



March 19, 2021

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 of Bharti Airtel Limited dt. March 19, 2021

Dear Sir/ Ma'am,

We wish to submit the following w.r.t. Extraordinary General Meeting ('EGM') of the members of the Company held on Friday, March 19, 2021 at 03:30 P.M. (IST) through Video conferencing/ Other Audio Visual Means:

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 resolution has been approved by the members of the Company with requisite majority. The Voting Results along-with the Scrutinizer's Report is also being made available on the website of the Company at www.airtel.com and on the website of Kfintech Technologies Private Limited, e-voting agency at <https://evoting.kfintech.com>.

The above disclosure is made in terms of Regulation 30 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

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, March 19, 2021 at 03:30 P.M. (IST) through Video Conferencing/ Other Audio Visual Means.

Directors present:

1. Sunil Bharti Mittal, Chairman
2. Dinesh Kumar Mittal, Independent Director and Chairman of the HR & Nomination Committee and Risk Management Committee
3. Gopal Vittal, Managing Director & CEO (India & South Asia)
4. Rakesh Bharti Mittal, Non-executive Director and Chairman of Stakeholders' Relationship Committee and Corporate Social Responsibility Committee
5. V.K. Viswanathan, Independent Director and Chairman of Audit Committee

Company Secretary:

Pankaj Tewari, Company Secretary

Other Participants:

1. Badal Bagri, Chief Financial Officer (India & South Asia)
2. Harjeet Kohli, Group Director – Strategy & Business Development
3. Dr. S. Chandrasekaran, M/s. Chandrasekaran Associates, Company Secretaries, Secretarial Auditors
4. Devesh Kumar Vasisht, Partner of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi, Scrutinizer
5. Nilesh Lahoti, Partner of Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors

Craig Edward Ehrlich, Kimsuka Narasimhan, Manish Kejriwal, Shishir Priyadarshi, Independent Directors and Chua Sock Koong, Tao Yih Arthur Lang, Non-executive Directors were not able to attend the meeting.

Members present (including representatives): 190 members holding 3,068,730,522 equity shares (representing 56.25% of the total equity paid-up capital of the Company)

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

Sunil Bharti Mittal, Chairman welcomed all the members attending the EGM and other attendees. Chairman then welcomed the directors and senior management present from different locations.

Pankaj Tewari, Company Secretary stated that relevant statutory documents including the certificate of statutory auditors from Deloitte Haskins & Sells LLP, Chartered Accountants, certifying that the preferential issue is being made in accordance with the requirements contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 and valuation reports, were available for inspection electronically.

With the consent of the members, the notice convening the EGM, explanatory statement annexed thereto and applicable statutory documents etc., were taken as read.



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



The Company Secretary then informed the members about:

- a) the proposed resolution i.e. the preferential allotment of 36,469,913 equity shares by the Company to Lion Meadow Investment Ltd., an affiliate of Warburg Pincus LLC as partial consideration against the acquisition of 20% stake by the Company in Bharti Telemedia Limited, a subsidiary company; and
- b) valuation of the shares of Bharti Airtel Limited and Bharti Telemedia Limited undertaken by:
 - 1) SPA Capital Advisors Limited, a SEBI registered category I Merchant Banker in compliance with the provisions of Foreign Exchange Management (Non-debt Instruments) Rules, 2019; and
 - 2) Neena Agarwal, an IBBI registered independent valuer in compliance with the Regulation 163 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and applicable provisions of the Companies Act, 2013.

With the permission of the Chairman, the Company Secretary opened the 'Questions & Answers' (Q&As) floor for the members who had registered themselves as 'speaker' to ask questions or express their views. Questions/ clarifications were duly answered by the Chairman.

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 Monday, March 15, 2021 and concluded at IST 5.00 P.M. on Thursday, March 18, 2021) to cast their votes on the resolution set forth in the EGM 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 item of Special Business as stated in the notice of EGM, was then put to vote:

• ***Issuance of equity shares of the Company on preferential basis***

Devesh Kumar Vasisht of M/s. Sanjay Grover & 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 EGM and submit Consolidated Scrutinizer's Report within the stipulated time.

The Company Secretary, with the permission of Chairman, then concluded the meeting with vote of thanks to all the members for attending and participating in the meeting.

Thanking you,
Yours sincerely,

For Bharti Airtel Limited

Rohit Krishan Puri
Dy. Company Secretary & Compliance Officer



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

Bharti Airtel Limited								
Voting Results of Extraordinary General Meeting								
Results of EGM e-voting and remote e-voting as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:								
Date of the EGM							March 19, 2021	
Total number of shareholders on cut-off date i.e. March 12, 2021							731,809	
No. of shareholders present in the meeting either in person or through Proxy:								
Promoters and Promoters Group:							NA	
Public:							NA	
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoters Group (4 members represented by 11 folios)							11	
Public:							179	
1. Special Resolution: Issuance of equity shares of the Company on preferential basis								
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 Favcur	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	3,067,581,205	3,067,581,205	100.0000	3,067,581,205	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Total		3,067,581,205	100.0000	3,067,581,205	0	100.0000	0.0000
Public-Institutions	E-voting	2,126,260,203	1,871,320,322	88.0099	1,856,836,932	14,483,390	99.2260	0.7740
	Poll		43,700	0.00	43,700	0	0.0000	0.0000
	Total		1,871,364,022	88.0120	1,856,880,632	14,483,390	99.2261	0.7739
Public-Non Institutions	E-voting	261,715,947	93,788,504	35.8360	93,760,705	27,799	99.9704	0.0296
	Poll		521,795	0.1994	521,779	16	99.9969	0.0031
	Total		94,310,299	36.0354	94,282,484	27,815	99.9705	0.0295
Total		5,455,557,355	5,033,255,526	92.2592	5,018,744,321	14,511,205	99.7117	0.2883

