



January 29, 2024

**National Stock Exchange of India Limited**

Exchange Plaza, C-1 Block G  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400051, India  
Symbol: BHARTIARTL/ AIRTELPP

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400001, India  
Scrip Code: 532454/ 890157

**Sub.: Disclosure under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')**

Dear Sir/ Ma'am,

This is in furtherance to our intimation dated December 29, 2023 w.r.t. notice of postal ballot seeking approval of members of the Company by way of special resolution via remote e-voting only for 'Appointment of Mr. Douglas Anderson Baillie as Independent Director of the Company'.

Please find enclosed herewith the following:

- Voting results as required under Regulation 44 of the SEBI Listing Regulations, as **Annexure-A**; and
- Scrutinizer's Report dated January 29, 2024 pursuant to Section 108 of the Companies Act, 2013 and relevant rules made thereunder, as **Annexure-B**.

The aforesaid voting results alongwith Scrutinizer's report are available on the Company's website viz. [www.airtel.in](http://www.airtel.in) and are also being made available on the website of KFin Technologies Limited viz. <https://evoting.kfintech.com>.

We wish to inform that pursuant to the approval of the requisite majority of members, Mr. Douglas Anderson Baillie (DIN: 00121638) has been appointed as an Independent Director of the Company for a term of five years (i.e. from October 31, 2023 to October 30, 2028). The details prescribed under SEBI circular no. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 and other applicable circulars along with the brief profile of Mr. Baillie, had been submitted by the Company vide its intimation dated October 31, 2023 under Reg. 30 of the SEBI Listing Regulations.

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**

**Bharti Airtel Limited**  
(a Bharti Enterprise)

Regd. Office: Airtel Center, Plot No. 16, Udyog Vihar, Phase-IV, Gurugram – 122015, India  
Corporate Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070, India  
T.: +91-124-4222222, F.: +91-124-4248063, Email id: [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in), [www.airtel.com](http://www.airtel.com)  
CIN: L74899HR1995PLC095967

BHARTI AIRTEL LIMITED								
Voting Results of Postal Ballot conducted by way of remote e-voting only								
Details of Postal Ballot e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015								
Date of <del>AGM/EGM</del> /closure of e-voting (in case of Postal Ballot)	January 28, 2024							
Total number of shareholders on record date i.e. December 23, 2023	787,594							
No. of shareholders present in the meeting either in person or through Proxy: - Promoters and Promoters Group: - Public:	Not applicable							
No. of Shareholders attended the meeting through Video Conferencing - Promoters and Promoters Group: - Public:	Not applicable							
Item No.	1							
Details of Agenda	Appointment of Mr. Douglas Anderson Baillie as an Independent Director of the Company							
Resolution Required	Special Resolution							
Whether promoter/ promoter group are interested in the agenda/ resolution?	No							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - in Against (5)	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	3,115,730,500	3,115,730,500	100.0000	3,115,730,500	0	100.0000	0.0000
	Poll		Not applicable					
	Postal Ballot (if applicable)		The postal ballot was conducted through remote e-voting only. Details captured in 'Remote e-voting' tab.					
	<b>Total</b>		<b>3,115,730,500</b>	<b>3,115,730,500</b>	<b>100.0000</b>	<b>3,115,730,500</b>	<b>0</b>	<b>100.0000</b>
Public Institutions	Remote e-voting	2,385,770,229	2,111,106,814	88.4874	2,101,136,143	9970671	99.5277	0.4723
	Poll		Not applicable					
	Postal Ballot (if applicable)		The postal ballot was conducted through remote e-voting only. Details captured in 'Remote e-voting' tab.					
	<b>Total</b>		<b>2,385,770,229</b>	<b>2,111,106,814</b>	<b>88.4874</b>	<b>2,101,136,143</b>	<b>9,970,671</b>	<b>99.5277</b>
Public Non-Institutions	Remote e-voting	218,351,122	85,372,304	39.0986	85,366,231	6073	99.9929	0.0071
	Poll		Not applicable					
	Postal Ballot (if applicable)		The postal ballot was conducted through remote e-voting only. Details captured in 'Remote e-voting' tab.					
	<b>Total</b>		<b>218,351,122</b>	<b>85,372,304</b>	<b>39.0986</b>	<b>85,366,231</b>	<b>6,073</b>	<b>99.9929</b>
<b>GRAND TOTAL</b>		<b>5,719,851,851</b>	<b>5,312,209,618</b>	<b>92.8732</b>	<b>5,302,232,874</b>	<b>9,976,744</b>	<b>99.8122</b>	<b>0.1878</b>



