

August 20, 2024

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

<u>Sub:</u> <u>Intimation under Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') – 29<sup>th</sup> Annual General Meeting</u>

Dear Sir/ Ma'am,

Pursuant to Regulations 30 and 44 of Listing Regulations, we submit the following w.r.t. 29<sup>th</sup> Annual General Meeting (AGM) of the Company held on **Tuesday, August 20, 2024 at 3:00 P.M. (IST)** through video conferencing:

- a) Proceedings of the AGM, enclosed as Annexure A.
- b) Voting results of the AGM, enclosed as Annexure B.
- c) Consolidated Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 read with relevant rules, enclosed as **Annexure C.**

We are pleased to inform that all the following resolutions have been approved by members of the Company:

- Receipt, consideration and adoption of the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the reports of Board of Directors and Auditors thereon.
- 2. Declaration of dividend on equity shares for the financial year ended March 31, 2024 at the rate of Rs. 8/- (Rupees Eight only) per fully paid-up equity share of face value of Rs. 5/- each and a pro-rata dividend at the rate of Rs. 2/- (Rupees Two only) per partly paid-up equity share of face value of Rs. 5/- each (Paid-up value of Rs. 1.25/- per share).
- 3. Re-appointment of Mr. Tao Yih Arthur Lang as a director, liable to retire by rotation. Mr. Tao Yih Arthur Lang is not related to any of the director of the Company. His brief profile is available on the Company's website at <a href="https://www.airtel.in/about-bharti/equity/corporate-governance">https://www.airtel.in/about-bharti/equity/corporate-governance</a>.
- 4. Ratification of remuneration to be paid to Sanjay Gupta & Associates, Cost Accountants as Cost Auditors of the Company for the financial year ending 2024-25.





- 5. Appointment of Justice (Retd.) Arjan Kumar Sikri as an Independent Director of the Company for a term of five (5) years w.e.f. June 01, 2024 to May 31, 2029. His brief profile is available on Company's website at <a href="https://www.airtel.in/about-bharti/equity/corporate-governance">https://www.airtel.in/about-bharti/equity/corporate-governance</a>.
- 6. Approval of Material Related Party Transactions with Bharti Hexacom Limited, a subsidiary company.
- 7. Approval of Material Related Party Transactions with Nxtra Data Limited, a subsidiary company.
- 8. Approval of Material Related Party Transactions with Indus Towers Limited, a joint venture company.
- 9. Approval of Material Related Party Transactions with Dixon Electro Appliances Private Limited, an associate 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

Encl: As above



#### Annexure A

### PROCEEDINGS OF THE 29th ANNUAL GENERAL MEETING

The 29<sup>th</sup> Annual General Meeting ('AGM' or 'Meeting') of Bharti Airtel Limited (the 'Company') was held on Tuesday, August 20, 2024 at 3:00 P.M. (IST) through Video Conferencing/ Other Audio Visual Means.

### **Directors present:**

- 1. Mr. Sunil Bharti Mittal, Chairman
- 2. Justice (Retd.) Arjan Kumar Sikri, Independent Director
- 3. Ms. Chua Sock Koong, Non-executive Director
- Mr. Douglas Anderson Baillie, Independent Director and Chairman HR & Nomination Committee
- 5. Mr. Gopal Vittal, Managing Director & CEO
- 6. Ms. Kimsuka Narasimhan, Independent Director and Chairperson Risk Management Committee
- 7. Ms. Nisaba Godrej, Independent Director and Chairperson Environmental, Social and Governance (ESG) Committee
- 8. Mr. Rakesh Bharti Mittal, Non-executive Director and Chairman Stakeholders' Relationship Committee and Corporate Social Responsibility Committee
- 9. Mr. Shyamal Mukherjee, Independent Director and Chairman Audit Committee
- 10. Mr. Tao Yih Arthur Lang, Non-executive Director

### **Company Secretary:**

Mr. Pankaj Tewari

#### In attendance:

- 1. Mr. Soumen Ray, Chief Financial Officer (India & South Asia)
- Mr. Gautam Wadhera, Mr. Nilesh Lahoti and Mr. Vijay Agarwal of Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors
- 3. Dr. S. Chandrasekaran of Chandrasekaran Associates, Company Secretaries Secretarial Auditors
- 4. Mr. Harish Chawla of CL & Associates, Company Secretaries Scrutinizer

**Members present:** 251 members holding 3,237,015,503 equity shares (representing 53.19% of the total equity paid-up capital of the Company).

Mr. Sunil Bharti Mittal ('Chairman') welcomed all the Board Members attending the AGM and with requisite quorum being present, called the meeting to Order.

Chairman further stated that statutory registers/ records and other applicable documents were available for inspection electronically.

With the consent of the members, the Notice convening the AGM, the Boards' Report and the Auditor's Report(s), for the financial year ended March 31, 2024, were taken as read.

The Chairman then introduced the Board Members and Senior Management Officials who participated in the meeting.





