

July 24, 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: Intimation under Regulation 30 w.r.t. 22nd Annual General Meeting

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit as following w.r.t. 22nd Annual General Meeting of the Company held on July 24, 2017 (22nd AGM):

1. Summary of proceedings of the AGM held on Monday, July 24, 2017 at 03:30 p.m. as Annexure A.
2. Voting results of 22nd AGM held on Monday, July 24, 2017 at 03:30 p.m. as Annexure B.
3. 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 Annexure C.
4. Sheikh Faisal Thani Al-Thani has been re-appointed as a director of the Company, liable to retire by rotation. Sheikh Faisal Thani Al-Thani is not related to any of the director of the Company.
5. Mr. Manish Kejriwal has been re-appointed as an independent director of the Company for second term of five (5) years w.e.f. September 26, 2017. Manish Kejriwal is not related to any of the director of the Company. His brief profile is enclosed as Annexure D.
6. Mr. Gopal Vittal has been re-appointed as the Managing Director & CEO (India and South Asia) of the Company for a further period of five years w.e.f. February 01, 2018. Gopal Vittal is not related to any of the director of the Company. His brief profile is enclosed as Annexure E.
7. Deloitte Haskins & Sells LLP, Chartered Accountants, New Delhi (Registration no. 117366W-W100018) has been appointed as the Statutory Auditors of the Company, in place of S.R. Batliboi & Associates LLP, whose term has ended on 22nd AGM of the Company, for a term of five (5) years i.e. from the conclusion of 22nd AGM till the conclusion of 27th AGM of the Company. Brief profile of Deloitte Haskins & Sells LLP is enclosed as Annexure F.

We request you to take the same on record.

Thanking you,

Sincerely Yours

For Bharti Airtel Limited


Rohit Krishan Puri
Dy. Company Secretary



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

SUMMARY OF PROCEEDINGS OF THE 22nd ANNUAL GENERAL MEETING

The 22nd Annual General Meeting (AGM) of Bharti Airtel Limited (the 'Company') was held on Monday, July 24, 2017 at 03:30 P.M. (IST) at Air Force Auditorium, Subroto Park, New Delhi - 110 010. Following Directors were present:

Directors Present:

Sunil Bharti Mittal, Chairman
Chua Sock Koong, Non-Executive Director
Craig Ehrlich, Independent Director
Dinesh Kumar Mittal, Independent Director
Gopal Vittal, Managing Director & CEO (India & South Asia)
Rakesh Bharti Mittal, Chairman of Stakeholder's Relationship Committee and Member, HR & Nomination Committee (representing Ben Verwaayen, Chairman of the HR & Nomination Committee)
Tan Yong Choo, Non-Executive Director
V.K. Viswanathan, Chairman of Audit & Risk Management Committee

In attendance:

Nilanjan Roy, Global Financial Officer
Pankaj Tewari, Company Secretary
Sanjay Bachani, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, Statutory Auditor
Sanjay Grover, M/s. Sanjay Grover & Associates, Company Secretaries, Scrutinizer
Dr. S. Chandrasekaran, M/s. Chandrasekaran Associates, Company Secretaries, Secretarial Auditor

Members Present:

In Person (including representatives) – 4374, holding 2,684,055,061 shares
In Proxy – 110, representing 16,033,047 shares

Pankaj Tewari, Company Secretary welcomed the members and other attendees. He informed the shareholders that Sunil Bharti Mittal, Chairman, would preside over the Meeting. The requisite quorum being present, Company Secretary called the meeting to order.

With the consent of the members, the Notice convening the Annual General Meeting, the Directors' Report and the Financial Statements for the financial year ended March 31, 2017 were taken as read. There was no qualifications in the Audit Report.

He stated that the Annual Report for the year 2016-17 had been posted/emailed, to all the members and the Annual Report and the statutory registers and proxy registers were available for inspection. He then requested Sunil Bharti Mittal, Chairman, to commence the proceedings.