# CL & Associates, Company Secretaries

D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, New Delhi-110074, India

Tel: +91 11-2630 2076, 097166 16624; E-mail: [support@corp-nexus.com](mailto:support@corp-nexus.com)

## Scrutinizer's Report

*[Pursuant to Sections 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") as amended]*

To,

**The Chairman**

**Bharti Airtel Limited**

(CIN: L74899HR1995PLC095967)

Airtel Center, Plot No. 16, Udyog Vihar,

Phase-IV, Gurugram, Haryana, 122015

**Subject: Scrutinizer's report with respect to the Postal Ballot conducted by way of remote e-voting process of Bharti Airtel Limited**

Dear Sir,

I, Harish Chawla, Partner of M/s CL & Associates, Company Secretaries, having office at D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, New Delhi-110074, India, was appointed as Scrutinizer by the Board of Directors of **Bharti Airtel Limited** (hereinafter to be referred as "**the Company**") vide board resolution passed on October 31, 2023 for the purpose of scrutinizing the voting process conducted by way of remote e-voting ("**Remote e-voting**") in a fair and transparent manner in respect of the resolutions contained in the Postal Ballot Notice dated October 31, 2023 ("**Notice**").

I submit my report as under: -

1. As per the General Circular Nos. No. 09/2023 dated September 25, 2023 read with 20/2020 dated May 5, 2020, 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("**Listing Regulations**") providing the relaxation to companies to conduct the Postal Ballot process through electronic means ("**Remote e-voting**") only, the Company has sent the Notice on Friday, December 29, 2023 through electronic mode only to those members whose e-mail addresses were registered with the Company/ Depository Participants and whose names were recorded in the Register of Members/ Beneficial owners of the Company as on the Cut-off date i.e. Saturday, December 23, 2023 ("**Cut-off date**").

The Company has published an advertisement on Saturday, December 30, 2023 in "Mint" an English Newspaper, "Hindustan" a vernacular (Hindi) newspaper regarding completion of electronic dispatch of Notice and also specifying therein the matters prescribed in the Rules with regard to Remote e-voting.



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Further, the Company has also published an advertisement in "Mint" an English Newspaper, "Hindustan" a vernacular (Hindi) newspaper on December 26, 2023 requesting the members to register their email addresses with the Company/ DPs/ Registrar & Share Transfer Agent (as applicable). A physical communication alongwith the copy of Form ISR-1 was also sent to such members, for their convenience.

2. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes were not dispatched to the members. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting system only.
3. The Company had engaged the services of KFin Technologies Limited ("KFin") for extending the facility of remote e-voting to the members. The remote e-voting period commenced on Saturday, December 30, 2023 at 09.00 A.M. (IST) and ended on Sunday, January 28, 2024 at 05.00 P.M. (IST).
4. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the Listing Regulations in respect of the resolution contained in the Notice as well as to ensure a secured framework and robustness of electronic voting system.
5. My responsibility as scrutinizer for e-voting process was restricted to make the Scrutinizer's Report of the votes cast in "Favour" or "Against" by the members in respect of the resolution contained in the Notice, based on verification of data and reports generated from the voting system provided by KFin, the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers/ documents furnished to me electronically.
6. The members of the Company holding equity shares, as on the **Cut-off date i.e., Saturday, December 23, 2023** were entitled to vote on the proposed resolution as set out in the Notice, through remote e-voting.
7. The total paid up Equity Share Capital of the Company, as per the Register of Members/List of Beneficial Owners provided by National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL"), as on Saturday, December 23, 2023 was Rs. 28,59,92,59,257.5 (Rupees Two Thousand Eight Hundred Fifty-Nine Crore Ninety-Two Lakh Fifty-Nine Thousand Two Hundred Fifty-Seven and Fifty Paise Only) divided into 5,62,17,79,936 (Five Hundred Sixty-Two Crore Seventeen Lakh Seventy-Nine Thousand Nine Hundred and Thirty-Six) fully paid equity shares of the face value of Rs. 5/- (Rupees Five Only) each and 39,22,87,662 (Thirty-Nine Crore Twenty-Two Lakh Eighty-Seven Thousand Six Hundred and Sixty-Two) partly paid equity shares of face value of Rs. 5/- (Rupees Five Only) with paid up value of Rs. 1.25/- (Rupee One and Twenty-Five Paise Only) each.