The Chairman thereafter addressed the members covering India's digital economy and 5G rollout; key highlights across India and Africa; and financial performance. Thereafter, his address, he invited Gopal Vittal, Managing Director & CEO to brief the members on the operational highlights of the Company for the financial year 2023-24.

The Company Secretary then opened the 'Questions & Answers' (Q&As) floor for the members who had registered themselves as 'speaker' to ask questions or express their views. The questions raised by the members were duly answered by the Chairman and the management and the members expressed the satisfaction on the performance of the Company.

The Company Secretary further informed the members that the Company had provided the remote e-voting facility to the members (which started at IST 9.00 A.M. on Friday, August 16, 2024 and concluded at IST 5.00 P.M. on Monday, August 19, 2024) to cast their votes on all the resolutions set forth in the AGM Notice. Members, who were participating in the meeting and had not cast their votes through remote e-voting, were provided an opportunity to cast their votes through e-voting at the meeting.

The following items of business as stated in the notice of AGM, were put to vote:

### **Ordinary Businesses:**

- 1. Receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the reports of Board of Directors and Auditors thereon
- 2. Declaration of dividend on equity shares for the financial year ended March 31, 2024
- 3. Re-appointment of Mr. Tao Yih Arthur Lang as a Director, liable to retire by rotation

### **Special Businesses:**

- 4. Ratification of remuneration to be paid to Sanjay Gupta & Associates, Cost Accountants as Cost Auditors of the Company for the financial year ending 2024-25
- 5. Appointment of Justice (Retd.) Arjan Kumar Sikri as an Independent Director of the Company
- 6. Approval of Material Related Party Transactions with Bharti Hexacom Limited, a subsidiary company
- 7. Approval of Material Related Party Transactions with Nxtra Data Limited, a subsidiary company
- 8. Approval of Material Related Party Transactions with Indus Towers Limited, a joint venture company
- 9. Approval of Material Related Party Transactions with Dixon Electro Appliances Private Limited, an associate company

Mr. Harish Chawla of CL & Associates, Company Secretaries, who was appointed as the Scrutinizer, was requested to compile the results for remote e-voting as well as e-voting at the AGM and submit Consolidated Scrutinizer's Report within the stipulated time.

The Company Secretary thanked all the members for attending and participating in the meeting.

The AGM concluded at 04:43 PM (IST).





As per the scrutinizer's report received, all the resolutions as set out in the notice of the AGM were declared as approved with the requisite majority. The resolutions are deemed to be passed on August 20, 2024.

Thanking you Sincerely yours,

For Bharti Airtel Limited

Rohit Krishan Puri

Joint Company Secretary & Compliance Officer

**Date:** August 20, 2024

#### **Bharti Airtel Limited Annexure B Voting Results of 29th Annual General Meeting** Details of remote e-voting and voting at AGM as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions: Date of the AGM August 20, 2024 Total number of shareholders on record date i.e. August 13, 2024 825,776 No. of shareholders present in the meeting either in person or through Proxy: Not applicable Promoters and Promoters Group: Public: No. of Shareholders attended the meeting through Video Conferencing 12 Promoters and Promoters Group: Public: 239

Item No.	1
Details of Agenda	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the reports of
	Board of Directors and of Auditors thereon
Resolution Required	Ordinary Resolution
Whether promoter/	No
promoter group are	
interested in the	
agenda/ resolution?	

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
Promoter and Promoter	Remote e-voting	3,066,730,500	3,066,730,500	100.0000	3,066,730,500	0	100.0000	0.0000
Group	E-voting during AGM	3,000,730,300	0	0.0000	0	0	0.0000	0.0000
Стоир	Total	3,066,730,500	3,066,730,500	100.0000	3,066,730,500	0	100.0000	0.0000
	Remote e-voting	2,487,958,685	2,169,146,765	87.1858	2,162,351,663	6,795,102	99.6867	0.3133
Public Institutions	E-voting during AGM		0	0	0	0	0.0000	0.0000
	Total	2,487,958,685	2,169,146,765	87.1858	2,162,351,663	6,795,102	99.6867	0.3133
	Remote e-voting	236,369,387	95,637,443	40.4610	95,636,338	1,105	99.9988	0.0012
Public Non-Institutions	E-voting during AGM	230,309,367	74,107	0.0314	74,107	0	100.0000	0.0000
	Total	236,369,387	95,711,550	40.4924	95,710,445	1,105	99.9988	0.0012
GRAND TOTAL		5,791,058,572	5,331,588,815	92.0659	5,324,792,608	6,796,207	99.8725	0.1275



Item No.									
Details of Agenda	declare dividend on equity shares for the financial year ended March 31, 2024								
Resolution Required	Ordinary Resolution								
Whether promoter/	No								
promoter group are									
interested in the									
agenda/ resolution?									

