



April 12, 2017

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

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001

Ref: Bharti Airtel Limited (532454 / BHARTIARTL)

Sub: Minutes of Postal Ballot

Dear Sir/ Madam,

In furtherance to our letter dated March 16, 2017 w.r.t. voting results and scrutinizer's report of postal ballot, we hereby submit the minutes of announcement of results of the postal ballot / e-voting conducted by the Company.

We request you to take the same on record.

Thanking you,

Sincerely Yours

For Bharti Airtel Limited

Rohit Krishan Puri
Dy. Company Secretary



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



MINUTES OF ANNOUNCEMENT OF RESULTS OF POSTAL BALLOT / E-VOTING BY BHARTI AIRTEL LIMITED ON TUESDAY, MARCH 14, 2017 AT BHARTI CRESCENT, 1, NELSON MANDELA ROAD, VASANT KUNJ, PHASE-II, NEW DELHI – 110 070

Background

Pursuant to the provisions of Section 110 of Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company had issued the postal ballot notice dated February 11, 2017 to obtain Shareholders' consent through postal ballot / e-voting on the following Special Resolutions:

- 1) Issue of unsecured / secured redeemable Non-Convertible Debentures / Bonds by way of Private Placement.; and
- 2) Transfer of the Company's investment in its wholly-owned subsidiary, Bharti Airtel International (Mauritius) Limited ("BAIM"), Mauritius to Network i2i Limited, Mauritius, another wholly-owned subsidiary.

The Board in its meeting held on January 24, 2017 and February 07, 2017 had approved the following:

- Mr. Sanjay Grover of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi, (C.P. No. 3850) as the Scrutinizer for conducting the postal ballot / e-voting process.
- Gopal Vittal, Managing Director & CEO (India & South Asia), Mukesh Bhavnani, Group General Counsel and Rohit Krishan Puri, Dy. Company Secretary as the persons responsible for the entire postal ballot / e-voting process.
- Mr. Sunil Bharti Mittal, Chairman and in his absence, any director authorized by the Chairman shall announce result of postal ballot / e-voting to announce the results of the Postal Ballot / e-voting.
- Karvy Computershare Pvt. Ltd. (Karvy) for providing e-voting platform to the members to cast their votes electronically.

The notice of Postal Ballot containing draft resolutions, explanatory statement, postal ballot forms, e-voting user IDs and passwords and self-addressed business reply envelope (as applicable) were sent to the members and others concerned including statutory auditors, secretarial auditors, stock exchanges etc. through post / email.

Intimation about completion of dispatch of Notice of postal ballot, e-voting forms and the last date for receipt of reply from shareholders / completion of e-voting was intimated to the members by way of publication of advertisement in newspapers viz 'Financial Express' (English, all edition) and 'Jansatta' (Hindi) on February 12, 2017.

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As per the notice:

- (i) The postal ballot forms / e-voting received after the end of business hours on Tuesday, March 14, 2017, have been treated as 'responses not received from the shareholders.
- (ii) Voting rights have been reckoned on the paid up value of the shares registered in the name of the shareholders as on Tuesday February 07, 2017.
- (iii) Incomplete, unsigned or incorrectly filled postal ballot forms have been rejected by the Scrutinizer.
- (iv) Any extraneous papers found in the postal ballot forms have been destroyed by the Scrutinizer.

After due scrutiny of all postal ballot forms / e-voting received till the business hours on Tuesday, March 14, 2017 (being the last date fixed for receipt of duly filled postal ballot forms) the Scrutinizer submitted his final report on Thursday, March 16, 2017 before the close of business hours.

On the basis of the report of the Scrutinizer, Mr. Sunil Bharti Mittal, Chairman, declared the results of the Postal Ballot / e-voting on Thursday, March 16, 2017. The Resolutions were approved by the requisite majority and deemed to have been passed on Tuesday, March 14, 2017.

The results of the postal ballot / e-voting have been intimated to Stock Exchanges within 48 hours of the declaration of results and have also been placed on the website of the Company at www.airtel.in.