Sunil Bharti Mittal, Chairman introduced the directors and officers sitting on the dais. The Chairman briefed about the significant developments of the Company during FY 2016-17. Gopal Vittal, Managing Director & CEO (India & South Asia) presented the operational highlights of the Company. The Chairman then invited queries / clarifications from shareholders, which were duly answered and the shareholders expressed satisfaction on the performance of the Company.

**Bharti Airtel Limited**

(a Bharti Enterprise)

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Pankaj Tewari, Company Secretary informed that there would be no voting by show of hands as the Company had provided the members the facility to cast their votes electronically which started at 9.00 a.m. on Friday, July 21, 2017 and concluded at 5.00 p.m. on Sunday, July 23, 2017, on all the resolutions set forth in the Notice of the AGM. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the meeting via electronic voting mechanism. The following items of business as stated in the notice of AGM, were put to vote:

Ordinary Business:

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2017 and the report of the Board of Directors and of the Auditors, thereon.
2. Declaration of dividend on equity shares.
3. Re-appointment of Sheikh Faisal Thani Al-Thani as a Director liable to retire by rotation.
4. Appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company and to fix its remuneration.

Special Business:

5. Re-appointment of Manish Kejriwal as an Independent Director.
6. Re-appointment of Gopal Vittal as the Managing Director of the Company.
7. Ratification of remuneration to be paid to R. J. Goel & Co., Cost Accountants, Cost Auditor of the Company.
8. Amendment in the Employee Stock Option Scheme 2005 of the Company.

Sanjay Grover of M/s. Sanjay Grover & Associates, Company Secretaries, who was appointed as the Scrutinizer for remote e-voting as well as electronic voting at the AGM, was requested to takeover the e-voting and submit Consolidated Scrutinizer's Report by July 25, 2017.

Subsequently, Consolidated Scrutinizers' Report was received and all the resolutions were passed with requisite majority.

Thanking You

For Bharti Airtel Limited



Rohit Krishan Puri
Dy. Company Secretary



Bharti Airtel Limited
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Bharti Airtel Limited

Voting Results of AGM

Details of poll at AGM and e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:		
Date of the AGM	24.07.2017	
Total number of shareholders on record date	189,328	
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: 7 Public: 4477		
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:		N.A.

1. Ordinary Resolution: To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2017 and the report of the Board of Directors and of the Auditors, thereon.

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 (3)=(2)/(1)*100	No. of votes - in favour	No. of votes -against	% of votes in favour on votes polled (6)=(4)/(2)*100	% of votes against on votes polled (7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	(1)	2,683,660,555	100.0000	2,683,660,555	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		2,683,660,555	100.0000	2,683,660,555	0	100.0000	0.0000
Public-Institutions	E-voting		756,362,734	71.4147	756,362,734	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1,059,114,156	71.4147	756,362,734	0	100.0000	0.0000
Public-Non Institutions	E-voting		213,787,360	83.9615	213,787,339	21	100.0000	0.0000
	Poll		254,625,391	0.1303	331,729	0	100.0000	0.0000
	Total		214,119,089	84.0918	214,119,068	21	100.0000	0.0000
Total		3,997,400,102	3,654,142,378	91.4130	3,654,142,357	21	100.0000	0.0000



Anurewa B

2. Ordinary Resolution: Declaration of dividend on equity shares

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 favour	No. of votes -against	% of votes in favour on votes polled	% of votes against on votes polled
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Poll		2,683,660,555	100.0000	2,683,660,555	0	100.0000	0.0000
	Total		2,683,660,555	100.0000	2,683,660,555	0	100.0000	0.0000
Public-Institutions	E-voting		758,076,904	71.5765	758,076,904	0	100.0000	0.0000
	Poll	1,059,114,156	0	0.0000	0	0	0.0000	0.0000
	Total		758,076,904	71.5765	758,076,904	0	100.0000	0.0000
Public-Non Institutions	E-voting		213,787,360	83.9615	213,787,358	2	100.0000	0.0000
	Poll	254,625,391	331,729	0.1303	331,729	0	100.0000	0.0000
	Total		214,119,089	84.0918	214,119,087	2	100.0000	0.0000
Total		3,997,400,102	3,655,856,548	91.4559	3,655,856,546	2	100.0000	0.0000