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
Promoter and Promoter	Promoter and Promoter  Crown  Remote e-voting  E-voting during AGM	3,066,730,500	3,066,730,500	100.0000	3,066,730,500	0	100.0000	0.0000
Group		3,000,730,300	0	0.0000	0	0	0.0000	0.0000
Стоир	Total	3,066,730,500	3,066,730,500	100.0000	3,066,730,500	0	100.0000	0.0000
	Remote e-voting	2,487,958,685	2,205,582,069	88.6503	2,205,582,069	0	100.0000	0.0000
Public Institutions	E-voting during AGM		0	0	0	0	0.0000	0.0000
	Total	2,487,958,685	2,205,582,069	88.6503	2,205,582,069	0	100.0000	0.0000
	Remote e-voting	236,369,387	95,637,533	40.4610	95,636,362	1,171	99.9988	0.0012
Public Non-Institutions	E-voting during AGM	230,303,367	74,108	0.0314	74,108	0	100.0000	0.0000
	Total	236,369,387	95,711,641	40.4924	95,710,470	1,171	99.9988	0.0012
GRAND TOTAL		5,791,058,572	5,368,024,210	92.6950	5,368,023,039	1,171	100.0000	0.0000

Item No.	3							
Details of Agenda	o re-appoint Mr. Tao Yih Arthur Lang as a Director, liable to retire by rotation							
Resolution Required	Ordinary Resolution							
Whether promoter/	No							
promoter group are								
interested in the								
agenda/ resolution?								

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
Promoter and Promoter	Remote e-voting	3,066,730,500	3,066,730,500	100.0000	3,066,730,500	0	100.0000	0.0000
Group	E-voting during AGM	3,000,730,300	0	0.0000	0	0	0.0000	0.0000
Gloup	Total	3,066,730,500	3,066,730,500	100.0000	3,066,730,500	0	100.0000	0.0000
	Remote e-voting	2,487,958,685	2,205,529,050	88.6481	2,054,356,164	151,172,886	93.1457	6.8543
Public Institutions	E-voting during AGM		0	0	0	0	0.0000	0.0000
	Total	2,487,958,685	2,205,529,050	88.6481	2,054,356,164	151,172,886	93.1457	6.8543
	Remote e-voting	236,369,387	95,637,241	40.4609	95,633,644	3,597	99.9962	0.0038
Public Non-Institutions	E-voting during AGM	230,303,367	74,108	0.0314	74,038	70	99.9055	0.0945
	Total	236,369,387	95,711,349	40.4923	95,707,682	3,667	99.9962	0.0038
GRAND TOTAL		5,791,058,572	5,367,970,899	92.6941	5,216,794,346	151,176,553	97.1837	2.8163



Item No.	4									
Details of Agenda	To ratify remuneration to be	atify remuneration to be paid to Sanjay Gupta & Associates, Cost Accountants as Cost Auditors of the Company for the financial year ending 2024-25								
Resolution Required	Ordinary Resolution									
Whether promoter/	No									
promoter group are										
interested in the										
agenda/ resolution?										

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
Promoter and Promoter E-voting during AGM	Remote e-voting	3,066,730,500	3,066,730,500	100.0000	3,066,730,500	0	100.0000	0.0000
	E-voting during AGM		0	0.0000	0	0	0.0000	0.0000
Group	Total	3,066,730,500	3,066,730,500	100.0000	3,066,730,500	0	100.0000	0.0000
	Remote e-voting	2,487,958,685	2,204,546,905	88.6087	2,204,546,905	0	100.0000	0.0000
Public Institutions	E-voting during AGM		0	0	0	0	0.0000	0.0000
	Total	2,487,958,685	2,204,546,905	88.6087	2,204,546,905	0	100.0000	0.0000
	Remote e-voting	236,369,387	95,637,291	40.4609	95,634,180	3,111	99.9967	0.0033
Public Non-Institutions	E-voting during AGM	230,303,387	74,107	0.0314	74,102	5	99.9933	0.0067
	Total	236,369,387	95,711,398	40.4923	95,708,282	3,116	99.9967	0.0033
GRAND TOTAL		5,791,058,572	5,366,988,803	92.6772	5,366,985,687	3,116	99.9999	0.0001

Item No.	5
Details of Agenda	To appoint Justice (Retd.) Arjan Kumar Sikri as an Independent Director of the Company
Resolution Required	Special Resolution
Whether promoter/	No
promoter group are	
interested in the	
agenda/ resolution?	