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

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31 2020 issued by the Ministry of Corporate Affairs and Circulars dated May 12,2020 and January 15, 2021 issued by the Securities and Exchange Board of India]

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 Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries having office at B-88, First Floor, Defence Colony, New Delhi-110024, India was appointed as "Scrutinizer" by the Board of Directors of **BHARTI AIRTEL LIMITED** ('the Company') for the purpose of scrutinizing the voting process i.e. remote e-voting and e-voting at Extraordinary General Meeting ('EGM') in a fair and transparent manner under 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) and General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31 2020, issued by the Ministry of Corporate Affairs and Circulars dated May 12,2020 and January 15, 2021 issued by the Securities and Exchange Board of India (collectively the 'Circulars') on the resolution mentioned in Notice dated February 17, 2021, ('EGM Notice') for EGM of the Company held on Friday March 19, 2021 at 3:30 P.M. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').



I submit my report as under: -


1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules thereof including Circulars in respect of the resolution contained in the EGM Notice and providing proper facility for EGM. Our responsibilities as scrutinizers is restricted to draft/ prepare a consolidated scrutinizer's report of the votes cast 'For' or 'Against' the resolution stated in the EGM Notice.
2. As informed by the Company, EGM Notice was sent in accordance with the Circulars to the members in electronic mode only, whose email addresses have been registered with the Company/ Depository Participants ('DPs')/ Depository/ KFin Technologies Private Limited ('Kfintech').
3. The remote e-voting period commenced on Monday, March 15, 2021 at 09:00 A.M. and ended on Thursday, March 18, 2021 at 05:00 P.M. via remote e-voting platform on the designated website of KFinTech, authorized agency to provide remote e-voting facility viz.: <http://evoting.kfintech.com>. The Company had also provided e-voting facility to the Members attending EGM through VC/OAVM to enable those members to cast their votes, if they had not cast their vote earlier through remote e-voting.
4. The members, whose email addresses were not registered, were requested by the Company to register the same by following the detailed procedure prescribed in the EGM Notice. The Company also published an advertisement on February 23, 2021 in "Mint" (all editions) and "Hindustan" (Delhi edition) for the benefit of such members and as a good corporate governance measure.
5. The Company has published an advertisement on February 26, 2021, in "Mint" (all editions) and "Hindustan" (Delhi edition) newspapers regarding service of EGM Notice through e-mail to eligible members.
6. The Members of the Company as on the "cut off" date i.e. Friday, March 12, 2021 were entitled to avail the facility of remote e-voting as well as e-voting at EGM on the proposed resolution as set out in the EGM Notice.



7. The total paid up Equity Share Capital of the Company as on March 12, 2021 was Rs. 27,277,786,775/- divided into 5,455,557,355 equity shares of face value of Rs. 5/- each. The total issued share capital of the Company includes 31 shares which are lying in the Bharti Airtel Limited – Unclaimed Suspense A/c, 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 3,368,166 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) Regulations, 2014, of which voting rights are not exercised and 136,861 equity shares transferred to and held by Investor Education and Protection Fund (IEPF) on which voting rights are frozen pursuant to Sections 125 and 124(6) read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.
8. After completion of e-voting at the EGM, the votes cast by the members through e-voting at the EGM and through remote e-voting were unblocked in the presence of two witnesses Ms. Anjali Yadav and Mr. Vivek Kumar who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence



Witness - 1



Witness - 2

9. The data of e - voting was diligently scrutinized and reconciled with the records maintained by the KFintech. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at EGM.
10. The shareholders exercised their voting either by remote e-voting or e-voting at EGM. There was no shareholder who opted for both facility (i.e. remote e-voting and e-voting at EGM). Further, shareholders who have 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 consolidated summary of results of e-voting at the EGM and remote e-voting is as under:

Resolution - Issuance of equity shares of the Company on preferential basis:

Special Resolution				
Particulars	Number of valid votes			Percentage
	e-voting at EGM	Remote e-voting	Total	
Assent	5,65,479	5,01,81,78,842	5,01,87,44,321	99.7117
Dissent	16	1,45,11,189	1,45,11,205	0.2883
Total	5,65,495	5,03,26,90,031	5,03,32,55,526	100.00

Therefore, the Resolution has been approved with requisite majority. Details of e-voting at EGM & remote e-voting are given in **Annexure- A**.

12. 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

UDIN: F008488B004110729

Date: March 19, 2021

Place: New Delhi

Countersigned by
Rohit Krishan Yari
Rohit Krishan Yari
(Authorised Signatory)

Annexure - A

Details of e-voting at EGM & remote e-voting for resolution are as under:

A1. VOTING THROUGH E-VOTING AT EGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	68	5,65,495	28,27,475
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	68	5,65,495	28,27,475
d) Votes with Assent**	66	5,65,479	28,27,395
e) Votes with Dissent**	3	16	80

Note: **There was 1 (One) shareholders voted partially in favour of the resolution and against the resolution.

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*	2920	5,03,26,90,031	25,16,34,50,155
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	2920	5,03,26,90,031	25,16,34,50,155
d) Votes with Assent**	2659	5,01,81,78,842	25,09,08,94,210
e) Votes with Dissent**	273	1,45,11,189	7,25,55,945

Note: *There were 73 (Seventy-Three) shareholders holding 21,85,144 (Twenty One Lakh Eighty Five Thousand One Hundred and Forty Four) equity shares who abstained from voting on the resolution.

**There were 12 (Twelve) shareholders who voted partially in favour of the resolution and against the resolution.