3. Ordinary Resolution: Re-appointment of Sheikh Faisal Thani Al-Thani as a Director liable to retire by rotation

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 favour	No. of votes -against	% of votes in favour on votes polled	% of votes against on votes polled
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Poll		2,683,660,555	100.0000	2,683,660,555	0	100.0000	0.0000
	Total		2,683,660,555	100.0000	2,683,660,555	0	100.0000	0.0000
Public-Institutions	E-voting		748,146,132	70.6389	366,934,910	381,211,222	49.0459	50.9541
	Poll	1,059,114,156	0	0.0000	0	0	0.0000	0.0000
	Total		748,146,132	70.6389	366,934,910	381,211,222	49.0459	50.9541
Public-Non Institutions	E-voting		213,787,360	83.9615	213,783,667	3,693	99.9983	0.0017
	Poll	254,625,391	331,729	0.1303	331,729	0	100.0000	0.0000
	Total		214,119,089	84.0918	214,115,396	3,693	99.9983	0.0017
Total		3,997,400,102	3,645,925,776	91.2074	3,264,710,861	381,214,915	89.5441	10.4559



4. Ordinary Resolution: Appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company and to fix its remuneration

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 favour	No. of votes -against	% of votes in favour on votes polled	% of votes against on votes polled
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Poll		2,683,660,555	100.0000	2,683,660,555	0	100.0000	0.0000
	Total		2,683,660,555	100.0000	2,683,660,555	0	100.0000	0.0000
Public-Institutions	E-voting		758,076,904	71.5765	758,076,904	0	100.0000	0.0000
	Poll	1,059,114,156	0	0.0000	0	0	0.0000	0.0000
	Total		758,076,904	71.5765	758,076,904	0	100.0000	0.0000
Public-Non Institutions	E-voting		213,787,348	83.9615	213,787,295	53	100.0000	0.0000
	Poll	254,625,391	331,729	0.1303	331,729	0	100.0000	0.0000
	Total		214,119,077	84.0918	214,119,024	53	100.0000	0.0000
Total		3,997,400,102	3,655,856,536	91.4559	3,655,856,483	53	100.0000	0.0000

5. Special Resolution: Re-appointment of Mr. Manish Kejriwal as an Independent Director

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 favour	No. of votes -against	% of votes in favour on votes polled	% of votes against on votes polled
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Poll		2,683,660,555	100.0000	2,683,660,555	0	100.0000	0.0000
	Total		2,683,660,555	100.0000	2,683,660,555	0	100.0000	0.0000
Public-Institutions	E-voting		748,285,023	70.6520	476,570,898	271,714,125	63.6884	36.3116
	Poll	1,059,114,156	0	0.0000	0	0	0.0000	0.0000
	Total		748,285,023	70.6520	476,570,898	271,714,125	63.6884	36.3116
Public-Non Institutions	E-voting		213,787,360	83.9615	213,701,073	86,287	99.9596	0.0404
	Poll	254,625,391	331,729	0.1303	331,729	0	100.0000	0.0000
	Total		214,119,089	84.0918	214,032,802	86,287	99.9597	0.0403
Total		3,997,400,102	3,646,064,667	91.2109	3,374,264,255	271,800,412	92.5454	7.4546



6. Ordinary Resolution: Re-appointment of Mr. Gopal Vittal as the Managing Director of the

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 (3)=(2)/(1)*100	No. of votes - in favour	No. of votes -against	% of votes in favour on votes polled (6)=(4)/(2)*100	% of votes against on votes polled (7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	(1)	(2)		(4)	(5)		
	Poll	2,683,660,555	2,683,660,555	100.0000	2,683,660,555	0	100.0000	0.0000
	Total	2,683,660,555	2,683,660,555	100.0000	2,683,660,555	0	100.0000	0.0000
Public-Institutions	E-voting	1,059,114,156	757,608,555	71.5323	756,864,173	744,382	99.9017	0.0983
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1,059,114,156	757,608,555	71.5323	756,864,173	744,382	99.9017	0.0983
Public-Non Institutions	E-voting	254,625,391	213,787,360	83.9615	213,787,023	337	99.9998	0.0002
	Poll		331,729	0.1303	331,729	0	100.0000	0.0000
	Total	254,625,391	214,119,089	84.0918	214,118,752	337	99.9998	0.0002
Total		3,997,400,102	3,655,388,199	91.4441	3,654,643,480	744,719	99.9796	0.0204