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	No. of votes - in Against (5)	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	3,066,730,500	3,066,730,500	100.0000	3,066,730,500	0	100.0000	0.0000
	E-voting during AGM	3,000,730,300	0	0.0000	0	0	0.0000	0.0000
Стопр	Total	3,066,730,500	3,066,730,500	100.0000	3,066,730,500	0	100.0000	0.0000
	Remote e-voting	2,487,958,685	2,201,471,768	88.4851	2,198,827,553	2,644,215	99.8799	0.1201
Public Institutions	E-voting during AGM		0	0	0	0	0.0000	0.0000
	Total	2,487,958,685	2,201,471,768	88.4851	2,198,827,553	2,644,215	99.8799	0.1201
	Remote e-voting	236,369,387	95,637,288	40.4609	95,634,311	2,977	99.9969	0.0031
Public Non-Institutions	E-voting during AGM	230,309,367	74,107	0.0314	74,107	0	100.0000	0.0000
	Total	236,369,387	95,711,395	40.4923	95,708,418	2,977	99.9969	0.0031
GRAND TOTAL		5,791,058,572	5,363,913,663	92.6241	5,361,266,471	2,647,192	99.9506	0.0494



Item No.	i e e e e e e e e e e e e e e e e e e e									
Details of Agenda	o approve Material Related Party Transactions with Bharti Hexacom Limited, a subsidiary company									
Resolution Required	Ordinary Resolution	ary Resolution								
Whether promoter/	No									
promoter group are										
interested in the										
agenda/ resolution?										

Category	Mode of voting	No. of shares held (1)	No. of votes polled	% votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against (5)	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
Promoter and Promoter	Remote e-voting	3,066,730,500	0	0.0000	0	0	0.0000	0.0000
Group	E-voting during AGM	3,000,730,300	0	0.0000	0	0	0.0000	0.0000
Group	Total	3,066,730,500	0	0.0000	0	0	0.0000	0.0000
	Remote e-voting	2,487,958,685	2,205,003,213	88.6270	2,199,611,581	5,391,632	99.7555	0.2445
Public Institutions	E-voting during AGM	2,467,336,063	0	0	0	0	0.0000	0.0000
	Total	2,487,958,685	2,205,003,213	88.6270	2,199,611,581	5,391,632	99.7555	0.2445
	Remote e-voting	236,369,387	94,573,082	40.0107	94,568,680	4,402	99.9953	0.0047
Public Non-Institutions	E-voting during AGM	230,309,367	74,108	0.0314	74,061	47	99.9366	0.0634
	Total	236,369,387	94,647,190	40.0421	94,642,741	4,449	99.9953	0.0047
GRAND TOTAL		5,791,058,572	2,299,650,403	39.7104	2,294,254,322	5,396,081	99.7654	0.2346

Item No.	7
Details of Agenda	To approve Material Related Party Transactions with Nxtra Data Limited, a subsidiary company
Resolution Required	Ordinary Resolution
Whether promoter/	No
promoter group are	
interested in the	
agenda/resolution?	

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	No. of votes - in Against (5)	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
Promoter and Promoter	Remote e-voting	3,066,730,500	0	0.0000	0	0	0.0000	0.0000
Group	E-voting during AGM	3,066,730,300	0	0.0000	0	0	0.0000	0.0000
Group	Total	3,066,730,500	0	0.0000	0	0	0.0000	0.0000
	Remote e-voting	2,487,958,685	2,205,425,648	88.6440	2,205,425,648	0	100.0000	0.0000
Public Institutions	E-voting during AGM		0	0	0	0	0.0000	0.0000
	Total	2,487,958,685	2,205,425,648	88.6440	2,205,425,648	0	100.0000	0.0000
	Remote e-voting	236,369,387	94,573,035	40.0107	94,568,623	4,412	99.9953	0.0047
Public Non-Institutions	E-voting during AGM	230,309,367	74,108	0.0314	74,061	47	99.9366	0.0634
	Total	236,369,387	94,647,143	40.0420	94,642,684	4,459	99.9953	0.0047
GRAND TOTAL		5,791,058,572	2,300,072,791	39.7177	2,300,068,332	4,459	99.9998	0.0002



Item No.	8							
Details of Agenda	To approve Material Related I	Party Transactions with Indu	s Towers Limited, a joint vent	ure company				
Resolution Required	Ordinary Resolution							
Whether promoter/	No							
promoter group are								
interested in the								
agenda/resolution?								

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	No. of votes - in Against (5)	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
Promoter and Promoter	Remote e-voting	3,066,730,500	0	0.0000	0	0	0.0000	0.0000
Group	E-voting during AGM	3,000,730,300	0	0.0000	0	0	0.0000	0.0000
Group	Total	3,066,730,500	0	0.0000	0	0	0.0000	0.0000
	Remote e-voting	2,487,958,685	2,205,425,648	88.6440	2,205,425,648	0	100.0000	0.0000
Public Institutions	E-voting during AGM		0	0	0	0	0.0000	0.0000
	Total	2,487,958,685	2,205,425,648	88.6440	2,205,425,648	0	100.0000	0.0000
	Remote e-voting	236,369,387	94,573,038	40.0107	94,568,673	4,365	99.9954	0.0046
Public Non-Institutions	E-voting during AGM	230,303,387	74,107	0.0314	74,105	2	99.9973	0.0027
	Total	236,369,387	94,647,145	40.0420	94,642,778	4,367	99.9954	0.0046
GRAND TOTAL		5,791,058,572	2,300,072,793	39.7177	2,300,068,426	4,367	99.9998	0.0002

Item No.	9
Details of Agenda	To approve Material Related Party Transactions with Dixon Electro Appliances Private Limited, an associate company
Resolution Required	Ordinary Resolution
Whether promoter/	No
promoter group are	
interested in the	
agenda/ resolution?	