Mr. Sunil Bharti Mittal, Chairman announced the following results of Postal Ballot / e-voting:

Special Resolutions:

1. **Issue of unsecured / secured redeemable Non-Convertible Debentures / Bonds by way of Private Placement.**

Particulars	Number of Valid Votes			Percentage (%)
	E-Votes	Postal Ballot	Total	
Assent	351,73,65,021	70,066	351,74,35,087	99.9998
Dissent	1,970	6,107	8,077	0.0002
Total	351,73,66,991	76,173	351,74,43,164	100.0000

Text of Special Resolution approved by the members through Postal Ballot is as under:

"Resolved that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force), the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the provisions of the Memorandum and Articles of Association of the Company and subject to other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any and such other approvals, permissions and sanctions as may be required from any appropriate authority, the consent of the members of the Company be and is hereby

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accorded to the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution) to create, offer, invite for subscription, issue and allot, from time to time, in one or more tranches and/or series, the unsecured and/or secured, listed and/or unlisted, redeemable Non-Convertible Debentures including but not limited to bonds and/or other debt securities ('NCDs'), denominated in Indian rupees, aggregating to an amount not exceeding Rs. 10,000 Crores (Rupees Ten Thousand Crores only) on a private placement basis, during the period of one year from the date of approval by members or such other period as may be permitted under the Act and other applicable laws and on such terms and conditions as may be decided by the Board provided that the outstanding under these NCDs shall at all times be within the overall borrowing limits under Section 180(1)(c) of the Act and be subject to a cap of Rs. 10,000 Crores.

Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms of the issue including timing of the issue(s), the class of investors to whom the NCDs are to be issued, number of NCDs, tranches, issue price, interest rate, listing, premium / discount, redemption, allotment of NCDs and to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard and to settle all questions, difficulties or doubts that may arise at any stage from time to time.

Resolved further that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be necessary to give effect to this resolution."

Since out of the total valid votes polled, 99.99% of the votes were in favour of the resolution, the above Special Resolution was declared to have been passed with overwhelming majority.

2. **Transfer of the Company's investment in its wholly-owned subsidiary, Bharti Airtel International (Mauritius) Limited ("BAIM"), Mauritius to Network i2i Limited, Mauritius, another wholly-owned subsidiary.**

Particulars	Number of Valid Votes			Percentage (%)
	E-Votes	Postal Ballot	Total	
Assent	351,73,64,646	67,744	351,74,32,390	99.9997
Dissent	2,165	7,288	9,453	0.0003
Total	351,73,66,811	75,032	351,74,41,843	100.0000

Text of Special Resolution approved by the members through Postal Ballot is as under:

"Resolved that pursuant to the provisions of the Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and subject to other applicable rules, regulations, guidelines and other statutory provisions for the time being in force including Foreign

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Exchange Management Act, 1999 and such other approvals, permissions and sanctions as may be required from any appropriate authority, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution) to transfer its entire investment (i.e. 3,604,970,000 shares) in its wholly-owned subsidiary, Bharti Airtel International (Mauritius) Limited, Mauritius to its another wholly-owned subsidiary Network i2i Limited, Mauritius in one or more tranches for a consideration not exceeding USD 250 million (or other equivalent currency) computed on the basis of the valuation report provided by an independent valuer and on such other terms and conditions as may be decided by the Board.

Resolved further that the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including but not limited to negotiating and finalising the terms of transfer, executing the necessary agreements, memoranda, deeds of assignment/conveyance, undertakings and to settle all questions, difficulties or doubts that may arise at any stage of implementing this resolution and to delegate all or any of the powers or authorities herein conferred to any director(s), executive(s), officer(s), representatives(s) of the Company or to any person and to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution."

Since out of the total valid votes polled, 99.99% of the votes were in favour of the resolution, the above Special Resolution was declared to have been passed with overwhelming majority.

Sd/-
Chairman

Place: New Delhi

Printed on: April 10, 2017

Signed on: April 10, 2017

Certified True Copy
For Bharti Airtel Limited

Rohit Krishan Puri
Deputy Company Secretary

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