7. Ordinary Resolution: Ratification of remuneration to be paid to R. J. Goel & Co., Cost Accountants, Cost Auditor of the Company

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 (3)=(2)/(1)*100	No. of votes - in favour	No. of votes -against	% of votes in favour on votes polled (6)=(4)/(2)*100	% of votes against on votes polled (7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	(1)	(2)		(4)	(5)		
	Poll	2,683,660,555	2,683,660,555	100.0000	2,683,660,555	0	100.0000	0.0000
	Total	2,683,660,555	2,683,660,555	100.0000	2,683,660,555	0	100.0000	0.0000
Public-Institutions	E-voting	1,059,114,156	758,076,904	71.5765	758,076,904	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1,059,114,156	758,076,904	71.5765	758,076,904	0	100.0000	0.0000
Public-Non Institutions	E-voting	254,625,391	213,787,358	83.9615	213,786,774	584	99.9997	0.0003
	Poll		331,729	0.1303	331,729	0	100.0000	0.0000
	Total	254,625,391	214,119,087	84.0918	214,118,503	584	99.9997	0.0003
Total		3,997,400,102	3,655,856,546	91.4559	3,655,855,962	584	100.0000	0.0000



8. Special Resolution: Amendment in the Employee Stock Option Scheme 2005 of the Company

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 (3)=(2)/(1)*100	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled (6)=(4)/(2)*100	% of votes against on votes polled (7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	(1)	(2)		(4)	(5)		
	Poll	2,683,660,555	2,683,660,555	100.0000	2,683,660,555	0	100.0000	0.0000
	Total		2,683,660,555	100.0000	2,683,660,555	0	100.0000	0.0000
Public-Institutions	E-voting	1,059,114,156	757,695,904	71.5405	409,756,369	347,939,535	54.0793	45.9207
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		757,695,904	71.5405	409,756,369	347,939,535	54.0793	45.9207
Public-Non Institutions	E-voting	254,625,391	213,787,350	83.9615	213,785,968	1382	99.9994	0.0006
	Poll		331,729	0.1303	331,729	0	100.0000	0.0000
	Total		214,119,079	84.0918	214,117,697	1382	99.9994	0.0006
Total		3,997,400,102	3,655,475,538	91.4463	3,307,534,621	347,940,917	90.4817	9.5183



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]

To,
The Chairman
Bharti Airtel Limited
(CIN: L74899DL1995PLC070609)
Bharti Crescent, 1, Nelson
Mandela Road, Vasant Kunj,
Phase-II, New Delhi-110070

Dear Sir,

I, Sanjay Grover, Practicing Company Secretary, Managing Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing Annual General Meeting (AGM) voting process i.e. remote e-voting and e-voting at AGM, 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 till date, on the resolution(s) mentioned in Notice dated May 09, 2017 for 22nd AGM of the Equity Shareholders of the Company held on Monday, July 24, 2017 at 03:30 P.M. at Air Force Auditorium, Subroto Park, New Delhi-110010.

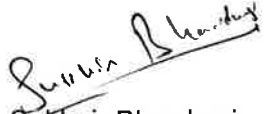
I submit my report as under:

1. The remote e-voting period commenced on Friday, July 21, 2017 at 09:00 A.M. and ended on Sunday, July 23, 2017 at 05:00 P.M. via e-voting platform on the designated website of Karvy Computershare Private Limited i.e. <https://evoting.karvy.com>.