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
Promoter and Promoter	Remote e-voting	3,066,730,500	0	0.0000	0	0	0.0000	0.0000
Group	E-voting during AGM	3,000,730,300	0	0.0000	0	0	0.0000	0.0000
Стоир	Total	3,066,730,500	0	0.0000	0	0	0.0000	0.0000
	Remote e-voting	2,487,958,685	2,205,425,648	88.6440	2,205,425,648	0	100.0000	0.0000
Public Institutions	E-voting during AGM	2,487,538,083	0	0	0	0	0.0000	0.0000
	Total	2,487,958,685	2,205,425,648	88.6440	2,205,425,648	0	100.0000	0.0000
	Remote e-voting	236,369,387	94,572,952	40.0107	94,568,633	4,319	99.9954	0.0046
Public Non-Institutions	E-voting during AGM	230,309,367	74,108	0.0314	74,061	47	99.9366	0.0634
	Total	236,369,387	94,647,060	40.0420	94,642,694	4,366	99.9954	0.0046
GRAND TOTAL		5,791,058,572	2,300,072,708	39.7177	2,300,068,342	4,366	99.9998	0.0002



D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, New Delhi-110074, India Tel: +91 11-2630 2076, 097166 16624; E-mail: <a href="mailto:support@corp-nexus.com">support@corp-nexus.com</a>

#### **Consolidated Scrutinizer's Report**

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

To,

The Chairman Bharti Airtel Limited

(CIN: L74899HR1995PLC095967) Airtel Center, Plot No. 16, Udyog Vihar, Phase-IV, Gurugram, Haryana - 122015, India

Subject: Consolidated Scrutinizer Report on remote e-voting and e-voting during the 29<sup>th</sup> Annual General Meeting by the members of Bharti Airtel Limited held on Tuesday, August 20, 2024 at 03:00 P.M (IST) through video conferencing ('VC')/ other audio-visual means ('OAVM')

Dear Sir,

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 May 14, 2024 for the purpose of scrutinizing the voting through electronic means, i.e. remote e-voting and e-voting in respect of the resolutions as mentioned in the notice dated May 14, 2024 ("Notice") of the 29<sup>th</sup> Annual General Meeting ("AGM") held on Tuesday, August 20, 2024 at 03:00 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) (hereinafter to be referred as 'the Act').

I submit my report as under:

As per the General Circular No. 09/2023 dated September 25, 2023, Circular No. 10/2022 dated December 28, 2022, Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 as 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),

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Regulations, 2015 ("**Listing Regulations"**), the 29<sup>th</sup> Annual General Meeting of the Company was held through video conferencing (VC)/ other audio-visual means (OAVM) in view of the relaxation provided under the said circulars.

2. In accordance with the MCA Circulars read with SEBI Circular no. SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, ("SEBI Circular"), the Company has sent the Notice along with the Integrated Report and Annual Financial Statements for the financial year 2023-24 through electronic mode, only to those shareholders whose e-mail addresses were registered with the Company/ Depository Participants and whose names were recorded in the Register of Members/ Beneficial owners of the Company as on the Friday, July 26, 2024.

The Company had also published an advertisement on Tuesday, July 30, 2024, in "Mint" an English Newspaper and "Hindustan" a vernacular (Hindi) newspaper regarding completion of dispatch of Notice and also specifying therein the matters prescribed in the Rules and MCA Circulars with regard to Remote e-voting.

- 3. The Company has engaged KFin Technologies Limited, Registrar and Share Transfer Agent, ("KFin") as the service provider for extending the facility of remote e-voting and e-voting during the 29<sup>th</sup> AGM to the members of the Company. The Remote e-voting period commenced on Friday, August 16, 2024 at 09:00 A.M. (IST) and ended on Monday, August 19, 2024 at 05:00 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 was restricted to make the Scrutinizer's Report on the votes cast in "Favour" or "Against" by the members in respect of the resolutions contained in the Notice, based on verification of data and reports generated from the voting system provided by KFin, the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers/ documents furnished to me electronically.



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- 6. The members of the Company holding equity shares, as on the **cut-off date i.e., Tuesday, August 13, 2024** were entitled to vote on the proposed resolutions as set out in the Notice, through remote e- voting/e-voting at the AGM.
- 7. The total paid up Equity Share Capital of the Company as on Thursday, August 13, 2024 was Rs. 28,95,52,92,867.50/- (Rupees Two Thousand Eight Hundred Ninety-Five Crore Fifty-Two Lakh Ninety-Two Thousand Eight Hundred Sixty-Seven and Fifty Paisa Only) divided into 5,69,29,86,658 (Five Hundred Sixty-Nine Crore Twenty-Nine Lakh Eighty-Six Thousand Six Hundred Fifty-Eight) fully paid-up equity shares of the face value of Rs. 5/- (Rupees Five Only) each and 39,22,87,662 (Thirty-Nine Crore Twenty-Two Lakh Eighty-Seven Thousand Six Hundred and Sixty-Two) partly paid equity shares of face value of Rs. 5/- (Rupees Five Only) with paid up value of Rs. 1.25/- (Rupee One and Twenty-Five Paisa Only) each.

