

**Minutes of resolutions passed by postal ballot / e-voting by Bharti Airtel Limited on Tuesday, April 14, 2015 at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase-II, New Delhi – 110 070 .**

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**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 October 30, 2014 to obtain the consent from the Shareholders through postal ballot / e-voting on the following Special Resolutions:

- 1) Implementation of the ESOP Scheme 2005 through the ESOP Trust and related amendment in the ESOP Scheme 2005; and
- 2) Authorisation to the ESOP Trust for secondary acquisition of shares and provision of money for acquisition of such shares.

The Board in its meeting held on October 30, 2014 had approved the following appointments:

- 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.
- Mr. Gopal Vittal, Managing Director & CEO (India and South Asia) and Mr. Mukesh Bhavnani, Group General Counsel & Company Secretary as the persons responsible for the entire postal ballot / e-voting process.
- Mr. Gopal Vittal, Managing Director and CEO (India and South Asia) and in his absence, any person authorised by Managing Director and CEO (India and South Asia) 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 'Mint' (English) and 'Hindustan' (Hindi) on March 12, 2015.

As per the notice:

- (i) The postal ballot forms / e-voting received after the close of business hours on Friday, April 10, 2015, 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 Friday, February 13, 2015.
- (iii) Incomplete, unsigned or incorrectly filled or bearing more than one [√] 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 upto the close of the working hours on Friday, April 10, 2015 (being the last date fixed for receipt of duly filled postal ballot forms) the Scrutinizer submitted his final report on Monday, April 13, 2015 before the close of business hours.

On the basis of the report of the Scrutinizer, Mr. Gopal Vittal, Managing Director & CEO (India and South Asia), declared the results of the Postal Ballot / e-voting on Tuesday, April 14, 2015. The date of declaration of the results of postal ballot / e-voting has been taken as the date of passing of the Resolution.

The results of the postal ballot / e-voting shall be published in the newspapers within 48 hours of the declaration of results and shall also be placed on the website of the Company at [www.airtel.in](http://www.airtel.in).

Mr. Gopal Vittal, Managing Director & CEO (India and South Asia) announced the following results of Postal Ballot / e-voting:

**1) Special Resolution: Implementation of the ESOP Scheme 2005 through ESOP Trust and related amendment in the ESOP Scheme 2005; and**

Description	No. of valid votes	Votes cast in favor of the resolution (no.& % age of the total number of valid votes casted)	Votes cast against the resolution (no.& %age of the total number of valid votes casted)
Implementation of the ESOP Scheme 2005 through ESOP Trust and related amendment in the ESOP Scheme 2005.	3,604,069,151	3,349,670,977 (92.941%)	254,398,174 (7.059%)

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

“Resolved that pursuant to the applicable provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014, the Companies Act, 2013 and any other applicable laws, rules and regulations for the time being in force, if any, approval of the members of the Company be and is hereby accorded for implementation of the Bharti Airtel Employee Stock Option Scheme 2005 (the ESOP Scheme 2005) through Bharti Airtel Employees’ Welfare Trust (the ESOP Trust).

Resolved further that the following new clause 6.8 be inserted in the ESOP Scheme 2005 after the existing clause 6.7:

- (i) *The ESOP Scheme 2005 shall be implemented through Bharti Airtel Employees’ Welfare Trust (the ESOP Trust);*
- (ii) *The ESOP Trust is authorized to continue to hold the existing shares, acquire new shares from secondary market and transfer, appropriate or otherwise dispose of such shares and to do all such acts, deeds, matters and things as may be incidental or ancillary in this regard.*

Resolved further that for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as the Board and includes the HR & Nomination Committee or any other Committee of directors duly authorised by the Board), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient in this regard.”

*Since out of the total valid votes polled, 92.941% of the votes were casted in favour of the resolution, the above Special Resolution was declared to have been passed with overwhelming majority.*

**2) Special Resolution: Authorization to the ESOP Trust for secondary acquisition of shares and provision of money for acquisition of such shares.**

Description	No. of valid votes	Votes cast in favor of the resolution (no.& % age of the total number of valid votes casted)	Votes cast against the resolution (no.& %age of the total number of valid votes casted)
Authorisation to the Bharti Airtel Employees' Welfare Trust (the ESOP Trust) for the secondary acquisition and provision of money for acquisition of such shares.	3,604,067,718	3,349,668,441 (92.941%)	254,399,277 (7.059%)

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

“Resolved that pursuant to the provisions of Section 67 and other applicable provisions, if any of the Companies Act, 2013, the Companies (Share Capital and Debenture) Rules, 2014, the SEBI (Share Based Employee Benefits) Regulations, 2014 and other applicable laws, rules and regulations for the time being in force, if any, approval of the members of the Company be and is hereby accorded:

- For acquisition of upto 10,899,159 (Ten million eight hundred ninety nine thousand and one hundred fifty nine) fully paid up equity shares of Rs. 5/- each (representing 0.27% of the paid up share capital of the Company, hereinafter referred as “Equity shares”) from secondary market from time to time, in one or more tranches by Bharti Airtel Employees' Welfare Trust (the ESOP Trust) for implementation of the ESOP Scheme 2005, at such price and on such terms and conditions as may be decided by the ESOP Trust. In case of any corporate action such as right issue, bonus issue, corporate restructuring, reduction of share capital, buy back of shares, split or consolidation of shares of the Company or like events, the number of Equity Shares to be acquired from secondary market by the ESOP Trust shall be adjusted appropriately.
- To provision such sum of money as may be required for acquisition of above referred Equity Shares through ESOP Trust for implementation of the ESOP Scheme 2005 in one or more tranches, subject to overall limits prescribed under Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014.

Resolved further that for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as the Board and includes the HR & Nomination Committee or any other committee of directors duly authorised by the Board), be

and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient in this regard.”

*Since out of the total valid vote polled, 92.941% of the votes were casted in favour of the resolutions, the above Special Resolutions were declared to have been passed with overwhelming majority.*

**Sd/-  
Chairman**

**Place: New Delhi**

**Printed: May 13, 2015**

**Signed: May 13, 2015**