2. The Shareholders of the Company as on the "cut off" date i.e. Monday, July 17, 2017 were entitled to avail the facility of remote e-voting as well as e-voting at the AGM, as the case may be, on the proposed resolution(s) (item no. 1 to 8) as set out in the Notice dated May 09, 2017.
3. The total paid up Equity Share Capital of the Company as on July 17, 2017 was 1998,70,00,510/- (One Thousand Nine Hundred Ninety Eight Crore Seventy Lakh Five Hundred Ten Only) divided into 399,74,00,102 equity shares (Three Hundred Ninety Nine Crore Seventy Four Lakh One Hundred Two) of Rs. 5/- (Rupees Five Only) each. The total issued share capital of the Company includes 19 (Nineteen) 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 12,96,480 (Twelve Lakh Ninety Six Thousand Four Hundred Eighty) 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.
4. Voting by using electronic voting system facility was made available through Karvy Computershare Private Limited at the AGM Venue which was conducted as per Rule 20 of Companies (Management and Administration) Rules, 2014, as amended up to date.
6. After completion of e-voting at the AGM at 4:35 P.M. the votes through e-voting were unblocked first and thereafter, the votes through remote e-voting were unblocked in the presence of two witnesses Mr. Vimal Kumar R/o D-109, Shakarpur- 110092 and Mr. Sukhvir Bhardwaj R/o H. No. 62, Ballabgarh, Faridabad-121004, who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.


Vimal Kumar


Sukhvir Bhardwaj



7. The consolidated summary of results of e-voting at AGM and remote e-voting are as under:

- a. **Resolution No. 1:** To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2017 and the report of the Board of Directors and of the Auditors thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes at AGM	remote e-votes	Total	
For	3,31,729	3,65,38,10,628	3,65,41,42,357	100.00
Against	0	21	21	0.00
Total	3,31,729	3,65,38,10,649	3,65,41,42,378	100.00

Therefore, the resolution No. 1 has been approved with requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure- A**.

- b. **Resolution No. 2:** Declaration of dividend on equity shares.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes at AGM	remote e-votes	Total	
For	3,31,729	3,65,55,24,817	3,65,58,56,546	100.00
Against	0	2	2	0.00
Total	331729	3,65,55,24,819	3,65,58,56,548	100.00

Therefore, the resolution No. 2 has been approved with requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure B**.



- c. **Resolution No. 3:** Re-appointment of Sheikh Faisal Thani Al-Thani as a Director liable to retire by rotation.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes at AGM	remote e-votes	Total	
For	3,31,729	3,26,43,79,132	3,26,47,10,861	89.54
Against	0	38,12,14,915	38,12,14,915	10.46
Total	3,31,729	3,64,55,94,047	3,64,59,25,776	100.00

Therefore, the resolution No. 3 has been approved with requisite majority. Details of e-voting at AGM and remote e-voting are given in Annexure C.

- d. **Resolution No. 4:** Appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company and to fix its remuneration.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes at AGM	remote e-votes	Total	
For	3,31,729	3,65,55,24,754	3,65,58,56,483	100.00
Against	0	53	53	0.00
Total	3,31,729	3,65,55,24,807	3,65,58,56,536	100.00

Therefore, the resolution No. 4 has been approved with requisite majority. Details of e-voting at AGM and remote e-voting are given in Annexure-D.



e. **Resolution No. 5:** Re-appointment of Mr. Manish Kejriwal as an Independent Director.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes at AGM	remote e-votes	Total	
For	3,31,729	3,37,39,32,526	3,37,42,64,255	92.55
Against	0	27,18,00,412	27,18,00,412	7.45
Total	3,31,729	3,64,57,32,938	3,64,60,64,667	100.00

Therefore, the resolution No. 5 has been approved with requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure-E**.

f. **Resolution No. 6:** Re-appointment of Mr. Gopal Vittal as the Managing Director of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes at AGM	remote e-votes	Total	
For	3,31,729	3,65,43,11,751	3,65,46,43,480	99.98
Against	0	7,44,719	7,44,719	0.02
Total	3,31,729	3,65,50,56,470	3,65,53,88,199	100.00

Therefore, the resolution No. 6 has been approved with requisite majority. Details of e-voting at AGM and remote e-voting are given in **Annexure-F**.