As per Section 47 of the Companies Act, 2013, 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	5,69,29,86,658	5,69,29,86,658
1.25	39,22,87,662	9,80,71,915
Total	6,08,52,74,320	5,79,10,58,573

The total issued share capital of the Company includes 321 (Three Hundred and Twenty One) equity shares which are lying in the Bharti Airtel Limited – Unclaimed Suspense Account and Bharti Airtel Rights 2021 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 31,37,965 (Thirty One Lakh

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Thirty Seven Thousand Nine Hundred and Sixty Five) equity shares (includes 30,92,381 fully paid up and 45,584 partly paid equity shares) held by Bharti Airtel Employees' Welfare Trust ("ESOP Trust") which are treated as "Non - Promoter Non-Public Shareholding" as per Regulation 9 of Chapter II of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, of which voting rights are not exercised and 2,10,878 (Two Lakh Ten Thousand Eight Hundred and Seventy-Eight) 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) Rule, 2016.

- 8. At the 29<sup>th</sup> AGM of the Company held through VC/ OAVM, on Tuesday, August 20, 2024, after considering all the items of ordinary and special business, the facility to vote electronically was provided to facilitate those members who were attending the meeting through VC/ OAVM but could not participate in the remote e-voting to record their votes.
- 9. The votes cast during the e-voting were unblocked by me on Tuesday, August 20, 2024 after the conclusion of AGM in the presence of two witnesses, Deepanshu Aggarwal and Kirti Arora 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
- 10. There was no shareholder who opted for both the facilities i.e. remote e-voting and e-voting at the AGM. Further, the shareholders who voted for lesser number of shares as compared to their entitlement, the number of shares for which they have actually voted have been considered.
- 11. The votes casted by shareholders, who are eligible to vote in terms of Regulations 23 of Listing Regulations have been considered.
- 12. The consolidated summary of results of e-voting at AGM and remote e-voting are as under:



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<u>Resolution No. 1</u> - To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the reports of Board of Directors and of Auditors thereon:

	Ordinary Resolution										
Particulars	Nature of	es .									
	shares	Remote e-voting	E-voting at AGM	Total e-votes	%						
A	Fully Paid-up	5,24,58,93,970	72,801	5,32,47,92,608	99.8725						
Assent	Partly Paid-up	7,88,24,531	1,306								
Dissent	Fully Paid-up	66,89,688	-	67,96,207	0.1275						
	Partly Paid-up	1,06,519	-								

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**.

Resolution No. 2 - To declare dividend on equity shares for the financial year ended March 31, 2024:

Ordinary Resolution									
	Nature of	Nu	umber of Valid Vot	es					
Particulars	shares	Remote e- voting	E-voting at AGM	Total e-votes	%				
Assent	Fully Paid-up	5,28,78,22,763	72,802	5,36,80,23,039	100.00				
Assent	Partly Paid-up	8,01,26,168	1,306						
Discont	Fully Paid-up	377	-	1,171	0.0				
Dissent	Partly Paid-up	794	-						

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 B**.



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# Resolution No. 3 - To re-appoint Mr. Tao Yih Arthur Lang as a Director, liable to retire by rotation:

Ordinary Resolution									
	Nature of	Nature of Number of Valid Votes							
Particulars	shares	Remote e- voting	E-voting at AGM	Total e-votes	%				
At	Fully Paid-up	5,13,71,16,069	72,732	5,21,67,94,346	97.1837				
Assent	Partly Paid-up	7,96,04,239	1,306						
	Fully Paid-up	15,07,06,780	70	15,11,76,553	2.8163				
Dissent	Partly Paid-up	4,69,703	=						

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 C**.

# <u>Resolution No. 4</u> - To ratify remuneration to be paid to Sanjay Gupta & Associates, Cost Accountants as Cost Auditors of the Company for the financial year ending 2024-25:

		Ordinary Reso	lution		
Particulars	Nature of	Num	ber of Valid Vote	S	%
	shares	Remote e-voting	E-voting at AGM	Total e-votes	
	Fully Paid-up	5,28,68,38,460	72,796	5,36,69,85,687	99.9999
Assent	Partly Paid-up	8,00,73,125	1,306		
Dissent	Fully Paid-up	2,293	5	3,116	0.0001
	Partly Paid-up	818	-		

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 D**.



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# Resolution No. 5 - To appoint Justice (Retd.) Arjan Kumar Sikri as an Independent Director of the Company:

	Special Resolution										
Particulars	Nature of	Num	ber of Valid Vote	5							
	shares	Remote e-voting	E-voting at AGM	Total e-votes	%						
	Fully Paid-up	5,28,11,76,652	72,801	5,36,12,66,471	99.9506						
Assent	Partly Paid-up	8,00,15,711	1,306								
Dissent	Fully Paid-up	25,88,961	-	26,47,192	0.0494						
	Partly Paid-up	58,231	-								

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 E**.

