thirteen Crore Nineteen Lakh Sixty One Thousand Eight Hundred and Fifty) equity shares of Rs. 5/- (Rupees Five only) each. The total issued share capital of the Company includes 1 (One) equity share which is lying in the 'Bharti Airtel Limited – Unclaimed Suspense A/c', on which voting rights are frozen till rightful owners claim pursuant to Regulation 34 read with Schedule V (F)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 23,11,283 (Twenty Three Lakhs Eleven Thousand Two Hundred and Eighty Three only) equity shares held by Bharti Airtel Employees' Welfare Trust ("ESOP Trust") which are treated as "Non-Promoter Non-Public Shareholding" as per Regulation 3 of Chapter II of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, on which voting rights are not exercised and 1,20,209 (One Lakh Twenty Thousand Two Hundred and Nine only) 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) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.
4. After completion of insta-poll at the EGM, the votes cast through remote e-voting were unblocked in the presence of two witnesses, Mr. Gaurav Dwivedi and Ms. Shubhi Khetan who are not in the employment of the Company and they have signed below to confirmation of the votes being unblocked in their presence:



Gaurav Dwivedi



Shubhi Khetan

5. The insta-poll and remote e-voting were matched with the Register of Members of the Company as on cut-off date. The cases where members have voted for lesser number of shares as compared to their entitlement, the number of shares for which they have actually voted are considered.



6. The consolidated summary of results of insta-poll at the EGM and remote e-voting are as under:

Resolution No. 1- Issuance of securities for amount up to and not exceeding USD 2 billion or its equivalent in Indian rupees or in any other currency(ies).

| Special Resolution | | | | |
|--------------------|-----------------------|---------------|---------------|------------|
| Particulars | Number of Valid Votes | | | Percentage |
| | insta-poll | e-Votes | Total | |
| Assent | 2459 | 477,07,43,877 | 477,07,46,336 | 99.9956 |
| Dissent | 0 | 2,08,352 | 2,08,352 | 0.0044 |
| Total | 2459 | 477,09,52,229 | 477,09,54,688 | 100 |

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of insta-poll at EGM & remote e-voting are given in **Annexure - A.**

Resolution No. 2- Issue of Foreign Currency Convertible Bonds and unsecured / secured redeemable Non-Convertible Debentures along with or without warrants.

| Special Resolution | | | | |
|--------------------|-----------------------|---------------|---------------|------------|
| Particulars | Number of Valid Votes | | | Percentage |
| | insta-poll | e-Votes | Total | |
| Assent | 2,459 | 477,06,85,306 | 477,06,87,765 | 99.9944 |
| Dissent | 0 | 2,66,826 | 2,66,826 | 0.0056 |
| Total | 2,459 | 477,09,52,132 | 477,09,54,591 | 100 |

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of insta-poll at EGM & remote e-voting are given in **Annexure - B.**



SANJAY GROVER & ASSOCIATES

7. The register and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register and all other related papers to the Company Secretary.

Thanking you,

**For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**

Devesh Kumar Vasisht

Devesh Kumar Vasisht

Partner

Scrutinizer

CP No.:13700

Date: January 03, 2020

Place: New Delhi



Countersigned by

Pankaj Tewari

Pankaj Tewari

Company Secretary &
Authorised signatory
(on behalf of the
Chairman of Shakti
Airtel Limited)

Details of insta-poll at EGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH INSTA-POLL:

| Particulars | No. of voters | No. of Equity Shares | Paid-up value of the Equity Shares |
|-------------------------|---------------|----------------------|------------------------------------|
| | | | (In Rs.) |
| a) Total Votes received | 198 | 2,459 | 12,295 |
| b) Less: Invalid Votes | 0 | 0 | 0 |
| c) Net Valid Votes | 198 | 2,459 | 12,295 |
| d) Votes with Assent | 198 | 2,459 | 12,295 |
| e) Votes with Dissent | 0 | 0 | 0 |

A2. VOTING THROUGH REMOTE E-VOTING:

| Particulars | No. of e-voters | No. of Equity Shares | Paid-up value of the Equity Shares |
|-------------------------|-----------------|----------------------|------------------------------------|
| | | | (In Rs.) |
| a) Total Votes received | 1,236 | 477,09,52,229 | 2,385,47,61,145 |
| b) Less: Invalid Votes | 0 | 0 | 0 |
| c) Net Valid Votes | 1,236 | 477,09,52,229 | 2,385,47,61,145 |
| d) Votes with Assent | 1,210* | 477,07,43,877 | 2,385,37,19,385 |
| e) Votes with Dissent | 28* | 2,08,352 | 10,41,760 |

Note: There were 16 (Sixteen) shareholders holding 3,81,69,911 (Three Crore Eighty One Lakh Sixty Nine Thousand Nine Hundred and Eleven) equity shares who abstained from voting on the resolution.

**There were 2 (Two) shareholders holding 5 (Five) equity shares who have voted for 3 (Three) shares in favour of the resolution and for 2 (Two) shares against the resolution.*



Details of insta-poll at EGM & remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH INSTA-POLL:

| Particulars | No. of voters | No. of Equity Shares | Paid-up value of the Equity Shares |
|-------------------------|---------------|----------------------|------------------------------------|
| | | | (In Rs.) |
| a) Total Votes received | 198 | 2,459 | 12,295 |
| b) Less: Invalid Votes | 0 | 0 | 0 |
| c) Net Valid Votes | 198 | 2,459 | 12,295 |
| d) Votes with Assent | 198 | 2,459 | 12,295 |
| e) Votes with Dissent | 0 | 0 | 0 |

B2. VOTING THROUGH REMOTE E-VOTING:

| Particulars | No. of e-voters | No. of Equity Shares | Paid-up value of the Equity Shares |
|-------------------------|-----------------|----------------------|------------------------------------|
| | | | (In Rs.) |
| a) Total Votes received | 1237 | 4,77,09,52,132 | 2,385,47,60,660 |
| b) Less: Invalid Votes | 0 | 0 | 0 |
| c) Net Valid Votes | 1237 | 4,77,09,52,132 | 2,385,47,60,660 |
| d) Votes with Assent | 1206* | 477,06,85,306 | 2,385,34,26,530 |
| e) Votes with Dissent | 36* | 2,66,826 | 13,34,130 |

Note: There were 15 (Fifteen) shareholders holding 3,81,69,908 (Three Crore Eighty One Lakh Sixty Nine Thousand Nine Hundred and Eight) equity shares who abstained from voting on the resolution.

**There were 5 (Five) shareholders holding 39 (Thirty Nine) equity shares who have voted for 22 (Twenty Two) shares in favour of the resolution and for 17 (Seventeen) shares against the resolution.*