- g. Resolution No. 7:** Ratification of remuneration to be paid to R.J. Goel & Co., Cost Accountants, Cost Auditors of the Company for the financial year 2017-18.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes at AGM	remote e-votes	Total	
For	3,31,729	3,65,55,24,233	3,65,58,55,962	100.00
Against	0	584	584	0.00
Total	3,31,729	3,65,55,24,817	3,65,58,56,546	100.00

Therefore, the resolution No. 7 has been approved with requisite majority. Details of e-voting at AGM and remote e-voting are given in Annexure-G.

- h. Resolution No. 8:** Amendment in Employee Stock Option Scheme 2005 of the company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes at AGM	remote e-votes	Total	
For	3,31,729	3,30,72,02,892	3,30,75,34,621	90.48
Against	0	34,79,40,917	34,79,40,917	9.52
Total	3,31,729	3,65,51,43,809	3,65,54,75,538	100.00

Therefore, the resolution No. 8 has been approved with requisite majority. Details of e-voting at AGM and remote e-voting are given in Annexure-H.

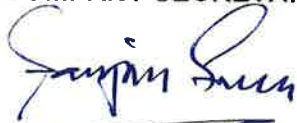


SANJAY GROVER & ASSOCIATES

8. The register and all other papers relating to e-voting at AGM and remote e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the register and other related papers to the Company.

Thanking you,

**For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**



Sanjay Grover
Scrutinizer
CP No 3850

July 24, 2017
New Delhi



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

A1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	111	3,31,729	16,58,645
b) Less: Invalid Votes	0	0	0
c) Net valid votes cast	111	3,31,729	16,58,645
d) Votes with assent	111	3,31,729	16,58,645
e) Votes with dissent	0	0	0

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	774	3,65,43,17,136	18,27,15,85,680
(b) Less: Abstained*	5	5,06,487	25,32,435
(c) Net valid votes	769	3,65,38,10,649	18,26,90,53,245
(d) Votes with assent	767	3,65,38,10,628	18,26,90,53,140
(e) Votes with dissent	2	21	105

*Five members only logged in the e-voting platform but neither voted in favour nor against the resolution.



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

B1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	111	3,31,729	16,58,645
b) Less: Invalid Votes	0	0	0
c) Net valid votes cast	111	3,31,729	16,58,645
d) Votes with assent	111	3,31,729	16,58,645
e) Votes with dissent	0	0	0

B2. 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	774	3,65,60,31,306	18,28,01,56,530
(b) Less: Abstained*	5	5,06,487	25,32,435
(c) Net valid votes	769	3,65,55,24,819	18,27,76,24,095
(d) Votes with assent	768	3,65,55,24,817	18,27,76,24,085
(e) Votes with dissent	1	2	10

*Five members only logged in the e-voting platform but neither voted in favour nor against the resolution.



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

C1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	111	3,31,729	16,58,645
b) Less: Invalid Votes	0	0	0
c) Net valid votes cast	111	3,31,729	16,58,645
d) Votes with assent	111	3,31,729	16,58,645
e) Votes with dissent	0	0	0

C2. 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 [^]	774	3,65,60,31,306	18,28,01,56,530
(b) Less: Abstained*	22	1,04,37,259	5,21,86,295
(c) Net valid votes	752	3,64,55,94,047	18,22,79,70,235
(d) Votes with assent	334	3,26,43,79,132	16,32,18,95,660
(e) Votes with dissent	421	38,12,14,915	1,90,60,74,575

[^]Three members have voted partially for assent and dissent.

*Twenty two members only logged in the e-voting platform but neither voted in favour nor against the resolution.



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

D1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	111	3,31,729	16,58,645
b) Less: Invalid Votes	0	0	0
c) Net valid votes cast	111	3,31,729	16,58,645
d) Votes with assent	111	3,31,729	16,58,645
e) Votes with dissent	0	0	0

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Total votes received [^]	774	3,65,60,31,306	18,28,01,56,530
(b) Less: Abstained*	7	5,06,499	25,32,495
© Net valid votes	767	3,65,55,24,807	18,27,76,24,035
(d) Votes with assent	764	3,65,55,24,754	18,27,76,23,770
(e) Votes with dissent	4	53	265

[^]One member has voted partially for assent and dissent.