# <u>Resolution No. 6</u> - To approve Material Related Party Transactions with Bharti Hexacom Limited, a subsidiary company:

	Ordinary Resolution						
	Noture of	Number of Valid Votes					
Particulars	Nature of shares	Remote e-voting	E-voting at AGM	Total e-votes	%		
	Fully Paid-up	2,27,00,29,084	72,755	2,29,42,54,322	99.7654		
Assent	Partly Paid-up	2,41,51,177	1,306		99.7034		
D:t	Fully Paid-up	53,88,136	47	F2 06 001	0.2246		
Dissent	Partly Paid-up	7,898	-	53,96,081	0.2346		

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 F**.

# <u>Resolution No. 7</u> - To approve Material Related Party Transactions with Nxtra Data Limited, a subsidiary company:

		Ordinary Reso	lution		
	Nature of	Number of Valid Votes			
Particulars	shares	Remote e-voting	ting E-voting at AGM Total	Total e-votes	%
Assent	Fully Paid-up	2,27,58,36,041	72,755	2,30,00,68,332	99.9998



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	Partly Paid-up	2,41,58,230	1,306		
Dissent	Fully Paid-up	3,567	47	4,459	0.0002
	Partly Paid-up	845	-		

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 G**.

# <u>Resolution No. 8</u> - To approve Material Related Party Transactions with Indus Towers Limited, a joint venture company:

	Ordinary Resolution						
	Nature of	Number of Valid Votes					
Particulars	shares	Remote e-voting	E-voting at AGM	Total e-votes	%		
A	Fully Paid-up	2,27,58,36,090	72,799	2,30,00,68,426	99.9998		
Assent	Partly Paid-up	2,41,58,231	1,306				
Dissent	Fully Paid-up	3,521	2	4,367	0.0002		
	Partly Paid-up	844	-				

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 H**.

# Resolution No. 9 - To approve Material Related Party Transactions with Dixon Electro Appliances Private Limited, an associate company:

	Ordinary Resolution						
	Nature of	Number of Valid Votes			E. Walt		
Particulars	shares	Remote e-voting	E-voting at AGM	Total e-votes	%		
A	Fully Paid-up	2,27,58,36,036	72,755	2,30,00,68,342	99.9998		
Assent	Partly Paid-up	2,41,58,245	1,306				
Dissent	Fully Paid-up	3,489	47	4,366	0.0002		
	Partly Paid-up	830	-				

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 1**.

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- 13. Based on the aforesaid results, I report that all resolutions as set out in item nos. 1 to 9 of the Notice have been passed with requisite majority.
- 14. 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 Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

For CL & Associates

**Company Secretaries** 

Firm Unique Code: P2021DE084900

Harish Chawla, Partner

Scrutinizer

Membership No. F9002

**CP No.** 15492 **PR No.** 4741/2023

**UDIN:** F009002F001005349

Date: 20/08/2024 Place: New Delhi Countersigned by

Rohit Krishan Puri Authorised Signatory Bharti Airtel Limited

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### Annexure A:

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

### **VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of e-Votes	Percentage
a) Total Votes received	3,801	5,33,15,14,708	100.0
b) Less: Invalid Votes	0	0	-
c) Net Valid Votes	3,801	5,33,15,14,708	100.0
d) Votes with Assent	3,766	5,32,47,18,501	99.8725
e) Votes with Dissent	35	67,96,207	0.1275

Particulars	No. of Voters	No. of e-Votes	Percentage
a) Total Votes received	72	74,107	100
b) Less: Invalid Votes	0	0	-
c) Net Valid Votes	72	74,107	100
d) Votes with Assent	72	74,107	100
e) Votes with Dissent	0	0	-



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### **Annexure B:**

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

### **VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of e-Votes	Percentage
a) Total Votes received	3,810	5,36,79,50,102	100.0
b) Less: Invalid Votes	0	0	-
c) Net Valid Votes	3,810	5,36,79,50,102	100.0
d) Votes with Assent	3,781	5,36,79,48,931	100.0
e) Votes with Dissent	29	1,171	0

Particulars	No. of Voters	No. of e-Votes	Percentage
a) Total Votes received	72	74,108	100
b) Less: Invalid Votes	0	0	-
c) Net Valid Votes	72	74,108	100
d) Votes with Assent	72	74,108	100
e) Votes with Dissent	0	0	-



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### **Annexure C:**

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

### **VOTING THROUGH REMOTE E-VOTING:**

	Particulars	No. of Voters	No. of e-Votes	Percentage
a)	Total Votes received	3,814	5,36,78,96,791	100.0
b)	Less: Invalid Votes	0	0	-
c)	Net Valid Votes	3,814	5,36,78,96,791	100.0
d)	Votes with Assent	3,438	5,21,67,20,308	97.1837
e)	Votes with Dissent	376	15,11,76,483	2.8163

