



March 16, 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: Voting results and Scrutinizer's Report of Postal Ballot

Dear Sir/ Madam,

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, we hereby enclose the voting results of Postal Ballot / e-voting concluded on Tuesday, March 14, 2017 and the Scrutinizer's Report.

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

XBRL Excel Utility	
1.	Overview
2.	Before you begin
3.	Index
4.	Steps for Filing - Voting Result Format

1. Overview
<p>The excel utility can be used for creating the XBRL/XML file for efilling of Voting Result</p> <p>XBRL filling consists of two processes. Firstly generation of XBRL/XML file and upload of generated XBRL/XML file to BSE Listing Center Website (www.listing.bseindia.com) .</p>

2. Before you begin
<ol style="list-style-type: none"> 1. The version of Microsoft Excel in your system should be Microsoft Office Excel 2007 and above. 2. The system should have a file compression software to unzip excel utility file. 3. Make sure that you have downloaded the latest Excel Utility from BSE Website to your local system. 4. Make sure that you have downloaded the Chrome Browser to view report generated from Excel utility 5. Please enable the Macros (if disabled) as per instructions given in manual, so that all the functionalities of Excel Utility works fine. Please first go through Enable Macro - Manual attached with zip file.

3. Index		
1	Details of general information about company	General Info
2	Voting Result By Companies	Voting Results
3	Voting Result Format	Resolutions

4. Steps for Filing Voting Result
<p>I. Fill up the data: Navigate to each field of every section in the sheet to provide applicable data in correct format. (Formats will get reflected while filling data.)</p> <ul style="list-style-type: none"> - Use paste special command to paste data from other sheet. - Use "Home" button (cntrl + H) to toggle between the sheets.
<p>II. Validating Sheets: Click on the "Validate " button to ensure that the sheet has been properly filled and also data has been furnished in proper format. If there are some errors on the sheet, excel utility will prompt you about the same.</p>
<p>III. Validate All Sheets: Click on the "Home" button. And then click on "Validate All Sheet" button to ensure that all sheets has been properly filled and validated successfully. If there are some errors on the sheet, excel utility will prompt you about the same and stop validation at the same time. After correction, once again follow the same procedure to validate all sheets.</p> <p>Excel Utility will not allow you to generate XBRL/XML until you rectify all errors.</p>
<p>IV. Generate XML : Excel Utility will not allow you to generate XBRL/XML unless successful validation of all sheet is completed. Now click on 'Generate XML' to generate XBRL/XML file.</p> <ul style="list-style-type: none"> - Save the XBRL/XML file in your desired folder in local system.

<p>V. Generate Report : Excel Utility will allow you to generate Report. Now click on 'Generate Report" to generate html report.</p> <ul style="list-style-type: none"> - Save the HTML Report file in your desired folder in local system. - To view HTML Report open "Chrome Web Browser" . - To print report in PDF Format, Click on print button and save as PDF.
<p>VI. Upload XML file to BSE Listing Center: For uploading the XBRL/XML file generated through Utility, login to BSE Listing Center and upload generated xml file. On Upload screen provide the required information and browse to select XML file and submit the XML.</p>

5. Fill up the data in excel utility
1. Cells with red fonts indicate mandatory fields.
2. If mandatory field is left empty, then Utility will not allow you to proceed further for generating XML.
3. You are not allowed to enter data in the Grey Cells.
4. If fields are not applicable to your company then leave it blank. Do not insert Zero unless it is a mandatory field.
5. Data provided must be in correct format, otherwise Utility will not allow you to proceed further for generating XML.
6. Select data from "Dropdown list" wherever applicable.
7. Adding Notes: Click on "Add Notes" button to add notes

Next

[Home](#)[Validate](#)

General information about company

Scrip code	532454
Name of the company	Bharti Airtel Limited
Type of meeting	Postal Ballot
Date of the meeting	16-03-2017
Start time of the meeting	
End time of the meeting	

[Prev](#)[Next](#)

[Home](#)[Validate](#)

Voting results	
Record date	07-02-2017
Total number of shareholders on record date	213168
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	Add Notes

[Prev](#)

[Home](#)[Validate](#)

Resolution (1)									
Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Issue of unsecured / secured redeemable Non-Convertible Debentures / Bonds by way of Private Placement					
Category	Mode of voting	No. of shares held	No. of 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	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	2,683,660,555	2683660555	100.0000	2683660555	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	2683660555	2683660555	100.0000	2683660555	0	100.0000	0.0000	0
Public- Institutions	E-Voting	1,061,007,679	625570385	58.9600	625570385	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	1061007679	625570385	58.9600	625570385	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	252,731,868	208416051	82.4653	208414081	1970	99.9991	0.0009	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		77775	0.0308	70066	6107	90.0881	7.8521	1602
	Total	252731868	208493826	82.4961	208484147	8077	99.9954	0.0039	1602
Total		3997400102	3517724766	88.0003	3517715087	8077	99.9997	0.0002	1602
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Add Notes		

[Home](#)[Validate](#)