*Seven members only logged in the e-voting platform but neither voted in favour nor against the resolution.



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

E1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	111	3,31,729	16,58,645
b) Less: Invalid Votes	0	0	0
c) Net valid votes cast	111	3,31,729	16,58,645
d) Votes with assent	111	3,31,729	16,58,645
e) Votes with dissent	0	0	0

E2. 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 [^]	774	3,65,60,31,306	18,28,01,56,530
(b) Less: Abstained*	18	1,02,98,368	5,14,91,840
(c) Net valid votes	756	3,64,57,32,938	18,22,86,64,690
(d) Votes with assent	406	3,37,39,32,526	16,86,96,62,630
(e) Votes with dissent	354	27,18,00,412	1,35,90,02,060

[^]Four Members have voted partially for assent and dissent.

*Eighteen members only logged in the e-voting platform but neither voted in favour nor against the resolution.



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

F1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	111	3,31,729	16,58,645
b) Less: Invalid Votes	0	0	0
c) Net valid votes cast	111	3,31,729	16,58,645
d) Votes with assent	111	3,31,729	16,58,645
e) Votes with dissent	0	0	0

F2. 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	774	3,65,60,31,306	18,28,01,56,530
(b) Less: Abstained*	10	9,74,836	48,74,180
(c) Net valid votes	764	3,65,50,56,470	18,27,52,82,350
(d) Votes with assent	754	3,65,43,11,751	18,27,15,58,755
(e) Votes with dissent	10	7,44,719	37,23,595

*Ten members only logged in the e-voting platform but neither voted in favour nor against the resolution.



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

G1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	111	3,31,729	16,58,645
b) Less: Invalid Votes	0	0	0
c) Net valid votes cast	111	3,31,729	16,58,645
d) Votes with assent	111	3,31,729	16,58,645
e) Votes with dissent	0	0	0

G2. 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 [^]	774	3,65,60,31,306	18,28,01,56,530
(b) Less: Abstained*	6	5,06,489	25,32,445
(c) Net valid votes	768	3,65,55,24,817	18,27,76,24,085
(d) Votes with assent	761	3,65,55,24,233	18,27,76,21,165
(e) Votes with dissent	8	584	2,920

[^]One Member has voted partially for assent and dissent.

*Six members only logged in the e-voting platform but neither voted in favour nor against the resolution.



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

H1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	111	3,31,729	16,58,645
b) Less: Invalid Votes	0	0	0
c) Net valid votes cast	111	3,31,729	16,58,645
d) Votes with assent	111	3,31,729	16,58,645
e) Votes with dissent	0	0	0

H2. 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 [^]	774	3,65,60,31,306	18,28,01,56,530
(b) Less: Abstained*	8	8,87,497	44,37,485
(c) Net valid votes	766	3,65,51,43,809	18,27,57,19,045
(d) Votes with assent	427	3,30,72,02,892	16,53,60,14,460
(e) Votes with dissent	343	34,79,40,917	1,73,97,04,585

[^]Four members have voted partially for assent and dissent.

*Eight members only logged in the e-voting platform but neither voted in favour nor against the resolution.





Manish Kejriwal
Managing Partner, Kedaara Capital Advisors LLP

Manish Kejriwal is the Managing Partner of Kedaara Capital Advisors LLP, a private equity investment fund focused on India. The firm's investors include endowments, private and public pension funds, sovereign wealth funds and global family offices. Kedaara Capital partners with entrepreneurs and management teams to build enduring value in growth-oriented businesses and support them to achieve higher levels of performance. Kedaara also actively engages with family owned businesses to identify and create carve out plays, which with a focused approach can create a win-win for promoters and Kedaara. They offer solution-oriented capital combining deep strategic & operational expertise in focused sectors, consultative approach and global connectivity to deliver superior returns. The firm enjoys a strategic partnership with Clayton, Dubilier & Rice.