Particulars	No. of Voters	No. of e-Votes	Percentage
a) Total Votes received	72	74,108	100
b) Less: Invalid Votes	0	0	-
c) Net Valid Votes	72	74,108	100
d) Votes with Assent	70	74,038	99.9055
e) Votes with Dissent	3	70	0.0944



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### Annexure D:

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

### **VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of e-Votes	Percentage
a) Total Votes received	3,789	5,36,69,14,697	100.0
b) Less: Invalid Votes	0	0	-
c) Net Valid Votes	3,789	5,36,69,14,697	100.0
d) Votes with Assent	3,734	5,36,69,11,586	99.9999
e) Votes with Dissent	55	3,111	0.0001

Pa	articulars		No. of Voters	No. of e-Votes	Percentage
a)	Total received	Votes	72	74,107	100
b)	Less: Invali	d Votes	0	0	-
c)	Net Valid V	otes/	72	74,107	100
d)	Votes with	Assent	71	74,102	99.9932
e)	Votes	with	1	5	0.0067
	Dissent				



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### **Annexure E:**

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

### **VOTING THROUGH REMOTE E-VOTING:**

Pa	articulars		No. of Voters	No. of e-Votes	Percentage
a)	Total	Votes	3,797	5,36,38,39,556	100.0
	received				
b)	Less: Invalid	Votes	0	0	-
c)	Net Valid Vo	otes	3,797	5,36,38,39,556	100.0
d)	Votes with A	Assent	3,721	5,36,11,92,364	99.9506
e)	Votes with [	Dissent	76	26,47,192	0.0494

Particulars	No. of Voters	No. of e-Votes	Percentage
a) Total Votes received	72	74,107	100
b) Less: Invalid Votes	0	0	-
c) Net Valid Votes	72	74,107	100
d) Votes with Assent	72	74,107	100
e) Votes with Dissent	0	0	-



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#### Annexure F:

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

### **VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of e-Votes	tes Percentage	
a) Total Votes received	3,776	2,29,95,76,296	100.0	
b) Less: Invalid Votes	0	0	-	
c) Net Valid Votes	3,776	2,29,95,76,296	100.0	
d) Votes with Assent	3,706	2,29,41,80,261	99.7654	
e) Votes with Dissent	70	53,96,035	0.2346	

Particulars	No. of Voters	No. of e-Votes	Percentage
a) Total Votes received	72	74,108	100
b) Less: Invalid Votes	0	0	-
c) Net Valid Votes	72	74,108	100
d) Votes with Assent	71	74,061	93.9326
e) Votes with Dissent	1	47	0.0634



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### Annexure G:

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

### **VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of e-Votes	Percentage	
a) Total Votes received	3,775	2,29,99,98,684	100.0	
b) Less: Invalid Votes	0	0	-	
c) Net Valid Votes	3,775	2,29,99,98,684	100.0	
d) Votes with Assent	3,731	2,29,99,94,272	99.9998	
e) Votes with Dissent	44	4,412	0.0002	

Particulars	No. of Voters	No. of e-Votes	Percentage	
a) Total Votes received	72	74,108	100	
b) Less: Invalid Votes	0	0	-	
c) Net Valid Votes	72	74,108	100	
d) Votes with Assent	71	74,061	93.9365	
e) Votes with Dissent	1	47	0.0634	



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### **Annexure H:**

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

### **VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of e-Votes	Percentage
a) Total Votes received	3,775	2,29,99,98,686	100.0
b) Less: Invalid Votes	0	0	-
c) Net Valid Votes	3,775	2,29,99,98,686	100.0
d) Votes with Assent	3,733	2,29,99,94,321	99.9998
e) Votes with Dissent	42	4,365	0.0002

Particulars	No. of Voters	No. of e-Votes	Percentage
a) Total Votes received	72	74,107	100
b) Less: Invalid Votes	0	0	-
c) Net Valid Votes	72	74,107	100
d) Votes with Assent	71	74,105	99.9972
e) Votes with Dissent	1	2	0.0028



D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, New Delhi-110074, India Tel: +91 11-2630 2076, 097166 16624; E-mail: <a href="mailto:support@corp-nexus.com">support@corp-nexus.com</a>

### Annexure I:

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

### **VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of e-Votes	Percentage	
a) Total Votes received	3,784	2,29,99,98,600	100.0	
b) Less: Invalid Votes	0	0	-	
c) Net Valid Votes	3,784	2,29,99,98,600	100.0	
d) Votes with Assent	3,742	2,29,99,94,281	99.9998	
e) Votes with Dissent	42	4,319	0.0002	

Particulars	No. of Voters	No. of e-Votes	Percentage
a) Total Votes received	72	74,108	100
b) Less: Invalid Votes	0	0	-
c) Net Valid Votes	72	74,108	100
d) Votes with Assent	72	74,061	99.9366
e) Votes with Dissent	0	47	0.0634