Resolution (2)									
Resolution required: (Ordinary / Special)					Special				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Description of resolution considered					Transfer of the Company's investment in its wholly-owned subsidiary, Bharat Airtel International (Mauritius) Limited ("BAIM"), Mauritius to Network i2i Limited, Mauritius, another wholly-owned subsidiary.				
Category	Mode of voting	No. of shares held	No. of 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	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting		2683660555	100.0000	2683660555	0	100.0000	0.0000	0
	Poll	2,683,660,555	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	2683660555	2683660555	100.0000	2683660555	0	100.0000	0.0000	0
Public- Institutions	E-Voting		625570385	58.9600	625570385	0	100.0000	0.0000	0
	Poll	1,061,007,679	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	1061007679	625570385	58.9600	625570385	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting		208415871	82.4652	208413706	2165	99.9990	0.0010	0
	Poll	252,731,868	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		76634	0.0303	67744	7288	88.3994	9.5101	1602
	Total	252731868	208492505	82.4955	208481450	9453	99.9947	0.0045	1602
Total		3997400102	3517723445	88.0003	3517712390	9453	99.9997	0.0003	1602
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Add Notes		

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

Scrutinizer Report

To,

The Chairman

Bharti Airtel Limited

Bharti Crescent, 1, Nelson Mandela

Road, VasantKunj, Phase II, NewDelhi-110070

Dear Sir,


In terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved by the Central Government and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), I have been appointed as Scrutinizer by the Board of Directors of **Bharti Airtel Limited** ('the Company') in their meeting held on January 24, 2017 to conduct the Postal Ballot/ e-voting process in a fair and transparent manner in respect of the following resolution:

S. No.	Type of Resolution	Particulars
1.	Special Resolution	Issue of unsecured / secured redeemable Non-Convertible Debentures / Bonds by way of Private Placement
2.	Special Resolution	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



I submit my report as under:

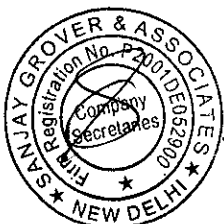
1. The Company completed the dispatch of postal ballot notice and postal ballot forms along with all requisite documents on February 11, 2017 to its Members whose names appeared in the Register of Members as on Tuesday, February 07, 2017, in the following manner:
 - a) through e-mail to the members whose e-mail addresses were registered with the Company/ the Depositories; and
 - b) through physical mode, along with a self-addressed postage prepaid business reply envelope to the other members (whose e-mail addresses were not registered with the Company/ the Depositories).
2. The Company published an advertisement regarding dispatch of postal ballot forms, notices etc. in English Daily "Financial Express" (all editions) and in Hindi Daily "Jansatta" (Delhi edition) on February 12, 2017.
3. The shareholders of the Company had an option to vote either through the postal ballot forms or through the e-voting facility. Shareholders who opted for e-voting facility have cast their votes on the e-voting platform provided by Karvy Computershare Private Limited (Karvy) at <http://evoting.karvy.com>.
4. The physical Postal Ballot forms received by post/ courier were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms. The e-voting was maintained by Karvy in electronic registry.
5. I monitored the process of electronic voting through the scrutinizer's secured link provided by Karvy on its designated website viz. <http://evoting.karvy.com>.
6. The votes were unblocked on Tuesday, March 14, 2017 after 05:00 P.M. in the presence of two witnesses, Mr. Viresh Luthra R/o C-41, Hari Nagar Clock Tower, New Delhi-110064 and Mr. Piyush Garg R/o D-36, First Floor, West Jyoti Nagar, Shahdara, New Delhi-110092, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:


Viresh Luthra


Piyush Garg



7. The ballot box was opened on Tuesday March 14, 2017 after the close of business hours, in my presence.
8. The particulars of all Postal Ballot forms received from the members as well as e-voting report generated from electronic registry of Karvy have been entered in a separate register maintained for that purpose.
9. All Postal Ballot forms received on or before Tuesday, March 14, 2017 i.e. the last date fixed by the Company for casting votes through Postal Ballot forms were considered and none of the envelopes containing Postal Ballot forms received on Tuesday, March 14, 2017 after the close of business hours were considered for the purpose of this report.
10. The Postal Ballot forms received and e-votes cast on or before Tuesday, March 14, 2017, were matched with the Register of Members/ beneficiary data of the Company as on Tuesday, February 07, 2017 as provided by Karvy Computer Share Private Limited, the Registrar and Share Transfer Agent ('RTA') of the Company. It is further submitted that there was no case of mis-match of the shareholding as mentioned in postal ballot forms and RTA records. Further, if any shareholder voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.
11. I did not find any defaced or mutilated ballot paper(s).
12. The shareholders exercised their voting either by e-voting or physical mode and there was no shareholder who opted for both the facilities.
13. The total issued and paid up Equity Share Capital of the Company as on Tuesday, February 07, 2017 was Rs.19,98,70,00,510/- (Rupees One Thousand Nine Hundred Ninety Eight Crore Seventy Lakh Five Hundred Ten Only) divided into 3,99,74,00,102 (Three Hundred Ninety Nine Crore Seventy Four Lakh One Hundred Two) Equity Shares of Rs. 5/- (Rupees Five Only) each. Of the aforesaid, 10,78,268 (Ten Lakh Seventy Eight Thousand Two Hundred Sixty Eight) and 2,80,000 (Two Lakh Eighty Thousand) equity shares are held by Bharti Airtel Employees' Welfare Trust 2005 and Bharti Airtel Employees' Welfare Trust 2001, respectively and pursuant to the Securities and Exchange Board of India (Shares Based Employee Benefits) Regulations, 2014 are be treated as "Non-Promoter Non-Public holding" and shall not carry any voting rights.
14. The summary of the postal ballots/ e-voting are as under:



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

Special Resolution				
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

The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the above Resolution is attached to this report and marked as 'Annexure A'.

Therefore, the above-mentioned Special Resolution has been passed with requisite majority.

II. 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.

Special Resolution				
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

The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the above Resolution is attached to this report and marked as 'Annexure B'.

Therefore, the above-mentioned Special Resolution has been passed with requisite majority.

15. Total issued share capital of the Company included 21 (Twenty One) shares which are lying in the 'Bharti Airtel Limited—unclaimed suspense A/c' of which the voting rights are frozen till the rightful owners claim these shares pursuant to Regulation 34 read with Schedule V(F)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



SANJAY GROVER & ASSOCIATES

16. I will hand over the postal ballot forms and other related papers/registers and records to the Company after signing of minutes by the Chairman of the Company.
17. You may accordingly declare the result of the voting by Postal Ballot.

For Sanjay Grover & Associates
(Company Secretaries)



(Sanjay Grover)
Managing Partner
Scrutinizer
C.P. No.: 3850

FOR BHARTI AIRTEL LTD.

SUNIL BHARTI MITTAL
CHAIRMAN

March 16, 2017
New Delhi

Annexure-A

A detailed summary of the postal ballot result is given herein below:

A1. VOTING THROUGH E-VOTING:				
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes	899**	3,53,33,26,466	17,66,66,32,330	88.3906
(b) Less: Abstained Votes	12	74,71,594	373,57,970	0.1869
(c) Less: Invalid Votes	1	2,80,000	14,00,000	0.0070
(c) Total Valid Votes Received*	886	352,55,74,872	1762,78,74,360	88.1967
(d) Votes with Assent	847	351,73,65,021	1758,68,25,105	87.9913
(e) Votes with dissent	44	1,970	9,850	0.0000

* Some members have partially voted for assent and dissent.

** Bharti Airtel Employees' Welfare Trust 2001 (ESOP Trust) holding 2,80,000 equity shares had voted in favour of the resolution. Pursuant to SEBI (Shares Based Employee Benefits) Regulations, 2014, the ESOP Trust is treated as "Non-Promoter Non-Public holding" and does not carry any voting rights. Accordingly, the voting by the ESOP Trust has not considered in the results of this resolutions.

A 2. VOTING THROUGH POSTAL BALLOT FORM:

Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes	539	77,886	3,89,430	0.0019
(b) Less: Abstained Votes	1	11	55	0.0000
(c) Less: Invalid Votes	20	1,602	8,010	0.0000
(d) Net Valid Votes*	518	76,273	3,81,365	0.0019
(e) Votes with assent	491	70,066	3,50,330	0.0018
(f) Votes with dissent	27	6,107	30,535	0.0002

*Some of the members have less voted.



Annexure-B

A detailed summary of the postal ballot result is given herein below:

B 1. VOTING THROUGH E-VOTING:				
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes	899**	3,53,33,26,466	17,66,66,32,330	88.3906
(b) Less: Abstained Votes	17	74,71,785	373,58,925	0.1869
(c) Less: Invalid Votes	1	2,80,000	14,00,000	0.0070
(d) Total Valid Votes Received*	881	352,55,74,681	1762,78,73,405	88.1967
(e) Votes with Assent	839	351,73,64,646	1758,68,23,230	87.9913
(f) Votes with dissent	45	2,165	10,825	0.0001

* Some members have partially voted for assent and dissent.

** Bharti Airtel Employees' Welfare Trust 2001 (ESOP Trust) holding 2,80,000 equity shares had voted in favour of the resolution. Pursuant to SEBI (Shares Based Employee Benefits) Regulations, 2014, the ESOP Trust is treated as "Non-Promoter Non-Public holding" and does not carry any voting rights. Accordingly, the voting by the ESOP Trust has not considered in the results of this resolutions.

B 2. VOTING THROUGH POSTAL BALLOT FORM:				
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total Votes	539	77,886	3,89,430	0.0019
(b) Less: Abstained Votes	5	1,092	5,460	0.0000
(c) Less: Invalid Votes	20	1,602	8,010	0.0000
(d) Net Valid Votes*	514	75,192	3,75,960	0.0019
(e) Votes with assent	479	67,744	3,38,720	0.0017
(f) Votes with dissent	35	7,288	36,440	0.0002

*Some of the members have less voted.