In early 2004, Mr. Kejriwal founded the India office of Temasek Holdings Pte. Ltd., where he headed all its investments and other activities till September 2011. During this time, Temasek invested over US\$ 4 billion in India. He was a Senior Managing Director and also held multiple responsibilities in Temasek Singapore. He was a core member of its senior leadership team and a key member of Temasek Holding's Senior Management Committee (SMC), and its Senior Investment & Divestment Committee (SIDC). At different times in his career, he also led the firm's global investments in the FIG sector, and its investments in Africa, Middle-East and Russia. Manish brings over 15 years of experience, encompassing the full cycle of experiences in private equity across a variety of industries and sectors in private and public companies, and in other private equity funds.

Prior to Temasek, Manish was a Partner at McKinsey & Company, Inc. and was part of their New York, Cleveland and Mumbai offices. He helped found "The Private Equity Practice" during his years in New York and was instrumental in conceiving and co-authoring the widely followed "NASSCOM McKinsey reports". Prior to McKinsey, Manish had worked at the World Bank in Washington D.C. and with Goldman Sachs (Principal Investment/Corporate Finance) in HK.

Manish received an AB from Dartmouth College where he graduated Magna Cum Laude with a Major in Economics and Engineering Sciences and where he received the Dean's Plate. He holds an MBA from Harvard University, where he graduated with high distinction as a Baker Scholar.

Manish is currently a member on the boards of Parksons Packaging, Bajaj and Bharti. Over the years he has been on the boards of various portfolio companies: Temasek Holdings Advisors India, Punj Lloyd, Bharti Infratel, Fullerton Financial Holdings and Fullerton India Credit Company. He is passionate about driving a few select education initiatives reflected by his ongoing involvement in the United World College movement and as a founder trustee at Ashoka University.

He is an active member of the Young Presidents' Organization (YPO) and was named a Young Global Leader (YGL) by the World Economic Forum. He was profiled as one of the "25 hottest young executives in India" by Business Today. He has authored various articles on PE in India and has been profiled in various newspapers and periodicals. He is a sought after speaker at numerous conferences in India, Asia and North America. Manish also serves as a member of the Alternative Investments Policy Advisory Committee, constituted by the Securities & Exchange Board of India (SEBI).

Gopal Vittal

Chief Executive Officer, Airtel India, & Managing Director, Bharti Airtel Limited

Gopal Vittal is the Chief Executive Officer (Airtel India) and Managing Director of Bharti Airtel since March 2013.

In his role as CEO of the country's largest privately integrated telecom operator, he is responsible for defining and delivering the business strategy and providing overall leadership for Airtel's India operations.

He was previously with Bharti Enterprises where he was the Group Director, Special Projects (April 2012 - Feb 2013). In this capacity, he worked towards formulating and supporting Airtel's International strategy and data expansion.

Prior to this, Mr. Vittal was with Hindustan Unilever, where he headed the US\$3.5bn Home and Personal Care Division. With the various global and national responsibilities he held during his 20-year stint at Unilever, Mr. Vittal gathered a wealth of experience across sales, marketing and general management.

As Director, Marketing at Bharti Airtel from 2006 to 2008, he made significant contributions towards driving revenue growth, market leadership and building Airtel as an iconic brand.

Mr. Vittal is an alumnus of Madras Christian College and has completed his MBA at IIM, Kolkata.

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About Deloitte Haskins & Sells LLP

Deloitte Haskins & Sells was constituted on October 11, 1997. On November 20, 2013, Deloitte Haskins & Sells was converted to Deloitte Haskins & Sells LLP (the "Firm") which is incorporated under the Limited Liability Partnership Act 2008. The Firm is registered with the Institute of Chartered Accountants of India (Registration No. 117366W/W-100018).

Offices of Deloitte Haskins & Sells LLP

The registered office of the Firm is 12, Dr. Annie Besant Road, Opp. Shiv Sagar Estate, Worli, Mumbai - 400 018, India.

The Firm has other offices across India in Mumbai, Delhi, Kolkata, Chennai, Bangalore, Baroda, Ahmedabad, Hyderabad, Coimbatore, Kochi, Pune, Jamshedpur, and Goa.