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Further, 3,152,886 fully paid equity shares were allotted on account of the conversion of Foreign Currency Convertible Bonds (FCCBs) upon approval of the Committee of Directors on December 18, 2023 (i.e. before the Cut-off date). These shares were admitted to Depository on January 03, 2024, therefore, the same have not been considered for this Postal Ballot.

As per Section 47 of the Act, every member of a Company limited by shares and holding equity share capital therein, shall have a right to vote on every resolution placed before the Company and his voting right on a poll/ e-voting shall be in proportion to his share in the paid-up equity share capital of the Company. Accordingly, 39,22,87,662 (Thirty-Nine Crore Twenty-Two Lakh Eighty-Seven Thousand Six Hundred and Sixty-Two) partly paid equity shares represent 9,80,71,915 (Nine Crore Eighty Lakh Seventy-One Thousand Nine Hundred and Fifteen) votes (fraction is round-off to lower number) based on their paid-up value. The following table contains the details of number of equity shares and number of votes the equity shares carries based on their paid-up value:

Paid up value per equity share (in Rs.)	No. of Shares	No. of Votes
5.00	5,62,17,79,936	5,62,17,79,936
1.25	39,22,87,662	9,80,71,915
<b>TOTAL</b>	<b>6,01,40,67,598</b>	<b>5,71,98,51,851</b>

The total issued share capital of the Company includes 755 (Seven Hundred and Fifty Five) equity shares which are lying in the Bharti Airtel Limited - Unclaimed Suspense Account and Bharti Airtel Rights 2021 Unclaimed Suspense Account, of which voting rights are frozen till rightful owners claim pursuant to Regulation 34 read with sub-clause (e) of clause (F) of Schedule V of the Listing Regulations; 33,84,204 (Thirty Three Lakh Eighty Four Thousand Two Hundred and Four) 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 and Sweat Equity) Regulations, 2021, of which voting rights are not exercised; and 2,10,928 (Two Lakh Ten Thousand Nine Hundred and Twenty Eight) equity shares transferred to and held by Investor Education and Protection Fund (IEPF) on which voting rights are frozen pursuant to Section 125 and Section 124(6) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rule, 2016.

8. The votes cast during the remote e-voting were unblocked on Sunday, January 28, 2024 after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Kirti Arora and Arpita Singh, who are not in the employment of the Company and/ or KFin. They have signed below in confirmation of the same:

  
\_\_\_\_\_  
Witness - 1

  
\_\_\_\_\_  
Witness - 2



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- The e-votes were reconciled with records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization provided by the respective members.
- Thereafter, the details of members, who voted “in favour” or “against” on the resolution proposed for Postal Ballot were prepared based on report generated from the e-voting website of KFin.
- The consolidated summary of results of remote e-voting are as under:

**Resolution No. 1—Appointment of Mr. Douglas Anderson Baillie (DIN: 00121638) as an Independent Director of the Company**

Particulars	Nature of Shares	Special Resolution		
		Number of Valid Votes Postal Ballot through Remote e-voting	Total e-votes	Percentage (%)
Assent	Fully Paid-up	5,22,15,63,240	5,30,22,32,874	99.8122
	Partly Paid-up	8,06,69,634		
Dissent	Fully Paid-up	99,04,763	99,76,744	0.1878
	Partly Paid-up	71,981		

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Appendix A**.

- The electronic data and all other relevant record related to remote e-voting are under my safe custody and will be handed over to the Company Secretary and Compliance Officer of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.

Thanking you,

For CL & Associates  
Company Secretaries  
Firm Unique Code: P2021DE084900



Harish Chawla  
Partner  
Membership No. F9002  
CP No. 15492  
PR No. 4741/2023  
UDIN: F009002E003323599

Date: January 29, 2024  
Place: New Delhi



Countersigned by

Rohit Krishan Puri  
Authorised Signatory  
Bharti Airtel Limited

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## Appendix A:

Details of remote e-voting for Resolution No. 1, are as under:

Particulars	No. of Voters	No. of e-Votes	Percentage
a) Total Votes received	4,132	5,31,22,09,618	100.0
b) Less: Invalid Votes	0	0	-
c) Net Valid Votes	4,132	5,31,22,09,618	100.0
d) Votes with Assent	3,312	5,30,22,32,874	99.8122
e) Votes with Dissent	820	99,76,744	0.1878

